



2031 Adams Road
Sedalia, Missouri 65301

tel 660.829.5100
fax 660.829.1160

October 09, 2008

Manning Industries
Kingwood, Texas

Attn: Mr. Miles Manning

Dear Sir:

ProEnergy Services (ProEnergy) proposes to provide engineering, design, procurement, transportation of equipment and material including two (2) Rolls Royce RB 211 Gas Turbine Generators complete with Balance of Plant equipment.

The attached Technical Proposal is in response with your request. It describes what will be supplied by ProEnergy. ProEnergy will also provide Technical Proposal drawings, Process Flow Diagrams and Electrical One Lines, will also provide guidance in the required mechanical pipe, valves and fittings and electrical wire, cable and cable tray required for the project.

ProEnergy has the ability to deliver the major equipment to the Houston Port within (4) months from date of contract and receipt of down payment. During this time we can perform engineering and prepare the site and foundations for the equipment once it arrives. The facility should be operational within three months after delivery to site.

ProEnergy Price including two (2) refurbished RB211 Generators is as follows:

(2) RB211 Gas Turbine price	\$17,900,000
Balance of Plant Equipment	
Construction, Installation & Commissioning	\$16,596,000

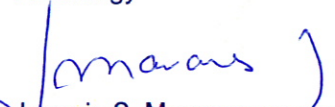
Our price includes a (12) month warranty on all equipment supplied by ProEnergy as well as and experienced technical representative on call during the warranty period.

Our pricing is valid for 30 days and the major equipment offered in this proposal is subject to prior sale

ProEnergy EPC Services appreciates the opportunity to submit this proposal and looks forward to the receipt of an expression of interest from you. Please feel free to contact me at (713 992-1790) if you have questions in regard to this proposal or need more information.

Thank you for your consideration.

Sincerely,
ProEnergy


Joaquin S. Mavares
International Sales Director

**Scope of Supply
(2 ea) RB 211's
Simple Cycle**

The proposed "EPC" Balance of Plant Scope of Work for the installation of the above project is outlined.

1.0 Civil, Foundations, and Structural

- .. Site preparation assuming the site is level and soil of 1500 to 2000 psf
- .. Concrete foundations for 2 ea Gas Turbines with associated ancillaries
- .. Gravel on site
- .. Paved roads and removal areas for turbine and generators
- .. Plant fencing with gates

2.0 Buildings

- .. Gas turbine generator to house the 2ea RB 211's with associated ancillaries
- .. Modular Control Building to
- .. Plant office/control and maintenance prefabricated insulated building
- .. Liquid fuel unloading shed
- .. Liquid fuel centrifuge shed

3.0 Mechanical

- .. Dual fuel provisions for gas turbines
- .. Fuel gas regulators – adequate gas pressure to be furnished
- .. Liquid with raw fuel storage, pumping, cleaning, with day tank
- .. Instrument air compressor
- .. Oily water separator
- .. Small water treatment system with storage tanks for fuel treatment
- .. Plant instrumentation
- .. Plant pipe, valves, fittings etc.

4.0 Electrical

- .. 13.8 KV Generator Breakers, aux breaker to feed aux transformers
- .. Aux transformers
- .. BOP electrical including DP Panels, MCC's, Lighting Panels, etc.
- .. Area Lighting
- .. Plant ground grid, cathodic protection, and lightning protection
- .. Cable, conduit, and cable tray

