

From: [Krista Lowe](#)
To: [Jeff Canon](#); [Scott Dieball](#); [Joaquin Mavares](#)
Subject: RE: Resale GenSets TRENT 60 DF WLE 58MWe Cancel and replace the precedent mail
Date: Friday, April 09, 2010 12:12:42 PM
Attachments: [CXT-8528-SEC-T124-000 Iss A - GDF Packing List - 23rd March 10.xlsx](#)

I have highlighted undelivered items, delivery dates that have passed and delivery delay notes. Color key is on the bottom of the document.

Krista Lowe
Executive Assistant to the CEO
ProEnergy Services
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660-829-5100 office
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<http://www.proenergyservices.com>

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From: Jeff Canon
Sent: Friday, April 09, 2010 11:37 AM
To: Krista Lowe
Subject: FW: Resale GenSets TRENT 60 DF WLE 58MWe Cancel and replace the precedent mail

Please print and highlight the items that aren't delivered.

Jeff Canon
CEO & President
ProEnergy Services
2001 ProEnergy Blvd
Sedalia, Missouri 65301
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From: florent.bergeret@gdfsuez.com [<mailto:florent.bergeret@gdfsuez.com>]
Sent: Friday, April 09, 2010 11:14 AM
To: Scott Dieball
Cc: Jeff Canon; jean-francois2.fleury@gdfsuez.com; john.march@rolls-royce.com; jp.donolo@wanadoo.fr; olivier.salord@gdfsuez.com; Pragna.Shah@Rolls-Royce.com; Sudhir.Mayor@Rolls-Royce.com; thierry.saegeman@gdfsuez.com
Subject: RE: Resale GenSets TRENT 60 DF WLE 58MWe Cancel and replace the precedent mail

Scott,

Thanks for your e-mail. We are pleased to make this deal with you.

Some parts of the scope (including CEMS and exhaust stacks) are not yet completed and/or delivered. The associated excel spreadsheet give you an overview of the scope and for every part of it, the storage location (at Scales near Paris, or at Centrax in the UK) of the availability is also indicated in the file.

We have to check if for some parts, we can cancel the order and what could be the price deduct. We can send you quickly further information on this issue.

As I said to Sudhir, the price is 57 M€ for the scope of the sale (scope = Excel spreadsheet list), sorry but we don't want to manage any currency issues (initial cost was 60.1 M€).

Best regards,

Florent BERGERET
Responsable Développement & Intégration
Production Electricité France - Pôle Thermique



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sdieball@proenergyservices.com

08/04/2010 16:16

A Sudhir.Mayor@Rolls-Royce.com, florent.bergeret@gdfsuez.com
cc jean-francois2.fleury@gdfsuez.com, jp.donolo@wanadoo.fr,
olivier.salord@gdfsuez.com, thierry.saegeman@gdfsuez.com,
john.march@rolls-royce.com, JCanon@proenergyservices.com,
Pragna.Shah@Rolls-Royce.com

Objet RE: Resale GenSets TRENT 60 DF WLE 58MWe Cancel and replace
the precedent mail

Good morning Florent and thank you for the introduction Sudhir.

ProEnergy is ready to proceed with a contract for the purchase of the equipment and we would be pleased to provide GDF with a draft copy of the purchase and sale agreement (PSA) for its review and comments. Before drafting and sending the PSA, we have a couple of questions which may affect how we draft the PSA terms.

First, we understand the exhaust stacks and CEMS equipment are not yet completed and delivered. If that is the case, can you please advise when the date of completion and

delivery is expected for each of these components and/or if there is an ability to cancel the order for these components, and if so, what would be the associated price deduct for each of these components?

Second, is there an option to pay in US Dollars or do we need to pay in Euros?

We will await your response.

Regards,

Scott Dieball
Vice President, Business Operations
ProEnergy Services
616 FM 1960 West, Suite 750
Houston, Texas 77090
281-580-2111 direct
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From: Mayor, Sudhir [<mailto:Sudhir.Mayor@Rolls-Royce.com>]

Sent: Thursday, April 08, 2010 7:09 AM

To: Mayor, Sudhir; florent.bergeret@gdfsuez.com

Cc: jean-francois2.fleury@gdfsuez.com; jp.donolo@wanadoo.fr; olivier.salord@gdfsuez.com; thierry.saegeman@gdfsuez.com; March, John (RR Energy Systems); Scott Dieball; Jeff Canon; Shah, Pragna

Subject: RE: Resale GenSets TRENT 60 DF WLE 58MWe Cancel and replace the precedent mail

Florent/Olivier

We have now concluded our review and confirm that we would like our Purchaser to contract directly with GdF for the 4 units.

I would to introduce Jeff Canon and Scott Dieball (contact info below) from ProEnergy. Jeff is the President and Scott is VP Operations.

These will contact you directly to initiate contract discussions to conclude the sale of the 4 units.

Many thanks for you patience and look forward to meeting with you after the contract is signed. In the interim please do not hesitate to contact me if you require my help.

