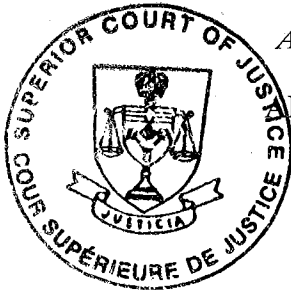


**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MADAM) THURSDAY, THE 3rd
)
JUSTICE SWINTON) DAY OF SEPTEMBER, 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 SKYPOWER CORP.**

ORDER

THIS MOTION, made by 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 Second Report of KPMG Inc. as monitor (the "**Monitor**"), 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., CIM Group, West LB AG, Toronto Branch ("**West LB**"), and Norddeutsche Landesbank Girozentrale, New York Branch ("**Nord**"), 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**"), be and is hereby extended to and including ~~November 30,~~October 31, 2009.

DIP FINANCING

3. **THIS COURT ORDERS** that, ~~upon~~subject to recognition by the United States Bankruptcy Court for the District of Delaware of the Initial CCAA Order ~~of this Court dated August 12, 2009,~~₂ and further to paragraph 53 of the Initial CCAA Order, the Applicant be and is hereby authorized to ~~make such additional draws~~draw up to a maximum of CAD\$11.4 million under the Commitment Letter (as defined in the Initial CCAA Order) for disbursements as set out in the initial cash flow ~~statements~~statement filed with this Court on August 12, 2009, as ~~revised~~amended from time to time, in consultation with the Monitor.

MONITOR'S REPORTS

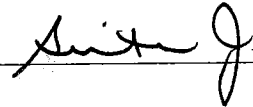
4. **THIS COURT ORDERS** that the First Report of the Monitor dated August 24, 2009, the Second Report of the Monitor dated September 1, 2009, and the activities of the Monitor reported therein be and are hereby approved.

GENERAL

5. **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.

6. **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.



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**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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