

BROADWIND ENERGY, INC.

Filed by

TONTINE CAPITAL PARTNERS L P

FORM SC 13D/A

(Amended Statement of Beneficial Ownership)

Filed 11/04/08

Address	3240 S. CENTRAL AVENUE CICERO, IL 60804
Telephone	708-780-4800
CIK	0001120370
Symbol	BWEN
SIC Code	3360 - Nonferrous Foundries (castings)
Industry	Misc. Capital Goods
Sector	Capital Goods
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 10)***

OMB APPROVAL	
OMB Number:	3235-0145
Expires:	February 28, 2009
Estimated average burden hours per response:	14.5

Broadwind Energy, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

11161T108

(CUSIP Number)

**Jeffrey L. Gendell
55 Railroad Avenue, 1st Floor
Greenwich, Connecticut 06830**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 31, 2008

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.



Note : Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Tontine Capital Partners, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/>
	(b)	<input type="checkbox"/>
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
	7.	Sole Voting Power -0-
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power 19,431,022
	9.	Sole Dispositive Power -0-
	10.	Shared Dispositive Power 19,431,022
11.	Aggregate Amount Beneficially Owned by Each Reporting Person: 19,431,022	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 20.1%	

14. Type of Reporting Person (See Instructions)
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Tontine Capital Management, L.L.C.
-

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☒

(b) ☐

3. SEC Use Only
-

4. Source of Funds (See Instructions)
WC
-

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
-

6. Citizenship or Place of Organization
Delaware
-

7. Sole Voting Power
-0-
-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
23,184,163
-

9. Sole Dispositive Power
-0-
-

10. Shared Dispositive Power
23,184,163
-

11. Aggregate Amount Beneficially Owned by Each Reporting Person
23,184,163
-

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐
-

13. Percent of Class Represented by Amount in Row (11)
24.0%
-

14. Type of Reporting Person (See Instructions)
OO

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Tontine Capital Overseas Master Fund, L.P.	
<hr/>		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
(a)	<input checked="" type="checkbox"/>	
(b)	<input type="checkbox"/>	
<hr/>		
3.	SEC Use Only	
<hr/>		
4.	Source of Funds (See Instructions) WC	
<hr/>		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
<hr/>		
6.	Citizenship or Place of Organization Cayman Islands	
<hr/>		
	7.	Sole Voting Power -0-
	<hr/>	
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power 5,556,666
	<hr/>	
	9.	Sole Dispositive Power -0-
	<hr/>	
	10.	Shared Dispositive Power 5,556,666
	<hr/>	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person: 5,556,666	
<hr/>		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
<hr/>		
13.	Percent of Class Represented by Amount in Row (11) 5.8%	
<hr/>		

14. Type of Reporting Person (See Instructions)
IA, PN

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Tontine Capital Overseas GP, L.L.C.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/>
	(b)	<input type="checkbox"/>
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
	7.	Sole Voting Power -0-
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power 5,556,666
	9.	Sole Dispositive Power -0-
	10.	Shared Dispositive Power 5,556,666
11.	Aggregate Amount Beneficially Owned by Each Reporting Person: 5,556,666	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 5.8%	

14. Type of Reporting Person (See Instructions)
OO

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Tontine Partners, L.P.
-

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☒

(b) ☐

3. SEC Use Only
-

4. Source of Funds (See Instructions)
WC
-

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
-

6. Citizenship or Place of Organization
Delaware
-

7. Sole Voting Power
-0-
-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
13,159,665
-

9. Sole Dispositive Power
-0-
-

10. Shared Dispositive Power
13,159,665
-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
13,159,665
-

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐
-

13. Percent of Class Represented by Amount in Row (11)
13.6%
-

14. Type of Reporting Person (See Instructions)
PN

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Tontine Management, L.L.C.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
(a)	<input checked="" type="checkbox"/>	
(b)	<input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
	7.	Sole Voting Power -0-
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power 13,159,665
	9.	Sole Dispositive Power -0-
	10.	Shared Dispositive Power 13,159,665
11.	Aggregate Amount Beneficially Owned by Each Reporting Person: 13,159,665	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 13.6%	