Regards
Sudhir Mayor
VP Sales

The ProEnergy contact information is as follows:

Scott Dieball
Vice President, Business Operations
ProEnergy Services
616 FM 1960 West, Suite 750
Houston, Texas 77090 USA
281-580-2111 direct
281-580-1112 fax
832-212-1645 cell
660-829-5100 office
Email: sdieball@proenergyservices.com
Website: <http://www.proenergyservices.com/>
or
Jeff Canon
President and CEO
jcanon@proenergyservices.com
Phone: 660-829-5100

-----Original Message-----

From: Mayor, Sudhir
Sent: 01 April 2010 15:44
To: 'florent.bergeret@gdfsuez.com'
Cc: jean-francois2.fleury@gdfsuez.com; jp.donolo@wanadoo.fr;
olivier.salord@gdfsuez.com; thierry.saegeman@gdfsuez.com; March, John (RR
Energy Systems); Shah, Pragna
Subject: RE: Resale GenSets TRENT 60 DF WLE 58MWe Cancel and replace the
precedent mail

Florent

My appologies for not coming back to you earlier. We have been trying to understand the total scope including the missing/incomplete items from Centrax.

This work is ongoing.

We have however been reviewing how best to contract to buy these units for onward selling to our client. Although we have not reached a final conclusion we are tending towards the end client purchasing these units directly from you. We will be able to confirm this by next week.

The purchaser will then buy any other services directly from Centrax or RR if required.

Hope you all have a good Easter hoilday.

Regards

Sudhir Mayor

-----Original Message-----

From: florent.bergeret@gdfsuez.com [mailto:florent.bergeret@gdfsuez.com]

Sent: 25 March 2010 09:49

To: Mayor, Sudhir

Cc: jean-francois2.fleury@gdfsuez.com; jp.donolo@wanadoo.fr;
olivier.salord@gdfsuez.com; thierry.saegeman@gdfsuez.com

Subject: Re: Resale GenSets TRENT 60 DF WLE 58MWe Cancel and replace the precedent mail

Importance: High

Sudhir,

Thanks for your quick answer. We agree to sell the Equipment described in the Excel spreadsheet sent by Jean-François on 23rd of March for a price of 57 Million Euros (i.e. 76 M\$ converted in Euros at the exchange rate of 1.3337) Ex Works Incoterms 2000 (actual place of storage) subject to the negotiation and execution of contractual documents satisfactory to us including notably the following provisions:

- the transfer of title on such Equipment shall occur and any action (including modification, ...) on the Equipment shall be performed when the total above mentioned price has been paid to us by the Buyer,
- we intent to assign to the Buyer the existing Engineering and Procurement Contract or sign any other arrangement provided that we receive a discharge from the Buyer and from Centrax of all our obligations under such EPC Contract and/or in connection with the Equipment.

On our side, the team in charge of this project will be constituted by Olivier Salord (contractual aspects), Jean-François Fleury (technical aspects) and I (commercial aspects).

Best regards,

Florent BERGERET

Responsable Développement & Intégration
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Sudhir.Mayor@Rolls-
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24/03/2010 10:25

A jean-francois2.fleury@gdfsuez.com
cc florent.bergeret@gdfsuez.com,
jp.donolo@wanadoo.fr

Objet Re: Resale GenSets TRENT 60 DF WLE 58MWe
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Jean-francois

Many thanks for the data.

This is to confirm that we would like your confirmation before end of the week if GdF are in principle agreeable to sell the complete scope as listed in your documents at 19 MUSD/unit for all the 4 units.

Regards

Sudhir Mayor

From: jean-francois2.fleury@gdfsuez.com <jean-francois2.fleury@gdfsuez.com>

To: Mayor, Sudhir

Cc: florent.bergeret@gdfsuez.com <florent.bergeret@gdfsuez.com>;

jp.Donolo@wanadoo.fr <jp.Donolo@wanadoo.fr>

Sent: Tue Mar 23 17:11:27 2010

Subject: Resale GenSets TRENT 60 DF WLE 58MWe Cancel and replace the precedent mail

Sudhir,

I modified the excel file "packing list" with a compatible version different as 2007 (I hope so).

If any problem don't hesitate to contact me.

Regards.

JFF

Dear Sudhir,

Good to speak to you today.

Following our meeting please find here after some documents regarding the GenSets....As we said, you can find in the packing list the dates of delivery and the storage location of each packing.

At the present time the four machines including gas turbine and generator packages are stored at Saint Ouen l'Aumône (SCALES company) near Paris, the four gas turbine engines are stored in south England at CENTRAX factory. All equipments are indoor in control climatic conditions for temperature and relative humidity, they are stored by the end of Q4 2009.

The at cost price for us today is 60.1M€ EXW incoterm 2000, storage locations.

If you want it's possible to visit the storage location near Paris, not so far ROISSY CDG airport.

Please find here attached some technical documents :

- technical summary scope,

- GenSets interfaces

[rattachement "CXT-8528-SEC-T113-100_Iss_F_PRO-LIS-GENSET_UTILILITY_CONSUMPTION_LIST[1].pdf.zip" supprimé par Jean-Francois2 FLEURY/A/DE/GDF/FR]

- GenSet general lay out

[rattachement "CXT-8528-SEC-T109-100_ISS_C[1].pdf.zip" supprimé par Jean-Francois2 FLEURY/A/DE/GDF/FR]

- Packing list

Still to your disposal for more information regarding the GenSets, don't hesitate to contact me.

Best regards.

Jean-Francois FLEURY

Chef de projets

Service Ingénierie & AMO

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