

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 the Applicant to and including May 31, 2010.

MONITOR'S REPORT

3. **THIS COURT ORDERS** that the Twelfth Report of the Monitor, and the actions and activities of the Monitor as reported therein, be and are hereby approved.

OPA SETTLEMENT

4. **THIS COURT ORDERS** that the terms of the termination and release agreement dated March 25, 2010, between the Applicant and the OPA (the "**OPA Termination Agreement**") and the transactions contemplated therein (the "**OPA Settlement Transactions**") be and they are hereby approved.

5. **THIS COURT ORDERS** that the Applicant be and is hereby authorized and directed to enter into the OPA Termination Agreement and is further authorized and directed to implement and complete the OPA Settlement Transactions in accordance with the terms and conditions of the OPA Termination Agreement with such alterations, amendments, deletions and additions as the parties thereto may agree to and to perform the obligations contained in the OPA Termination Agreement.

6. **THIS COURT ORDERS** that Schedule "A" of the OPA Termination Agreement be and is hereby sealed pending further Order of this Court.

DIRECTOR RELEASE

7. **THIS COURT ORDERS** that any person who served as an officer or director of the Applicant prior to and from and after August 12, 2009 is hereby released, remised and forever discharged of and from all claims, liabilities, obligations, demands or causes of action of whatever nature, including, without limitation, any and all claims in respect of potential statutory liabilities, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising by reason of, out of or in connection with, such service with respect to any act or omission, transaction or dealing or other occurrence existing or taking place prior to the date of this Order, and including any claim or demand for contribution or indemnity in respect of any act or omission, transaction or dealing or other occurrence which occurred in whole or in part prior to the date of this Order, provided that this paragraph shall not apply to any matter that cannot be the subject of a release under Section 5.1(2) of the CCAA or extend to any person that actively and knowingly participated in the breach of any related fiduciary duties or has been grossly negligent or guilty of wilful misconduct and provided that this paragraph shall be without prejudice to the rights of any person whose claim against such directors and officers has been allowed, partially allowed or is being disputed in accordance with the Claims Process Order of this Court dated February 19, 2010 (the "**Claims Process Order**").

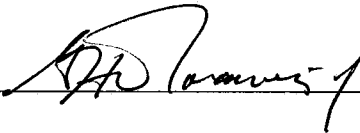
8. **THIS COURT ORDERS** that, until further order of this Court, any and all persons shall be and are hereby stayed from commencing, taking, applying for or issuing or continuing any and all steps or proceedings, including, without limitation, administrative hearings or orders, declarations or assessments, against any or all past, present or future directors or officers of the Applicant in respect of any matters referred to in paragraph 7 above, save and except claims brought in accordance with the procedures contained in the Claims Process Order.

GENERAL

9. **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.

10. **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.:

APR 0 1 2010

PER / PAR: TV

**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

ORDER

Goodmans LLP
Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Robert Chadwick (LSUC# 35165K)
Fred Myers (LSUC#26310A)
Derek Bulas (LSUC# 47760W)
Tel: 416-979-2211
Fax: 416-979-1234

Lawyers for Interwind Corp.