

**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

PROOF OF CLAIM

THIS PROOF OF CLAIM IS NOT TO BE USED FOR ANY CLAIM AGAINST A DIRECTOR OR OFFICER THAT IS NOT A D&O CLAIM OR ANY CLAIM AGAINST INTERWIND CORP. THAT IS NOT A POST-FILING CLAIM OR CONSTRUCTION LIEN CLAIM AS DEFINED IN THE CLAIMS PROCESS ORDER

A. PARTICULARS OF CLAIMANT:

1. Full Legal Name of Claimant: _____

2. Full Mailing Address of Claimant:

3. Telephone Number: _____

Facsimile Number: _____

Attention (Contact Person): _____

E-mail address: _____

B. PROOF OF CLAIM

I, _____ [name of Claimant or
Representative of the Claimant], of _____

do hereby certify:

(a) that I [tick one]

(In the case of an individual which is the Claimant) I am the Claimant in respect of the claim set forth in (c) below; OR

(In the case of a corporation which is the Claimant) am

(state position or title)

of _____
(name of Claimant)

(b) that I have knowledge of all the circumstances connected with the Claim referred to below;

(c) that I [**tick one**]

assert a D&O Claim against one or more of the Directors and Officers of Interwind Corp. in the amount of Cdn\$ _____ [**insert \$ value of D&O Claim**]

Name of Director(s) and/or Officer(s) in respect of whom a D&O Claim is being filed: _____

assert a Post-Filing Claim against Interwind Corp. in the amount of Cdn\$ _____ [**insert \$ value of Post-Filing Claim**]

assert a Construction Lien Claim against Interwind Corp. in the amount of Cdn\$ _____ [**insert \$ value of Construction Lien Claim**]

If D&O Claims, Post-Filing Claims or Construction Lien Claims have been converted into Canadian dollars, the conversion rate used should be the Bank of Canada spot rate at noon on February 19, 2010. Particulars of the original currency denomination and the conversion rate used should be provided as part of this Proof of Claim.

C. PARTICULARS OF CLAIM:

The particulars of the Claimant's D&O Claim, Post-Filing Claim or Construction Lien Claim are attached.

(Provide all particulars of the D&O Claim, Post-Filing Claim or Construction Lien Claim, including in the case of a D&O Claim, the name of each Director and Officer against whom the Claimant is claiming a description and relevant dates of the transaction(s) or agreement(s) giving rise to the D&O Claim and in the case of a D&O Claim the name of each Director and Officer against whom the Claimant is claiming. All supporting documentation must be attached.)

D. FILING OF CLAIM

This Proof of Claim in respect of a D&O Claim or Post-Filing Claim must be received by the Monitor by no later than 5:00 p.m. (Toronto Time) on March 19, 2010, and the Proof of Claim in respect of a Construction Lien Claim must be received by the Monitor by no later

than 5:00 p.m. (Toronto Time) on March 5, 2010), by courier, personal delivery or facsimile transmission at the following address:

By Mail:

KPMG Inc., as Monitor of Interwind Corp.
Suite 4600
Bay Adelaide Centre
333 Bay Street
Toronto, Ontario M5H 2S5

Attention: Todd Martin / Jenny Poulos

By Courier or Personal Delivery:

KPMG Inc., as Monitor of Interwind Corp.
Suite 4600
Bay Adelaide Centre
333 Bay Street
Toronto, Ontario M5H 2S5

Attention: Todd Martin / Jenny Poulos

By Fax:

KPMG Inc., as Monitor of Interwind Corp.
Attention: Todd Martin / Jenny Poulos
Fax No.: (416) 777-3364
Telephone: (416) 777-8245 / (416) 777-3495

By Email: interwind@kpmg.ca

Failure to file your Proof of Claim as directed by 5:00 p.m. on March 19, 2010 (Toronto Time) in the case of a D&O Claim and Post-Filing Claim and by 5:00 p.m. on March 5, 2010, in the case of a Construction Lien Claim, will result in your D&O Claim, Post-Filing Claim or Construction Lien Claim being barred and forever extinguished and you will be prohibited from making or enforcing such D&O Claim against the applicable Directors or Officers or such Post-Filing Claim or Construction Lien Claim against Interwind Corp. (subject to the terms of the Claims Process Order).

Dated at _____, this _____ day of _____, 2010.

[Insert Name of Claimant: _____]

Per: _____
Name

Signature: _____