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December 18, 2008

Derwick Associates
157 Hampton Point Dr.
Suite #4
St. Augustine, FL 32092

Subject: Proposal for 1 X LM6000PC

Attention: Neil Karr

Dear Neil:

ProEnergy Services is pleased to provide this proposal to your company for ONE (1) GE Refurbished LM6000PC gas Turbine.

We have purchased a very clean, well maintained LM6000PC package which was built in 2002 with engine SN 191-761. This unit is still installed at its original location up in West Cost of the United States. We will be removing this unit right after the first of the year we would like to give Derwick Associates the opportunity to buy it.

I have attached a scope of supply summary for this unit as well as a number of photos. We would also be pleased to take a Derwick representative up to The West Cost to inspect the unit where it sits before removal.

Warranty

We will provide you with a one year warranty on all equipment supplied and installed by ProEnergy provided we are operating the plant.

Our pricing is valid for 30 days and the major equipment offered in this proposal is subject to prior sale

We look forward to the opportunity to work with you all again as part of the ProEnergy organization. We also look forward to providing Derwick our O&M services.

Please give our proposal serious consideration and allow us the opportunity to come to Caracas in the very near future to go over the scope of supply and commercial details.

ProEnergy Services appreciates the opportunity to submit this proposal and looks forward to the receipt of an expression of interest from you. Please feel free to contact

me at (713) 992 1790 if you have questions in regard to this proposal or need more information.

Thank you for your consideration.



Joaquin S. Mavares
Director of International Sales
ProEnergy Services

Confidentiality

This Proposal is submitted in confidence for evaluation by Buyer. Its contents are proprietary to Seller. By taking receipt of this Proposal, Buyer agrees not to reveal its contents in whole or in part beyond those persons in its own organization necessary to properly evaluate this Proposal or to perform any resulting contract. Buyer shall not reveal the contents of this Proposal to a third party or make copies of this Proposal without the prior written consent of Seller. Buyer shall return this entire Proposal to the undersigned, if Buyer does not accept this Proposal.

II. PRICING OF EQUIPMENT

A. FIRM PRICE

The price quoted is not subject to escalation or adjustment if a purchase commitment is received and accepted by Proenergy Services prior to December 30, 2008. Equipment is subject to prior sale.

B. TAXES, DUTIES, FEES

No sales or use taxes have been included in this quotation. The prices quoted exclude any Federal, State, or local taxes, duties or fees which may be associated with the export, import or purchase of equipment and/or services.

C. PRICE

Pricing references the scope of equipment and service work described in this proposal:

- One (1) each GE LM 6000PC gas turbine generator*

Equipment Price:

- \$16,500,000 USD

D. PAYMENT

This proposal and pricing is based upon receipt of the progress payments shown below.

Down Payment: Before Dec 30 of US \$ 3,300,000 to initiate procurement for refurbishment and to take units off the market. **Non-refundable**
Balance of US \$13,200,000 upon notice of Readiness to ship.

Name: Proenergy Services LLC
Bank: US BANK
Routing# 081000210
Account #152305958703
Swift Code: USBKUS 44IMT (that is an "I" not an 1)

E. SCHEDULE

ProEnergy Services expects to prepare the equipment for shipment

March 1, 2009 Delivery At Site. (Portland, Oregon)

F. GENERAL TERMS AND CONDITIONS OF SALE

ProEnergy Services and purchaser will negotiate in good faith to establish general terms and conditions for sale that are usual and customary for the sale of used equipment.

G. WARRANTY

We will provide you with a one year warranty on all equipment supplied and installed by ProEnergy provided we are operating the plant.

H SITE SERVICES

ProEnergy Services would be pleased to also provide a proposal for the installation, startup and commissioning of the plant. This would include providing construction supervision as well as startup engineers for all equipment provided.

ProEnergy Services can also provide an experienced service representative to assist the operating personnel during the first (2) months after the Equipment goes online.

DESCRIPTION OF EQUIPMENT

Serial #: 191-761
Model #: LM 6000 PC-NGW, Natural Gas, Sprint Package
Model Year: 2002
Operational: June 2003
Category: Energy Production
Start Attempts: 229 As of 6/18/08
Fired Starts: 182 As of 6/18/08
Fired Engine Hours: 36,868.2 As of 6/18/08

Items of Supply:

- One (1) Gas Turbine Generator, GE Aero, LM 6000 PC-NGW, Natural Gas, Sprint Package
- Air Cooled GE Generator
- Lifting/ spreader beams available for lifting the GT/Gen package (beams only)
- Inlet Anti-Ice Coil for glycol circulation (Coils are located on the air inlet for the turbine only)
- Inlet Anti Icing System (Steam/Glycol Heat Exchangers/circulation skid module)
- Lube Oil Systems with shell and tube coolers (Lube Oil enclosure contains only the hydraulic jacking pump and hydraulic oil reservoir, turbine lube oil reservoir and tube and shell coolers and the water wash heating tank)
- GT 1 Control Cubicle, which contains the GT 1 Turbine Control Panel which consists of the following controls:
 - Synchroscope with pistol grip controller for Generator with manual-off generator auto
 - PM 295 Power Analyzer for the generator
 - Excitation Null Meter
 - Generator Breaker Control pistol grip controller with Trip/Close
 - PF/VAR pistol grip controller with Voltage-PF-VAR
 - Manual Regulator Voltage pistol grip controller with Lower-Normal-Raise
 - Generator Exciter Voltage Regulator with pistol grip controller with Manual-Normal-Auto
 - Automatic Regulator Voltage pistol grip controller with Lower-Normal-Raise
 - Brush Prismic A30 Excitation Control, HMI into the GE Series 6 and FANUC 90/70
 - Emergency Stop Button
 - Control Selector Switch with pistol grip controller with Local-Remote
 - Governor pistol grip controller with Lower-Normal-Raise
 - Beckwith Electric Company Generator Integrated Protection System
- GT 1 termination Cubicle which consists of the following, termination points for inputs into the GT 1 Turbine Control Panel and into the Allestec Corporation Model 800 natural gas and fire monitoring system for the Gas Turbine and Generator Enclosures and the Bently Nevada 3500 Vibration Monitoring System for the Turbine and Generator.

