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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 (not the assignee):	_____
Attention (name and title):	_____
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 (name and title):	_____
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)