

PROPOSAL

Presented to:

Inercrom Draser PGS C.A.

For

2 X RB211 Equipment



By



Proposal No. EQU08-1303

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 two (2) Rolls Royce RB211 gas turbine packages 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

2.1 Equipment Description

Equipment included is the following:

- 2 – Rolls Royce RB211-24C gas turbine packages (see Attachment A)
 - 27,500kW, 60 Hz
 - 12.5kV, Heat Rate 9,756 LHV, 3 phase

2.2 Not Included

The following are not included:

- Stacks
- Export packing
- Transformers
- BOP
- Shipping

Note: ProEnergy can offer optional pricing for these items or can offer pricing to perform a turnkey EPC.

2.3 Optional

The following can be offered as options:

- Dual fuel conversion
- Spare parts
- Spare 04 module
- Spare stator

3.0 Pricing

The price for the 2xRB211 gas turbine equipment shall be a lump sum equal to ***USD\$16,968,000.00.***

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

By: _____

Printed Name: _____

Title: _____

Date: _____

Inercrom Draser PGS C.A.

By: _____

Printed Name: _____

Title: _____

Date: _____

Attachment A
RB211 Specifications



RB211 GAS TURBINE PACKAGE

The Coberra 6462 GT Units utilizes a Rolls Royce RB211 GG and an RT62 PT. The PT is coupled to an AC Gen via reduction gearbox. The gen set itself is comprised of 5 main packages, each being of modular construction for ease of transportation, handling at site, and assembly.

The Rolls Royce RB211-24C Mark 1750 GG two spool high pressure ratio engine with a seven stage intermediate pressure compressor, and a six stage high pressure compressor which drives two independent single stage turbines couples to the compressors through coaxial shafts. The two rotors of the GG are mechanically independent and run at their own optimum speeds.

Gas Turbine (GG)

Manufacturer: Rolls Royce
Model: RB211-24C
N1 Speed: 6555 RPM
Fuel: Dual Fuel currently operating on natural gas

Power Turbine (PT)

Manufacturer: Cooper Bessemer
Model: RT62 PT two stage impulse reaction
Rated HP: 27,749 (ISO)
Rated Speed: 4800
Maximum Continuous Speed: 5050 RPM
Serial Numbers: 602RT and 654RT
Overspeed Trip: 5450
Turbine Inlet Pressure: 43.2 psia @ 40F ambient
Turbine Inlet Temp: 1320F @ 40F ambient
Turbine Exhaust Temp: 861F @ 40F ambient
Lubrication: Mineral Oil 150 SSU

Gear Reducer

Manufacturer: Lufkin
Model Number: F33070
Rating: 35,960 Hp
Service Factor: 1.35
Input Speed: 4800 Rpm
Output Speed: 1800 Rpm
Gear Ratio: 2.660:1

AC Generator

Manufacturer: Brush Electrical Machines, LTD
Model: BSGMD 131-290-4
Type: 4 Pole
RPM: 1800
Volts: 12500
Amps: 1454
Phase: 3
HZ: 60
Power Factor: 0.85

Air Filter System

GT Intake: American Air Filter
AC Gen Air Vent Filter: American Air Filter

Main and Auxiliary Lube Oil Pumps and AC Motors

Pump Manufacturer: Transamerica DeLaval
Pump Rating: 310 GPM @ 1750 RPM and 77 PSI
Motor Manufacturer: Westinghouse
Motor Rating: 30 HP, 1750 RPM, 3 Phase, 60 HZ, 460 V

Emergency Lube Oil Pump and DC Motor

Pump Manufacturer: Transamerica DeLaval
Pump Rating: 257 GPM @ 1750 RPM and 77 PSI
Motor Manufacturer: Reliance
Motor Rating: 20HP, 1800 RPM, 125VDC

Georgia
1395 S. Marietta Pkwy SE,
Suite 218
Marietta, Georgia 30067

Missouri
2031 Adams Road
Sedalia, MO 65301

Texas
1616 FM 1960 West
Suite 750
Houston, Texas 77090

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Venezuela

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RB211 GAS TURBINE PACKAGE

Water Forwarding Pumps

Pump Manufacturer: Transamerica DeLaval
Pump Rating: 5GPM @3500 RPM and 400 PSI
Motor Manufacturer: Westinghouse
Motor Rating: 3 HP, 3500 RPM, 3 Phase 60 HZ , 460V

Lube Oil Cooler

Cooler Manufacturer: Air-X-Changer
Cooler Rating: RT Sec 1,850,000 BTU/HR @234 GPM
Motors Manufacturer: Westinghouse
Motors Rating: 10HP, 1800 RPM, 3 Phase, 60 HZ, 460 V
Type: Fin Fan Radiator

Lube Oil Filter

Manufacturer: Hilco
Model: 52718-0150-2006
Type: Duplex

Capacities in Approximate U.S. Gallons

PT Lube Oil Reservoir: 2500
GG Lube Oil Reservoir: 88
GG Lube Oil Accumulator: 1.5
GG Cleaner Tank: 45

Coupling-Power Turbine to Gear

Manufacturer: Zurn Industries
Model: Ameriflex Series HPS
Type: Flex

Coupling-Gear to AC Gen

Manufacturer: Zurn Industries
Model: Ameriflex, Series HPP
Type: Flex

Fuel Gas Preheater

Manufacturer: Bas-Tex Corporation
Model: 06060
Shell Side: 340 PSIG
Tube Side: 960

Air Conditioning Equipment (Not included)

2 Trane Horizontal Flow P/N TORR-IM-2D

Building Info

Building with 25 TON Bridge Gaffey Crane
Battery room located inside Generator Building
60 ft. x 125 ft. x 38 ft. at the eave and 45 ft. at the peak

HVAC Equipment

Manufacturer: Frees, Inc.

Centrifugal Fans

2 Buffalo Forge Ventilating Fans

Demin Water Storage Tank

Manufacturer: Southwest Tank & Treater
Capacity: 15,000 gallons

HCL Tank

Manufacturer: Southwest Tank & Treater

Caustic Storage Tank

Manufacturer: Southwest Tank & Treater
Capacity: 3,000 gallons

High Pressure Fuel Gas Scrubber

Manufacturer: Southwest Computer Inc.
Description: 640 PSIG @ 300F 36" ID X 10FT

Turbine Exhaust Duct

Manufacturer: Fish Engineering & Construction

Demineralization System Package

Manufacturer: H-O-H Systems INC.

480 Volt MCC

Manufacturer: Westinghouse Five Star MCC

Battery Chargers

Manufacturer: Sab Nife Corporation

Waste Heat Recovery (Not included)

58.52MM BTU/HR (ea)
470 PSIG @ 650F
Burner design case (663,120 LB/HR)
Turbine exhaust gas (600,840 LB/HR)

Georgia
1395 S. Marietta Pkwy SE,
Suite 218
Marietta, Georgia 30067

Missouri
2031 Adams Road
Sedalia, MO 65301

Texas
1616 FM 1960 West
Suite 750
Houston, Texas 77090

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