

SUPERIOR COURT

**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL**

No.: 500-11-038196-107

DATE: January 12, 2010

PRESENT: THE HONOURABLE MR. JUSTICE JEAN-YVES LALONDE, J.S.C.

IN THE MATTER OF THE PLAN OF COMPROMISE OR ARRANGEMENT OF:

INTERWIND CORP.

Debtor

And

KPMG INC.

Monitor/Petitioner

ORDER

**(RE: MOTION TO RECOGNIZE THE APPROVAL AND VESTING ORDER ISSUED BY
THE ONTARIO SUPERIOR COURT OF JUSTICE AND TO COME IN AID TO THE
SAID COURT)**

CONSIDERING the Petitioners' *Motion to recognize the approval and vesting order issued by the Ontario Superior Court of Justice and to come in aid to the said Court*;

CONSIDERING the representations of the parties;

FOR THESE REASONS, THE COURT:

[1] GRANTS Petitioner's *Motion to recognize the approval and vesting order issued by the Ontario Superior Court of Justice and to come in aid to the said Court (the "Motion")*;

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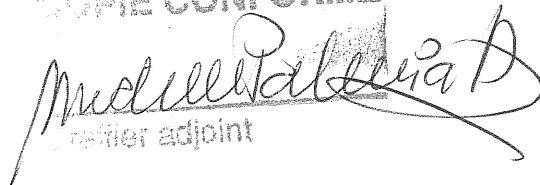
- [2] **EXEMPTS**, if applicable, the Petitioners from having to serve the Motion and from any notice or delay of presentation.
- [3] **AGREES** to come in aid of the Superior Court of Justice in connection with the Approval and Vesting Order issued on January 8, 2010 by the Ontario Superior Court of Justice a copy of the redacted version of such Order is attached herewith as Schedule A of this Order (the original unredacted version being sealed in the Ontario Superior Court of Justice's records) (the "**Approval and Vesting Order**");
- [4] **CONFIRMS, RECOGNIZES** and **DECLARES** enforceable in the Province of Québec the Approval and Vesting Order by which the Ontario Superior Court of Justice approved *inter alia* the sale transaction (the "**Transaction**") contemplated by a 1.5 XLE wind turbine purchase agreement (the "**Turbine Purchase Agreement**") between Interwind Corp. (formerly SkyPower Corp.) (the "**Debtor**") and Invenergy Turbine L.P. (the "**Purchaser**") made as of December 16, 2009 and vesting in the Purchaser of all rights, title and interest in and to the assets described in the Turbine Purchase Agreement (the "**Purchased Assets**");
- [5] **ORDERS** the provisional execution of this Order notwithstanding any appeal and without the necessity of furnishing any security;
- [6] **THE WHOLE WITHOUT COSTS.**



Jean-Yves Lalonde, J.S.C.

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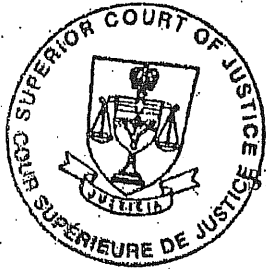
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Michel Palencia
notier adjoint

SCHEDULE A

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

APPROVAL AND VESTING ORDER

THIS MOTION, made by Interwind Corp. (formerly SkyPower Corp.) (the "Debtor") for an order approving the sale transaction (the "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 (the "Bacon Affidavit"), and vesting in the Purchaser of all right, title and interest in and to the assets described in the Turbine Purchase Agreement (the "Purchased Assets"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Seventh Report of KPMG Inc. as monitor (the "Monitor") and the Seventh Supplementary Report of 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 AND DECLARES that the Transaction is hereby approved. The execution of the Turbine Purchase Agreement by the Debtor is hereby authorized and approved, and the Debtor is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

2. THIS COURT ORDERS AND DECLARES that upon the delivery of a Monitor's certificate to the Purchaser substantially in the form attached as Schedule "A" hereto (the "Monitor's Certificate"), all right, title and interest in and to the Purchased Assets as defined in the Turbine Purchase Agreement, including without limitation, those listed on Schedule B hereto shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens (whether statutory, possessory or otherwise), encumbrances, executions, levies, charges, or other claims, whether liquidated, unliquidated, asserted or unasserted, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (all of which are collectively referred to as the "Claims") including, without limiting the generality of the foregoing: (i) any Claim created by an Order or Orders of the Ontario Superior Court of Justice in these proceedings; (ii) all Claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) all Claims 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, N.A., General Electric Company and General Electric of Canada Inc.; (iv) all Claims of any Storage Providers (as defined in the Turbine Purchase Agreement); and (v) all other Encumbrances, as such term is defined in the Turbine Purchase Agreement and, for greater certainty, this Court orders that all of the Claims affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

3. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Monitor's Certificate all

Claims shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

4. THIS COURT ORDERS that the Purchase Price (as defined in the Turbine Purchase Agreement) and the redacted portions of the Turbine Purchase Agreement, as reflected in Exhibit "A" to the Bacon Affidavit, and the Monitor's Seventh Supplementary Report, 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.

