

SUPERIOR COURT

COMMERCIAL DIVISION

(Sitting as a court designated pursuant to the
Companies Creditors Arrangement Act)

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF BEDFORD

N°: 460-11-001918-104

Date: May 7, 2010

In the presence of: Honourable Gaétan Dumas, J.S.C.

IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF:

AAER INC.

-and-

AAER USA INC.

-and-

WIND-SMART LLC

Debtors/Petitioners

-and-

SAMSON BÉLAIR / DELOITTE & TOUCHE INC.

Monitor

ORDER

(Motion for a first extension of the Initial Order and to establish the
procedures relating to the claims process and the creditors' meeting)

SEEING AAER INC., AAER USA INC. and WIND-SMART LLC (the "Petitioners")
Motion for a first extension of the Initial Order and to establish the procedures relating
to the claims process and the creditors' meeting pursuant to the *Companies' Creditors
Arrangement Act*, R.S.C. 1985, C-36 (the "**Motion**"), the affidavit of Éric Phaneuf filed
in support thereof, the Monitor's report, and the submissions of counsels present at
the hearing;

WHEREFORE, THE COURT:

- [1] **GRANTS** the Motion for extension of the Initial Order and to establish the procedures relating to the Claims Process and the creditors' meeting (the "**Motion**") and the remedies and release sought by the Petitioners therein.

I. SERVICE

- [2] **DECLARES** that the time for service of the Motion is hereby abridged such that the Motion is properly presentable.
- [3] **DECLARES** that the service of the Motion constitutes good and sufficient service on all persons and further **DECLARES** that the Petitioners are relieved of any other requirements for service of the Motion;

II. AUTHORIZATION OF THE FILING OF THE JOINT PLAN OF ARRANGEMENT

- [4] **TAKES NOTICE** of the Petitioners' intention to file a joint plan of arrangement to all of their creditors (the "**Plan**") and **AUTHORIZES** the filing of the plan.

III. EXTENSION OF THE STAY TERMINATION DATE

- [5] **ORDERS** that the Stay Period ("*Période de suspension*") as defined in the Initial Order shall be extended for a period of 26 days, up to and including June 2, 2010.
- [6] **DECLARES** that the Initial Order shall be otherwise unchanged.

IV. CLAIMS PROCESS AND CREDITORS' MEETING**DEFINITIONS**

- [7] **DECLARES** that the following terms in this Order shall, unless otherwise indicated, have the following meanings:
- (a) "**BIA**" means the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended;
 - (b) "**Business Day**" means a day other than a Saturday, a Sunday, or a non-judicial day (as defined in article 6 of the *Code of Civil Procedure*, R.S.Q., c. C-25, as amended);;
 - (c) "**CCAA**" means the *Companies Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;

- (d) **"CCAA Proceedings"** means the current proceedings in respect of the Petitioners under the CCAA;
- (e) **"Chair"** is defined in paragraph [21] hereunder;
- (f) **"Claim"** means any right of any Person against the Petitioners in connection with any indebtedness, liability or obligation of any kind of Petitioners 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 the Determination Date, 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 to the Determination Date, or which would have been a claim provable in bankruptcy if the Petitioners had become bankrupt on the Determination Date, and, without limitation, shall include (i) any Unaffected Claim, and (ii) any Restructuring Claim, provided however that in no case shall an Excluded Claim be a "Claim";
- (g) **"Claims Bar Date"** means 5:00 p.m. (Eastern Standard time) on May 31, 2010;
- (h) **"Claims Process Order"** means this Order;
- (i) **"Court"** means the Superior Court of Québec (Commercial Division);
- (j) **"Creditor"** means any Person having a Claim and may, where the context requires, include an assignee or a trustee, interim receiver, receiver, receiver/manager or other Person in right of such Person, and includes a Known Creditor, provided however that in no case shall an Excluded Creditor be a "Creditor" in respect of an Excluded Claim;
- (k) **"Creditors Information Package"** means the information package for Creditors, including a Proof of Claim form and an instructions letter explaining how to complete the form, a copy of the Claims Process Order and a notice of claims procedure, being substantially in the form of *Schedule A* hereto, which is hereby approved;
- (l) **"Creditors List"** means a list of all Known Creditors;

- (m) “**Creditors’ Meeting**” means all meetings of Creditors to be convened for the purposes of voting on the Plan and any adjournment thereof;
- (n) “**Designated Newspaper**” means *La Presse*;
- (o) “**Determination Date**” means April 8, 2010;
- (p) “**Excluded Claim**” means any claim that cannot be compromised under the terms of the CCAA and any right of any Person against the Petitioners in connection with any indebtedness, liability or obligation of any kind that came into existence after the Determination Date (except for Restructuring Claims) and any interest thereon, including any obligation of the Petitioners toward creditors who have supplied or shall supply services, utilities, goods or materials or who have or shall have advanced funds to the Petitioners after the Determination Date, but only to the extent of their claims in respect of the supply of such services, utilities, goods, materials or funds after the Determination Date and to the extent that such claims are not otherwise affected by the Plan;
- (q) “**Excluded Creditor**” means a Person having an Excluded Claim, but only in respect of such Excluded Claim and only to the extent that the Plan does not otherwise affect said Person;
- (r) “**Initial Order**” means the order of the Court in the CCAA Proceedings made on April 8, 2010;
- (s) “**Known Creditor**” means a Creditor whose Claim is included in the Petitioners’ books and records, any Creditor whose claim is acknowledged by the Petitioners, and any Creditor whose Claim becomes known to the Monitor;
- (t) “**Meeting Materials**” is defined in paragraph [13] hereunder;
- (u) “**Monitor**” means Samson Bélair / Deloitte & Touche Inc., in its capacity as monitor appointed pursuant to the Initial Order;
- (v) “**Newspaper Notice**” means the notice of this Order to be published in the Designated Newspaper in accordance with paragraph [9], which shall set out the Claims Bar Date, being substantially in the form of *Schedule A* hereto, which is hereby approved;
- (w) “**Notice of Revision or Disallowance**” means the notice referred to in subparagraph [12](a) hereof, advising a Creditor that the Monitor has revised or disallowed all or part of such Creditor’s Claim set out in its

Proof of Claim and setting out the reasons for such revision or disallowance;

