

January 19, 2011

*Translation*

In the Matter of  
the Securities Legislation  
of Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia,  
Prince Edward Island, and Newfoundland and Labrador (the "**Jurisdictions**")

and

In the Matter of  
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of  
AAER Inc. (the "**Filer**")

Decision

**Background**

The securities regulatory authority or regulator in each of the Jurisdictions (the "**Decision Maker**") has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the "**Legislation**") that the Filer is not a reporting issuer (the "**Exemptive Relief Sought**").

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

- (a) the *Autorité des Marchés Financiers* is the principal regulator for this application, and
- (b) the decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

**Interpretation**

Terms defined in *Regulation 14-101 respecting Definitions* have the same meaning if used in this decision, unless otherwise defined.

**Representations**

This decision is based on the following facts represented by the Filer:

1. The Filer was incorporated under the *Canada Business Corporations Act* ("**CBCA**") on June 18, 2003. The head office of the Filer is located in Bromont, Québec.
2. The Filer is a reporting issuer in each of the Jurisdictions.
3. On April 8, 2010, the Filer applied for and obtained an Order from the Superior Court of Québec (the "**Court**") for protection under the *Companies' Creditors Arrangement Act* (the "**CCAA**") for an initial period of 30 days expiring on May 7, 2010 (the "**Stay Termination Date**").
4. From May 7, 2010 onwards, the Filer received successive new Orders from the Court, *inter alia*, further extending the Stay Termination Date. The last such Order was issued on July 7, 2010 and extended the Stay Termination Date to August 11, 2010.
5. By an Order dated August 11, 2010, the Court sanctioned the plan of reorganization and compromise of the Filer dated July 12, 2010 under the CCAA and Section 191 of the CBCA (the "**Plan**") and approved the reorganization of the Filer contemplated by the Plan. The creditors of the Filer approved the Plan on August 9, 2010.
6. Pursuant to the Plan, the Filer's share capital was amended to create: (a) a new class of voting common shares (the "**New Common Shares**"); and (b) a new class of redeemable common shares (the "**Redeemable Common Shares**").
7. The only shares in the capital of the Filer issued and outstanding immediately prior to the amendments thereto consisted of common shares.
8. Pursuant to the Plan, the following transactions were effected:
  - (a) the common shares were exchanged for Redeemable Common Shares on the basis of one Redeemable Common Share for each common share;
  - (b) Pioneer Wind Energy Holdings Inc. ("**Pioneer**") subscribed for and was issued 450,000 New Common Shares in consideration for \$450,000;
  - (c) the Redeemable Common Shares were redeemed by the Filer and the aggregate redemption price was satisfied in accordance with the terms of the Redeemable Common Shares, whereupon all of the Redeemable Common Shares were cancelled; and
  - (d) as a result of these transactions, the Filer's share capital was amended to delete the common shares.
9. As a result of the implementation of the Plan, the Filer is now a wholly-owned subsidiary of Pioneer.
10. The outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 security holders in each of the jurisdictions in Canada and fewer than 51 security holders in total in Canada.

11. At the close of markets on August 19, 2010, the common shares of the Filer were delisted from trading on the TSX Venture Exchange.

12. No securities of the Filer are traded on a market place, as defined in *Regulation 21-101 respecting Marketplace Operations*.

13. The Filer ceased to be a reporting issuer in British Columbia on November 7, 2010.

14. The Filer is applying for a decision that it is not a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer.

15. The Filer is not in default of any requirements applicable to a reporting issuer under the Legislation, except for the Filer's failure to file: (a) annual financial statements and annual management's discussion and analysis for the year ended December 31, 2009; (b) interim financial statements and related management's discussion and analysis for the interim periods ended March 31, 2010, June 30, 2010 and September 30, 2010, as required under *Regulation 51-102 respecting Continuous Disclosure Obligations*; and (c) the certificates as required under *Regulation 52-109 respecting Certification of Disclosure in Issuers' Annual and Interim Filings*.

16. The Filer has no intention to proceed with an offering of its securities in a jurisdiction of Canada by way of private placement or public offering.

17. The Filer is currently subject to cease trade orders in Québec, Ontario, Alberta and Manitoba.

18. Upon the grant of the Exemptive Relief Sought, the Filer will not be a reporting issuer in any jurisdiction of Canada. The Filer has requested that the cease trade orders in Québec, Ontario, Alberta and Manitoba be revoked concurrently with the granting of the Exemptive Relief Sought.

## **Decision**

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Markers under the Legislation is that the Exemptive Relief Sought is granted.

Josée Deslauriers

Director, Investissement Funds and Continuous Disclosure

Autorités des marchés financiers