

NESCO, LLC
6714 Pointe Inverness Way
Suite 220
Fort Wayne, IN 46804

October [●], 2015

TO: Holders, prospective investors, security analysts and market makers of 6.875% Senior Secured Second Lien Notes due 2021 co-issued by NESCO, LLC and NESCO Finance Corporation.

RE: Access to NESCO, LLC Password Protected Online Data System

In connection with the offering of 6.875% Senior Secured Second Lien Notes due 2021 (the "Notes"), NESCO, LLC (the "Company") and NESCO Finance Corporation (together with the Company, the "Issuers") entered into an indenture, dated as of February 7, 2014 (the "Indenture"), pursuant to which the Issuers agreed, among other things, to maintain a password protected online data system to which holders, prospective purchasers in the Notes, security analysts and market makers are given access. Pursuant to the Indenture, the Company is only required to make the password and other login information to holders of the Notes, bona fide prospective investor, bona fide security analyst and bona fide market makers.

If you are (1) a beneficial owner (or a representative acting on behalf of a beneficial owner of Notes that is a "Qualified Holder" (as described below)), (2) a prospective investor that meets one or more of the three criteria set forth below under "Qualified Holder", (3) a securities analyst or (4) a market maker, and would like to have access to the Company's password protected online data system and the information contained therein, please complete the Eligibility Letter attached to this document and return it to the Company by facsimile, mail or email at the number, address or email address set forth in the Eligibility Letter.

A "Qualified Holder" is a beneficial owner of Notes that certifies that it is:

- (i) a "qualified institutional buyer," as defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act");
- (ii) an institutional "Accredited Investor," as defined in Rule 501(a)(1), (2), (3) or (7) under Regulation D promulgated under the Securities Act; or
- (iii) a person who is not a "U.S. Person," as defined in Regulation S under the Securities Act, and is located outside the "United States," as contemplated by Rule 903(a)(1) of Regulation S under the Securities Act.

The definitions of "qualified institutional buyer," institutional "Accredited Investor" and "U.S. Person" are set forth in Annexes A, B and C hereto, respectively. "United States" means the United States of America, its territories and possessions, any State of the United States, and the District of Columbia.

After you submit the Eligibility Letter and if you qualify under the stated criteria, you will be entitled to access the Company's password protected online data system. The Company expressly reserves the right to deny access to any persons who submit the Eligibility Letter if the Company is not satisfied that such person meets the stated requirements.

Please direct any questions to the Company at:

NESCO, LLC
Attention: Investor Relations
6714 Pointe Inverness Way
Suite 220
Fort Wayne, IN 46804
Telephone Number: (260) 824-9519
Facsimile: (260) 824-8897
Email: Investor@nescosales.com

Very truly yours,

NESCO, LLC

“Qualified Institutional Buyer” means:

- (1) Any of the following entities, acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with the entity:
 - (a) Any insurance company as defined in Section 2(a)(13) of the Securities Act;
 - (b) Any investment company registered under the Investment Company Act of 1940 (the “Investment Company Act”) or any business development company as defined in Section 2(a) (48) of the Investment Company Act;
 - (c) Any small business investment company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958;
 - (d) Any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees;
 - (e) Any employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974;
 - (f) Any trust fund whose trustee is a bank or trust company and whose participants are exclusively plans of the types identified in subparagraph (1) (d) or (e) above, except trust funds that include as participants individual retirement accounts or H.R. 10 plans;
 - (g) Any business development company as defined in Section 202(a) (22) of the Investment Advisers Act of 1940 (the “Investment Advisers Act”);
 - (h) Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation (other than a bank as defined in Section 3(a)(2) of the Securities Act or a savings and loan association or other institution referenced in Section 3(a)(5)(A) of the Securities Act or a foreign bank or savings and loan association or equivalent institution), partnership, or Massachusetts or similar business trust; and
 - (i) Any investment adviser registered under the Investment Advisers Act;
- (2) Any dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$10 million of securities of issuers that are not affiliated with the dealer, provided that securities constituting the whole or a part of an unsold allotment to or subscription by a dealer as a participant in a public offering shall not be deemed to be owned by such dealer;
- (3) Any dealer registered pursuant to Section 15 of the Exchange Act acting in a “riskless principal transaction” (as defined below) on behalf of a qualified institutional buyer;
- (4) Any investment company registered under the Investment Company Act, acting for its own account or for the accounts of other qualified institutional buyers, that is part of a family of investment companies which own in aggregate at least \$100 million in securities of issuers, other than issuers that are affiliated with the investment company or are part of such family of investment companies.

