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July 3, 2008

CADAFE

Attn: Ing. Serafin Bande Villar
Sub: Frame 7EA Power Plants

Dear Sir,

We are pleased to offer for your consideration our proposal for the supply of (4) New Unused GE Frame 7EA gas turbine generators as well as the turnkey installation of these machines at (4) different sites in Venezuela. In addition to the (4) gas fueled Frame 7EA machines, we have included in our proposal all engineering, project management, construction services and balance of plant equipment as described in our Technical Scope Document (TSD) and attached drawings.

The gas turbine units are available for immediate shipment upon purchase and have been professionally stored in a warehouse near a port. This would allow the units to be transported to Venezuela within 60 days from date of contract and receipt of payment. However these units are in high demand and subject to prior sale.

We have experience in installing and commissioning Frame 7EA machines like these in the US and producing power within (7) months from notice to proceed. We would make best efforts to accomplish this in Venezuela subject to delays in transportation, importation and the availability of GSU transformers, transmission interconnect and gas supply.

Price

The budgetary price for the construction of each plant including the gas turbine generator and turnkey installation in Venezuela based on the scope of supply and assumptions in our attached TSD is **US\$ 53,400,000.00**. Included in the turkey price is **US\$ 24,700,000.00** for the gas turbine generator. We understand that there will be (4) different sites to be identified later. Because we do not know the locations of these sites, we have not included Venezuelan inland transportation in our price. Our price also excludes any import duties, fees and taxes.

Payment Terms

First Payment – Due at Contract Signing to Secure Major Equip.	\$26,700,000 (50%)
Second Payment – Due When BOP Equipment at US Port	\$10,680,000 (20%)
Third Payment – Due When GT on Pad at Site	\$ 2,670,000 (5.0%)
Fourth Payment – Due When GSU on Pad at Site	\$ 2,670,000 (5.0%)
Fifth Payment – Due Upon Mechanical Completion	\$ 5,340.000 (10%)
Sixth Payment – Due Upon 1 st Fire of GT	\$ 1,335,000 (2.5%)
Seventh Payment – Due Upon Readiness to Export Power	\$ 2,670,000 (5.0%)
Final Payment – Due Upon Final Completion of Plant	\$ 1,335,000 (2.5%)

Warranty

ProEnergy EPC Services will provide a (1) year warranty on the entire plant including the gas turbine generator and all other balance of plant equipment and material supplied as part of EPC.

Commercial Terms & Conditions

ProEnergy EPC Services will negotiate commercial terms and conditions as well as payment security in good faith to finalize an EPC Contract.

Validity

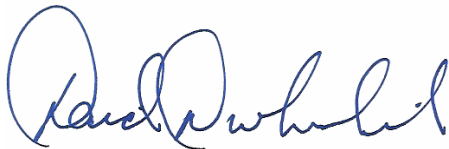
This budgetary proposal is valid for 30 days. Final firm fixed pricing is subject to the final negotiated contract terms requiring approval of the president of ProEnergy Services and CADAPE.

We must emphasize the fact that these (4) Frame 7EA units are in high demand right now and subject to prior sale. If you need all (4) machines, it is important that an order be placed and payment made to secure them right away. Another key element to early completion of the plant(s) is the purchase of the GSU transformers. These transformers must be purchased within the next 30-45 days.

We look forward to meeting with you at your earliest convenience to go through our proposal and TSD in detail in an effort to finalize a deal and secure this equipment.

Thank you for your consideration.

Sincerely,
ProEnergy EPC Services LLC

A handwritten signature in blue ink, appearing to read "David Whisenhunt", is written over a light blue circular stamp.

David Whisenhunt
President

Cc: Joaquin Mavares
Omar Petit
Jeff Canon
WT Stewart
Kent McAllister
Craig DeWees