- (x) **"Notice of Creditors' Meeting"** is defined in subparagraph [13](a);
- (y) **"Person"** means any individual, corporation, limited or unlimited liability company, general or limited partnership, association, trust, unincorporated organization, joint venture, government body or agency, or any other entity;
- (z) **"Petitioners"** means, collectively, AAER Inc., AAER USA Inc. and Wind Smart LLC;
- (aa) **"Plan"** means a joint plan of compromise or arrangement filed or to be filed by the Petitioners pursuant to the CCAA, as such plan may be amended or supplemented from time to time by the Petitioners only;
- (bb) **"Proof of Claim"** means the Proof of Claim form referred to in paragraphs [11], [12] and [13] hereof, being substantially in the form of *Schedule B* hereto, which is hereby approved;
- (cc) **"Proven Claim"** means the amount of any Claim of any Creditor as of the Determination Date, determined in accordance with the provisions of the CCAA and this Order, and proven by delivering a Proof of Claim to the Monitor;
- (dd) **"Restructuring Claim"** means any right of any Person against the Petitioners in connection with any indebtedness, liability or obligation of any kind owed to such Person arising out of the restructuring of the Petitioners, or the disclaimer, resiliation, repudiation or termination of any contract, lease, employment agreement or other agreement, whether written or oral, including any claim of any Person who receives a notice of disclaimer, resiliation, repudiation or termination from the Petitioners, 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 Petitioners' debt and, provided however that in no case shall an Excluded Claim be a Restructuring Claim;
- (ee) **"Unaffected Claim"** shall have the meaning ascribed to such term in the Plan;

- (ff) **"Voting Claim"** of a Creditor means the Proven Claim of the Creditor unless the Proven Claim of the Creditor is not finally determined at the time of the Creditors' Meeting, in which case it means the Claim of the Creditor which is accepted for voting purposes in accordance with the provisions of this Order, the Plan and the CCAA;
- (gg) **"Website"** means the website of the Monitor relating to the CCAA Proceedings located at the address: www.deloitte.com/ca/aaer.

CLAIMS PROCEDURE

- [8] **ORDERS** that, on May 12, 2010 at the latest, the Monitor shall send by ordinary mail, postage prepaid, a copy of the Creditors Information Package to each Known Creditor or to any Person claiming to be a Creditor and requesting a copy of the Creditors Information Package, as soon as practicable following receipt of such request;
- [9] **ORDERS** that, on May 12, 2010 at the latest, the form of Newspaper Notice, which is hereby approved, shall be published by the Monitor in the Designated Newspaper;
- [10] **ORDERS** that, on May 12, 2010 at the latest, the Monitor shall publish a copy of the Creditors Information Package on the Website;
- [11] **ORDERS** that, unless otherwise authorized by this Court, a Creditor who does not file a Proof of Claim by the Claims Bar Date shall not be entitled to any further notice, shall not be entitled to participate as a Creditor in these proceedings, shall not be entitled to vote on any matter in these CCAA Proceedings, including the Plan, shall be forever barred from asserting or enforcing any Claim against the Petitioners, which Claim shall be forever extinguished and shall not receive any distribution under the Plan;
- [12] **ORDERS** that the following procedure shall apply with respect to all Proofs of Claim received by the Monitor before the Claims Bar Date:
- (a) the Monitor, together with the Petitioners, shall review the Proof of Claim to determine the amount of the Proven Claim for voting and distribution purposes. Where applicable, the Monitor shall send the Creditor a Notice of Revision or Disallowance by mail, fax or courier or by e-mail or other means of electronic communication;
 - (b) a Creditor who receives a Notice of Revision or Disallowance and wishes to dispute it shall, within ten (10) days of the receipt of Notice of Revision or Disallowance, file a motion with this Court appealing

said Notice of Revision or Disallowance, and serve a copy of such motion to the Petitioners, the Monitor and their respective attorneys;

- (c) unless otherwise authorized by this Court, if the Creditor does not file a motion appealing a Notice of Revision or Disallowance within the delay provided for above, such Creditor shall be deemed to have accepted the value of its Proven Claim as set out in the Notice of Revision or Disallowance; and
- (d) if the Creditor appeals the Notice of Revision or Disallowance, or where the Claim has not been finally determined prior to the date of any Creditor's Meeting, the Monitor, in conjunction with the Petitioners, will, if possible at this moment, determine the amount of the Voting Claim;

NOTICE OF CREDITORS' MEETING

[13] **ORDERS** that, as soon as practicable, but no later than May 21, 2010, the Monitor shall send to each Creditor, by ordinary mail, courier, facsimile or email at the address appearing on each Creditor's Proof of Claim or such other address subsequently provided by a Creditor to the Monitor and publish on the Website, the following documents (collectively, the "**Meeting Materials**"):

- (a) a notice of the Creditors' Meeting, substantially in the form attached hereto as *Schedule C*, which is hereby approved (the "**Notice of Creditors' Meeting**");
- (b) the Plan; and
- (c) a copy of the proxy form and the voting form substantially in the form attached hereto as *Schedule D*, which is hereby approved;

[14] **ORDERS** that the publication and the mailing of the Meeting Materials in accordance with paragraph [13] hereof, shall constitute good and sufficient service of the Meeting Materials on all Persons who may be entitled to receive them, or who may wish to be present in person or by proxy at the Creditors' Meeting, or who may wish to receive notice or copy of or appear in these proceedings, and no other form of notice or service need be made on such Persons, and no other document or material need be served on such Persons in respect of these proceedings;

CREDITORS' MEETING

- [15] **ORDERS** that the Petitioners are hereby authorized to call, hold and conduct the Creditors' Meeting on June 1, 2010, in Bromont, Quebec for the purpose of considering and, if deemed advisable, approving the Plan, unless the Petitioners or the Creditors decide by resolution carried by the majority of votes (one vote for each dollar of every Voting Claim) to postpone the Creditors' Meeting;
- [16] **ORDERS** that the only Persons entitled to attend and participate in the Creditors' Meeting are Creditors with Voting Claims and their proxy holders, representatives of the Petitioners and members of the boards of directors, representatives of the Monitor, the Chair, and their respective legal and financial advisors, any other Person being admitted to the Creditors' Meeting only on invitation of the Chair;
- [17] **ORDERS** that the quorum required at the Creditors' Meeting shall be one Creditor present at such meeting in person or by proxy, and that if the requisite quorum is not met at the creditors' meeting, the Creditors' Meeting shall be adjourned by the Chair to such time and place as the Chair deems necessary or desirable;
- [18] **ORDERS** that the only Persons entitled to vote at the Creditors' Meeting shall be Creditors with Voting Claims and their proxy holders, each Creditor with a Voting Claim being entitled to a number of votes equal to the value in dollars of its Voting Claim(s) as determined in accordance with this Order, which Voting Claim(s) shall not include fractional numbers and shall be rounded down to the nearest Canadian dollar;
- [19] **ORDERS** that any proxy that any Creditor wishes to submit in respect of the Creditors' Meeting (or any adjournment thereof) must be substantially in the form attached hereto as *Schedule D* (or in such other form acceptable to the Monitor or the Chair) and be received by the Monitor before the beginning of the Creditors' Meeting;
- [20] **ORDERS** that the results of any and all votes conducted at the Creditors' Meeting shall be binding on all Creditors, whether or not any such Creditor is present or votes at the Creditors' Meeting;
- [21] **ORDERS** that the Monitor shall preside as the chair of the Creditors' Meeting (the "**Chair**") and, subject to any further order of this Court, shall decide all matters relating to the conduct of the Creditors' Meeting subject to the right of the Petitioners and any Creditor to appeal to this Court from any decision of the Chair of any such decision on or before the date of the sanction hearing to

seek the approval of the Plan, provided that an objection is lodged with the Chair at the Creditors' Meeting;

