

ALBERTA SECURITIES COMMISSION

REVOCACTION OF CEASE TRADE ORDER: S. 214

Citation: AAER Inc., Re, 2011 ABASC 37

Date: 20110120

AAER Inc.

Background

AAER Inc. (the **Filer**) has made an application to the Executive Director of the Alberta Securities Commission (the **Commission**) for an order revoking a cease trade order dated 19 August 2010 (the **Cease Trade Order**).

Pursuant to subsection 17(2) of the *Securities Act* (Alberta) (the **Act**), the Executive Director has made an Authorization Order dated 23 November 2009 (the **Authorization**), which includes authorizing the undersigned to revoke certain orders issued under section 33.1 of the Act.

Representations

The Filer has represented to the undersigned that:

1. The Filer is a corporation existing under the *Canada Business Corporations Act* (**CBCA**).
2. Its head office is located in Bromont, Québec.
3. The Cease Trade Order was issued due to the failure by the Filer to file with the Commission its audited financial statements for the year ended December 31, 2009 and interim unaudited financial statements, management discussion and analysis and certification for the period ended March 31, 2010 (collectively, the **Financial Statements**) as required by the Act.
4. The Filer is subject to cease trade orders by the Autorité des marchés financiers (**AMF**), Ontario Securities Commission (**OSC**) and the Manitoba Securities Commission (**MBSC**) (collectively, the **Other Cease Trade Orders**). The Filer has applied for and expects to be granted concurrently with this revocation order, full revocations of the Other Cease Trade Orders.
5. 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**).
6. 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.
7. Pursuant to the Plan and the articles of reorganization, the Filer's existing 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**).

8. All shares in the capital of the Filer issued and outstanding immediately prior to the articles of reorganization (the **Existing Shares**) were exchanged for Redeemable Common Shares on the basis of one fully paid and non-assessable Redeemable Common Share for each Existing Share. Subsequently, Pioneer Wind Energy Holdings Inc. (**Pioneer**) subscribed for and was issued New Common Shares. Following the completion of certain transactions set forth in the Plan, 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.
9. All other equity securities of the Filer were cancelled for no consideration and the Filer's share capital was amended to delete the Existing Shares.
10. As a result of the implementation of the Plan, the Filer is now a wholly-owned subsidiary of Pioneer.
11. The outstanding securities of the Filer, including debt securities, are beneficially owned by fewer than 15 security holders in each of the jurisdictions in Canada and fewer than 51 security holders in total in Canada.
12. The common shares of the Filer were delisted from trading on the TSX Venture Exchange at the close of business on August 19, 2010. As a result, no securities of the Filer are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operations*.
13. The Filer is no longer a reporting issuer in Québec, Ontario, Alberta, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island, Saskatchewan and Newfoundland and Labrador.
14. The Filer is not a reporting issuer in any jurisdiction in Canada.
15. The Filer is not in default of any requirements applicable to a reporting issuer under the Act, except for the Filer's failure to file its Financial Statements.

Decision

The undersigned, being of the opinion that it would not be prejudicial to the public interest to do so, orders under the Authorization that the Cease Trade Order is revoked.

20 January 2011

"original signed by"

Blaine Young

Associate Director, Corporate Finance