



The Sou'Wester Wind Field Inc

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Secretary Treasurer: **Richard A. Nickerson**

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To: J. William Slattery, C. A.
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5 October 2007

From: Richard Nickerson, Sou'Wester WindField inc.
Regarding: seeking clarification regarding the definition of 80% of capital raised.

Dear Mr. Slattery,

First I want to thank you for your involvement in the CEDIF meeting in Truro in September. My colleagues and I found the meeting very informative and helpful.

At this meeting a point was raised regarding what constitutes the 80% of capital raised that needs to be invested by the CEDIF Corporation. As you may recall there was some debate as to if this 80% was:

a) 80% of the total dollar amount raised in the offering.
Example: \$100,000 is raised and up to \$20,000 can be spent on the costs of the offering itself, including commission, advertising, travel, public meetings etc.
Thereby leaving **\$80,000 that must be invested in qualified vehicles.**

b) 80% of the money remaining after the cost of the offering.
Example: \$100,000 is raised and up to \$20,000 can be spent on the cost of the offering itself including; commissions, advertising, travel, public meetings, etc.
Thereby leaving \$80,000 of which \$20% can be used for the *costs of doing business*, such as seeking-out investment opportunities, examining company information of potential investment targets, the cost of board meetings, travel expenses for board meetings, phone, postage and internet charges, legal and accounting fees and similar expenses.
Thereby leaving \$64,000 that must be invested in qualified vehicles.

c)
Both scenarios above recognise that the 80% represents a minimum amount that must be invested and that if lesser amounts are spent for the costs of the offering or for the costs of doing business than higher amounts can be invested.

It is my understanding from the discussion at the meeting in Truro, that scenario "b" above is the correct interpretation. Our recollection is that this was the opinion received by yourself from the legal department of the Nova Scotia Department of Finance when you sought clarification on this matter.

Your assistance in helping us to clarify this matter will be very much appreciated. Thank you.

Sincerely;

A handwritten signature in black ink, appearing to read 'Richard Nickerson', written over a horizontal line.

Richard Nickerson,
Secretary / Treasurer, Sou'Wester WindField Inc.