- [22] **ORDERS** that, at the Creditors' Meeting, the Chair is authorized to direct a vote with respect to the Plan, and any amendments thereto as the Petitioners and the Monitor may consider appropriate;
- [23] **ORDERS** that the Chair is authorized to adjourn the Creditors' Meeting on one or more occasions to such time(s), date(s) and place(s) as the Chair deems necessary or desirable (without the need to first convene the Creditors' Meeting for the purpose of any adjournment);
- [24] **ORDERS** that the Monitor shall appoint a secretary at the Creditors' Meeting, and may appoint scrutineers to take attendance, to determine quorum, and to supervise and tabulate votes cast at the Creditors' Meeting;
- [25] **ORDERS** that the Monitor shall supervise and certify the tabulation of votes cast at the Creditors' Meeting, and shall report to the Court at the sanction hearing as to the effect, if any, of the Monitor's determination of Creditors' Voting Claims pursuant to subparagraph [12](d) hereof on the outcome of the vote held at the Creditors' Meeting;

EVIDENCE THAT CLAIM WAS PAID

- [26] **ORDERS** that, should the Monitor receive evidence satisfactory to it that the Claim of a Creditor was paid in part or in full by the Petitioners or other party prior to the Determination Date, such Claim shall be reduced or deleted, for the purposes of distributions under the Plan;

NOTICES AND COMMUNICATIONS

- [27] **ORDERS** that any notice or other communication to be given under this Order by a Creditor to the Monitor or the Petitioners shall be in writing in substantially the form, if any, provided for in this Order and will be sufficiently given only if given by mail, fax, courier or other means of electronic communication addressed to:

Monitor: **Samson/Bélair Deloitte & Touche Inc.**
Attention: Jean-François Nadon
Fax: 514 390-4103
Email: jnadon@deloitte.ca

Monitor' counsel: **Fasken Martineau Dumoulin LLP**
Attention: Luc Béliveau and Luc Morin
Fax: 514 397-4336
Email: lbeliveau@fasken.com

Petitioners: **McCarthy Tétrault LLP**
Attention: Alain N. Tardif and Jocelyn Perreault
Fax: 514 875-6246
Email: atardif@mccarthy.ca
jperreault@mccarthy.ca

- [28] **ORDERS** that any document sent by the Monitor pursuant to this Order may be sent by ordinary mail, registered mail, courier, fax, or e-mail, and Creditors shall be deemed to have received any document sent pursuant to this Order two (2) Business Days after the document is sent by mail and one (1) Business Day after the document is sent by courier, fax or e-mail, provided however that documents shall not be sent by ordinary or registered mail during a postal strike or work stoppage of general application;

V. AID AND ASSISTANCE OF OTHER COURTS

- [29] **REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or any court or any judicial, regulatory or administrative body of the United States and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this Order;

VI. GENERAL

- [30] **ORDERS** that the Monitor shall use reasonable discretion as to the adequacy of completion and execution of any document completed and executed pursuant to this Order and, where the Monitor is satisfied that any matter to be proven under this Order has been adequately proven, the Monitor may waive strict compliance with the requirements of this Order as to the completion and execution of documents;

- [31] **ORDERS** that references in this Order to the singular include the plural, to the plural include the singular and to any gender include the other gender;
- [32] **ORDERS** that the Monitor may apply to this Court for advice and direction in connection with the discharge or variation of its powers and duties under this Order;
- [33] **ORDERS** that for the purposes of this Order, all Claims that are denominated in a foreign currency shall be converted to Canadian dollars at the nominal noon exchange rate of the Bank of Canada on the Determination Date;
- [34] **DECLARES** that this Order shall have full force and effect in all of the provinces and territories in Canada;
- [35] **ORDERS** the provisional execution of this Order notwithstanding any appeal and without the necessity of furnishing any security;
- [36] **THE WHOLE** without costs.

Copie certifiée conforme

Monique Hébert

Gyffere adjointe Cour Supérieure


Honourable Gaétan Dumas, J.S.C.

Schedule A

Notice of claims procedure to creditors and Newspaper notice



Samson Bélair/Deloitte & Touche Inc.
1 Place Ville Marie
Suite 3000
Montreal QC H3B 4T9
Canada

Tel.: 514-393-5042
Fax: 514-390-4103
www.deloitte.ca

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 "Claim Procedure Order") (which is attached to this notice) authorizing notably a process for Creditors to prove (a) a claim ("Claim", as defined in the Claim Procedure 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 Claim Procedure 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

.../2

resiliation, repudiation or termination from the Debtors 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 ___th day of May, 2010. **SAMSON BÉLAIR/DELOITTE & TOUCHE INC.**
Monitor

Schedule B

Proof of Claim form

<input type="checkbox"/>	O	_____
<input type="checkbox"/>	P	_____
<input type="checkbox"/>	G	_____

PREUVE DE RÉCLAMATION

(en vertu de la Loi sur les arrangements avec les créanciers des compagnies)

dans l'affaire du plan d'arrangement proposé de AAER INC., AAER USA INC. et WIND-SMART LLC

Nous vous prions de lire attentivement la feuille de renseignements ci-jointe avant de remplir cette preuve de réclamation.

A. Nom et adresse du créancier

(Le nom légal complet du créancier (le « Créancier ») devrait être le nom du créancier initial de l'une des débitrices susnommées, peu importe si une cession de la créance, ou une partie de celle-ci, est survenue avant ou après le 8 avril 2010.)

Nom légal complet du créancier (pas le cessionnaire) :	_____
À l'attention de (nom et titre) :	_____
Adresse :	_____
Téléphone :	_____
Télocopieur :	_____
Courriel :	_____

B. Nom et adresse du cessionnaire (si applicable)

(Le nom légal complet du cessionnaire si la totalité ou une partie de la créance a été cédée. S'il y a plus d'un cessionnaire, veuillez annexer à cette réclamation une feuille contenant les informations requises.)

Nom légal complet du cessionnaire :	_____
À l'attention de (nom et titre) :	_____
Adresse :	_____
Téléphone :	_____
Télocopieur :	_____
Courriel :	_____

C. Preuve de réclamation

JE, _____ (nom du créancier ou du représentant)
de _____ (ville et province)

CERTIFIE CE QUI SUIT :

- Je suis le créancier de l'une des débitrices susnommées (ou je suis) _____ (poste ou fonction)
de _____ (nom du créancier);
- Je suis au courant de toutes les circonstances entourant la réclamation visée par le présent formulaire ou la réclamation reliée à la restructuration visée au paragraphe suivant;
- Le créancier affirme sa réclamation contre _____ (nom de la débitrice
contre qui la réclamation ou la réclamation reliée à la restructuration est adressée);

4. La débitrice était, à la date de l'Ordonnance initiale, soit le 8 avril 2010, endettée envers le créancier et l'est toujours, pour la somme de :

a) Réclamation au montant de (spécifier la devise) :	_____
b) Réclamation reliée à la restructuration au montant de (spécifier la devise) :	_____
c) Réclamation totale au montant de (spécifier la devise) :	_____

Veillez prendre note que les devises autres que le dollar canadien seront converties en dollars canadiens au 8 avril 2010 [1 \$ US = 1 \$ CA (taux de change de 0,9980); 0,75 € = 1 \$ CA (taux de change de 0,7470)].