“Family of investment companies” means any two or more investment companies registered under the Investment Company Act, except for a unit investment trust whose assets consist solely of shares of one or more registered investment companies, that have the same investment adviser (or, in the case of unit investment trusts, the same depositor), provided that:

- (a) Each series of a series company (as defined in Rule 18f-2 under the Investment Company Act) shall be deemed to be a separate investment company; and
- (b) Investment companies shall be deemed to have the same adviser (or depositor) if their advisers (or depositors) are majority-owned subsidiaries of the same parent, or if one investment company’s adviser (or depositor) is a majority-owned subsidiary of the other investment company’s adviser (or depositor);
- (5) Any entity, all of the equity owners of which are qualified institutional buyers, acting for its own account or the accounts of other qualified institutional buyers; and
- (6) Any bank as defined in Section 3(a) (2) of the Securities Act, any savings and loan association or other institution as referenced in Section 3(a)(5)(A) of the Securities Act, or any foreign bank or savings and loan association or equivalent institution, acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with it and that has an audited net worth of at least \$25 million as demonstrated in its latest annual financial statements, as of a date not more than 16 months preceding the date of sale under the rule in the case of a U.S. bank or savings and loan association, and not more than 18 months preceding such date of sale for a foreign bank or savings and loan association or equivalent institution.

For purposes of the foregoing definitions:

- (1) In determining the aggregate amount of securities owned and invested on a discretionary basis by an entity, the following instruments and interests shall be excluded: bank deposit notes and certificates of deposit; loan participations; repurchase agreements; securities owned but subject to a repurchase agreement; and currency, interest rate and commodity swaps.
- (2) The aggregate value of securities owned and invested on a discretionary basis by an entity shall be the cost of such securities, except where the entity reports its securities holdings in its financial statements on the basis of their market value, and no current information with respect to the cost of those securities has been published. In the latter event, the securities may be valued at market for purposes of the foregoing definitions.
- (3) In determining the aggregate amount of securities owned by an entity and invested on a discretionary basis, securities owned by subsidiaries of the entity that are consolidated with the entity in its financial statements prepared in accordance with generally accepted accounting principles may be included if the investments of such subsidiaries are managed under the direction of the entity, except that, unless the entity is a reporting company under Section 13 or 15(d) of the Exchange Act, securities owned by such subsidiaries may not be included if the entity itself is a majority-owned subsidiary that would be included in the consolidated financial statements of another enterprise.
- (4) “Riskless principal transaction” means a transaction in which a dealer buys a security from any person and makes a simultaneous offsetting sale of such security to a qualified institutional buyer, including another dealer acting as riskless principal for a qualified institutional buyer.

Institutional “Accredited Investor” means:

- (1) Any bank as defined in Section 3(a)(2) of the Securities Act or any savings and loan association or other institution specified in Section 3(a)(5)(A) of the Securities Act whether acting in its individual or fiduciary capacity; any broker dealer registered pursuant to Section 15 of the Exchange Act; any insurance company as defined in Section 2(a)(13) of the Securities Act; any investment company registered under the Investment Company Act or a business development company as defined in Section 2(a)(48) of that Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;
- (2) Any private business development company as defined in Section 202(a)(22) of the Investment Advisers Act;
- (3) Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000; or
- (4) Any trust with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) under the Securities Act.