5. THIS COURT ORDERS AND DIRECTS the Monitor to file with the Court a copy of the Monitor's Certificate, forthwith after delivery thereof.

6. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtor and any bankruptcy order issued pursuant to any such applications;
- (c) any assignment in bankruptcy made in respect of the Debtor; and
- (d) the appointment of any receiver, interim receiver, trustee, administrator or other person appointed for the benefit of creditors (all such persons collectively referred to as "Creditor Representatives"),

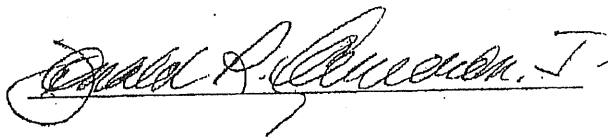
the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy or Creditor Representatives that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor or Creditor Representatives, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute

oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

7. THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

8. THIS COURT ORDERS that the Debtor shall distribute to HSH Nordbank AG, New York Branch, as administrative agent and collateral agent on behalf of the HSH Bank Syndicate, the proceeds of the Turbine Supply Loan (as defined in the Turbine Purchase Agreement), being the sum of [REDACTED], paid to the Debtor on the closing of the Transaction on account of turbine supply loans made by the HSH Bank Syndicate to the Debtor.

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 to give effect to this Order, including without limitation, the United States Bankruptcy Court for the District of Delaware, and the Quebec Superior Court, and to assist the Monitor and its 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 Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.



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

JAN 08 2010

PER / PAR: JCN

Joanne Nicoara
Registrar, Superior Court of Justice

Schedule A – Form of Monitor’s Certificate

Court File No. 09-8321-00CL

ONTARIO

SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST

**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

MONITOR’S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Court dated January 8, 2010, the Court approved the 1.5 XLE wind turbine purchase agreement made as of December 16, 2009 (the “**Turbine Purchase Agreement**”) between Interwind Corp. (formerly SkyPower Corp.) (the “**Debtor**”) and Invenergy Turbine L.P. (the “**Purchaser**”) and provided for the vesting in the Purchaser of all right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; and (ii) that the conditions to Closing as set out in Article 6 of the Turbine Purchase Agreement have been satisfied or waived by the Monitor and the Purchaser.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Turbine Purchase Agreement.

THE MONITOR CERTIFIES the following:

1. The Debtor and the Purchaser have each independently informed the Monitor that:
 - (a) The Purchaser has paid the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Turbine Purchase Agreement; and
 - (b) The conditions to Closing as set out in Article 6 of the Turbine Purchase Agreement have been satisfied or waived by the Debtor and the Purchaser.

2. This Certificate was delivered by the Monitor at ● [TIME] on ●, 2009.

**KPMG Inc., in its capacity as Monitor of
Interwind Corp., and not in its personal
capacity**

Per: _____

Name:

Title:

