

PROPOSAL

Presented to:

Inercrom Draser PGS C.A.

For

1 x LM2500 Gas Turbine



By



Proposal No. EQU08-1304

May 18, 2008

<p>This document is privileged and contains confidential information intended for use only by the intended recipient.</p>

1.0 Introduction

ProEnergy Services ("ProEnergy") is pleased to provide this proposal to Inercrom Draser PGS C.A. ("Inercrom Draser") for one (1) GE LM2500 gas turbine package for your project located in Venezuela.

ProEnergy will provide the equipment (subject to prior sale) as described in this proposal at the fixed price included below.

2.0 Sale of Equipment

ProEnergy is offering one (1) LM2500PE gas turbine generator set ISO Rated at 22MW.

2.1 Equipment Description

Equipment included is the following:

- 1 – GE LM2500PE gas turbine previously overhauled and configured for natural gas.
 - 22,000 kW
 - Heat Rate 9,465 LHV
- Weatherproof acoustic enclosure for gas turbine and electric generator.
- "Single lift" I beam base plate to support turbine and generator (13.8KV).
- Air inlet filtration system for GT combustion air, generator cooling air, and compartment ventilation systems.
- Separate lube oil systems for turbine and generator including fin fan coolers.
- Electro hydraulic starting system.
- Fire detection and extinguishing system.
- Electronic control panel for gas turbine and generator including 24V control batteries and charger.
- Gas turbine water wash system.
- Neutral and line side cubicles mounted including CT's and lighting arrestors.
- 1 – Modular control room with Turbine Control Panel, Generator Control Pane, GTG MCC's, batteries and chargers.

2.2 Not Included

The following are not included:

- Dual Fuel System
- Exhaust Stack
- Water Injection
- Export packing
- Transformers
- BOP
- Shipping

3.0 Pricing

The price for the 1xLM2500 gas turbine equipment shall be a lump sum equal to **USD\$7,480,000.00.**

3.1 Taxes

No sales or use taxes have been included in this proposal. The price quoted excludes any federal, state, local, or in-country taxes, duties, fees, etc. which may be associated with the export, import, or purchase of equipment.

4.0 Terms & Conditions

This proposal shall expire within thirty (30) days; provided, however, the terms of this Section and the obligation to treat this proposal as confidential and that it cannot be shared with any third party without the prior written consent of ProEnergy shall survive.

Invoices shall be due and payable within ten (10) days of receipt.

Notwithstanding any term in this proposal or any resulting purchase order/contract to the contrary, in no event shall ProEnergy be responsible for consequential or incidental damages resulting from the use of this proposal or the performance of any work by ProEnergy in relation to this proposal. This proposal shall be subject to the terms and conditions to be mutually agreed upon between ProEnergy and Inercrom Draser.

5.0 Acceptance

Please return a signed and dated copy of this proposal along with a Purchase Order number to confirm acceptance of this proposal.

ProEnergy Services LLC

Inercrom Draser PGS C.A.

By: _____

By: _____

Printed Name: _____

Printed Name: _____

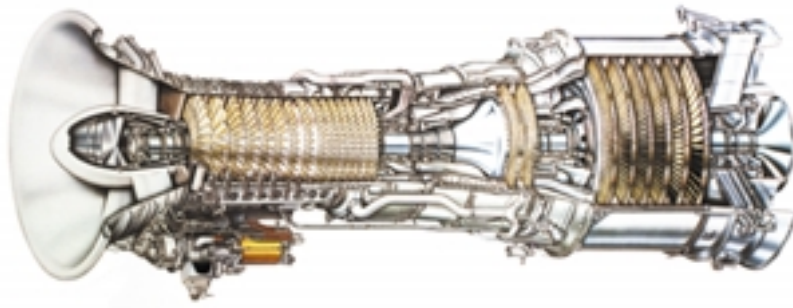
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Attachment A **LM2500 Specifications**



LM2500 Gas Turbine

Technology

Derived from the CF6 family of aircraft engines used on wide body jet liners, the LM2500 family is a hot-end drive, two-shaft gas generator with free power turbine. Thermal efficiencies are from 34% to 40%.

- Baseload Power Capabilities of 18 - 32 MW ISO
- Unsurpassed Reliability – Exceeding 99%
- Three Models with a High Degree of Parts Commonality

Experience

Maintaining a high degree of commonality with its flight-tested forerunners, the LM2500 family continues to build its reputation as the most reliable industrial gas turbine generator in its class.

- 40 Million Operating Hours
- More than 2,000 units
- End-users: Mechanical Drive and Power Generation for Industrial Plants, Pipelines, Platforms and Marine Ships
- Configurations: Simple-cycle, Cogeneration and Combined-Cycle

Innovation

GE Aero Energy offers three models in the LM2500 family of products: LM2500+

- Providing More Than 30 MW ISO
- Power Generation, Marine and Mechanical Drive Applications
- Available in a 6-stage or 2-stage Power Turbine Configuration

LM2500

- Produces in Excess of 22 MW ISO
- Operates at 3000 or 3600 rpm Without a Gearbox
- Optional Steam Injection (STIG) for Power Enhancement

LM2000

- Capable of 18 MW ISO
- Extended Maintenance Intervals

ISO performance based on natural gas with water injection to 25 ppmvd NOx.

