

Court File No. 09-8321-00CL

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

THE HONOURABLE MR.) FRIDAY, THE 8th
)
JUSTICE CAMERON) 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.**

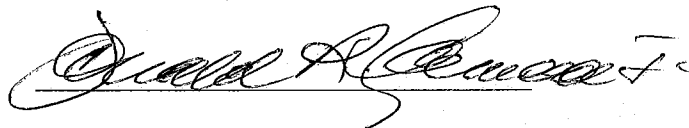
Applicant

ORDER

THIS MOTION, made by Interwind Corp. (formerly SkyPower Corp.) (the "**Debtor**") for an order approving the sale transaction contemplated by a 1.5 XLE wind turbine purchase agreement (the "**Turbine Purchase Agreement**") between the Debtor and Invenergy Turbine L.P. (the "**Purchaser**") made as of December 16, 2009 and exhibited to the Affidavit of David Bacon sworn December 16, 2009, and vesting in the Purchaser of all right, title and interest in and to the assets described in the Turbine Purchase Agreement, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Seventh Report of KPMG Inc. as monitor (the "**Monitor**") 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) (collectively, the "**HSH Bank Syndicate**"), Lehman Brothers Holdings Inc., CIM Group, West LB AG, Toronto Branch, Norddeutsche Landesbank Girozentrale, New York Branch, General Electric Company and General Electric of Canada Inc., no one appearing for any other person on the service list,

1. THIS COURT ORDERS that the amount of the interim distribution to be made in favour of the HSH Bank Syndicate pursuant to paragraph 8 of the Approval and Vesting Order granted by this Court on January 8, 2010, and contemplated in the Turbine Purchase Agreement, shall not be publicly disclosed on the Monitor's website or in the public court record or be otherwise available or accessible for public consumption.



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

JAN 08 2010

PER / PAR: *JSF* 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 INTERWIND CORP.**

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

Proceeding commenced at Toronto

APPROVAL AND VESTING ORDER

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