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Tulsa, OK 74146
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July 21, 2008

PACIFIC RIM

Attn: Pedro Kruckhans
Sub: Frame 7EA Dual Fuel Option

Dear Sir,

In addition to the proposal we provided, we are pleased to offer a quotation for the addition of Dual Fuel Capability to each of the (4) Frame 7EA plants.

This will include all engineering, material, and labor to add the following scope to each plant:

- All on-engine and internal package hardware, piping and valves
- Liquid Fuel Receiving Pump Skid
- Liquid Fuel Metering Skid
- Liquid Fuel Raw Storage Tank
- Liquid Fuel Centrifuges
- Liquid Fuel Duplex Filters
- Liquid Fuel Forwarding Pump Skid
- Clean Fuel Day Tank
- (1 Lot) Pipe, Valves & Fittings

In addition to the Liquid Fuel System, we are also quoting a Fire Water System which is normally required for a power plant with liquid fuel. This system includes the follow:

- 300,000 gal. Raw Water Storage Tank
- Raw Water Forwarding Pump Skid
- Diesel / Electric Fire Water Pump Skid
- (1 Lot) Pipe, Valves & Fittings

Price

The budgetary price for the addition of these options to each site is as follows: 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.

Dual Fuel System

GT Engine / Package Modifications	\$2,400,000.00
Balance of Plant Material & Labor	\$3,174,650.00

Fire Water System

\$ 830,000.00

Payment Terms

Payment for these options would coincide with the rest of the balance of plant equipment supplied as part of the original proposal.

Warranty

ProEnergy EPC Services will provide a (1) year warranty on these options as part of the entire plant supplied within the EPC contract.

Commercial Terms & Conditions

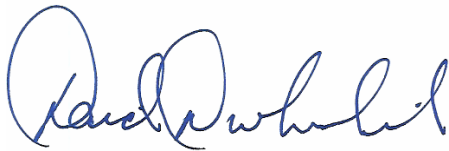
ProEnergy EPC Services will negotiate commercial terms and conditions as well as payment security in good faith to finalize an EPC Contract.

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 Pacif Rim.

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 large, light blue circular watermark or background mark.

David Whisenhunt
President

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