

CANADA
PROVINCE OF QUEBEC
DISTRICT OF BEDFORD
COURT. No.: 460-11-001918-104
OFFICE No.: 905521-1000002

SUPERIOR COURT
Commercial Division

**IN THE MATTER OF THE PROPOSED PLAN
OF ARRANGEMENT OF:**

AAER INC., a legal person, duly incorporated according to the *Canada Business Corporations Act*, having its head office at 80 de l'Aéroport Blvd., Bromont, Quebec, J2L 1S9

– and –

AAER USA INC., a legal person, duly incorporated in Delaware, having a place of business at 400 Westminster St., Suite 202, Providence, Rhode Island, United States, 02903

– and –

WIND-SMART LLC, a legal person, duly incorporated in Rhode Island, having a place of business at 400 Westminster St., Suite 202, Providence, Rhode Island, United States, 02903

Debtors

– and –

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.
(Jean-François Nadon, CA, CIRP, responsible), having a place of business at 1 Place Ville Marie, Suite 3000, Montreal, Quebec, H3B 4T9

Monitor

NOTICE TO CREDITORS
[The procedures relating to the claims process and
the Claims Bar Date to be set at 5:00 p.m. (EDT) on May 31, 2010]

On April 8, 2010, AAER Inc., AAER USA Inc. and Wind-Smart LLC (collectively “**AAER**” or the “**Debtors**”) commenced court-supervised proceedings in the Superior Court of Quebec (the “**Court**”) and obtained protection from its creditors under the *Companies’ Creditors Arrangement Act*, L.R.C. 1985, c. C-36, as amended (the “**CCAA**”). Samson Bélair/Deloitte & Touche Inc. was appointed monitor (the “**Monitor**”).

On May 7, 2010, the Debtors obtained an order (the “**Claims Process Order**”) (which is attached to this notice) authorizing notably a process for Creditors to prove (a) a claim (“**Claim**”, as defined in the Claims Process Order), that is to say any right of any Person against the Debtors in connection with any indebtedness, liability or obligation of any kind of Debtors owed to such person, whether liquidated or unliquidated, determined or contingent, mature or unmatured, disputed or undisputed, legal or equitable, secured or unsecured, present or future, known or unknown, including any interest accrued thereon or costs payable in respect thereof up to April 8, 2010, whether or not such right is executory or anticipatory in nature, whether a principal debt or a guarantee or a surety, including the right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, which indebtedness, liability or obligation is based in whole or in part on facts existing prior April 8, 2010, or which would have been a claim provable in bankruptcy if the Debtors had become bankrupt or (b) a claim related to the restructuring of the Debtors (“**Restructuring Claim**”, as defined in the Claims Process Order), that is to say right of any Person against the Debtors in connection with any indebtedness, liability or obligation of any kind owed to such Person arising out of the restructuring of the Debtors, resiliation, repudiation or termination of any contract, lease, employment agreement or other agreement, whether written or oral, after April 8, 2010, including any claim of any Person who receives a notice of resiliation, repudiation or termination from the Debtors

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between April 8, 2010 and May 31, 2010, as well as any claim for severance pay and unpaid vacation to any and all employees whenever terminated and any claim from the tax authorities resulting, directly or indirectly, from the acceptance of the Plan by the Creditors and its approval by the Court, including Goods and Services Tax and provincial sales taxes payable following a reduction and/or a settlement of the Debtors' debt.

Any person who believes having a Claim or a Restructuring Claim against the Debtors should file a Proof of Claim in the CCAA proceedings with the Monitor. Proofs of Claim for Claims and Restructuring Claims against the Debtors must be received by the Monitor at the coordinates below by no later than 5:00 p.m. (Eastern Daylight Time) on May 31, 2010 (the "Claims Bar Date").

Information regarding the CCAA proceedings and the claims process is available on the Monitor's Website at: <http://www.deloitte.com/ca/aaer>.

Creditors who have questions or are unable to download a Proof of Claim form from the Monitor's Website should contact the Monitor at the coordinates below:

Samson Bélair/Deloitte & Touche Inc.
In its capacity of Monitor of AAER Inc.
1 Place Ville Marie
Suite 3000
Montreal QC H3B 4T9
Tel.: 514-393-5042
Fax: 514-390-4103
Canada: 1-877-856-9043
E-mail: aaerinc@deloitte.ca

DATED AT MONTREAL, this 12th day of May, 2010.

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.
Monitor