14. Type of Reporting Person (See Instructions)
OO

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Tontine Overseas Associates, L.L.C.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input checked="" type="checkbox"/>
	(b)	<input type="checkbox"/>
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
	7.	Sole Voting Power -0-
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power 5,103,141
	9.	Sole Dispositive Power -0-
	10.	Shared Dispositive Power 5,103,141
11.	Aggregate Amount Beneficially Owned by Each Reporting Person: 5,103,141	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 5.3%	

14. Type of Reporting Person (See Instructions)
OO

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Tontine 25 Overseas Master Fund, L.P.
-

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☒

(b) ☐

3. SEC Use Only
-

4. Source of Funds (See Instructions)
WC
-

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
-

6. Citizenship or Place of Organization
Cayman Islands
-

7. Sole Voting Power
-0-
-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
3,753,141
-

9. Sole Dispositive Power
-0-
-

10. Shared Dispositive Power
3,753,141
-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
3,753,141
-

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐
-

13. Percent of Class Represented by Amount in Row (11)
3.9%
-

14. Type of Reporting Person (See Instructions)
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Jeffrey L. Gendell

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☒

(b) ☐

3. SEC Use Only

4. Source of Funds (See Instructions)
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6. Citizenship or Place of Organization
United States

7. Sole Voting Power
-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
47,003,635

9. Sole Dispositive Power
-0-

10. Shared Dispositive Power
47,003,635

11. Aggregate Amount Beneficially Owned by Each Reporting Person
47,003,635

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐

13. Percent of Class Represented by Amount in Row (11)
48.7%

14. Type of Reporting Person (See Instructions)
IN

Item 1. Security and Issuer

This Amendment No. 10 to Schedule 13D is being filed by the Reporting Persons to further amend the Schedule 13D originally filed on March 5, 2007 and amended on August 29, 2007, October 26, 2007, November 13, 2007, November 30, 2007, January 25, 2008, April 29, 2008, June 6, 2008, July 25, 2008 and September 22, 2008 (the "Schedule 13D"), relating to the common stock, \$0.001 par value per share (the "Common Stock"), of Broadwind Energy, Inc. (formerly known as Tower Tech Holdings Inc.) (the "Company"). The Company's principal executive offices are located at 47 East Chicago Avenue, Suite 332, Naperville, IL 60540.

Item 2. Identity and Background

(a) This statement is filed by:

- (i) Tontine Capital Partners, L.P., a Delaware limited partnership ("TCP"), with respect to the shares of Common Stock directly owned by it;
- (ii) Tontine Capital Management, L.L.C., a Delaware limited liability company ("TCM"), with respect to the shares of Common Stock directly owned by each of TCP and T25;
- (iii) Tontine Capital Overseas Master Fund, L.P. a Cayman Islands limited partnership ("TMF") with respect to shares of Common Stock directly owned by it;
- (iv) Tontine Capital Overseas GP, L.L.C., a Delaware limited liability company ("TCO"), with respect to shares of Common Stock owned by TMF;
- (v) Tontine Partners, L.P., a Delaware limited partnership ("TP"), with respect to the shares of Common Stock directly owned by it;
- (vi) Tontine Management, L.L.C., a Delaware limited liability company ("TM"), with respect to the shares of Common Stock directly owned by TP;
- (vii) Tontine Overseas Associates, L.L.C., a Delaware limited liability company ("TOA"), with respect to the shares of Common Stock directly owned by Tontine Overseas Fund, Ltd., a Cayman Islands exempted company ("TOF");
- (viii) Tontine 25 Overseas Master Fund, L.P., a Cayman Islands limited partnership ("T25"), with respect to the shares of Common Stock directly owned by it; and
- (ix) Jeffrey L. Gendell ("Mr. Gendell") with respect to the shares of Common Stock directly owned by each of TCP, TMF, TP, TOF and T25.