Schedule B – Purchased Assets

TURBINES

134 1.5MW GE XLE Turbines

Machine No.	Machine Head	T. Bernier	W72224	Top	Fort Francis	d-080-2	Mid	Fort Francis	d-084-2	Base	06/08/11	Fort Francis	d-085-3	DTA and PSL	U/Side Vert	72234	Blade Set	Port of Gros Cacouna	20053981
2	Machine Head	T Bernier	W72227	Top	Fort Francis	d-086-1	Mid	Fort Francis	d-085-2	Base	06/08/17	Fort Francis	d-086-3	DTA and PSL	U/Side Vert	72235	Blade Set	Port of Gros Cacouna	20053982
3	Machine Head	T Bernier	W72218	Top	Fort Francis	d-087-1	Mid	Fort Francis	d-085-2	Base	06/08/23	Fort Francis	d-087-3	DTA and PSL	U/Side Vert	72232	Blade Set	Port of Gros Cacouna	20053979
4	Machine Head	T Bernier	W72221	Top	Fort Francis	d-088-1	Mid	Fort Francis	d-087-2	Base	06/08/25	Fort Francis	d-088-3	DTA and PSL	U/Side Vert	72229	Blade Set	Port of Gros Cacouna	20053983
5	Machine Head	T Bernier	W72234	Top	Fort Francis	d-105-1	Mid	Fort Francis	d-088-2	Base	06/08/31	Fort Francis	d-082-3	DTA and PSL	U/Side Vert	72241	Blade Set	Port of Gros Cacouna	20053984
6	Machine Head	T Bernier	W72220	Top	T Bernier	D-102-01	Mid	Fort Francis	d-103-2	Base	06/08/20	Fort Francis	d-083-3	DTA and PSL	U/Side Vert	72238	Blade Set	Port of Gros Cacouna	20053985
7	Machine Head	T Bernier	W72231	Top	T Bernier	D-103-01	Mid	Fort Francis	d-104-2	Base	06/08/30	Fort Francis	d-086-3	DTA and PSL	U/Side Vert	72233	Blade Set	Port of Gros Cacouna	20053988
8	Machine Head	T Bernier	W72223	Top	T Bernier	D-104-01	Mid	Fort Francis	d-105-2	Base	06/09/09	Fort Francis	d-089-3	DTA and PSL	U/Side Vert	72231	Blade Set	Port of Gros Cacouna	20053987
9	Machine Head	T Bernier	W72226	Top	T Bernier	D-092-01	Mid	Fort Francis	d-103-1	Base	06/09/13	Fort Francis	d-108-3	DTA and PSL	U/Side Vert	72237	Blade Set	Port of Gros Cacouna	20053986
10	Machine Head	T Bernier	W72229	Top	T Bernier	D-087-01	Mid	Fort Francis	d-121-2	Base	06/09/13	Fort Francis	d-105-3	DTA and PSL	U/Side Vert	72236	Blade Set	Port of Gros Cacouna	20053990
11	Machine Head	T Bernier	W72235	Top	T Bernier	D-098-01	Mid	Fort Francis	d-123-2	Base	06/09/19	Fort Francis	d-110-3	DTA and PSL	U/Side Vert	72230	Blade Set	Port of Gros Cacouna	20053989
12	Machine Head	T Bernier	W72237	Top	T Bernier	D-084-01	Mid	Fort Francis	d-131-2	Base	06/09/19	Fort Francis	d-112-3	DTA and PSL	U/Side Vert	72239	Blade Set	Port of Gros Cacouna	20053991
13	Machine Head	T Bernier	W72244	Top	T Bernier	D-100-01	Mid	Fort Francis	d-203-2	Base	06/09/22	Fort Francis	d-113-3	DTA and PSL	U/Side Vert	72238	Blade Set	Port of Gros Cacouna	20053992
14	Machine Head	T Bernier	W72239	Top	T Bernier	D-091-01	Mid	Fort Francis	d-206-2	Base	06/09/25	Fort Francis	d-114-3	DTA and PSL	U/Side Vert	72224	Blade Set	Port of Gros Cacouna	20053971