D. Nature de la réclamation

- () A. RÉCLAMATION NON GARANTIE AU MONTANT DE _____ \$
En ce qui concerne cette créance, je ne détiens aucun avoir de la débitrice à titre de garantie et **(Cochez ce qui s'applique.)** :
() Pour le montant de _____ \$, je revendique le droit à un rang prioritaire en vertu de l'article 136 de la **Loi sur la faillite et l'insolvabilité** ou que je revendiquerais si cette réclamation avait été adressée en vertu de cette Loi. **(Indiquez sur une feuille annexée les renseignements à l'appui de la réclamation prioritaire.)**
() Pour le montant de _____ \$, je ne revendique pas de droit à un rang prioritaire.

- () B. RÉCLAMATION GARANTIE AU MONTANT DE _____ \$
En ce qui concerne la créance susmentionnée, je détiens des avoirs de la débitrice, à titre de garantie, dont la valeur estimative s'élève à _____ \$, et dont les détails sont annexés à la présente. **(Indiquez sur une feuille annexée les renseignements complets au sujet de la garantie, y compris la date à laquelle elle a été donnée et la valeur que vous lui attribuez, et annexez une copie des documents relatifs à la garantie.)**

E. Détail la réclamation ou de la réclamation reliée à la restructuration

Autres que ceux déjà énoncés précédemment, les détails de la réclamation totale et/ou de la réclamation reliée à la restructuration du soussigné sont annexés à la présente preuve de réclamation.

[Fournissez tous les détails des réclamations et les documents au soutien de celles-ci, incluant les montants (incluant les intérêts et autres frais), la description de la (des) transaction(s) ou entente(s) ayant donné lieu à la réclamation, le nom de tout garant ayant garanti la réclamation, le montant des factures, le détail de tous les crédits, rabais, etc. réclamés, la description de la garantie, s'il y a lieu, accordée par la débitrice au créancier et la valeur estimative d'une telle garantie, et le détail de toute réclamation reliée à la restructuration.]

F. Dépôt de la réclamation ou réclamation reliée à la restructuration

Toutes les preuves de réclamation doivent être reçues par le Contrôleur au plus tard le 31 mai 2010 à 17 h (heure avancée de l'Est), la « Date limite de production d'une réclamation ».

En de très rares cas d'exception, le défaut de déposer votre preuve de réclamation à la Date limite de production d'une réclamation, tel qu'il est ordonné par le Tribunal, fera en sorte que votre réclamation ou réclamation reliée à la restructuration sera exclue et qu'il vous sera interdit de faire valoir ou d'imposer votre réclamation ou réclamation reliée à la restructuration contre les débitrices.

Cette preuve de réclamation doit être transmise par courriel, télécopieur, la poste, courrier recommandé, messagerie ou en personne aux coordonnées suivantes :

Samson Béclair/Deloitte & Touche Inc.
En sa capacité de Contrôleur de AAER Inc.
1, Place Ville Marie
Bureau 3000
Montréal QC H3B 4T9
Tél. : 514-393-7115
Télec. : 514-390-4103
Canada : 1-877-856-9043
Courriel : aaeinc@deloitte.ca

Pour toute question, nous vous prions de communiquer avec le Contrôleur au 514-393-5042 ou par courriel à aaeinc@deloitte.ca

FAIT À _____, ce _____^e jour de _____ 2010.

_____	_____
(signature et nom du témoin)	(signature du créancier qui est une personne physique)
	- ou -

	(nom du créancier qui est une personne morale)
_____	_____
(signature et nom du témoin)	(signature, nom et poste ou fonction du représentant)



<input type="checkbox"/>	U	_____
<input type="checkbox"/>	P	_____
<input type="checkbox"/>	S	_____

Samson Bélair/Deloitte & Touche Inc.
 1 Place Ville Marie
 Suite 3000
 Montreal QC H3B 4T9
 Canada
 Tel.: 514-393-5042
 Fax: 514-390-4103
 www.deloitte.ca

PROOF OF CLAIM

(in accordance with the *Companies' Creditors Arrangement Act*)

in the matter of the proposed plan of arrangement of
AAER INC., AAER USA INC. and WIND-SMART LLC

Please read carefully the attached instruction sheet prior to completing this proof of claim.

A. Name and address of the creditor

(The full legal name of the creditor (the "Creditor") should be the name of the original Creditor of one of the above-named Debtors, regardless or whether an assignment of a claim, or a portion thereof, has occurred prior to or following April 8, 2010.)

Full legal name of the Creditor (<i>not the assignee</i>):	_____
Attention (<i>name and title</i>):	_____
Address:	_____

Telephone:	_____
Fax:	_____
E-mail:	_____

B. Name and address of the assignee (if any)

(The full legal name of the assignee if the claim, in whole or a portion of it, has been assigned. If there is more than one assignee, please attach a separate sheet with the required information.)

Full legal name of the assignee :	_____
Attention (<i>name and title</i>):	_____
Address:	_____

Telephone:	_____
Fax:	_____
E-mail:	_____

C. Proof of claim

I, _____ (name of creditor or signing officer)
 of _____ (city and province)

DO HEREBY CERTIFY:

- That I am a creditor of one of the above-named debtors (or that I am) _____ (position or title)
 of _____ (name of creditor or signing officer).
- That I have knowledge of all the circumstances connected with the claim or Restructuring Claim referred to below.
- That the Creditor asserts its claim against _____ (name of the Debtor
 against whom the Claim or the Restructuring Claim is addressed).

4. That the Debtor, at the date of the Initial Order, on April 8, 2010, was and still is indebted to the Creditor in the sum of:

a) Claim in the amount of <i>(indicate which currency)</i> :	\$
b) Restructuring Claim in the amount of <i>(indicate which currency)</i> :	_____
c) Total Claim in the amount of <i>(indicate which currency)</i> :	_____

Please take note that any currency other than the Canadian dollar will be converted in Canadian dollars as at April 8, 2010 [US\$1 = C\$1 (exchange rate of 0.9980); €0.75 = C\$1 (exchange rate of 0.7470)].

