

M:B1 :F01USBKUS44ASTL0000000000
M:B2 :I70QBNPANL2AXXXN
M:27 :1/1
M:40A :IRREVOCABLE STANDBY

M:20 :SLCLSTL05425
O:31C:100112
M:40E:ISP LATEST VERSION
M:31D:100710 AT OUR COUNTERS
M:50 :ENERGY PARTS SOLUTIONS, LLC C/O
PROENERGY SERVICES, LLC 2001
PROENERGY BLVD. SEDALIA,
MISSOURI 65301, USA

Ms59 :
BARIVEN, S.A. C/O PDVSA SERVICES, B.V.
PURCHASING AGENT
PRESIDENT KENNEDYLAAN 19
2517 JK THE HAGUE THE NETHERLANDS

M:32B:USD27727965,33
M:41D:USBKUS44STL
BY NEGOTIATION

O:42C:SIGHT
O:42A:USBKUS44STL
O:45A:

O:46A:+BENEFICIARY'S SIGNED STATEMENT (PURPORTEDLY SIGNED BY AN AUTHORIZED SIGNER OF BENEFICIARY) AS FOLLOWS: QUOTE I, **GUILLERMO ARELLANO/PRESIDENT OF BARIVEN, S.A. OR JANKO LOVRICH/GENERAL MANAGER OF PDVSA SERVICES, B.V.** HEREBY CERTIFY THAT I AM A REPRESENTATIVE OF BARIVEN, S. A., /PDVSA SERVICES, B.V. AUTHORIZED TO EXECUTE THIS STATEMENT AND DEMAND PAYMENT OF USD (INSERT AMOUNT IN UNITED STATES DOLLARS) UNDER U.S. BANK NATIONAL ASSOCIATION, ST. LOUIS, MISSOURI, USA LETTER OF CREDIT NUMBER SLCLSTLQ5425. I FURTHER CERTIFY THAT THE AMOUNT OF OUR DEMAND REPRESENTS THE AMOUNT DUE AS A RESULT OF THE FAILURE OF DERWICK ASSOCIATES TO COMPLY WITH THE TERMS OF PURCHASE ORDER 5100077213 AND PDVSA SERVICES, B.V.'S TERMS AND CONDITIONS FOR GOODS & SERVICES PURCHASES LATEST REVISION. I FURTHER CERTIFY THAT BARIVEN, S. A. /PDVSA SERVICES, B.V. PRESENTED TO DERWICK ASSOCIATES WITH AT LEAST TEN (TEN) DAYS' WRITTEN NOTICE OF DERWICK ASSOCIATES FAILURE TO **FULFILL ITS OBLIGATIONS AS SPECIFIED IN THE PURCHASE ORDER 5100077213 AND OF (BARIVEN, S.A.PDVSA'S SERVICES, B.V.)** INTENT TO DRAW **IN PARTIAL OR TOTAL** PAYMENT OF USD (**USD27,727,965.33**) UNDER U.S. BANK NATIONAL ASSOCIATION, ST. LOUIS, MISSOURI, USA LETTER OF CREDIT IF SUCH FAILURE WAS NOT CORRECTED WITHIN SAID TEN (10) DAY PERIOD AND ATTACHED HERETO IS A TRUE AND ACCURATE COPY OF SAID WRITTEN NOTICE. UNQUOTE

THIS IRREVOCABLE STANDBY LETTER OF CREDIT IS AVAILABLE UNTIL AND INCLUDING JULY 10, 2010 (150 CALENDAR DAYS AFTER THE DATE OF ITS ISSUANCE), AFTER WHICH DATE IT EXPIRES AUTOMATICALLY AND IN FULL.

THE AMOUNT OF THE LETTER OF CREDIT WILL BE REDUCED **UPON WRITTEN APPROVAL OF BARIVEN, S.A. C/O PDVSA SERVICES, B.V. (CONTACT PERSON PATRICIA KAMPHAUS, PDVSA SERVICES, B.V. FINANCE SUPERVISOR, PHONE : +31-70-3488520, FAX NR : +31-70-3488540, E-MAIL : P.KAMPHAUS@BARIVEN.EU)** BASED ON ANY DRAWN MADE THEREUNDER BY BARIVEN, S.A. / PDVSA SERVICES, B.V. AND/OR ACCORDING TO THE AMOUNTS AND DATES IN **THE ESTIMATED** SCHEDULE BELOW:

AMOUNT OF REDUCTION	DATE	AMOUNT AFTER REDUCTION
USD 6,100,152.37	JANUARY 25, 2010	USD21,627,812.96
USD 1,940,957.57	FEBRUARY 15, 2010	USD19,686,855.39
USD 4,713,754.11	MARCH 1, 2010	USD14,973,101.28
USD11,645,745.44	MARCH 29, 2010	USD 3,327,355.84
USD 3,327,355.84	APRIL 26, 2010	0

PDVSA approval not needed as the SLOC amount reduces when payment is received and title is transferred.

May be a cost associated with extending the expiry date. Why the need to extend if last payment and title transfer is 4/10?

The SLOC is to secure advance payment and was not intended to be a performance bond.

The reference to the P.O. by reference includes all of the P.O. documents including the T&Cs.

O:47A:+ALL DRAFTS DRAWN UNDER THIS CREDIT MUST BEAR THE CLAUSE QUOTE
DRAWN UNDER U.S. BANK, N.A. CREDIT NUMBER
SLCLSTL05425 DATED JANUARY 12, 2010 UNQUOTE.

O:71B:ALL BANKING CHARGES, OUTSIDE THE ISSUING BANK, ARE FOR THE
ACCOUNT OF THE BENEFICIARY.

M:49 :WITHOUT

O:78 :

O:72 :REGARDS BXN9, STANDBY L/C DEPT