- Remote work station consisting of the following: A Dell PC and keyboard with a 29 inch Samsung flat screen monitor.
- Neutral Cubicle with ground resistor located next to the Generator Enclosure.
- Noise reduction enclosures:
 - Auxiliary Module (located above the lube oil enclosure)
 - Sprint Skid
 - Water Injection Skid (two (2) such enclosure, one for each NOX reduction pumps)
- Pulse Air Filter/Pre Filter (The Equipment has an air intake filter self supporting housing for the turbine and generator with local control mounted on the structure for the pulse air system)
- Sprint Power Boost (The Equipment is equipped with a GE supplied water Sprint System)
- Standard Documentation consisting only of the following:
 - GE Aero Energy Products, A GE Power Systems Business, LM 6000, Gas Turbine-Generator Set 60 Hz, Installation Manual
 - GE Aero Energy Products, A GE Power Systems Business, LM 6000 Gas Turbine-generator Set 60Hz, Installation Manual, July 2002,
 - GE Aero Energy Products, A GE Power Systems Business, Gas Turbine-Generator Set 60 Hz, Basic Operator's Course, March 2003
 - GE Aero Energy Products, A GE Power Systems Business, LM 6000, Gas Turbine-Generator Set 60 Hz, Book 1 of 2 and Book 2 of 2, Basic Operator's Course and Package Maintenance Course, April 2003
 - GE Industrial Aero Derivative, Gas Turbines, LM 6000, SAC, GEK 105059, Model-PC, Volume 1 &11, On-Site Operation and Maintenance Manual
 - GE Aero Energy Products, A GE Power Systems Business, LM 6000, Gas Turbine-Generator Set 60 Hz, Advanced Systems & Controls, Training Course (Millennium-MARK VI / FANUC 90/70) April 2003
 - GE Aero Energy Products, A GE Power Systems Business, LM 6000 Gas Turbine-Generator Set 60 Hz, Operational and Maintenance, Manual, Volume I, II, III, IV, V, VI, VII, VIII, IX, X, XI, XII, XIII, XIV, XV, August 2002
- Standard Enclosure for Turbine and Generator
 - Ventilation System
 - CO2 Fire Suppression System mounted in a separate enclosure next to the generator
- Water Injection for NOX Reduction (Duplex Rotojet Pumps, separate enclosures)

I EXCLUSIONS

Proenergy has excluded the items listed below from our offering. Any other equipment or service not described in our written proposal is also excluded.

- Balance of plant and energy optimization controls
- Building, foundations, anchor bolts, embedments and grouting
- Bus bars and bus duct beyond generator lineside and neutral enclosures
- Distributed plant control
- Filter house support structure, other than standard
- Field Supervision
- Fuel, fluids and chemicals
- Fuel storage tanks, forwarding equipment and primary fuel filter
- Gas compression, filtration, and separation or regulation equipment
- High voltage transformer(s), cables, switchgear and associated equipment
However we have Transformers from 13.8 to 115Kv as an Option.
- Interconnecting piping, conduit, and wiring between equipment modules
(site layout is unknown at this time)
- Plant utilities
- Power plant calibration tools and ordinary hand tools
- Spare parts (quoted separately)
- Transportation to job site and off loading of equipment
- Water injection pressurization equipment
- Water treatment and purification equipment
- Yard light and fences



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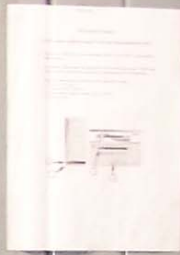
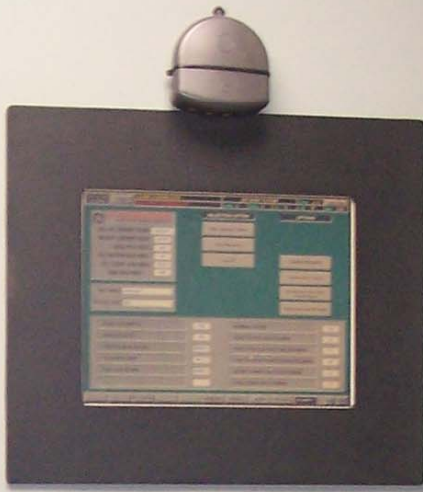
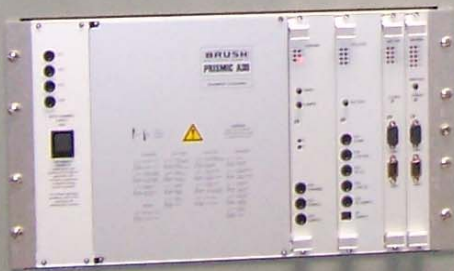
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CONTROL CUBICLE

TERMINATION



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