

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

ARTHUR L. BRASHER, *et al.*,

Plaintiffs,

v.

BROADWIND ENERGY, INC., *et al.*,

Defendants.

Case No. 1:11-CV-00991

Honorable James B. Zagel

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Member of the Class based on your claims in the action entitled *Arthur L. Brasher, et al. v. Broadwind Energy, Inc., et al.* Case No. 1:11-CV-00991 (the “Litigation”), you must complete and, on page 15 hereof, sign this Proof of Claim and Release form (“Proof of Claim”). If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement of the Litigation.

2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of settlement in the Litigation.

3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM POSTMARKED ON OR BEFORE JULY 27, 2013, ADDRESSED AS FOLLOWS:

Broadwind Securities Litigation
c/o Heffler Claims Administration
P.O. Box 58938
Philadelphia, PA 19102-8938

If you are NOT a Member of the Class, as defined in the Notice of Pendency and Proposed Settlement of Class Action (“Notice”), DO NOT submit a Proof of Claim.

4. If you are a Member of the Class, you are bound by the terms of any judgment entered in the Litigation, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM, unless you exclude yourself.

II. DEFINITIONS

1. “Defendants” means collectively Broadwind Energy, Inc. and J. Cameron Drecoll.

2. “Dismissed Defendants” means collectively Stephanie K. Kushner, Matthew J. Gadow, Stephen E. Graham, Kevin E. Johnson, James M. Lindstrom, David P. Reiland, Charles H. Beynon, William T. Fejes, Terence P. Fox, Tontine Capital Partners, L.P., Tontine Capital Overseas Master Fund, L.P., Tontine Partners, L.P., Tontine Overseas Fund, Ltd., Tontine 25 Overseas Master Fund, L.P., and Jeffrey Gendell.

III. CLAIMANT IDENTIFICATION

1. If you purchased Broadwind common stock and held the certificate(s) in your name, you are the beneficial owner as well as the record holder. If, however, the certificate(s) were registered in the name of a third party, such as a brokerage firm or other nominee, you are the beneficial owner and the third party is the record holder.

2. Use Part I of this form entitled “Claimant Identification” to identify each holder of record (“nominee”), if different from the beneficial owner, of Broadwind common stock that forms the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER(S), OR A PERSON AUTHORIZED TO ACT ON BEHALF OF SUCH OWNER(S), OF THE BROADWIND COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**

3. All joint owners (or a Person authorized to act on the owner’s behalf) must sign this claim. Executors, administrators, guardians, conservators, trustees, or others authorized to act on behalf of a beneficial owner, must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

IV. CLAIM FORM

1. Use Part II of this form entitled “Schedule of Transactions in Broadwind Common Stock” to supply all required details of your transaction(s) in Broadwind common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

2. On the schedules, provide all of the requested information with respect to all of your purchases and all of your sales of Broadwind common stock that took place at any time during the period March 16, 2009 through August 9, 2010, inclusive (the “Class Period”), whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

3. List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

4. The date of covering a “short sale” is deemed to be the date of purchase of Broadwind common stock. The date of a “short sale” is deemed to be the date of the sale of Broadwind common stock.

5. Broker confirmations or other documentation of your transactions in Broadwind common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

6. The above requests are designed to provide the minimum amount of information necessary to process the most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses. In some cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the hiring of an accounting expert at the Claimant’s cost.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS, EASTERN DIVISION

Arthur L. Brasher, et al. v. Broadwind Energy, Inc., et al.
Case No. 1:11-CV-00991

PROOF OF CLAIM AND RELEASE

Must Be Postmarked No Later Than: July 27, 2013

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's Name (First, Middle, Last)

Co-Beneficial Owner's Name (First, Middle, Last)

Company/Other Entity (If Claimant Is Not an Individual)

Account Number (If Claimant Is Not an Individual)

Street Address

City

State

Zip Code

Foreign Province

Foreign Country

Social Security Number or Tax Identification Number

Individual

Corporation/Other

Telephone Number (Day)

Telephone Number (Night)

Record Holder's Name (if different from beneficial owner listed above)

Email Address (Email address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim.)

PART II: SCHEDULE OF TRANSACTIONS IN BROADWIND COMMON STOCK

A. Number of shares of Broadwind common stock held at the beginning of trading on March 16, 2009:
_____.

B. Purchases of Broadwind common stock (March 16, 2009 to August 9, 2010, inclusive):

Trade Date Month Day Year	Number of Shares Purchased	Price Per Share (excluding commission)	Total Purchase Price
1. _____	1. _____	1. _____	1. _____
2. _____	2. _____	2. _____	2. _____
3. _____	3. _____	3. _____	3. _____

(Please attach additional pages as necessary.)

IMPORTANT: Identify, by number listed above, all purchases in which you covered a "short sale":
_____.

Total Purchases of Broadwind common stock from March 16, 2009 to August 9, 2010, inclusive:
_____.

C. Sales of Broadwind common stock (March 16, 2009 to August 9, 2010, inclusive):

Trade Date Month Day Year	Number of Shares Sold	Price Per Share (excluding commission)	Total Sales Price
1. _____	1. _____	1. _____	1. _____
2. _____	2. _____	2. _____	2. _____
3. _____	3. _____	3. _____	3. _____

(Please attach additional pages as necessary.)

Total Sales of Broadwind common stock from March 16, 2009 to August 9, 2010, inclusive:
_____.