5.0 Instrumentation

- .. Plant instrumentation to augment the GTG's instrumentation and Plant DCS

6.0 Plant DCS System

- .. PLC based DCS system to interface with the GTG's and BOP

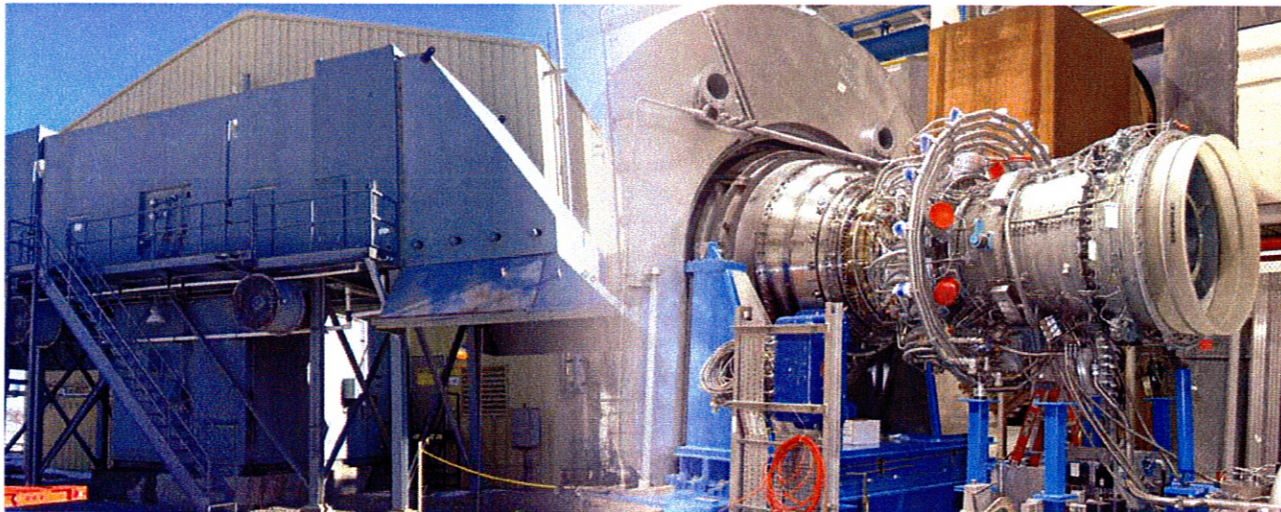
6.0 Engineering

7.0 Plant Project Management

- .. Scheduling, Construction Management, O&M Manuals, Commissioning and
- .. Start UP, as Built drawings, etc.

Items not included in Proposal:

- 1.0 Main Generator Step Up Transformers or substation**
- 2.0 Fire Water System (This can be provided for a sum of \$900,000)**
- 3.0 Fuel Gas Compressors**
- 4.0 Water Injection into gas turbines**
- 5.0 Import duties, taxes, VAT, etc.**
- 6.0 In-country Transportation to Site**
- 7.0 Permits including Building, Environmental, Sound, etc.**



RB211 GAS TURBINE PACKAGE FACT SHEET

Gas Turbine

Manufacturer: Rolls Royce
 Model: Rb211-24c
 Turbine Rating: 25,000 kW
 Fuel: Dual Fuel, currently operating on natural gas
 Heat Rate: 10,143 BTU/kWh at 58 Deg F ambient
 Exhaust Gas Temp: 1,342 Deg F
 Nox: 121.2 Ppmdv, 102.09 Lbs/Hr
 Co2: 31.5 Ppmdv, 16.17 Lbs/Hr

A/C Generator

Manufacturer: Brush
 Model Number: BSGMD 131-290-4
 Rating: 31,463 Kva
 Power Factor: 0.85
 Voltage: 12500 V/3 Phase, 60 Hz
 Amps: 1454 Amps
 Field Amps: 595 Amps
 Field Volts: 133 Volts
 Insulation Class: F/F
 Exciter: 73.2 kW, PMG

Approximate Weights

Air Inlet: 33,000 lbs.
 Silencer: 22,150 lbs.
 RT62 PT Skid Mtd: 52,000 lbs.
 Gas Gen Skid: 15,300 lbs.
 Lube Oil Console: 33,000 lbs.
 Generator Stator Weight: 62,117 lbs.
 Generator Rotor: 27,836 lbs.
 Total A/C Generator Weight: 96,480 lbs.

History Of Unit:

	Unit-1	Unit-2
Year Built:	1986	1986
Year Last Run:	2003	2003
Life Time Hours:	111,644	93,973
Life Time Starts:	483	394
Hours Since Last		
Major Overhaul:	25,184	27,675
Year Major Completed:	1999	1999
Hours Since Last		
Minor Overhaul:	379	2,910
Year Minor Completed:	2002	2001
Starts Since Last Minor:	43	184

Scope Of Supply

- Gas Engine with Power Turbine
- Air Inlet with Water Injection
- Demineralization Plant
- Lube Oil System
- Turbine and Generator Acoustic Enclosure
- Generator Control Panel with Powell Vacuum Breaker
- Turbine Control Panel
- Side Exhaust with Stack.
- Generator Air Inlet
- Spare Parts
- Manuals
- Drawings