	LM2000	LM2500	LM2500+
Power Output (kWe)	18,000	22,000	30,500
Heat Rate LHV (Btu/kWe-Hr)	9,900	9,465	8,850
Exhaust Flow (lbs/sec)	134	149	191
Exhaust Temperature (°F)	927	990	960
Emissions (ppmvd)	NOx/CO	NOx/CO	NOx/CO
Gas-DLE	25/25	25/25	25/25
Gas or Liquid-Water	25/75, 42/68	25/50, 42/30	25/60, 42/60
Gas-Steam	25/74	25/30	25/138
Power Turbine Speed (rpm)	3,600	3,600	3,600
No. of Compressor Stages	16	16	17
No. of Turbine Stages	6	6	6 or 2

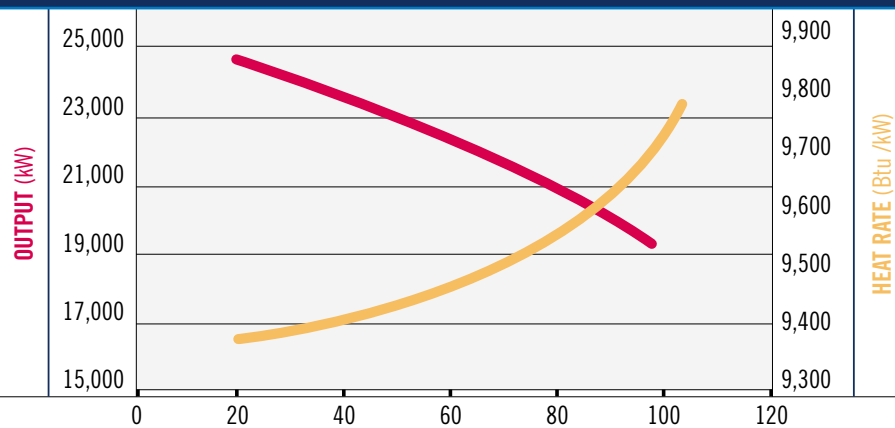
Service

GE Aero Energy is the world's largest aeroderivative service provider, with a global network of field service offices and fully equipped depots. A wide range of products and services are offered for the LM2500+, LM2500, and LM2000 Industrial, Cogeneration, and Oil & Gas operators, including:

- Level IV depot repair and overhaul capability in Houston, Texas; Rheden, The Netherlands, and Agotnes, Norway
- Conversions, Modifications and Upgrades (CM&U) designed to enhance the efficiency, power output and reliability of the LM2500, such as Exhaust Flow Enhancer, Wet/Dry Low Emissions (DLE) Upgrades; Inlet Conditioning, Fuel Conversions, Remote Monitoring and Diagnostics, among many others
- Spare or Lease Engine Options
- Engine Exchange Programs
- Rotable Hot Section and Module Exchange Programs
- Wide Variety of Contractual or Long-Term Service Agreements

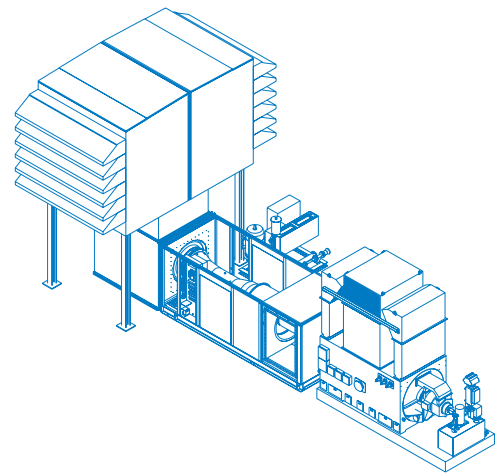
This comprehensive product offering, combined with GE Aero Energy's commitment to reduced depot and outage turn times, results in substantial life cycle cost savings for the plant owner/operator.

LM2500 60Hz Output and Heat Rate



0 ft, 60% RH, 4/6 in H₂O inlet/exhaust loss on natural gas
with water injection to 25ppmvd NO_x water inj.

AMBIENT (°F)



LENGTH 68'6" x WIDTH 14'9" x HEIGHT 29'5"

STANDARD 60HZ LM2500 GENERATOR PACKAGE

Gas Turbine

- 16 Stage Axial Compressor
 - > 1st 6 Stages are VIGV
 - > Horizontal Split Casing
 - > 20:1 Compression Ratio
 - > 103 lb/s Nominal Inlet Mass Flow
- Annular Combustor
 - > 30 Nozzles Gas Fuel, Water Injection for NO_x Control
- 6 Stage Power Turbine

Generator

- Continuous Duty 13.8kV, 0.85 PF
- 2 pole, 3 Phase Brushless Exciter
- WP/II Weather Protected
- Voltage Regulator/Neutral Side Protection CT's
- NEMA Class F Insulation & B Temperature Rise

Package

- 24V and 125V DC Batteries
- 90dBA Near Field Design
- Barrier Inlet Air Filters
- Electro-hydraulic Start System
- Class I Div 2 Group D Class Electrical System
- Digital Control System with a Human Machine Interface (HMI)
- Turbine and Generator Lube Oil System with Simplex Shell and Tube Coolers
- Turbine Factory Tested
- On/Off-line Water Wash
- 1 Year Parts/Service Warranty
- Package Familiarization Training
- Electronically Transmitted Drawings
- Startup Technical Assistance

OPTIONAL EQUIPMENT AND SERVICES

- Generator Options
 - > TEWAC
 - > Voltages: 12.47kV
 - > Enclosure
 - > Fault Protection
- Fuel System
 - > Liquid
 - Water Injection or DLE
 - > Dual
 - Water Injection or DLE
 - > Gas
 - Water or Steam Injection or DLE
 - > Filters
- Control System
 - > 10 minute start
 - > Black start
 - > Continuous Emission Monitoring
 - > Remote Display
 - > Control House
 - > Motor Control center
- Lube Oil System
 - > Air to Oil Coolers
 - > First Fill Lubricants
- Winterization
- Remote Monitoring and Diagnostics
- Pulse Air Filter
- Inlet Conditioning
 - > Evaporative Cooling
 - > Chilling
 - > Heating