

**U.S. ENERGY SYSTEMS, INC.
40 TOWER LANE, 1ST FLOOR
AVON, CONNECTICUT 06001**

**THIRD SUPPLEMENT TO
NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON TUESDAY, FEBRUARY 12, 2008**

THIS THIRD SUPPLEMENT TO THE NOTICE OF SPECIAL MEETING OF STOCKHOLDERS IS HEREBY GIVEN to inform stockholders that the Special Meeting of Stockholders of U.S. Energy Systems, Inc., a Delaware corporation (the “**Corporation**”), originally scheduled for Tuesday, January 29, 2008 and adjourned by order of the Chancery Court of the State of Delaware until Tuesday, February 5, 2008, has now been further adjourned until Tuesday, February 12, 2008.

The Special Meeting of Stockholders will be held on Tuesday, February 12, 2008 at 12:00 noon at the Hartford Marriott Farmington Hotel, 15 Farm Springs Road, Farmington, Connecticut 06032. Please refer to the original Notice of Special Meeting of Stockholders dated January 19, 2008 and the Supplement to the original Notice dated January 24, 2008 for information on the purposes of the Special Meeting and voting at the Special Meeting.

The Board of Directors has fixed the close of business on January 18, 2008 as the record date for the determination of stockholders entitled to notice of and to vote at the meeting and at any adjournment or postponement thereof.

This Third Supplement to the Notice of the Special Meeting of Stockholders is being posted on the Corporation’s website, www.usenergysystems.com, and will also be filed with the U.S. Securities and Exchange Commission as an exhibit to a Current Report on Form 8-K which will be available at the website of the U.S. Securities and Exchange Commission, www.sec.gov. It will not be mailed to stockholders.

The Corporation will endeavor to keep stockholders informed of further developments regarding the Special Meeting of Stockholders by press release and posting of additional information at www.usenergysystems.com.

Richard J. Augustine, Secretary

Avon, Connecticut
February 4, 2008