TCP, TCM, TMF, TCO, TP, TM, TOA, T25 and Mr. Gendell are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

- (b) The address of the principal business and principal office of each of TCP, TCM, TMF, TCO, TP, TM, TOA and T25 is 55 Railroad Avenue, 1st Floor, Greenwich, Connecticut 06830. The business address of Mr. Gendell is 55 Railroad Avenue, 1st Floor, Greenwich, Connecticut 06830.
- (c) The principal business of each of TMF, TCP, TP and T25 is serving as a private investment limited partnership. The principal business of TCM is serving as the general partner of both TCP and T25. The principal business of TCO is serving as the general partner of TMF. The principal business of TM is serving as the general partner of TP. The principal business of TOA is serving as the investment advisor of TOF. Mr. Gendell serves as the managing member of TCM, TCO, TM and TOA.
- (d) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) None of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was, or is subject to, a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.
- (f) Each of TCP and TP is a limited partnership organized under the laws of the State of Delaware. Each of TCO, TCM, TM and TOA is a limited liability company organized under the laws of the State of Delaware. Each of TMF and T25

is a limited partnership organized under the laws of the Cayman Islands. Mr. Gendell is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration

Mr. Gendell, TCO, TCM, TM and TOA do not directly own any shares of Common Stock. All of the shares of Common Stock owned by the Reporting Persons were purchased with working capital and on margin. The Reporting Persons' margin transactions are with UBS Securities LLC, on such firm's usual terms and conditions. All or part of the shares of Common Stock directly owned by the Reporting Persons may from time to time be pledged with one or more banking institutions or brokerage firms as collateral for loans made by such bank(s) or brokerage firm(s) to the Reporting Persons. Such loans bear interest at a rate based upon the broker's call rate from time to time in effect. Such indebtedness may be refinanced with other banks or broker dealers.

Item 4. Purpose of Transaction

The Reporting Persons acquired their shares of Common Stock for investment purposes and in the ordinary course of business. The Reporting Persons may, over time, dispose of Common Stock at any time and from time to time in the open market or otherwise, with the timing, manner and aggregate amount of such dispositions to be dependent on market conditions, available sales prices, and the Reporting Persons' ability to conduct sales in an orderly fashion and in compliance with federal and state securities laws.

On October 31, 2008, the Company, TCP, TMF, TP, TOF and T25 entered into Amendment No. 4 to Registration Rights Agreement (the "Fourth RRA Amendment"), which extended the date by which the Company is required to file a shelf registration statement to register the resale of the shares of Common Stock owned by the Reporting Persons from October 31, 2008, to December 31, 2008. The Fourth RRA Amendment is discussed more fully in Item 6.

Under the terms of a Securities Purchase Agreement between TCP, TP, TOF, T25 and the Company dated April 22, 2008 (the "April 2008 SPA"), the parties affirmed certain rights initially granted to the Reporting Persons under a Securities Purchase Agreement between the Company, TCP, TMF, TP, TOF and T25, dated August 22, 2007 (the "August 2007 SPA") and a Securities Purchase Agreement between the Company, TCP and TMF dated March 1, 2007 (the "March 2007 SPA"), such that so long as the Reporting Persons hold up to 10% of the outstanding Common Stock, they will have the right to appoint up to two nominees to the Company's Board of Directors and the right to appoint a representative to observe meetings of the respective Board and committee meetings of the Company and its subsidiaries, and for so long as the Reporting Persons hold up to 20% of the outstanding Common Stock, they will have the right to appoint up to three nominees to the Company's Board of Directors and a representative to observe Board and committee meetings. On October 24, 2007, the Company appointed James M. Lindstrom, William M. Barrett and Charles H. Beynon, the Reporting Person's nominees, to its Board of Directors.

The Reporting Persons reserve the right to change their plans or intentions and to take any and all actions that they may deem to be in their best interests.

Except as set forth in the Schedule 13D, the Reporting Persons do not have any current intention, plan or proposal with respect to: (a) the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries; (d) any change in the present board of directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) any material change in the present capitalization or dividend policy of the Company; (f) any other material change in the Company's business or corporate structure; (g) changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person; (h) causing a class of securities of the Company to be delisted from a national securities exchange, if any, or cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Company becoming eligible for termination of a registration, or (j) any action similar to any of those enumerated in items (a) through (i) above.

Item 5. Interest in Securities of the Issuer

The following disclosure of share ownership by the Reporting Persons is as of the date of this Amendment No. 10 to Schedule 13D.