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

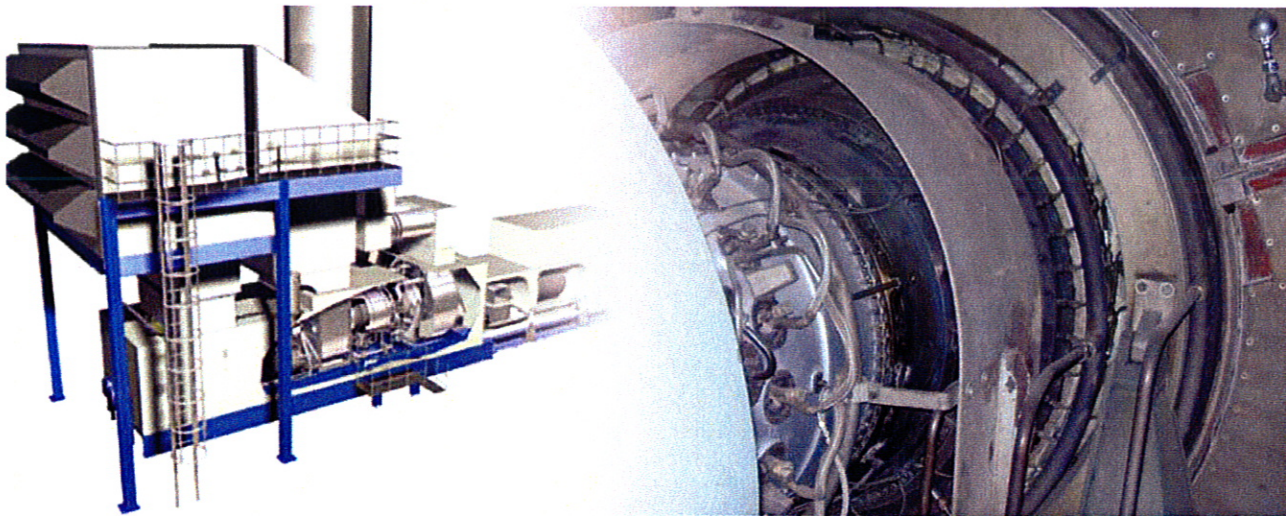
Missouri
 2001 Adams Road
 Sedalia, MO 65301

