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December 23, 2002

Mr. David R. Weaver  
President and CEO  
WebGen Systems  
41 William Linskey Way  
Cambridge, MA 02142  
Phone: (617) 349-0724  
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Dear Mr. Weaver:

I have reviewed the WebGen Systems document of December 11, 2002 with regard to your request for a second performance based note. I have verified the energy savings in ten buildings under your control that exceed 50,000 sf in size for the period from November 1 to November 30, 2002 (except the University of Miami which has additional data for periods ending in September and October 2002).

The ten buildings consist of eight from the State of California – Division of General Services, and include, OB8/OB9 (615,240 sf), State Printing (323,460 sf), Library and Courts (185,940 sf), Jesse Unruh (162,000 sf), Education (145,800 sf), Energy Commission (145,476 sf), Bonderson (137,297 sf), Agriculture (127,010 sf), and one building from the Bank of America, the San Diego Cash Vault (101,504 sf), and one building from the University Miami, the Wellness Center (115,225 sf). The percentage dollars in energy savings for each building are respectively, 24.99%, 42.90%, 19.94%, 22.47%, 73.54%, 40.41%, 25.74%, 36.25%, 19.81%, and 24%.

I have examined the calculation method used to determine the energy savings for each of the ten buildings. These calculations are appropriate and were correctly performed. In particular, the two additional months of data taken at the Wellness Center (which I had previously examined, were recalculated to be consistent with data in the 12/11/02 document), shows strong stability in the methodology used by WebGen Systems.

In summary, the percentage dollar energy savings amounts far exceed 9% for each of the ten buildings.

Sincerely,