



May 22, 2013

Structured Finance
Americas

Mr. Steve Schauer
President & CEO
Westerly Wind LLC, Suite 200
25 Braintree Hill Park
Braintree, MA 02184

Re: Financing for Westerly Wind LLC's Antrim Wind Project

Address
560 Lexington Avenue
New York, N.Y. 10022
USA

Dear Mr. Schauer:

Phone (212) 310-9800 (general)
Fax (212) 310-9117
Telex 177130 bayland nyk

This letter is being provided by Bayerische Landesbank, New York Branch ("BayernLB") as a reference for Westerly Wind LLC ("Westerly Wind") and its affiliate Antrim Wind Energy, LLC ("AWE") that intends to develop and build the Antrim Wind Project (the "Antrim Project" or the "Project"), a wind power project with a 27 MW nameplate capacity to be located in Hillsborough County, New Hampshire.

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Head Office
Bayerische Landesbank
Brienner Strasse 18
80333 München
Germany
Phone ++49 89 2171-01

AWE has invited us to consider providing senior secured debt financing comprising a Construction and Term Loan in connection with the Project, for which AWE will act as Sponsor. AWE's management team has extensive experience developing, owning and financing wind power projects of a similar nature.

www.bayernlb.com

BayernLB is among the leading banks providing financing for US renewable energy projects. From its New York branch, BayernLB has provided over \$4 billion of loans to the renewable energy sector in the United States and Canada since 2002 and has acted as a lender in 75 of such renewable energy financings, as lead-lender and/or underwriter in more than 50 of such transactions and as an agent in 27 of such transactions.

There are several necessary features the Project must have in order to qualify for a debt financing, including acceptable technology, necessary approvals to construct and operate the Project, a long-term revenue contract from a creditworthy counterparty, and a firm permanent take-out financing post construction provided the con-

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struction risk is otherwise acceptable. Subject to our satisfactory due diligence, credit approval and documentation, the Antrim Wind project could be financed within this framework.

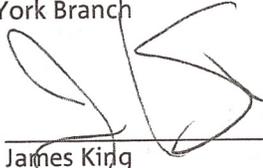
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This letter is intended as an expression of commercial interest on our part, and does not constitute a binding agreement of any kind whatsoever with regard to the Project or to the Credit Facilities or otherwise. We hope that this letter demonstrates the high regard that Bayerische Landesbank has for AWE's management and our confidence in AWE's ability to obtain financing for the Project.

to the letter from
May 22, 2013

Sincerely,

BAYERISCHE LANDESBANK,
New York Branch

By: 
Name: James King
Title: Senior Vice President

By: 
Name: Christian Baumgart
Title: Vice President