



Samson Bélair/Deloitte & Touche Inc.
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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 Westminister 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 Westminister 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

PROXY

I, _____, of _____,
(name of the representative of the creditor) (position or title) (name of town or city)
 of _____, a creditor
(name of the creditor) (address)

in the matter above, hereby appoint one of the persons mentioned below as my (our) proxy, except as to the receipt of the dividends, with power to appoint another proxy in his or her place *(please mark one of the following)*:

- Mr. Jean-François Nadon, CA, CIRP, of Samson Bélair/Deloitte & Touche Inc., Monitor, or any other person appointed by him;
- or*
- Other, specify: _____

DATED AT _____, this _____ day of _____ 2010.

(Witness) _____
(Individual Creditor)

(Witness) – or – _____
(Name of Corporate Creditor)

(Signature, Name and Title of Signing Officer)