15	Machine Head	T Bernier	W72225	Top	T Bernier	D-152-01	Mid	Fort Francis	d-231-2	Base	06/09/28	Fort Francis	d-115-3	DTA and PSL	U/Side Vert	72226	Blade Set	Port of Gros Cacouna	20053975
16	Machine Head	T Bernier	W72241	Top	T Bernier	D-242-01	Mid	Fort Francis	d-257-2	Base	06/09/28	Fort Francis	d-116-3	DTA and PSL	U/Side Vert	72227	Blade Set	Port of Gros Cacouna	20053977
17	Machine Head	T Bernier	W72240	Top	T Bernier	D-250-01	Mid	Transit Bernier	D-097-02	Base	06/10/05	Fort Francis	d-121-3	DTA and PSL	U/Side Vert	72240	Blade Set	Port of Gros Cacouna	20053976
18	Machine Head	T Bernier	W72228	Top	T Bernier	D-088-01	Mid	Transit Bernier	D-101-02	Base	06/10/05	Fort Francis	d-128-3	DTA and PSL	U/Side Vert	72243	Blade Set	Port of Gros Cacouna	20053978
19	Machine Head	T Bernier	W72230	Top	T Bernier	D-095-01	Mid	Transit Bernier	D-095-02	Base	06/10/09	Fort Francis	d-133-3	DTA and PSL	U/Side Vert	72225	Blade Set	Port of Gros Cacouna	20053980
20	Machine Head	T Bernier	W72232	Top	T Bernier	D-108-01	Mid	Transit Bernier	D-175-02	Base	06/10/09	Fort Francis	d-148-3	DTA and PSL	U/Side Vert	72222	Blade Set	Port of Gros Cacouna	20053993
21	Machine Head	T Bernier	W72236	Top	T Bernier	1343	Mid	Transit Bernier	D-185-02	Base	06/11/03	T Bernier	d-145-03	DTA and PSL	U/Side Vert	72228	Blade Set	Port of Gros Cacouna	20053998
22	Machine Head	T Bernier	W72238	Top	T Bernier	1195	Mid	Transit Bernier	D-189-02	Base	06/11/08	T Bernier	d-147-03	DTA and PSL	U/Side Vert	72242	Blade Set	Port of Gros Cacouna	20053999
23	Machine Head	T Bernier	W72142	Top	T Bernier	1344	Mid	Transit Bernier	D-190-02	Base	07/02/08	T Bernier	d-144-03	DTA and PSL	U/Side Vert	72244	Blade Set	Port of Gros Cacouna	20053997
24	Machine Head	T Bernier	W72243	Top	T Bernier	1196	Mid	Transit Bernier	D-192-02	Base	07/02/09	T Bernier	d-094-03	DTA and PSL	U/Side Vert	72219	Blade Set	Port of Gros Cacouna	20053996
25	Machine Head	T Bernier	W72222	Top	T Bernier	1198	Mid	Transit Bernier	D-108-02	Base	07/02/12	T Bernier	d-096-03	DTA and PSL	U/Side Vert	72220	Blade Set	Port of Gros Cacouna	20053994
26	Machine Head	T Bernier	W72233	Top	T Bernier	1193	Mid	Transit Bernier	D-116-02	Base	07/02/17	T Bernier	d-138-03	DTA and PSL	U/Side Vert	72221	Blade Set	Port of Gros Cacouna	20053995
27	Machine Head	T Bernier	W72245	Top	T Bernier	1192	Mid	146 L.P. Lebrun	50371	Base	07/07/16	T Bernier	1508	DTA and PSL	U/Side Vert	72251	Blade Set	St. Catharine	W72245
28	Machine Head	T Bernier	W72246	Top	T Bernier	1194	Mid	146 L.P. Lebrun	1203	Base	07/07/17	T Bernier	1506	DTA and PSL	U/Side Vert	72248	Blade Set	St. Catharine	W72246