D. Nature of claim

- A. UNSECURED CLAIM OF \$ _____
That in respect of this debt, I do not hold any assets of the Debtor as security and *(Check appropriate description)*:
 Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the *Bankruptcy and Insolvency Act* or would claim such priority if this proof of claim was being filed in accordance with that Act. *(Set out on an attached sheet the details to support priority claim.)*
 Regarding the amount of \$ _____, I do not claim a right to a priority;
- B. SECURED CLAIM OF \$ _____
That in respect of this debt, I hold assets of the Debtor valued at \$ _____ as security, particulars of which are attached. *(Set out on an attached sheet full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)*

E. Particular of claim or restructuring claim

Other than as already set out herein, the particulars of the undersigned's Total Claim and/or Restructuring Claim are attached.

[Provide all particulars of the claims and supporting documentation, including amount (including interest or other charges), description of transaction(s) or agreement(s) giving rise to the claims, name of any guarantor which has guaranteed the claims, and amounts of invoices, particulars of all claimed credits, discounts, etc., description of the security, if any, granted by the Debtor to the Creditor and estimated value of such security, and particulars of any restructuring claim.]

F. Filing of the claim or restructuring claim

All proofs of claims must be received by the Monitor no later than 5:00 p.m. (Eastern Daylight Time) on May 31, 2010, the "Claims Bar Date".

In rare cases of exception, failure to file your proof of claim as directed by the appropriate Claims Bar Date will result in your Claim or Restructuring Claim being barred and you will be prohibited from making or enforcing a Claim or Restructuring Claim against the Debtors.

This proof of claim must be delivered by e-mail, fax, mail, registered mail, courier or personal delivery to the following coordinates:

Samson Bélair/Deloitte & Touche Inc.
In its capacity of Monitor of AAER Inc.
1 Place Ville Marie
Suite 3000
Montreal QC H3B 4T9
Tel.: 514-393-7115
Fax: 514-390-4103
Canada: 1-877-856-9043
E-mail: aaerinc@deloitte.ca

If you have any question, please contact the Monitor at 514-393-5042 or by e-mail at aaerinc@deloitte.ca

DATED AT _____, this _____ day of _____ 2010.

_____	(signature and name of witness)	_____	(signature of creditor who is an individual)
	- or -		
		_____	(name of corporate creditor)
_____	(signature and name of witness)	_____	(signature, name and position or title of signing officer)

CANADA
PROVINCE DE QUÉBEC
DISTRICT DE BEDFORD
COUR N° : 460-11-001918-104
BUREAU N° : 905521-1000002

COUR SUPÉRIEURE
Chambre commerciale

**DANS L'AFFAIRE DU PLAN
D'ARRANGEMENT PROPOSÉ DE :**

AAER INC., société constituée en vertu de la *Loi canadienne sur les sociétés par actions*, ayant son siège social au 80, boul. de l'Aéroport, Bromont, Québec, J2L 1S9

– et –

AAER USA INC., société constituée au Delaware, ayant une place d'affaires au 400, rue Westminster, bureau 202, Providence, Rhode Island, États-Unis, 02903

– et –

WIND-SMART LLC, société constituée au Rhode Island, ayant une place d'affaires au 400, rue Westminster, bureau 202, Providence, Rhode Island, États-Unis, 02903

Débitrices

– et –

SAMSON BÉLAÏR/DELOITTE & TOUCHE INC.
(Jean-François Nadon, CA, CIRP, responsable désigné), ayant une place d'affaires au 1, Place Ville Marie, bureau 3000, Montréal, Québec, H3B 4T9

Contrôleur

FEUILLE DE RENSEIGNEMENTS RELATIVE AU FORMULAIRE DE PREUVE DE RÉCLAMATION

La présente feuille de renseignements vise à aider les créanciers à remplir le formulaire de preuve de réclamation. Si vous avez d'autres questions sur la manière de remplir le formulaire de preuve de réclamation ou si vous voulez des exemplaires supplémentaires du formulaire de preuve de réclamation, veuillez consulter le site Web du Contrôleur à l'adresse <http://www.deloitte.com/ca/aaer-fr> ou communiquer avec le Contrôleur aux coordonnées mentionnées à la fin du présent document.

Veuillez prendre note que le présent document n'est qu'un guide et qu'en cas de contradiction entre son contenu et les dispositions de l'ordonnance relative à la procédure de réclamation en date du 5 mai 2010, ces dernières prévaudront. Les mots et les expressions utilisés dans le présent document sans y être définis doivent recevoir le sens qui leur est donné, le cas échéant, dans l'ordonnance relative à la procédure de réclamation. Une copie de cette ordonnance se trouve sur le site Web du Contrôleur à l'adresse <http://www.deloitte.com/ca/aaer-fr>.

CRÉANCIERS

- Les créanciers doivent déposer un formulaire de preuve de réclamation distinct pour chaque Débitrice contre qui ils entendent faire valoir une réclamation.
- Les créanciers doivent inclure toutes les réclamations qu'ils font valoir contre l'une des Débitrices dans une seule et même preuve de réclamation.
- Le nom légal complet du créancier doit être indiqué à la **Partie A** de la preuve de réclamation de même que le nom sous lequel il fait affaire, s'il est différent.
- Si le créancier fait affaire sous un ou plusieurs autres noms, veuillez l'indiquer dans un feuillet distinct joint aux pièces justificatives.
- Si la créance a été cédée ou transférée à une autre partie, vous devez aussi remplir la **Partie B** de la preuve de réclamation.
- À moins que la créance n'ait été cédée ou transférée, toutes les communications, tous les avis, etc. concernant la réclamation seront par la suite transmis à l'adresse et à la personne-ressource indiquées à la **Partie A** de la preuve de réclamation.
- Certaines réclamations sont exclues de la présente procédure de réclamation. Les réclamations exclues sont définies dans l'ordonnance relative à la procédure de réclamation et comprennent, sans toutefois s'y restreindre :
 - celles de créanciers ayant fourni ou devant fournir des services, des équipements, des produits ou des matériaux aux Débitrices après le 8 avril 2010;
 - celles de créanciers ayant avancé ou devant avancer des fonds aux Débitrices après le 8 avril 2010.

CESSIONNAIRE

- Si le créancier a cédé ou autrement transféré sa créance, il doit remplir la **Partie B** de la preuve de réclamation.
- Le nom légal complet du cessionnaire doit être fourni.
- Si le cessionnaire fait affaire sous un ou plusieurs autres noms, veuillez l'indiquer dans un feuillet distinct joint aux pièces justificatives.
- Les preuves de la cession doivent être fournies. Si le Contrôleur est d'avis qu'il y a eu cession ou transfert, toutes les communications, tous les avis, etc. concernant la réclamation seront par la suite transmis au cessionnaire à l'adresse et à la personne-ressource indiquées à la **Partie B** de la preuve de réclamation.

MONTANT DE LA RÉCLAMATION

- Indiquez le montant de la dette qu'avait et qu'a toujours la Débitrice envers le créancier.

Devise

- Le montant initial de la réclamation doit être indiqué dans la devise dans laquelle la réclamation était exprimée quand elle a pris naissance.