A. Tontine Capital Partners, L.P.

- (a) Aggregate number of shares beneficially owned: 19,431,022. Percentage: 20.1%. The percentages used herein and in the rest of Item 5 are calculated based upon 96,470,415 shares of Common Stock of the Company issued and outstanding as of August 1, 2008, as disclosed in the Company's Quarterly Report on Form 10-Q filed with the SEC on August 14, 2008.
- (b) 1. Sole power to vote or direct vote: -0-
 - 2. Shared power to vote or direct vote: 19,431,022
 - 3. Sole power to dispose or direct the disposition: -0-
 - 4. Shared power to dispose or direct the disposition: 19,431,022
- (c) TCP has not engaged in any transactions in Common Stock since the filing of Amendment No. 9 to this Schedule 13D on September 22, 2008.
- (d) TCM, the general partner of TCP, has the power to direct the affairs of TCP, including decisions respecting the receipt of dividends from, and the disposition of the proceeds from the sale of, the shares. Mr. Gendell is the Managing Member of TCM and in that capacity directs its operations.
- (e) Not applicable.

B. Tontine Capital Management, L.L.C.

- (a) Aggregate number of shares beneficially owned: 23,184,163. Percentage: 24.0%.
- (b) 1. Sole power to vote or direct vote: -0-
 - 2. Shared power to vote or direct vote: 23,184,163
 - 3. Sole power to dispose or direct the disposition: -0-
 - 4. Shared power to dispose or direct the disposition: 23,184,163
- (c) TCM has not engaged in any transactions in Common Stock since the filing of Amendment No. 9 to this Schedule 13D on September 22, 2008.
- (d) Not applicable .
- (e) Not applicable.

C. Tontine Capital Overseas Master Fund, L.P.

- (a) Aggregate number of shares beneficially owned: 5,556,666. Percentage: 5.8%.
- (b) 1. Sole power to vote or direct vote: -0-
 - 2. Shared power to vote or direct vote: 5,556,666
 - 3. Sole power to dispose or direct the disposition: -0-
 - 4. Shared power to dispose or direct the disposition: 5,556,666
- (c) TMF has not engaged in any transactions in Common Stock since the filing of Amendment No. 9 to this Schedule 13D on September 22, 2008.
- (d) TCO, the general partner of TMF, has the power to direct the affairs of TMF, including decisions respecting the receipt of dividends from, and the disposition of the proceeds from the sale of, the shares. Mr. Gendell is the Managing Member of TCO and in that capacity directs its operations.
- (e) Not applicable.

D. Tontine Capital Overseas GP, L.L.C.

- (a) Aggregate number of shares beneficially owned: 5,556,666. Percentage: 5.8%.

- (b) 1. Sole power to vote or direct vote: -0-
- 2. Shared power to vote or direct vote: 5,556,666
- 3. Sole power to dispose or direct the disposition: -0-
- 4. Shared power to dispose or direct the disposition: 5,556,666
- (c) TCO has not engaged in any transactions in Common Stock since the filing of Amendment No. 9 to this Schedule 13D on September 22, 2008.
- (d) Not applicable.
- (e) Not applicable.

E. Tontine Partners, L.P.

- (a) Aggregate number of shares beneficially owned: 13,159,665. Percentage: 13.6%.
- (b) 1. Sole power to vote or direct vote: -0-
- 2. Shared power to vote or direct vote: 13,159,665
- 3. Sole power to dispose or direct the disposition: -0-
- 4. Shared power to dispose or direct the disposition: 13,159,665
- (c) TP has not engaged in any transactions in Common Stock since the filing of Amendment No. 9 to this Schedule 13D on September 22, 2008.
- (d) TM, the general partner of TP, has the power to direct the affairs of TP, including decisions respecting the receipt of dividends from, and the disposition of the proceeds from the sale of, the shares. Mr. Gendell is the Managing Member of TM and in that capacity directs its operations.
- (e) Not applicable.

F. Tontine Management, L.L.C.

- (a) Aggregate number of shares beneficially owned: 13,159,665. Percentage: 13.6%.
- (b) 1. Sole power to vote or direct vote: -0-
- 2. Shared power to vote or direct vote: 13,159,665
- 3. Sole power to dispose or direct the disposition: -0-
- 4. Shared power to dispose or direct the disposition: 13,159,665
- (c) TM has not engaged in any transactions in Common Stock since the filing of Amendment No. 9 to this Schedule 13D on September 22, 2008.
- (d) Not applicable.
- (e) Not applicable.