D. Number of shares of Broadwind common stock held at the close of trading on March 11, 2010:
_____.

E. Number of shares of Broadwind common stock held at the close of trading on June 10, 2010:
_____.

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

YOU MUST READ AND SIGN THE RELEASE ON PAGES 14-15. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation of Settlement, dated as of March 6, 2013 (“Stipulation”), described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Northern District of Illinois, with respect to my (our) claim as a Class Member (as defined in the Notice) and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to Lead Counsel for Plaintiffs to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases or sales of Broadwind common stock during the Class Period and know of no other Person having done so on my (our) behalf.

VI. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, relinquish, and discharge, all of the Released Claims against each and all of the Defendants, Dismissed Defendants, and each and all of their “Related Parties” defined as each and all of a Defendant’s or Dismissed Defendant’s respective past or present family members, spouses, heirs, trusts, trustees, executors, estates, administrators, beneficiaries, foundations, agents, employees, parents, subsidiaries, divisions, affiliates, officers, managers, directors, predecessors, predecessors-in-interest, successors, successors-in-interest, assigns, advisors, consultants, attorneys, personal or legal representatives, accountants, auditors, insurers (including, without limitation, the D&O Insurers), co-insurers, reinsurers and associates of each and all of the foregoing, as well as any entity in which any Defendant or Dismissed Defendant has a controlling interest, or any trust of which any Defendant or Dismissed Defendant is the settlor or which is for the benefit of any Defendant or Dismissed Defendant and/or member(s) of his or her family.

2. “Released Claims” shall collectively mean any and all claims (including, without limitation, Unknown Claims as defined below), liabilities, demands, and causes of action or lawsuits, of every nature and description whatsoever (including, without limitation, any claims for compensatory, punitive, or statutory damages, interest, attorneys’ fees, and any other costs, expenses, or liability whatsoever), known or unknown, whether or not concealed or hidden, whether legal, statutory, equitable, or of any other type or form, whether under federal, state, or foreign law, and whether brought in an individual, derivative, representative, or any other capacity, that are based upon, arise out of, relate in any way to, or involve, directly or indirectly both: (i) any act, failure to act, transaction, occurrence, statement, representation, disclosure, nondisclosure, omission, allegation, fact, practice, event or claim arising therefrom or related thereto, that were alleged or asserted in, or which could have been alleged or asserted in, the Litigation; and (ii) the legal or beneficial acquisition, purchase, or purchase and sale of Broadwind common stock during the Class Period.

3. “Unknown Claims” means collectively any Released Claims that Plaintiffs or any Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Parties which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Parties, or might have affected his, her or its decision not to object to or opt out of this Settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Plaintiffs shall expressly waive, and each of the Class Members shall be deemed to have expressly waived, and by operation of the Final Judgment and Dismissal with Prejudice shall have expressly waived, the provisions, rights, and benefits of California Civil Code §1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

In addition, Plaintiffs shall expressly waive, and each of the Class Members shall be deemed to have expressly waived, and by operation of the Final Judgment and Dismissal with Prejudice shall have expressly waived, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542. Plaintiffs or any Class Member may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Plaintiffs shall expressly fully, finally, and forever settle and release, and each Class Member, upon the Effective Date, shall

be deemed to have, and by operation of the Final Judgment and Dismissal with Prejudice shall have, fully, finally, and forever settled and released, any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Plaintiffs acknowledge, and the Class Members shall be deemed by operation of the Final Judgment and Dismissal with Prejudice to have acknowledged, that the foregoing inclusion of Unknown Claims in the definition of Released Claims was separately bargained for and was a key element of the Settlement of which this release is a part.

4. This release shall be of no force or effect unless and until the Court approves the Stipulation and it becomes effective on the Effective Date.

5. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

6. I (We) hereby warrant and represent that I (we) have included information about: all of my (our) holdings of Broadwind common stock at the beginning of trading on March 16, 2009; all of my (our) transactions in Broadwind common stock that occurred during the Class Period; the number of shares of Broadwind common stock held by me (us) at the close of trading on March 11, 2010; and the number of shares of Broadwind common stock held by me (us) at the close of trading on June 10, 2010.

7. I (We) hereby warrant and represent that I am (we are) not excluded from the Class, as defined in the Notice of Pendency and Proposed Settlement of Class Action.

SUBSTITUTE FORM W-9

(You must provide the requested information here even if you have already provided the same or similar information in the Claimant Identity section of this Proof of Claim.)

Request for Taxpayer Identification Number:

Enter taxpayer identification number below for the Beneficial Owner(s). For most individuals, this is your Social Security Number. The Internal Revenue Service ("I.R.S.") requires such taxpayer identification number. If you fail to provide this information, your claim may be rejected.

Social Security Number (for individuals)

OR

Taxpayer Identification Number
(for estates, trusts, corporations, etc.)

Check One:

☐ Individual ☐ Corporation ☐ Trust ☐ Estate ☐ IRA Account ☐ Other (specify)

CERTIFICATION

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED ON THIS FORM IS TRUE, CORRECT AND COMPLETE.

I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(c) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding, or (b) I (We) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of failure to report all interest or dividends, or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

Executed this _____ day of _____,
(Month/Year)

in _____, _____.
(City) (State/Country)

(Sign your name here)

(Type or print your name here)

(Capacity of person(s) signing, *e.g.*,
Beneficial Owner,
Executor or Administrator)

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.

Reminder Checklist:

1. Please sign the above release and declaration.
2. Remember to attach supporting documentation, if available.
3. Do not send original stock certificates.
4. Keep a copy of your claim form for your records.
5. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
6. If you move, please send us your new address.

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IMPORTANT LEGAL INFORMATION