- Si la réclamation est exprimée dans plusieurs devises, inscrivez chaque montant de la réclamation exprimé dans une devise différente sur une ligne distincte. Si l'espace est insuffisant, joignez un feuillet séparé fournissant les renseignements requis.
- Le Contrôleur convertira en dollars canadiens les réclamations exprimées dans une autre devise à l'aide du taux de change à midi de la Banque du Canada du 8 avril 2010.

Réclamation garantie

- Cochez la case « Garantie » seulement si la réclamation inscrite à la ligne en question est garantie. Ne cochez pas la case si votre réclamation n'est pas garantie.
- Si la valeur de la garantie de votre réclamation est inférieure au montant de votre réclamation, inscrivez la différence sur une autre ligne à titre de réclamation non garantie.
- Les documents constatant la garantie que vous détenez doivent être soumis avec le formulaire de preuve de réclamation. Donnez tous les détails se rapportant à la garantie, dont sa nature, la date à laquelle elle a été consentie et la valeur que vous attribuez à la sûreté garantissant votre réclamation. Joignez une copie de tous les documents connexes relatifs à la sûreté. Veuillez noter que les réclamations commerciales ne sont généralement pas garanties.

Réclamation reliée à la restructuration

- Cochez cette case seulement si la réclamation, ou une portion de celle-ci est une « Réclamation reliée à la restructuration ».

DOCUMENTATION

- Joignez au formulaire de preuve de réclamation tous les détails de la réclamation, dont le montant, la description de la (des) transaction(s) ou de l'entente (des ententes) donnant lieu à la réclamation, le nom de la caution ayant cautionné la créance, le cas échéant, le montant des factures, les détails relatifs à l'ensemble des crédits, escomptes, etc. réclamés, la description de la garantie consentie, le cas échéant, au créancier par les Débitrices ou par l'un de leurs dirigeants ou administrateurs et la valeur estimative de la garantie en question et les détails de toute réclamation ultérieure. Joignez les pièces justificatives.

ATTESTATION

- La personne qui signe le formulaire de preuve de réclamation doit :
 - être le créancier ou son représentant autorisé;
 - avoir personnellement connaissance de toutes les circonstances entourant la réclamation en question.
- En signant et en soumettant la preuve de réclamation, le créancier fait valoir la réclamation contre la Débitrice.

DÉPÔT DE LA PREUVE DE RÉCLAMATION

- La preuve de réclamation doit parvenir au Contrôleur au plus tard à **17 h** (heure avancée de l'Est) **le 31 mai 2010**, par courriel, télécopie, la poste, courrier recommandé, messagerie ou en personne aux coordonnées suivantes :

Samson Bélair/Deloitte & Touche Inc.
En sa capacité de Contrôleur de AAER Inc.
1, Place Ville Marie
Bureau 3000
Montréal QC H3B 4T9
Tél. : 514-393-5042
Télec. : 514-390-4103
Canada : 1-877-856-9043
Courriel : aaerinc@deloitte.ca

À défaut de déposer votre preuve de réclamation de manière à ce qu'elle parvienne au Contrôleur au plus tard à 17 h à la date limite de réclamation du 31 mai 2010, votre réclamation sera prescrite et vous ne pourrez plus faire valoir ou invoquer de réclamation contre les Débitrices. De plus, vous n'aurez droit à aucun autre avis, et vous n'aurez pas le droit de participer à la procédure à titre de créancier.

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

INFORMATION SHEET REGARDING THE PROOF OF CLAIM FORM

This Information Sheet has been prepared to assist creditors in filling out the Proof of Claim form. If you have any additional questions regarding the completion of the Proof of Claim Form, or require additional copies of the Proof of Claim Form, please consult the Monitor's website at <http://www.deloitte.com/ca/aaer> or contact the Monitor to the coordinates indicated at the end of this document.

Please note that this document is only a guide and that, in the event of any inconsistency between the terms of this document and the terms of the Claims Procedure Order dated May 7, 2010, the terms of the Claims Procedure Order will govern. Capitalized terms not defined herein are as defined in the Claims Procedure Order. A copy of the Claims Procedure Order can be obtained from the Monitor's Website at <http://www.deloitte.com/ca/aaer>.

CREDITORS

- Creditors must file a separate Proof of Claim form for each Debtor against whom a claim is being asserted.
- Creditors shall include any and all claims it asserts against a single Debtor in a single Proof of Claim.
- The full legal name of the Creditor must be provided in **Part A** of the Proof of Claim along with its operating name, if different.
- If the Creditor operates under a different name, or names, please indicate this in a separate schedule in the supporting documentation.
- If the Claim has been assigned or transferred to another party, **Part B** of the Proof of Claim must also be completed.
- Unless the Claim is assigned or transferred, all future correspondence, notices, etc. regarding the Claim will be directed to the address and contact indicated in **Part A**.
- Certain Claims are excluded from this Claims Procedure. The Excluded Claims are as defined in the Claims Procedure Order and include, but are not limited to:
 - Those from Creditors who have supplied or shall supply services, utilities, goods or materials to the Debtors after April 8, 2010;
 - Those from Creditors who have or shall have advanced funds to the Debtors after April 8, 2010.

ASSIGNEE

- If the Creditor has assigned or otherwise transferred its Claim, then **Part B** of the Proof of Claim must be completed.
- The full legal name of the Assignee must be provided.
- If the Assignee operates under a different name, or names, please indicate this in a separate schedule in the supporting documentation.
- Evidence of the assignment must be provided. If the Monitor is satisfied that an assignment or transfer has occurred, all future correspondence, notices, etc. regarding the Claim will be directed to the Assignee at the address and contact indicated in **Part B**.

AMOUNT OF CLAIM

- Indicate the amount the Debtor was, and still is, indebted to the Creditor.

Currency

- The amount of the Claim must be provided in the type of currency in which it arose.

- If the Claim is denominated in multiple currencies, use a separate line to indicate the Claim amount in each of such currency. If there are insufficient lines to record these amounts, attach a separate schedule indicating the required information.
- Claims denominated in a currency other than Canadian dollars will be converted into Canadian dollars by the Monitor using the Bank of Canada noon exchange rate on April 8, 2010.

Secured Claim

- Check the “Secured” box only if the Claim recorded on that line is secured. Do not check this box if your Claim is unsecured.
- If the value of the collateral securing your Claim is less than the amount of your Claim, enter the shortfall portion on a separate line as an unsecured claim.
- Evidence supporting the security you hold must be submitted with the Proof of Claim form. Provide full particulars of the security, including its nature, the date on which the security was given and the value you attribute to the collateral securing your Claim. Attach a copy of all related security documents. Please note that trade claims are typically not secured.

Restructuring Claim

- Check this box only if the Claim, or a portion of this Claim is a “Restructuring Claim”.

DOCUMENTATION

- Attach to the Proof of Claim Form all particulars of the Claim, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor which has guaranteed the Claim, amount of invoices, particulars of all claimed credits, discounts, etc., description of the security, if any, granted by the Debtors or any officer or director to the Creditor and estimated value of such security, particulars of any Restructuring Claim and any other supporting documentation.