Texas
 616 FM 1960 West
 Suite 750
 Houston, Texas 77090

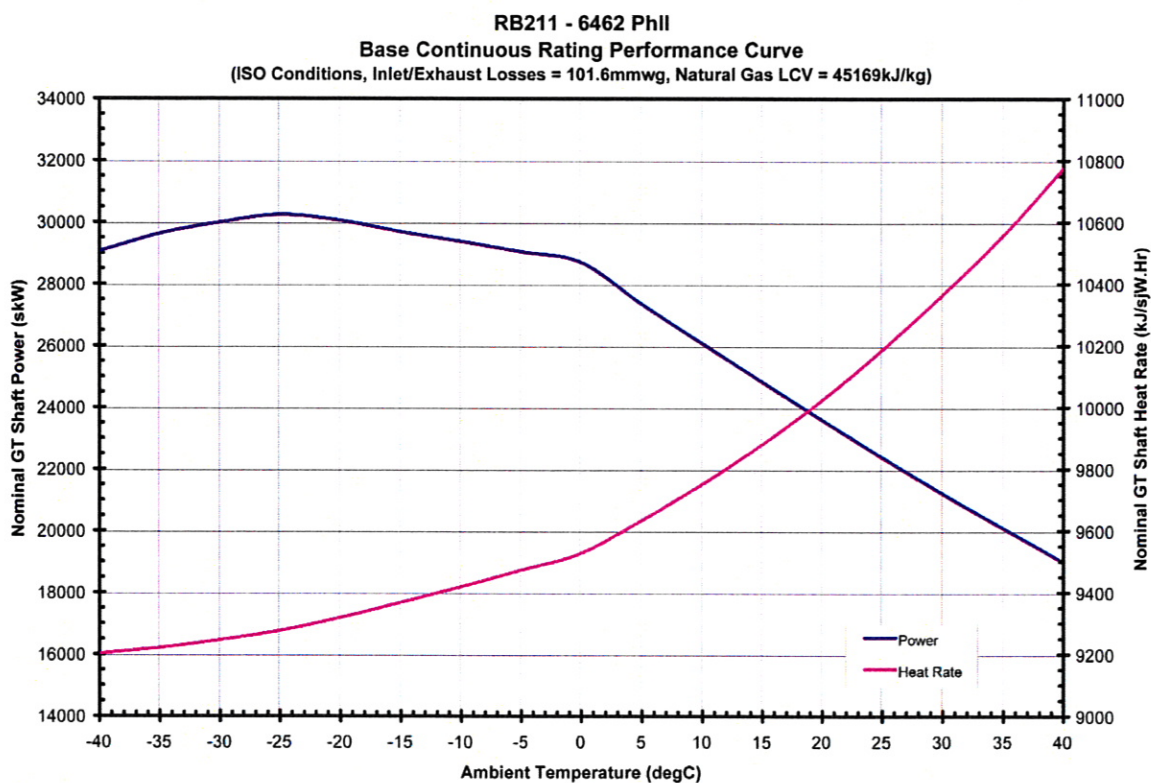
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 Plaza Venezuela - Caracas
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 SERVICES
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 1395 S. Marietta Pkwy
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 **ProEnergy**
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ID	Task Name	Duration	Start	Finish	Task Name	Duration	Start	Finish
1	Typical Project - RB-211 site	90 di	Wed 10/1/08	Wed 12/31/08				
2	Initial Date	1 day	Wed 10/1/08	Wed 10/1/08				
3	Milestone Dates (Key Dates)	59 days	Wed 10/1/08	Mon 12/1/08				
4	Initial Date	0 days	Wed 10/1/08	Wed 10/1/08				
5	Backfeed Power Available	0 days	Mon 12/1/08	Mon 12/1/08				
6	Natural Gas Available	0 days	Mon 12/1/08	Mon 12/1/08				
7	Raw Water Available	0 days	Mon 12/1/08	Mon 12/1/08				
8	Telephone & Internet Service Available	0 days	Mon 11/3/08	Mon 11/3/08				
9	Construction Power Connection Available	0 days	Wed 10/15/08	Wed 10/15/08				
10	Construction Permit	0 days	Wed 10/15/08	Wed 10/15/08				
11	Engineering	20 days	Wed 10/1/08	Mon 10/20/08				
12	Conceptual & Major Equipment Specs	10 days	Thu 10/2/08	Sat 10/11/08				
13	Site Survey	2 days	Thu 10/2/08	Fri 10/3/08				
14	Issue Foundation for Construction Drawings	5 days	Wed 10/1/08	Sun 10/5/08				
15	Bulk Material Specs and PO's	20 days	Wed 10/1/08	Mon 10/20/08				
16	Issue for Construction Drawings	2 days	Wed 10/1/08	Thu 10/2/08				
17	Procurement	71 days	Wed 10/1/08	Fri 12/12/08				
18	Buildings	12 wks	Sun 10/12/08	Fri 12/12/08				
19	BOP Mechanical	2 mons	Wed 10/1/08	Sun 11/9/08				
20	BOP Electrical	2 mons	Wed 10/1/08	Sun 11/9/08				
21	Transportation	60 days	Mon 10/6/08	Sat 12/6/08				
22	GTG Package 100	30 days	Mon 10/6/08	Tue 11/4/08				
23	GTG Package 200	30 days	Mon 10/6/08	Tue 11/4/08				

