

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

THE HONOURABLE) TUESDAY, THE 30th DAY
)
MR. JUSTICE MORAWETZ) OF MARCH, 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.**



Applicant

ORDER

THIS MOTION made by KPMG Inc., in its capacity as court-appointed Monitor of Interwind Corp. (formerly known as SkyPower Corp.) (the “**Monitor**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion of the Monitor returnable 30 March 2010; the Eleventh Report of the Monitor dated 19 March, 2010; the Affidavit of Todd Martin, sworn 18 March 2010 (the “**Martin Affidavit**”); the Affidavit of Michael MacNaughton sworn 19 March 2010 (the “**MacNaughton Affidavit**”); the Twelfth Report of the Monitor dated 28 March 2010; the Motion Record of the Applicant for a Motion returnable 30 March 2010; the Motion Record of 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) (“**HSH**”) and on hearing the submissions of counsel for the Applicant; the Monitor; HSH; and Lehman Brothers Holdings Inc., no one appearing for any other person on the Service List,

SERVICE

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and the Motion Record herein shall be and hereby is abridged so that the motion is properly returnable today, and that any further service thereof is hereby dispensed with.

APPROVAL OF ACTIVITIES

2. **THIS COURT ORDERS** that the Tenth Report and the Eleventh Report, and the activities of the Monitor as described therein, be and are hereby approved.

APPROVAL OF FEES

3. **THIS COURT ORDERS** that the fees and disbursements of the Monitor, as described in the Eleventh Report and as set out in the Martin Affidavit, be and are hereby approved.

4. **THIS COURT ORDERS** that the amount of \$150,000 for the fees and disbursements of the Monitor in connection with activities of the Monitor necessary to continue the administration of these proceedings under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, (the "**CCAA Proceedings**") to 30 March 2010, as described in the Eleventh Report, be and is hereby approved.


5. **THIS COURT ORDERS** that the fees and disbursements of the Monitor's legal counsel, Borden Ladner Gervais LLP ("**BLG**") and any out-of-province counsel used by BLG, as described in the Eleventh Report and as set out in the MacNaughton Affidavit, be and are hereby approved.

6. **THIS COURT ORDERS** that the amount of \$100,000 for fees and disbursements of BLG, and any out-of-province counsel used by BLG, in connection with activities of the Monitor necessary to continue the administration of the CCAA Proceedings until 30 March 2010, as described in the Eleventh Report, be and is hereby approved.

DISCHARGE

7. **THIS COURT ORDERS** that the appointment of KPMG Inc. as Monitor in the CCAA Proceedings pursuant to the Initial Order of The Honourable Mr. Justice Morawetz dated 12 August 2009 (the “**Initial Order**”) be and is hereby terminated and KPMG Inc. is discharged from any further obligations pursuant to the Orders made in the CCAA Proceedings, provided that KPMG Inc. shall continue to have the benefit of the provisions of all Orders made in these CCAA Proceedings, including all approvals of its activities, protections and stays of proceedings in favour of KPMG Inc. in its capacity as the Monitor.

8. **THIS COURT ORDERS AND DECLARES** that KPMG Inc. is hereby released and discharged from any and all liability that KPMG Inc. now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of KPMG Inc. while acting in its capacity as the Monitor. Without limiting the generality of the foregoing, KPMG Inc. is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the CCAA Proceedings, provided that nothing herein shall relieve KPMG Inc. from any liability arising out of gross negligence or wilful misconduct on the part of KPMG Inc. while acting in its capacity as the Monitor in these CCAA Proceedings.



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

APR 01 2010

PER / PAR: JV

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)**

PROCEEDINGS COMMENCED AT TORONTO

ORDER
(30 March 2010)

BORDEN LADNER GERVAIS LLP

Barristers and Solicitors
Scotia Plaza, 40 King Street West
Toronto, Ontario
M5H 3Y4

Michael J. MacNaughton

Tel.: (416) 367-6646
Fax: (416) 682-2837
LSUC # 25889U

James Szumski

Tel: (416) 367-6310
Fax: (416) 682-2811
LSUC # 56958S

Lawyers for KPMG Inc., in its capacity as
Court-appointed Monitor of Interwind Corp.