Component #	Component Type	Component Location	Serial #	Component Type	Component Location	Serial #	Component Type	Component Location	Serial #	Component Type	Component Location	Serial #	Component Type	Component Location	Serial #	Component Type	Component Location	Serial #	
68	Machine Head	T Bernier	W72289	Top	146 L.P. Labrun	D-103-1	Mid	BML	1443	Base	07/08/13	146 L.P. Labrun	1540	DTA and PSL	L'ile Vert	72287	Blade Set	Port of Duluth	31
69	Machine Head	T Bernier	W72291	Top	BML	1366	Mid	BML	1425	Base	07/08/14	Campor	1530	DTA and PSL	L'ile Vert	72277	Blade Set	Port of Duluth	22
70	Machine Head	T Bernier	W72297	Top	BML	1371	Mid	BML	1448	Base	07/08/14	146 L.P. Labrun	1531	DTA and PSL	L'ile Vert	72295	Blade Set	Port of Duluth	28
71	Machine Head	T Bernier	W72303	Top	BML	1398	Mid	BML	1449	Base	07/08/14	146 L.P. Labrun	1541	DTA and PSL	L'ile Vert	72290	Blade Set	Port of Duluth	76
72	Machine Head	T Bernier	W72304	Top	BML	1391	Mid	BML	1458	Base	07/08/15	146 L.P. Labrun	1532	DTA and PSL	L'ile Vert	72275	Blade Set	Port of Duluth	74
73	Machine Head	T Bernier	W72305	Top	BML	1392	Mid	BML	1446	Base	07/08/15	146 L.P. Labrun	1537	DTA and PSL	L'ile Vert	72276	Blade Set	Port of Gros Caeconia	20060956
74	Machine Head	T Bernier	W72306	Top	BML	1344	Mid	BML	1447	Base	07/08/16	146 L.P. Labrun	1525	DTA and PSL	L'ile Vert	72289	Blade Set	Port of Gros Caeconia	20043341
75	Machine Head	T Bernier	W72247	Top	BML	1318	Mid	BML	1201	Base	07/08/16	146 L.P. Labrun	1528	DTA and PSL	L'ile Vert	72289	Blade Set	Port of Gros Caeconia	20060953
76	Machine Head	T Bernier	W72280	Top	BML	1370	Mid	BML	1427	Base	07/08/16	146 L.P. Labrun	1529	DTA and PSL	L'ile Vert	72267	Blade Set	Port of Gros Caeconia	20060958
77	Machine Head	T Bernier	W72292	Top	BML	1393	Mid	BML	1431	Base	07/08/17	146 L.P. Labrun	1521	DTA and PSL	L'ile Vert	72270	Blade Set	Port of Gros Caeconia	20050957
78	Machine Head	T Bernier	W72293	Top	BML	1367	Mid	BML	1451	Base	07/08/17	146 L.P. Labrun	1511	DTA and PSL	L'ile Vert	72302	Blade Set	Port of Gros Caeconia	20050955
79	Machine Head	T Bernier	W72296	Top	BML	1387	Mid	BML	1445	Base	07/08/17	146 L.P. Labrun	1523	DTA and PSL	L'ile Vert	72304	Blade Set	Port of Gros Caeconia	20043339
80	Machine Head	T Bernier	W72299	Top	BML	1389	Mid	BML	1462	Base	07/08/17	146 L.P. Labrun	1527	DTA and PSL	L'ile Vert	72268	Blade Set	Port of Gros Caeconia	20043340
81	Machine Head	T Bernier	W72284	Top	BML	1394	Mid	BML	1204	Base	07/08/18	146 L.P. Labrun	1535	DTA and PSL	L'ile Vert	72301	Blade Set	Port of Gros Caeconia	20060954
82	Machine Head	T Bernier	W72285	Top	BML	1385	Mid	BML	1463	Base	07/08/18	146 L.P. Labrun	1539	DTA and PSL	L'ile Vert	72303	Blade Set	Port of Duluth	82
83	Machine Head	T Bernier	W72294	Top	BML	1386	Mid	BML	1437	Base	07/08/20	146 L.P. Labrun	1509	DTA and PSL	L'ile Vert	72296	Blade Set	Port of Gros Caeconia	20043337/W72259
84	Machine Head	T Bernier	W72295	Top	BML	1390	Mid	BML	1464	Base	07/08/20	146 L.P. Labrun	1531	DTA and PSL	L'ile Vert	72298	Blade Set	Port of Gros Caeconia	20043331
85	Machine Head	T Bernier	W72298	Top	BML	1395	Mid	BML	1465	Base	07/08/21	BML	1542	DTA and PSL	L'ile Vert	72300	Blade Set	Port of Gros Caeconia	20053985