ATTESTATION

- The person signing the Proof of Claim form should:
 - be the Creditor, or an authorized representative of the Creditor;
 - have knowledge of all the circumstances connected with the Claim.
- By signing and submitting the Proof of Claim, the Creditor is asserting the Claim against the Debtor.

FILING OF THE PROOF OF CLAIM

- The Proof of Claim must be received by the Monitor by no later than **5:00 p.m.** (Eastern Daylight Time) on **May 31, 2010**. Proofs of Claim should be sent by way of electronic mail, fax, mail, registered mail, courier or personal delivery to the following coordinates:

- 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

Failure to file your Proof of Claim so that it is received by the Monitor by 5:00 p.m. (Eastern Daylight Time), on the Claims Bar Date of May 31, 2010 will result in your Claim being barred and you will be prevented from making or enforcing a Claim against the Debtors. In addition, you shall not be entitled to further notices, and shall not be entitled to participate as a creditor in these proceedings.

Schedule C

Notice of Creditors' Meeting

CANADA
PROVINCE DE QUÉBEC
DISTRICT DE BEDFORD
COUR N° : 460-11-001918-104
BUREAU N° : 905521-1000002

COUR SUPÉRIEURE
Chambre commerciale

**DANS L'AFFAIRE DU PLAN D'ARRANGEMENT
PROPOSÉ DE :**

AAER INC., société constituée en vertu de la *Loi canadienne sur les sociétés par actions*, ayant son siège social au 80, boul. de l'Aéroport, Bromont, Québec, J2L 1S9

– et –

AAER USA INC., société constituée au Delaware, ayant une place d'affaires au 400, rue Westminster, bureau 202, Providence, Rhode Island, États-Unis, 02903

– et –

WIND-SMART LLC, société constituée au Rhode Island, ayant une place d'affaires au 400, rue Westminster, bureau 202, Providence, Rhode Island, États-Unis, 02903

Débitrices

– et –

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.
(Jean-François Nadon, CA, CIRP, responsable désigné), ayant une place d'affaires au 1, Place Ville Marie, bureau 3000, Montréal, Québec, H3B 4T9

Contrôleur

AVIS AUX CRÉANCIERS

(Assemblée des créanciers le 1^{er} juin 2010 à Bromont, Québec)

Le 8 avril 2010, AAER Inc., AAER USA Inc. et Wind-Smart LLC (collectivement « **AAER** » ou les « **Débitrices** ») ont intenté des procédures sous la supervision de la Cour supérieure du Québec (« **Tribunal** ») et obtenu une protection contre leurs créanciers en vertu de la *Loi sur les arrangements avec les créanciers des compagnies*, L.R.C. 1985, c. C-36, en sa version modifiée (la « **LACC** »). Samson Bélair/Deloitte & Touche Inc. a été nommée contrôleur dans la procédure sous la supervision du Tribunal (le « **Contrôleur** »).

À la demande des Débitrices, le Tribunal a rendu le 7 mai 2010 une ordonnance approuvant la procédure de réclamation (l'« **Ordonnance relative à la Procédure de réclamation** ») et prorogeant la période de suspension des procédures jusqu'au 2 juin 2010.

Conformément à l'Ordonnance relative à la Procédure de réclamation, une assemblée générale des créanciers se tiendra à l'hôtel Château Bromont, situé au 90, rue Stanstead, Bromont, Québec, J2L 1K6, le 1^{er} juin 2010, à 14 h, dans le but de considérer le rapport du Contrôleur concernant le Plan proposé et de procéder au vote sur le Plan proposé.

Les créanciers ayant droit de voter à l'assemblée peuvent, au moyen d'une résolution, accepter le Plan proposé, tel qu'il est formulé ou tel qu'il est modifié à l'assemblée. Si le Plan est ainsi accepté et s'il est approuvé par le Tribunal, il deviendra obligatoire pour tous les créanciers.

Vous trouverez donc ci-joint une copie du Plan proposé, un exemplaire du Rapport du Contrôleur concernant le Plan proposé, un formulaire de votation ainsi qu'une procuration.

Les procurations et les formulaires de votation dont l'usage est projeté à l'assemblée doivent être au préalable déposés au plus tard entre les mains du Contrôleur une (1) heure avant le début de l'assemblée. Ces documents doivent être transmis par courriel, télécopieur, la poste, courrier recommandé, messagerie ou en personne à l'adresse indiquée ci-après.

Veuillez noter que votre vote ne sera valide que si vous avez déjà déposé auprès du Contrôleur une preuve de réclamation en bonne et due forme au plus tard le 31 mai 2010 à 17 h 00 (la « **Date limite de production d'une réclamation** »). Vous pourrez vous procurer le *Formulaire de preuve de réclamation* ainsi que la *Feuille de renseignements relative à la preuve de réclamation*, lesquels ont fait l'objet d'un envoi antérieur, sur le site Web du Contrôleur à l'adresse <http://www.deloitte.com/ca/aaer-fr>. Cette preuve de réclamation doit être transmise par courriel, télécopieur, la poste, courrier recommandé, messagerie ou en personne à l'adresse suivante :

Samson Bélair/Deloitte & Touche Inc.
En sa capacité de Contrôleur d'AAER Inc.
1, Place Ville Marie
Bureau 3000
Montréal QC H3B 4T9
Tél. : 514-393-5042
Télec. : 514-390-4103
Canada : 1-877-856-9043
Courriel : aaerinc@deloitte.ca

FAIT À MONTRÉAL, ce ____^e jour de mai 2010.

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.
Contrôleur

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
(Meeting of Creditors on June 1, 2010, in Bromont, Quebec)**

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”).

At the Debtors' request, the Court rendered on May 7, 2010, an order authorizing procedures relating to the claims process and creditors' meeting (the “Claim Procedure Order”) and extending the stay of proceedings period until June 2, 2010.

In accordance with the Claim Procedure Order, a meeting of creditors will be held at **Château Bromont, located at 90 Stanstead Street, Bromont, Quebec, J2L 1K6, on June 1, 2010, at 2:00 p.m.**, in order to consider the Monitor's Report regarding the Proposed Plan and to vote on the Proposed Plan.

At the meeting, Creditors who are entitled to vote may accept the Proposed Plan as made or as altered during the meeting. If the Plan is then accepted and approved by the Court, it will be mandatory for all Creditors.

Please find attached a copy of the Proposed Plan, a copy of the Monitor's Report regarding the Proposed Plan, a voting letter and a proxy.

Proxies and voting letters to be used at the Meeting must be filed with the Monitor no later than one (1) hour before the beginning of the Meeting. These documents must be sent by e-mail, fax, mail, registered mail, courier or personal delivery at the coordinates below.

