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Groupe Aeroplan Inc. announces \$200 Million Senior Secured Notes offering

MONTREAL, Jan. 21 /CNW Telbec/ - Groupe Aeroplan Inc. (TSX: AER) (the "Corporation") announced today that it has agreed to issue to a syndicate of underwriters for distribution to the public, on a bought deal basis, \$200 million aggregate principal amount of 6.95% Senior Secured Notes Series 3 due January 26, 2017 (the "Notes"). The offering is expected to close on or about January 26, 2010, subject to customary closing conditions.

The syndicate of underwriters is led by CIBC, RBC Dominion Securities Inc. and TD Securities Inc.

The Notes will bear interest at the rate of 6.95% per annum and the interest on the Notes will be payable semi-annually in arrears on January 26 and July 26 of each year, commencing on July 26, 2010. The Notes will be secured by certain present and future undertakings, property and assets of the Corporation and certain of its subsidiaries, and will be direct secured debt obligations of the Corporation ranking equally and *pari passu*, including with respect to security interests, with all other present and future unsubordinated indebtedness for borrowed money of the Corporation or Aeroplan Canada Inc., as the case may be.

The Notes have been assigned credit ratings of BBB with a stable trend by DBRS Limited and BBB- by Standard & Poors Ratings Services.

The net proceeds from the offering will be used by the Corporation to repay a portion of the amount outstanding under the corporation's term facility pursuant to the credit agreement entered into on June 12, 2009, as amended.

The Notes will be offered by way of a prospectus supplement to the amended and restated base shelf prospectus dated March 26, 2009 filed with the securities regulatory authorities in all provinces and territories of Canada.

About Groupe Aeroplan Inc.

Groupe Aeroplan Inc. is the global leader in loyalty management. Groupe Aeroplan owns Aeroplan, Canada's premier loyalty program, Carlson Marketing, an international loyalty marketing services, engagement and events provider headquartered in the US, as well as Nectar, the United Kingdom's leading coalition loyalty program. In the Gulf Region, Groupe Aeroplan owns 60 per cent of Rewards Management Middle East, the operator of Air Miles programs in the United Arab Emirates, Qatar and Bahrain. Groupe Aeroplan also operates LMG Insight & Communication, a customer-driven insight and data analytics business offering international services to retailers and their suppliers.

For more information about Groupe Aeroplan, please visit www.groupeaeroplan.com.

Caution Concerning Forward-Looking Statements

Certain statements in this news release may contain forward-looking statements. Forward-looking statements, by their nature, are based on assumptions and are subject to important risks and uncertainties. Any forecasts or forward-looking predictions or statements cannot be relied upon due to, amongst other things, changing external events and general uncertainties of the business and its corporate structure. Results indicated in forward-looking statements may differ materially from actual results for a number of reasons, including without limitation, risks related to the business and the industry, Air Canada liquidity issues, dependency on top four Accumulation Partners that purchase loyalty marketing services including Aeroplan Miles, Air Canada or travel industry disruptions, Airline industry changes and increased airline costs, reduction in activity, usage and accumulation of Aeroplan Miles, retail market/economic downturn, greater than expected redemptions for rewards, industry competition, supply and capacity costs, unfunded Future Redemption Costs, failure to safeguard databases and consumer privacy, consumer privacy legislation, changes to the Aeroplan and Nectar Programs, seasonal nature of the business, other factors and prior performance, regulatory matters, VAT appeal, reliance on key personnel, labour relations and pension liability, technological disruptions and inability to use third party software, failure to protect intellectual property rights, currency fluctuations, interest rate and currency fluctuations, leverage and restrictive covenants in current and future indebtedness, dilution of Groupe Aeroplan shareholders, uncertainty of dividend payments, level of indebtedness - refinancing risk, managing growth, integration of Carlson Marketing as well as the other factors identified throughout the Management's Discussion & Analysis of Groupe Aeroplan available on SEDAR. The forward-looking statements contained herein represent Groupe Aeroplan's expectations as of January 21, 2010, and are subject to change after that date. However, Groupe Aeroplan disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required

under applicable securities regulations.

The Notes have not been, nor will be, registered under the United States Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold in the United States or to U.S. persons absent registration or applicable exemption from the registration requirement of such Act and applicable state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to qualification under the securities laws of any such jurisdiction.

For further information: Media: Michèle Meier, (514) 205-7028, michele.meier@aeroplan.com; JoAnne Hayes, (416) 352-3706, joanne.hayes@aeroplan.com; Analysts: Trish Moran, (416) 352-3728, trish.moran@aeroplan.com

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