86	Machine Head	T Bernier	W72300	Top	BML	1372	Mid	BML	1466	Base	07/08/21	BML	1543	DTA and PSL	L'ile Vert	72299	Blade Set	Port of Gros Caeconia	20043333
87	Machine Head	T Bernier	W72314	Top	BML	1397	Mid	BML	1230	Base	07/08/23	BML	1544	DTA and PSL	L'ile Vert	72305	Blade Set	Port of Duluth	1
88	Machine Head	T Bernier	W72315	Top	BML	1398	Mid	BML	1442	Base	07/08/23	BML	1545	DTA and PSL	L'ile Vert	72310	Blade Set	Port of Duluth	24
89	Machine Head	T Bernier	W72316	Top	BML	1400	Mid	BML	1467	Base	07/08/23	BML	1546	DTA and PSL	L'ile Vert	72292	Blade Set	St. Catherine	W72271
90	Machine Head	T Bernier	W72319	Top	BML	1345	Mid	BML	1468	Base	07/08/24	BML	1510	DTA and PSL	L'ile Vert	72308	Blade Set	Port of Duluth	5
91	Machine Head	T Bernier	W72321	Top	BML	1395	Mid	BML	1205	Base	07/08/24	BML	1547	DTA and PSL	L'ile Vert	72320	Blade Set	Port of Duluth	56
92	Machine Head	T Bernier	W72324	Top	BML	1399	Mid	BML	1206	Base	07/08/24	BML	1548	DTA and PSL	L'ile Vert	72306	Blade Set	Port of Duluth	75
94	Machine Head	T Bernier	W72302	Top	Marmen	48229	Mid	Marmen	48308	Base	07/08/01	Marmen	48380	DTA and PSL	L'ile Vert	72307	Blade Set	Port of Duluth	19
95	Machine Head	T Bernier	W72307	Top	Marmen	48230	Mid	Marmen	48309	Base	07/08/01	Marmen	48391	DTA and PSL	L'ile Vert	72322	Blade Set	Port of Duluth	17
96	Machine Head	T Bernier	W72310	Top	Marmen	48231	Mid	Marmen	48310	Base	07/08/01	Marmen	48392	DTA and PSL	L'ile Vert	72327	Blade Set	Port of Duluth	54
97	Machine Head	T Bernier	W72311	Top	Marmen	48232	Mid	Marmen	48311	Base	07/08/01	Marmen	48393	DTA and PSL	L'ile Vert	72309	Blade Set	Port of Duluth	3
98	Machine Head	T Bernier	W72312	Top	Marmen	48233	Mid	Marmen	48312	Base	07/08/01	Marmen	48394	DTA and PSL	L'ile Vert	72311	Blade Set	Port of Duluth	4
99	Machine Head	T Bernier	W72301	Top	Marmen	48228	Mid	BML	1457	Base	07/08/01	Marmen	48389	DTA and PSL	L'ile Vert	72323	Blade Set	St. Catherine	W72272
99	Machine Head	T Bernier	W72308	Top	Marmen	48234	Mid	Marmen	48313	Base	07/08/01	Marmen	48395	DTA and PSL	L'ile Vert	72295	Blade Set	St. Catherine	W72273
100	Machine Head	T Bernier	W72309	Top	Marmen	48235	Mid	Marmen	48314	Base	07/08/01	Marmen	48396	DTA and PSL	L'ile Vert	72297	Blade Set	Port of Duluth	15
101	Machine Head	T Bernier	W72326	Top	Marmen	48236	Mid	Marmen	48315	Base	07/08/01	Marmen	48397	DTA and PSL	L'ile Vert	72313	Blade Set	Port of Duluth	87
102	Machine Head	T Bernier	W72327	Top	Marmen	48237	Mid	Marmen	48316	Base	07/08/01	Marmen	48398	DTA and PSL	L'ile Vert	72314	Blade Set	Port of Duluth	11
103	Machine Head	T Bernier	W72328	Top	Marmen	48484	Mid	Marmen	48317	Base	07/08/01	Marmen	50188	DTA and PSL	L'ile Vert	72315	Blade Set	Port of Duluth	80
104	Machine Head	T Bernier	W72330	Top	Marmen	48485	Mid	Marmen	50111	Base	07/08/01	Marmen	50189	DTA and PSL	L'ile Vert	72316	Blade Set	St. Catherine	W72274
105	Machine Head	T Bernier	W72317	Top	Marmen	48487	Mid	Marmen	50112	Base	07/08/01	Marmen	50190	DTA and PSL	L'ile Vert	72326	Blade Set	Port of Duluth	41
106	Machine Head	T Bernier	W72320	Top	Marmen	48491	Mid	Marmen	50113	Base	07/08/01	Marmen	50191	DTA and PSL	L'ile Vert	72328	Blade Set	St. Catherine	W72275
107	Machine Head	T Bernier	W72325	Top	Marmen	48493	Mid	Marmen	50114	Base	07/08/01	Marmen	50192	DTA and PSL	L'ile Vert	72318	Blade Set	Port of Duluth	30