- (1) “U.S. Person” means:
- (a) Any natural person resident in the United States;
 - (b) Any partnership or corporation organized or incorporated under the laws of the United States;
 - (c) Any estate of which any executor or administrator is a U.S. Person;
 - (d) Any trust of which any trustee is a U.S. Person;
 - (e) Any agency or branch of a foreign entity located in the United States;
 - (f) Any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person;
 - (g) Any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; and
 - (h) Any partnership or corporation if:
 - (i) Organized or incorporated under the laws of any foreign jurisdiction; and
 - (ii) Formed by a U.S. Person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the Securities Act) who are not natural persons, estates or trusts.
- (2) The following are not “U.S. Persons”:
- (a) Any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. Person by a dealer or other professional fiduciary organized, incorporated, or (if an individual) resident in the United States;
 - (b) Any estate of which any professional fiduciary acting as executor or administrator is a U.S. Person if:
 - (i) An executor or administrator of the estate who is not a U.S. Person has sole or shared investment discretion with respect to the assets of the estate; and
 - (ii) The estate is governed by foreign law;
 - (c) Any trust of which any professional fiduciary acting as trustee is a U.S. Person, if a trustee who is not a U.S. Person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. Person;

- (d) An employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country;
- (e) Any agency or branch of a U.S. Person located outside the United States if:
 - (i) The agency or branch operates for valid business reasons; and
 - (ii) The agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and
- (f) The International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans.

Eligibility Letter

To: NESCO, LLC
Attention: Investor Relations
6714 Pointe Inverness Way
Suite 220
Fort Wayne, IN 46804
Telephone Number: (260) 824-9519
Facsimile: (260) 824-8897
Email: Investor@nescosales.com

Ladies and Gentlemen:

The undersigned acknowledges receipt of the letter of NESCO, LLC, (the “Company”), dated October [●], 2015. Capitalized terms used and not defined in this letter shall have the meanings set forth in such letter.

The undersigned hereby represents and warrants to the Company as follows (please check boxes for those items that apply to you):

- (1) It is the holder, or is acting on behalf of a holder, of the Notes, and such holder is:
- a “qualified institutional buyer” (or “QIB”) as defined in Rule 144A under the Securities Act; or
 - an institutional “accredited investor” as defined in Rule 501(a)(1), (2), (3) or (7) under the Securities Act; or
 - not a “U.S. Person” as contemplated by Rule 903(a)(1) of Regulation S under the Securities Act and is located outside the United States.

If it is acting on behalf of a holder, it is a fiduciary or agent for one or more investor accounts and has sole investment discretion with respect to each such account and it has full power to make the acknowledgments, representations, and agreements contained in this letter on behalf of each account.

- (2) It is a bona fide prospective investor in the Notes and is one of the following (as indicated with a checkmark):
- a “qualified institutional buyer” (or “QIB”) as defined in Rule 144A under the Securities Act; or
 - an institutional “accredited investor” as defined in Rule 501(a)(1), (2), (3) or (7) under the Securities Act; or
 - not a “U.S. Person” as contemplated by Rule 903(a)(1) of Regulation S under the Securities Act and is located outside the United States,
- (3) It is a bona fide securities analyst.

(4) It is a bona fide market maker.

The undersigned understands that it is providing the information contained herein solely for purposes of enabling the Company to provide the undersigned access to the Company's password protected online data system containing certain reports and information regarding the Company as required under the Indenture. The undersigned also understands that the Company expressly reserves the right to deny access to any persons who submit this Eligibility Letter if the Company is not satisfied that such person meets the stated requirements.

The undersigned agrees to (i) treat all reports (and the information contained therein) and information made available through the Company's password protected online data system as confidential, (ii) not use such reports and the information contained therein for any purpose other than their investment or potential investment in the Notes and (iii) not publicly disclose any such reports (and the information contained therein) and information.

Very truly yours,

Dated: October __, 2015

By:

(Signature)

(Name)

(Institution)

(Address)

(City/State/Zip Code)

(Country)

(Phone)

(Facsimile)

(Email)