



2031 Adams Road
Sedalia, Missouri 65301

tel 660.829.5100
fax 660.829.1160

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 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 and since there are no other surplus LM6000 PC units available now 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*
- New GT Controls

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

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.

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
- 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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