

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

THE HONOURABLE MR.) MONDAY, THE 21st
JUSTICE MORAWETZ) DAY OF DECEMBER, 2009

**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



**ORDER AMENDING APPROVAL AND VESTING ORDER
(Re Digby Transaction)**

THIS MOTION, made by Interwind Corp. (formerly SkyPower Corp.) (the “**Debtor**”) for an order amending the Approval and Vesting Order granted by this Court on November 18, 2009 (the “**November Order**”) in respect of a transaction contemplated by a purchase agreement between the Debtor and 3240384 Nova Scotia Limited (the “**Purchaser**”) and Emera Inc. made as of October 23, 2009, attached as Exhibit “A” to the Supplemental Affidavit of David Bacon sworn December 17, 2009 (the “**Bacon Affidavit**”), as subsequently amended by an Amendment dated as of November 20, 2009, and by a Second Amendment dated December 17, 2009, attached as Exhibits “C” and “D” to the Bacon Affidavit (collectively, the “**Amended Purchase Agreement**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Sixth Report of KPMG Inc., as monitor (the “**Monitor**”), dated December 18, 2009, and on hearing the submissions of counsel for the Debtor, the Purchaser, 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., CIM


Group, West LB AG, Toronto Branch and Norddeutsche Landesbank Girozentrale, New York Branch, no one appearing for any other person on the service list,

1. THIS COURT ORDERS that the November Order be and is hereby amended as set out herein.
2. THIS COURT ORDERS that all references to the "Purchase Agreement" in the November Order, including in the Monitor's Certificate attached as Schedule "A" thereto, shall be and are hereby amended to be references to the "Amended Purchase Agreement".
3. THIS COURT ORDERS that Schedule "B" to the November Order be and is hereby amended to delete the references to the shares in the capital stock of Scotian Windfield Partners Corp. legally or beneficially owned by the Debtor.
4. THIS COURT ORDERS that Schedule "B" to the November Order be and is hereby amended to include the assets listed on Schedule "A" hereto.
5. THIS COURT ORDERS that, except as amended hereby, the November Order remains otherwise unamended and in full force and effect.
6. 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 to give effect to this Order, including without limitation, the United States Bankruptcy Court for the District of Delaware, and to assist the Monitor and its 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 Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.



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LE / DANS LE REGISTRE NO.:

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SCHEDULE "A"

Document Name	Date	Parties
Shape File DVD with EA, Engineering, Survey, Layout and Transmission Line Information		SkyPower Corp.
Minutes of Meeting of Digby Co-Operative Pasture Limited re proposal for Transmission Line Options	August 24, 2009	Digby Co-Operative Pasture Limited SkyPower Corp.
Construction Bids and Bid Evaluation Form		SkyPower Corp. CBCL Limited
Padmount Transfer Bids and Bid Evaluation Form		SkyPower Corp.
Letter from EON WindElectric re Construction Bid Costs	August 10, 2009	EON WindElectric SkyPower Corp.
Letter from Signal Wind Energy LLC re Construction Bid Costs	September 4, 2009	Signal Wind Energy LLC SkyPower Corp.
Main Transformer Specifications		Stantec Consulting Inc. SkyPower Corp.
Option Agreement for Transmission Line Easement	15/12/09	Jonathan Mullen Mink Ranch Limited Interwind Corp.

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Proceeding commenced at Toronto

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VESTING ORDER**

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