G. Tontine Overseas Associates, L.L.C.

- (a) Aggregate number of shares beneficially owned: 5,103,141. Percentage: 5.3%.
- (b) 1. Sole power to vote or direct vote: -0-
- 2. Shared power to vote or direct vote: 5,103,141
- 3. Sole power to dispose or direct the disposition: -0-
- 4. Shared power to dispose or direct the disposition: 5,103,141

(c) TOA has not engaged in any transactions in Common Stock since the filing of Amendment No. 9 to this Schedule 13D on September 22, 2008.

(d) Each of the clients of TOA has the power to direct the receipt of dividends from or the proceeds of the sale of the shares of the Company. Mr. Gendell is the Managing Member of TOA and in that capacity directs its operations.

(e) Not applicable.

H. Tontine 25 Overseas Master Fund, L.P.

(a) Aggregate number of shares beneficially owned: 3,753,141. Percentage: 3.9%.

(b) 1. Sole power to vote or direct vote: -0-

2. Shared power to vote or direct vote: 3,753,141

3. Sole power to dispose or direct the disposition: -0-

4. Shared power to dispose or direct the disposition: 3,753,141

(c) T25 has not engaged in any transactions in Common Stock since the filing of Amendment No. 9 to this Schedule 13D on September 22, 2008.

(d) TCM, the general partner of T25, has the power to direct the affairs of T25, including decisions respecting the receipt of dividends from, and the disposition of the proceeds from the sale of, the shares. Mr. Gendell is the Managing Member of TCM and in that capacity directs its operations.

(e) Not applicable.

I. Jeffrey L. Gendell

(a) Aggregate number of shares beneficially owned: 47,003,635. Percentage: 48.7%.

(b) 1. Sole power to vote or direct vote: -0-

2. Shared power to vote or direct vote: 47,003,635

3. Sole power to dispose or direct the disposition: -0-

4. Shared power to dispose or direct the disposition: 47,003,635

(c) Mr. Gendell has not engaged in any transactions in Common Stock since the filing of Amendment No. 9 to this Schedule 13D on September 22, 2008.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

On March 1, 2007, the Company, TCP and TMF entered into a Registration Rights Agreement, which was subsequently amended by (i) an Amendment to Registration Rights Agreement dated October 19, 2007 by and among the Company, TCP, TMF, TP, TOF and T25, (ii) an Amendment No. 2 to Registration Rights Agreement dated July 18, 2008 by and among the Company, TCP, TMF, TP, TOF and T25, (iii) an Amendment No. 3 to Registration Rights Agreement dated September 12, 2008 by and among the Company, TCP, TMF, TP, TOF and T25, and (iv) the Fourth RRA Amendment (as amended, the "Registration Rights Agreement"). Pursuant to the Registration Rights Agreement, the Company (a) is required to file a shelf registration statement by December 31, 2008 covering all the shares of Common Stock held by the Reporting Persons, and (b) grants to the Reporting Persons (and their qualifying transferees), certain demand and "piggyback" registration rights in connection with their shares of Common Stock. The Fourth RRA Amendment was entered into on October 31, 2008, for the purpose of extending the date by which the Company is required to file the aforementioned shelf registration statement from October 31, 2008 to December 31, 2008.

The foregoing summary of the Fourth RRA Amendment does not purport to be complete and is qualified in its entirety by reference to Exhibit 1, which is incorporated by reference herein.

Under the April 2008 SPA, the parties affirmed certain rights initially granted to the Reporting Persons under the March 2007 SPA and the August 2007 SPA, such that so long as the Reporting Persons hold a certain percentage of Common Stock, they will have the right to appoint up to three nominees to the Company's Board of Directors, and the right to appoint a representative to observe meetings of the respective Board and committee meetings of the Company and its subsidiaries.

TCP and TMF have entered into an agreement with J. Cameron Drecoll, Patrick Rosmonowski, Dennis Palmer and Noel Davis (collectively, the "Former BF Shareholders"), the former shareholders of Brad Foote Gear Works, Inc., a corporation

that was acquired by the Company on October 19, 2007, whereby (i) TCP and TMF agreed that, so long as the Former BF Shareholders collectively own at least 15% of the Common Stock of the Company, TCP and TMF and their affiliates would vote their shares of the Common Stock of the Company in favor of the election of J. Cameron Drecoll as a director of the Company, and (ii) the Former BF Shareholders agreed that, so long as the Reporting Persons have the right to appoint at least one director to the Board of Directors of the Company (in connection with their rights under the August 2007 SPA or the March 2007 SPA), the Former BF Shareholders would vote their shares of Common Stock of the Company in favor of the election of those individuals appointed by the Reporting Persons.

