



November 5, 2008

CORPOELEC
Caracas, Venezuela

Subject: Southaven Frame 7EA Equipment and Dismantlement

Dear Sirs,

In response to your requirement for gas turbine generators with an expedited delivery, we are pleased to offer (4) Frame 7EA machines which are available for immediate purchase. These units are part of the Southaven Power Plant in northern Mississippi which was constructed and commissioned in 2002 but was never actually put into full commercial operation. These units all have less than 300 operating hours since new. We have purchased these units from BTEC and are offering them to CORPOELEC on an "AS IS", "WHERE IS" basis.

These are completely operational units and ready to be disassembled and transported to Venezuela. **Serial Numbers: 297631, 297632, 297633, 297634**

Dismantlement and Transportation to US Port

There were a number of plants which were available several years ago similar to this one but they have all since been sold and relocated. Our team has relocated (8) of these Frame 7EA machines and constructed new power plants in the US utilizing the relocated units. Based on our experience, we propose to sell the gas turbines and related equipment located at the Southaven Plant to CORPOELEC then provide additional services to dismantle and transport the equipment to the Port of New Orleans where CORPOELEC will arrange for loading the equipment aboard ship for transportation to a Venezuelan port.

Gas Turbine Pricing

Energy Parts Solutions is offering the Southaven Frame 7EA units as-is, where-is for a price of **US\$30,000,000.00 each** or a total price for **(4) units of US\$120,000,000.00**.

Pricing for Dismantlement & Transportation to Port of New Orleans

The price for the dismantlement and preparation for shipment of the (4) Frame 7EA machines and other balance of plant equipment at the Southaven plant as well as transportation to the Port of New Orleans is **US\$12,000,000.00**.

Payment

Payment in the form of an irrevocable letter of credit in the amount of US\$ 132,000,000.00 issued by an International Bank and confirmed by a US Bank with terms acceptable to Energy Parts Solutions.

Bonding and Insurance

Energy Parts Solutions will provide bonding and insurance against loss which is mutually acceptable to both parties.

Validity

This proposal is valid for a period on 10 days.

Thank you for your consideration.

Sincerely,
Energy Parts Solutions

Jeff Canon
President & CEO

Cc: Joaquin Mavares
David Whisenhunt