Project: Manning RB-211 Project Exec

Date: Sat 10/9/2008

Task Split

Progress Milestone

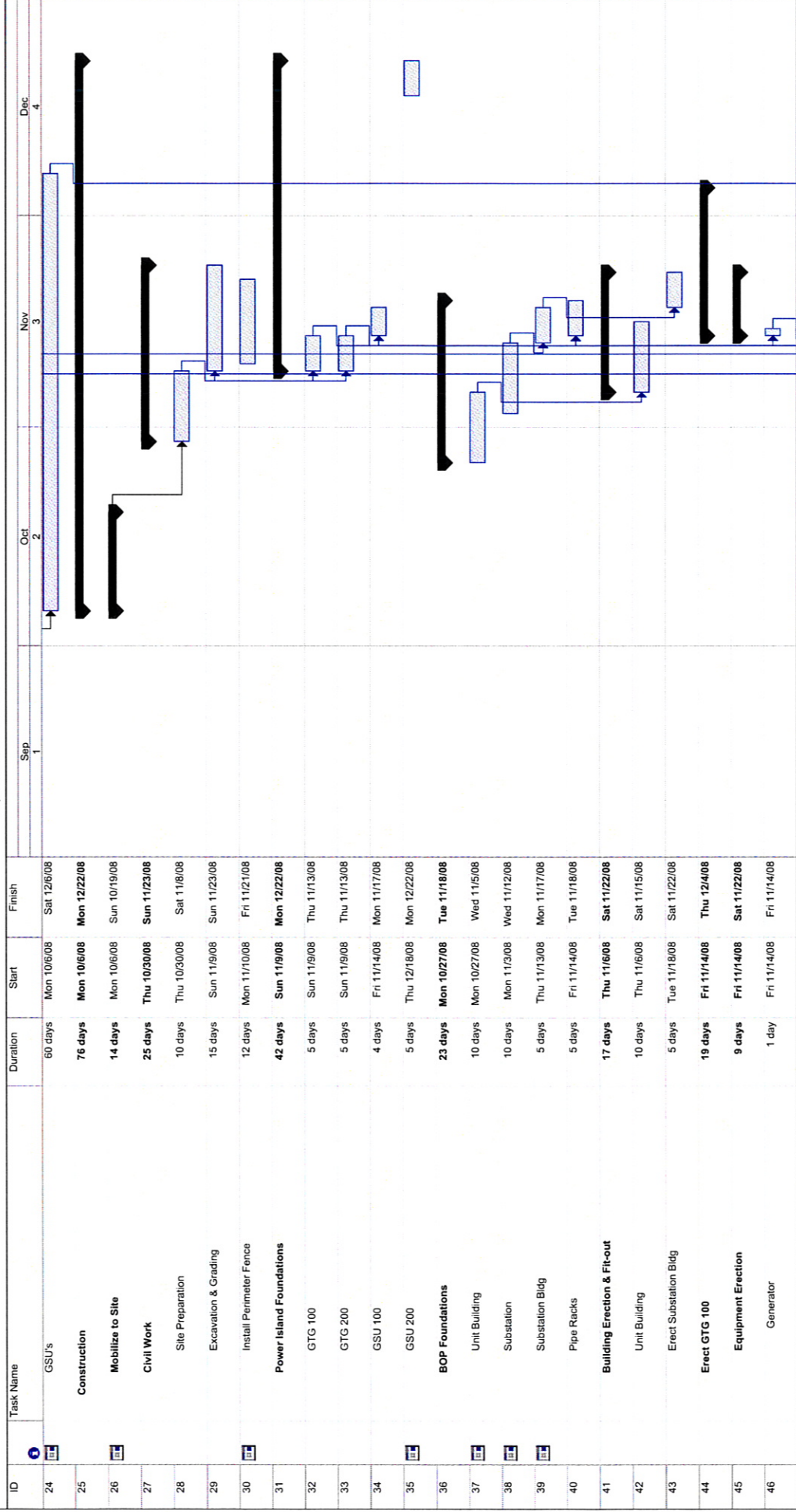
Summary Project Summary

External Tasks External Milestones

Deadline

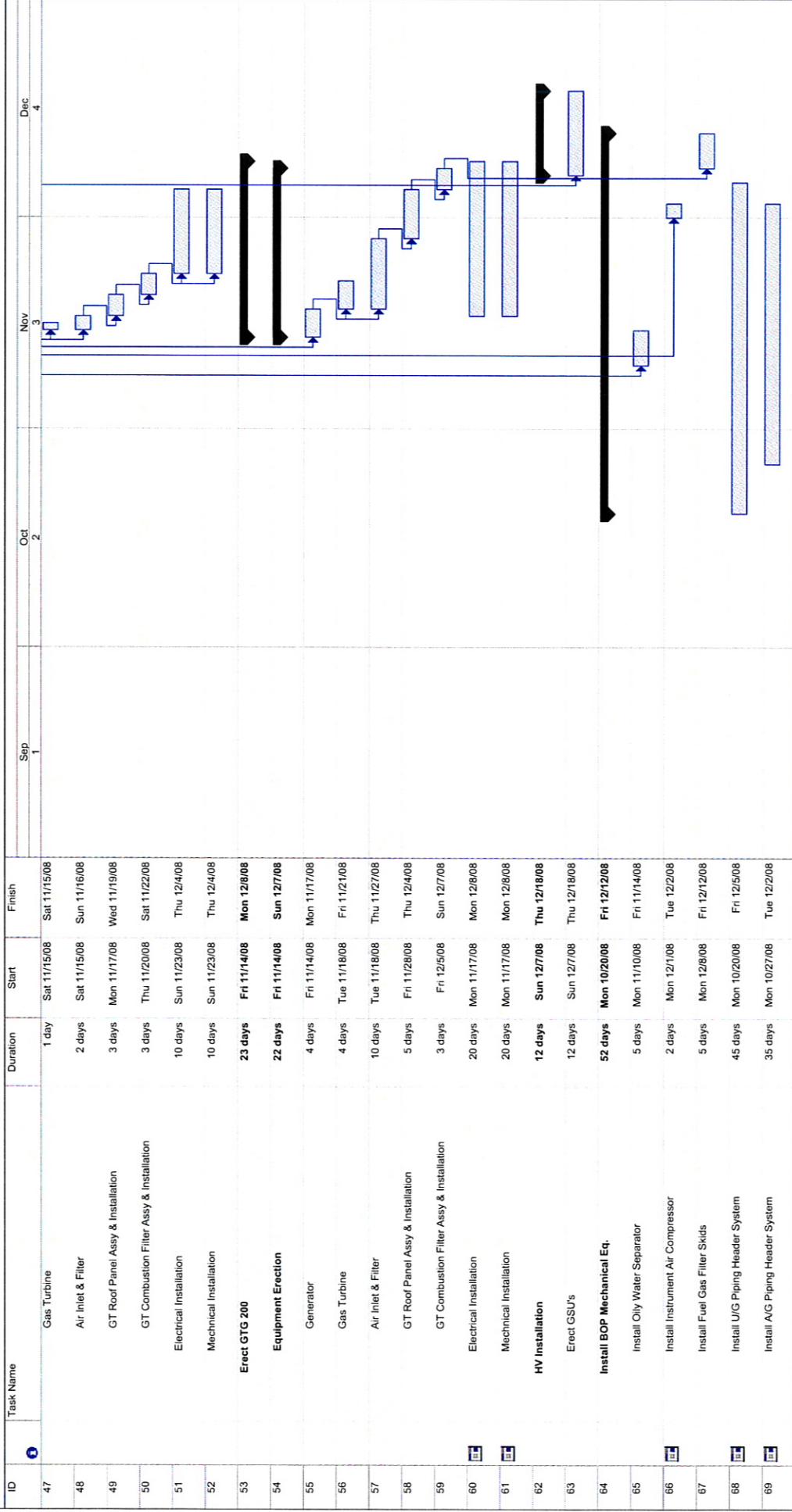
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Manning Project
RB-211 Simple Cycle Project
Project Executive Schedule