Machine No.	Machine Type	Location	Serial No.	Year	Make	Model	Capacity	Power	Year	Make	Model	Capacity	Power	Year	Make	Model	Capacity	Power	
108	Machine Head	T Bernier	W72329	Top	Marmen	49494	Mid	Marmen	50115	Base	07/08/01	Marmen	50193	DTA and PSL	L'Isle Vert	72317	Blade Set	Port of Duluth	78
109	Machine Head	T Bernier	W72331	Top	Marmen	49497	Mid	Marmen	50116	Base	07/08/01	Marmen	50194	DTA and PSL	L'Isle Vert	72321	Blade Set	St. Catherine	W72276
110	Machine Head	T Bernier	W72332	Top	Marmen	49498	Mid	Marmen	50117	Base	07/08/01	Marmen	50195	DTA and PSL	L'Isle Vert	72319	Blade Set	St. Catherine	W72277
111	Machine Head	T Bernier	W72313	Top	Marmen	49499	Mid	Marmen	50118	Base	07/08/01	Marmen	50196	DTA and PSL	L'Isle Vert	72329	Blade Set	Port of Duluth	89
112	Machine Head	T Bernier	W72316	Top	Marmen	49500	Mid	Marmen	50119	Base	07/08/01	Marmen	50197	DTA and PSL	L'Isle Vert	72335	Blade Set	St. Catherine	W72278
113	Machine Head	T Bernier	W72322	Top	Marmen	49501	Mid	Marmen	50120	Base	07/08/01	Marmen	50198	DTA and PSL	L'Isle Vert	72336	Blade Set	Port of Duluth	46
114	Machine Head	T Bernier	W72323	Top	Marmen	49502	Mid	Marmen	50121	Base	07/08/01	Marmen	50199	DTA and PSL	L'Isle Vert	72334	Blade Set	Port of Duluth	88
115	Machine Head	T Bernier	W72318	Top	Marmen	49503	Mid	Marmen	50122	Base	07/08/01	Marmen	50200	DTA and PSL	L'Isle Vert	72332	Blade Set	St. Catherine	W72279
116	Machine Head	T Bernier	W72340	Top	Marmen	49504	Mid	Marmen	50123	Base	07/08/01	Marmen	50201	DTA and PSL	L'Isle Vert	72344	Blade Set	Port of Duluth	39
117	Machine Head	T Bernier	W72334	Top	Marmen	49505	Mid	Marmen	50125	Base	07/08/01	Marmen	50202	DTA and PSL	L'Isle Vert	72330	Blade Set	Port of Duluth	94
118	Machine Head	T Bernier	W72335	Top	Marmen	49506	Mid	Marmen	50126	Base	07/08/01	Marmen	50203	DTA and PSL	L'Isle Vert	72333	Blade Set	St. Catherine	W72280
119	Machine Head	T Bernier	W72336	Top	Marmen	49507	Mid	Marmen	50127	Base	07/08/01	Marmen	50204	DTA and PSL	L'Isle Vert	72347	Blade Set	Port of Duluth	85
120	Machine Head	T Bernier	W72339	Top	Marmen	49508	Mid	Marmen	50128	Base	07/08/01	Marmen	50205	DTA and PSL	L'Isle Vert	72337	Blade Set	Port of Duluth	1
121	Machine Head	T Bernier	W72341	Top	Marmen	49510	Mid	Marmen	50129	Base	07/08/01	Marmen	50206	DTA and PSL	L'Isle Vert	72331	Blade Set	St. Catherine	W72281
122	Machine Head	T Bernier	W72345	Top	Marmen	49511	Mid	Marmen	50130	Base	07/08/01	Marmen	50207	DTA and PSL	L'Isle Vert	72346	Blade Set	St. Catherine	W72282
123	Machine Head	T Bernier	W72342	Top	Marmen	49513	Mid	Marmen	50131	Base	07/08/01	Marmen	50208	DTA and PSL	L'Isle Vert	72338	Blade Set	Port of Duluth	83
124	Machine Head	T Bernier	W72343	Top	Marmen	49515	Mid	Marmen	50132	Base	07/08/01	Marmen	50210	DTA and PSL	L'Isle Vert	72399	Blade Set	Port of Duluth	10
125	Machine Head	T Bernier	W72344	Top	Marmen	49517	Mid	Marmen	50137	Base	07/08/01	Marmen	50211	DTA and PSL	L'Isle Vert	72345	Blade Set	Port of Duluth	96
126	Machine Head	T Bernier	W72345	Top	Marmen	49519	Mid	Marmen	50139	Base	07/08/01	Marmen	50212	DTA and PSL	L'Isle Vert	72351	Blade Set	St. Catherine	W72283
127	Machine Head	T Bernier	W72347	Top	Marmen	49521	Mid	Marmen	50141	Base	07/08/01	Marmen	50213	DTA and PSL	L'Isle Vert	72390	Blade Set	St. Catherine	W72284
128	Machine Head	T Bernier	W72348	Top	Marmen	49523	Mid	Marmen	50142	Base	07/08/01	Marmen	50214	DTA and PSL	L'Isle Vert	72392	Blade Set	St. Catherine	W72285
129	Machine Head	T Bernier	W72333	Top	Marmen	49525	Mid	Marmen	50145	Base	07/08/01	Marmen	50216	DTA and PSL	L'Isle Vert	72349	Blade Set	St. Catherine	W72286
130	Machine Head	T Bernier	W72337	Top	Marmen	49527	Mid	Marmen	50147	Base	07/08/01	Marmen	50217	DTA and PSL	L'Isle Vert	72348	Blade Set	St. Catherine	W72287
131	Machine Head	T Bernier	W72349	Top	Marmen	49531	Mid	Marmen	50149	Base	07/08/01	Marmen	50219	DTA and PSL	L'Isle Vert	72340	Blade Set	Port of Duluth	36
132	Machine Head	T Bernier	W72350	Top	Marmen	51368	Mid	Marmen	50152	Base	07/08/01	Marmen	50223	DTA and PSL	L'Isle Vert	72341	Blade Set	Port of Duluth	84
133	Machine Head	T Bernier	W72351	Top	Marmen	52472	Mid	Marmen	50159	Base	07/08/01	Marmen	50124	DTA and PSL	L'Isle Vert	72343	Blade Set	Port of Duluth	26
134	Machine Head	T Bernier	W72352	Top	Marmen	53048	Mid	Marmen	50166	Base	07/08/01	Transport Thibodeau	50225	DTA and PSL	L'Isle Vert	72342	Blade Set	Port of Duluth	83

