

August 24, 2009

CORPOELEC
Corporación Eléctrica Nacional
Torre las Mercedes, Piso 5º Ofic 502-C
Av. La Estancia, Chuao
Caracas, Venezuela

Attn: Econ. Néstor Cheyene
Cc: Ing. Federico Albornoz

Dear Sir,

On July 28, 2009, we provided our updated and detailed turnkey proposal for the design, construction, installation and commissioning of a (2) Unit Frame 7EA plant at an existing site within the General Rafael Urdaneta Termoelectric Power Complex south of Maracaibo. As we pointed out in that proposal, the 230KV Transmission Line and Substation Bay were not included in our price at the time.

We have since been able to visit the site and determine the manufacturer and model of the equipment as well as the configuration of the rest of the substation which is under construction now. With this information, we are now prepared to provide our pricing for this additional scope.

Scope of Work

Attached are our drawings showing the layout of the additional transmission line and substation bay. In addition to the foundations and labor to erect, install and commission, scope includes the following:

230 KV Substation

- 3 230 KV SF6 Breakers
- 6 230 KV Disconnects
- 3 Dead End Towers
- 3 Lightning Arrestors
- 1 Line Current Differential Relay
- 1 Relay Panel to house Protective Relays and Switches
- 9 CT's
- 1 Lot 230 KV Insulators and ACSR Cable Bus & Fittings
- 1 Lot Lot interconnect with existing 120 V AC and 125 V DC

230 KV Transmission Line

- 4 Metal Tangent or Turning Poles (95ft)
- 3 Metal Transmission Poles (95ft)
- 1 Lot Bare 795 ACSR Cable
- 1 Lot Lot Static wire with Fiber Optic cable laced to it

Price

The firm fixed price for the turnkey construction of the 230KV Transmission Line and Substation Bay is **US\$ 3,369,000.00 + BsF 8,028,000.00.**

Payment Terms and Commercial Terms & Conditions

ProEnergy EPC Services will negotiate in good faith commercial terms and conditions which are mutually acceptable to both parties.

Validity

This proposal is valid for a period of (60) days.

We appreciate the opportunity to provide this proposal and look forward to providing the turnkey services to construct this plant on a fast track basis.

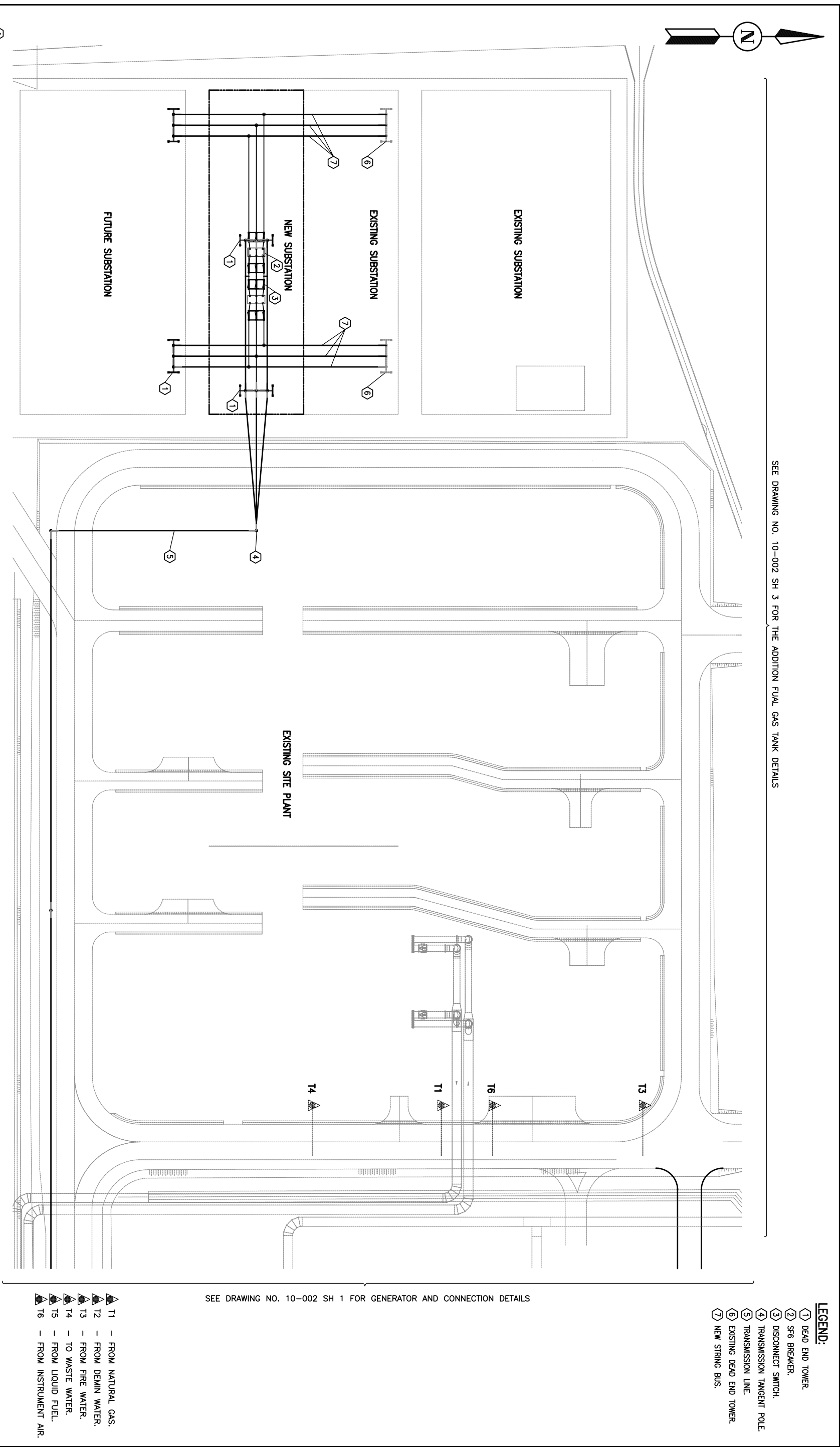
Sincerely,

Energy Parts Solutions

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

David Whisenhunt
Vice President

Cc: Jeff Canon, Scott Dieball, Joaquin Mavares

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