Task
 Progress
 Milestone
 Summary
 External Task
 External Milestone
 Deadline

Manning Project
RB-211 Simple Cycle Project
Project Executive Schedule



Manning Project
RB-211 Simple Cycle Project
Project Executive Schedule

ID	Task Name	Duration	Start	Finish	Sep 1	Oct 2	Nov 3	Dec 4
70	Install BOP Electrical Eq.	34 days	Thu 10/30/08	Thu 12/4/08				
71	Install U/G Duct Banks	15 days	Thu 10/30/08	Thu 11/13/08				
72	Install Elect Bldg Equipment & Aux Xfms	15 days	Mon 11/3/08	Mon 11/17/08				
73	Install Utility Bldg Equipment & Aux Xfms	15 days	Tue 11/18/08	Thu 12/4/08				
74	Install Ground Grid	15 days	Tue 11/18/08	Thu 12/4/08				
75	Install Cathodic Protection	15 days	Tue 11/18/08	Thu 12/4/08				
76	Install Area Lighting	15 days	Tue 11/18/08	Thu 12/4/08				
77	Commissioning and Startup	48 days	Fri 11/14/08	Wed 12/31/08				
78	BOP Commissioning	20 days	Fri 11/14/08	Fri 12/5/08				
79	GTG 100 Pre-Commissioning	17 days	Mon 12/15/08	Wed 12/31/08				
80	Mechanical	10 days	Mon 12/15/08	Wed 12/24/08				
81	Electrical	10 days	Mon 12/22/08	Wed 12/31/08				
82	GTG 200 Pre-Commissioning	17 days	Mon 12/15/08	Wed 12/31/08				
83	Mechanical	10 days	Mon 12/15/08	Wed 12/24/08				
84	Electrical	10 days	Mon 12/22/08	Wed 12/31/08				
85	GTG 100 Commissioning	2 days	Thu 12/25/08	Fri 12/26/08				
86	GTG 200 Commissioning	2 days	Thu 12/25/08	Fri 12/26/08				
87	Sync to Grid	2 days	Sat 12/27/08	Sun 12/28/08				
88	GTG 100 Available	2 days	Sat 12/27/08	Sun 12/28/08				
89	GTG 200 Available	2 days	Sat 12/27/08	Sun 12/28/08				
90	Performance Testing	1 day	Sat 12/27/08	Sat 12/27/08				
91	GTG 100	1 day	Sat 12/27/08	Sat 12/27/08				
92	GTG 200	1 day	Sat 12/27/08	Sat 12/27/08				

Project: RB-211 Project Exec

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Task Split

Progress Milestone

Summary Project Summary

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