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SCHEDULE 3

STORAGE ARRANGEMENTS AND REQUIRED CONSENT

TURBINE STORAGE LEASES									
LESSEE	ADDRESS	DATE	TERMS	CONSENT	STATUS	REMARKS	PAID	TERMS	STATUS
Construction Germain Dumnont	6/Germain Dumnont	9.3.17/9.3.19	212-A, rue Témiscouata Rivière-du-Loup, Qc G5R 2Y5	•	•	•	•	Paid in advance on the 1st of each month	N/A
Taylor International Storage	11/ Fort Francis	N/A (month to month invoicing)	Hwy 11 - 71 West PO box 277 Fort Francis, ON P9A 3M6	•	•	•	•	Paid in arrears on the 30th of each month	N/A
9134-9928 Quebec Inc.	3/146 LP Lebrun	9.3.4	146, rue L.P. Lebrun Rivière-du-Loup, Quebec G5R 5W8	•	•	•	•	Paid in arrears on the 30th of each month.	N/A
Transport Canada	5/Port of Gros Cacouna	9.3.8/9.3.12	961, boul Champlain C.P. 2647 Quebec, Canada	•	•	•	•	Paid 6 months in advance	Yes
Campor Inc.	2/ Campor RDL	9.3.3/9.3.11	98 des Équipements Rivière-du-Loup, Qc G5R 5W9 ¹	•	•	•	•	Paid in arrears on the 23rd of each month	N/A
Gestion Denis Dube Inc.	7/L'Isle Vert	9.3.5/9.3.6	89 rue Villerey Isle Verte, Qc GOL 1L0	•	•	•	•	Invoiced in advance on 15th of each month, payment terms are net 15	N/A
Construction B.M.L.	4/BML	9.3.7	105, rue L.P. Lebrun Rivière-du-Loup, QC G5R 4C3	•	•	•	•	Paid in advance on the 28th of each month	N/A
Lake Superior Warehousing Co., Inc. (1) ¹	12/ Duluth, MN	N/A (month to month invoicing)	1210 Port Terminal Drive Duluth, MN 55802	•	•	•	•	Paid in arrears on the 30th of each month	N/A
Marmen Inc.	8/Marmen, Trois Riviere, QC	9.3.14	845, Rue Berlinguet Trois-Rivières Québec, G8T 8N9	•	•	•	•	Invoiced in arrears on 15th of each month, payment terms are net 15	N/A

¹ Monthly payment is US\$107,136. Amount shown on schedule is at \$1.09 fx rate.

PHYS. ORG. NAME	LOCATION	DATE (GOOD)	ADDRESS	MONITOR	STATUS	REMARKS
RJS Mechanical	10/ Port of Oshawa	9.3.15	1621 Simcoe St. South Oshawa, ON L1F 8J7	●	●	Paid in advance on the 1st of each month
Transport Bellemare International	9/ St Catherine, QC	9.3.17/9.3.18	1625, rue Jean Lachaine Ste-Catherine, QC J5C 1C2	●	●	Paid in arrears on the 30th of each month.
Transit Bernier	1/ Transit Bernier	9.3.17/9.3.15	122 Rue Louis Philippe Lebrun C.P. 903 Riviere-du-Loup, Quebec G5R 3Z5	●	●	Paid in arrears on the 30th of each month.
Office in RDL	Riviere du Loup	9.3.10	Transpot F. Roussel, 141 Rue LP Lebrun, Riviere du Loup, QC G5R 5W5	●	●	Paid quarterly in advance, March 15th, June 15th, September 15th, December 15th

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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Lawyers for the Applicant

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.

Court File No.: 09-8321-00CL

8 JAN 2010

*Done
Order to go up for review with the court
Copies with the purchase price
and 7th day's interest to be paid
to be sealed*

ONTARIO
SUPERIOR COURT OF JUSTICE
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MOTION RECORD
(returnable January 8, 2010)

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