At the time the parties entered into the March 2007 SPA, TCP, TMF and each of Christopher Allie, Raymond L. Brickner, III, Terence P. Fox and Daniel P. Wergin (each a “Seller” and collectively, the “Sellers”) entered into a separate Securities Purchase Agreement dated March 1, 2007 (the “Founders SPA”). Pursuant to the terms of the March 2007 SPA and the Founders SPA, TCP, TMF and the Sellers entered into an Irrevocable Proxy (the “Irrevocable Proxies”) granting TCP and TMF a right to vote each of their shares of Common Stock (i) to ensure that any future acquisitions by the Reporting Persons of up to 35% of the fully-diluted outstanding Common Stock will not be subject to anti-takeover provisions included in any of the Company’s organizational documents or the laws and regulations of any governmental authority; and (ii) for the election of directors for the purpose of enforcing the right of the Reporting Persons to appoint its designees to the Company’s Board of Directors. Pursuant to the Irrevocable Proxies, each Seller also agreed in his capacity as a director of the Company to vote for the Board designees of the Reporting Persons and to enforce the rights of the TMF and TCP in connection with any future acquisitions by them of Common Stock.

On March 1, 2007, TCP, Integritas, Inc., the Sellers, Samuel W. Fairchild and certain trusts affiliated with the Sellers (the “Stockholders”), entered into a letter agreement (the “Right of First Offer/Refusal”), whereby the Stockholders granted TCP and its affiliates a right of first offer and a right of first refusal for the shares of Common Stock owned or acquired by the Stockholders or certain of their affiliates following the consummation of the transactions contemplated by the March 2007 SPA and the Founders SPA. Under the Right of First Offer/Refusal, any Stockholder who desires to transfer Common Stock to an unaffiliated third party must provide TCP a right of first offer. If TCP makes an offer, the Stockholder may either accept TCP’s offer, attempt to sell the Common Stock to another party (at no less than 105% of TCP’s offer price within 30 days of TCP’s offer), or determine not to transfer the Common Stock. If TCP does not make an offer, such stockholder may solicit offers to sell all or a portion of its offered shares to any party for a two month period. In addition, and subject to certain conditions, if a Stockholder who desires to transfer Common Stock receives an unsolicited offer from a third party who is not an affiliate of such Stockholder, TCP shall have a right of first refusal to purchase such Common Stock upon the same terms presented by the third party. Under the Right of First Offer/Refusal, the Company agreed to instruct its transfer agent to impose restrictions on the shares subject to the Right of First Offer/Refusal.

Except as described in the Schedule 13D, the Reporting Persons do not have any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Company, including but not limited to the transfer or voting of any of the securities, finder’s fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits

1. Amendment No. 4 to Registration Rights Agreement, by and among the Company, TCP, TMF, TP, TOF and T25, dated October 31, 2008,

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 4, 2008

Date

/s/ Jeffrey L. Gendell

Signature

Jeffrey L. Gendell, individually, as managing member of Tontine Capital Management, L.L.C., general partner of Tontine Capital Partners, L.P. and Tontine 25 Overseas Master Fund, L.P., as managing member of Tontine Capital Overseas GP, L.L.C., general partner of Tontine Capital Overseas Master Fund, L.P., as managing member of Tontine Management, L.L.C., general partner of Tontine Partners, L.P., and as managing member of Tontine Overseas Associates, L.L.C., investment advisor of Tontine Overseas Fund, Ltd.

Name/Title

AMENDMENT NO. 4 TO REGISTRATION RIGHTS AGREEMENT

This AMENDMENT NO. 4 TO REGISTRATION RIGHTS AGREEMENT (this “*Amendment*”), dated as of October 31, 2008, is entered into by and among Broadwind Energy, Inc. (f/k/a Tower Tech Holdings Inc.), a Delaware corporation (the “*Company*”) and the undersigned stockholders (the “*Stockholders*”) of the Company.