Please take note that your vote will not be valid unless your Proof of Claim has been filed with the Monitor in due form at the latest on May 31, 2010 at 5:00 p.m. (the "Claims Bar Date"). The *Proof of Claim Form*, as well as the *Information Sheet Regarding the Proof of Claim*, which have been sent in a prior mailing, is available on the Monitor's Web site at <http://www.deloitte.com/ca/aaer>. This Proof of Claim must be sent by e-mail, fax, mail, registered mail, courier or personal delivery 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 ____th day of May 2010. SAMSON BÉLAIR/DELOITTE & TOUCHE INC.
Monitor

Schedule D

Proxy form and voting form

(Signature, nom et titre du représentant)

Notes

- *Un créancier n'a pas le droit de voter à moins qu'il n'ait dûment prouvé sa réclamation et que cette preuve de réclamation n'ait été dûment remise au Contrôleur avant la Date limite de production des réclamations.*
- *Un créancier peut voter avant la date prévue de l'assemblée (il doit alors s'assurer de transmettre son vote au Contrôleur dans les délais) ou remettre son vote entre les mains du Contrôleur une (1) heure avant le début de l'assemblée.*

CANADA
PROVINCE DE QUÉBEC
DISTRICT DE BEDFORD
COUR N° : 460-11-001918-104
BUREAU N° : 905521-1000002

COUR SUPÉRIEURE
Chambre commerciale

**DANS L'AFFAIRE DU PLAN D'ARRANGEMENT
PROPOSÉ DE :**

AAER INC., société constituée en vertu de la *Loi canadienne sur les sociétés par actions*, ayant son siège social au 80, boul. de l'Aéroport, Bromont, Québec, J2L 1S9

– et –

AAER USA INC., société constituée au Delaware, ayant une place d'affaires au 400, rue Westminster, bureau 202, Providence, Rhode Island, États-Unis, 02903

– et –

WIND-SMART LLC, société constituée au Rhode Island, ayant une place d'affaires au 400, rue Westminster, bureau 202, Providence, Rhode Island, États-Unis, 02903

Débitrices

– et –

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.
(Jean-François Nadon, CA, CIRP, responsable désigné), ayant une place d'affaires au 1, Place Ville Marie, bureau 3000, Montréal, Québec, H3B 4T9

Contrôleur

FORMULAIRE DE VOTATION

Je, _____ de _____
(nom du représentant du créancier) (titre, poste ou fonction) (ville)
de _____, créancier
(nom du créancier) (adresse)

dans l'affaire susmentionnée à l'égard de la somme de _____ \$ demande (demandons) à Samson Bélair/ Deloitte & Touche Inc., Contrôleur nommé par le tribunal, de consigner mon (notre) vote (*cochez votre choix*) :

- EN FAVEUR de l'acceptation du plan d'arrangement proposé le X mai 2010.
ou
 CONTRE l'acceptation du plan d'arrangement proposé le X mai 2010.

FAIT À _____, ce _____^e jour de _____ 2010.

(Témoin) _____
(Créancier individu)
– ou –

(Témoin) _____
(Nom du créancier qui est une personne morale)

(Signature, nom et titre du représentant)

Notes

- Un créancier n'a pas le droit de voter à moins qu'il n'ait dûment prouvé sa réclamation et que cette preuve de réclamation n'ait été dûment remise au Contrôleur avant la Date limite de production des réclamations.
- Un créancier peut voter avant la date prévue de l'assemblée (il doit alors s'assurer de transmettre son vote au Contrôleur dans les délais) ou remettre son vote entre les mains du Contrôleur une (1) heure avant le début de l'assemblée.



Samson Bélair/Deloitte & Touche Inc.

1 Place Ville Marie
Suite 3000
Montreal QC H3B 4T9
Canada

Tel.: 514-393-5042
Fax: 514-390-4103
www.deloitte.ca

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

VOTING LETTER

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 for the sum of \$ _____ hereby request Samson Bélair/Deloitte & Touche Inc., the Monitor acting with respect to the plan of arrangement, to record my vote (mark the box representing your choice):

- FOR the acceptance of the plan of arrangement submitted on ___th day of May, 2010.
or
AGAINST the acceptance of the plan of arrangement submitted on ___th day of May, 2010.

DATED AT _____, this _____th day of _____ 2010.

Witness Individual Creditor
- or -
Witness (Name of Corporate Creditor)
(Signature, Name and Title of Signing Officer)

Notes

- A creditor is not entitled to vote at the meeting of creditors unless he has duly proved a claim and the proof of claim has been duly provided to the Monitor before the Claims Bar Date.
A creditor may vote before the meeting of creditors (he must then make sure to send his vote to the Monitor without delay) or provide the vote to the Monitor one (1) hour prior to the time of the meeting.

CANADA
PROVINCE DE QUÉBEC
DISTRICT DE BEDFORD
COUR N° : 460-11-001918-104
BUREAU N° : 905521-1000002

COUR SUPÉRIEURE
Chambre commerciale

**DANS L'AFFAIRE DU PLAN D'ARRANGEMENT
PROPOSÉ DE :**

AAER INC., société constituée en vertu de la *Loi canadienne sur les sociétés par actions*, ayant son siège social au 80, boul. de l'Aéroport, Bromont, Québec, J2L 1S9

– et –

AAER USA INC., société constituée au Delaware, ayant une place d'affaires au 400, rue Westminster, bureau 202, Providence, Rhode Island, États-Unis, 02903

– et –

WIND-SMART LLC, société constituée au Rhode Island, ayant une place d'affaires au 400, rue Westminster, bureau 202, Providence, Rhode Island, États-Unis, 02903

Débitrices

– et –

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.
(Jean-François Nadon, CA, CIRP, responsable désigné), ayant une place d'affaires au 1, Place Ville Marie, bureau 3000, Montréal, Québec, H3B 4T9

Contrôleur

FORMULAIRE DE PROCURATION

Je, _____, _____ de _____
(nom du représentant du créancier) (titre, poste ou fonction) (ville)

de _____, créancier
(nom du créancier) (adresse)

dans l'affaire susmentionnée, nomme (nommons) par les présentes comme mon (notre) fondé de pouvoir à tous les égards dans l'affaire susmentionnée, sauf la réception de dividendes, celui-ci étant habilité à nommer un autre fondé de pouvoir à sa place (*cochez une seule des cases suivantes*) :

- M. Jean-François Nadon, CA, CIRP, de Samson Bélair/Deloitte & Touche Inc., Contrôleur ou une personne désignée par lui;
ou
 Autre, précisez : _____

FAIT À _____, ce _____^e jour de _____ 2010.

(Témoin)

(Créancier individu)

– ou –

(Témoin)

(Nom du créancier qui est une personne morale)

(Signature, nom et titre du représentant)



Samson Bélair/Deloitte & Touche Inc.
 1 Place Ville Marie
 Suite 3000
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 Canada

Tel.: 514-393-5042
 Fax: 514-390-4103
 www.deloitte.ca

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

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)

– or –

(Witness)

(Name of Corporate Creditor)

(Signature, Name and Title of Signing Officer)