RECITALS

- A. The Registration Rights Agreement dated as of March 1, 2007, as amended October 19, 2007, July 18, 2008 and September 12, 2008, by and among the Company and the Stockholders (the “*Registration Rights Agreement*”) provides that pursuant to Section 4.3, it may be amended only with the written consent of the Company and the Designated Holders of a majority of the Registrable Securities.
- B. Pursuant to Section 2.2(a) of the Registration Rights Agreement, the Company is required to file a registration statement (the “*Registration Statement*”) on Form S-3 (or such other appropriate registration form of the SEC) to register shares of Registrable Securities held by the Stockholders no later than October 31, 2008 (the “*Registration Rights*”).
- C. The Company and the Stockholders desire to amend the Registration Rights Agreement, as set forth herein and subject to the terms of this Amendment, to extend the period of time that may pass before the Company is required to file its initial Registration Statement pursuant to Section 2.2(a) of the Registration Rights Agreement.
- D. The Stockholders are holders of Registrable Securities and are entitled to the Registration Rights.
- E. Capitalized terms used and not defined in this Amendment are defined in the Registration Rights Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements hereinafter contained, and for other good and valuable consideration, the receipt and sufficiency of which is acknowledged, intending to be legally bound, the parties hereto hereby agree as follows:

ARTICLE 1 AMENDMENT TO THE REGISTRATION RIGHTS AGREEMENT

1.1 Amendments to the Registration Rights Agreement. Clause (a) of the definition of “Filing Date” set forth in Article I of the Registration Rights Agreement is hereby amended by deleting the two references to “October 31, 2008” and replacing them with “December 31, 2008.”

ARTICLE 2 MISCELLANEOUS

2.1 Effectiveness. This Amendment shall be deemed effective as of the date first written above, as if executed by all parties hereto on such date. Except as specifically modified by the terms set forth herein, the parties hereto acknowledge and agree that the Registration Rights Agreement is in full force and effect. All references in the Registration Rights Agreement to the “Agreement” shall be

deemed to refer to the Registration Rights Agreement as amended October 19, 2007, July 18, 2008, September 12, 2008 and as amended by this Amendment.

2.2 Further Assurances. Each party agrees that, from time to time upon the written request of the other party, it will execute and deliver such further documents and do such other acts and things as the other party may reasonably request to effect the purposes of this Amendment.

2.3 Severability. Whenever possible, each provision of this Amendment shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Amendment shall be held to be prohibited by or invalid under applicable law, such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating the remainder of such provision or the remaining provisions of this Amendment.

2.4 Counterparts. This Amendment may be executed in one or more counterparts each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

2.5 Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware, without regard to the conflicts of laws rules or provisions.

2.6 Captions. The captions, headings and arrangements used in this Amendment are for convenience only and do not in any way limit or amplify the terms and provisions hereof.

2.7 No Prejudice. The terms of this Amendment shall not be construed in favor of or against any party on account of its participation in the preparation hereof.

2.8 Words in Singular and Plural Form. Words used in the singular form in this Amendment shall be deemed to import the plural, and vice versa, as the tense may require.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Amendment No. 4 to Registration Rights Agreement as of the date and year set forth above.

COMPANY :

BROADWIND ENERGY, INC.

By: /s/ J. Cameron Drecoll
J. Cameron Drecoll, Chief Executive Officer

STOCKHOLDERS :

TONTINE CAPITAL PARTNERS, L.P.

By: Tontine Capital Management, L.L.C., its general partner

By: /s/ Jeffrey L. Gendell
Jeffrey L. Gendell, as managing member

TONTINE PARTNERS, L.P.

By: Tontine Management L.L.C., its general partner

By: /s/ Jeffrey L. Gendell
Jeffrey L. Gendell, as managing member

TONTINE CAPITAL OVERSEAS MASTER FUND,
L.P.

By: Tontine Capital Overseas GP, L.L.C., its general partner

By: /s/ Jeffrey L. Gendell
Jeffrey L. Gendell, as managing member

[Signature page to Amendment No. 4 to Registration Rights Agreement]

TONTINE 25 OVERSEAS MASTER FUND, L.P.

By: Tontine Capital Management, L.L.C., its general partner

By: /s/ Jeffrey L. Gendell
Jeffrey L. Gendell, as managing member

TONTINE OVERSEAS FUND, LTD.

By: Tontine Overseas Associates, L.L.C., its investment advisor

By: /s/ Jeffrey L. Gendell
Jeffrey L. Gendell, as managing member

[Signature page to Amendment No. 4 to Registration Rights Agreement]