

From: [Jeff Canon](#)
To: [Joaquin Mavares](#)
Subject: Fw: RE Offer to Purchase Four (4) Rolls Royce Trent Packages
Date: Saturday, March 27, 2010 9:50:56 AM

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From: "jean-francois2.fleury@gdfsuez.com" <jean-francois2.fleury@gdfsuez.com>
Date: Sat, 27 Mar 2010 09:39:11 -0500
To: Scott Dieball<sdieball@proenergyservices.com>
Cc: Jeff Canon<JCanon@proenergyservices.com>;
florent.bergeret@gdfsuez.com<florent.bergeret@gdfsuez.com>
Subject: RE Offer to Purchase Four (4) Rolls Royce Trent Packages

Hello Scott,

I only discover your mail now. Thank you for your introduction and your proposal.

At the present time I don't know exactly the amount to modify 50Hz in 60Hz but in the next week I'll can find it with Centrax, the english packager of the gas turbine TRENT60 Rolls-Royce for Europe.

We have some offer already made to Customers having different projects and notably in south america with 60Hz network and your proposed price is rafly the same.

We are waiting for several final project decisions in same time, the first favourable one for us will be the best one.

I'll give you more information next week, the cost of 60Hz GenSets modifications and may be the

resaling of our equipments.

Don't hesitate to contact me.

Regards.

Jean-Francois FLEURY

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sdieball@proenergyservices.com

26/03/2010 23:32

A jean-francois2.fleury@gdfsuez.com

cc JCanon@proenergyservices.com

Objet Offer to Purchase Four (4) Rolls Royce Trent Packages

Jean Francois,

By way of introduction I am Vice President and General Counsel for the ProEnergy companies headquartered in Missouri, USA, and with offices around the globe.

ProEnergy is a diversified U.S. company involved in the power and energy markets throughout the world. For more information about our company please go to our webpage at www.proenergyservices.com.

ProEnergy is currently looking at options for short term delivery on gas turbine generator equipment in order to support a number of projects that we are currently engaged as EPC contractor,

We are interested in the purchase of GDF Suezs four (4) Rolls Royce Trent packages; however, since our projects are all in 60 Hz markets, these units would require converting them from 50 Hz to 60 Hz. Therefore, the cost and time to convert these units impact the price we can offer to purchase these units.

In preparation for any consideration in the purchase and sale of these units this week we engaged Rolls Royce to define very quickly the commercial and delivery impact of the conversion process. While there has been some exchanges, it is apparent that

Rolls Royce will not be able to confirm the costs for the conversion until the middle or latter part of next week.

In order to give GDF Suez serious consideration to sell the four (4) Rolls Royce Trent packages, ProEnergy is prepared to offer U.S.\$19.25 Million for each package (U.S.\$77 Million for all four (4) packages). Along with the equipment we would be assigned all rights to equipment warranties, TD&I services, and such other scope of supply to be provided by Rolls Royce under your contract(s) with them. Our offer would also be subject to reaching an agreement with Rolls Royce on the transfer of such rights along with the conversion of the units from 50 Hz to 60 Hz.

ProEnergy has immediately available funds to close this transaction. If we are able to reach agreement with Rolls Royce next week on the commercial and timing impact of the conversion of these units then we will be in a position to close and fund the transaction immediately once a definitive agreement is executed between ProEnergy and GDF Suez.

If this offer is acceptable to GDF Suez then we would be pleased to begin drafting the definitive purchase and sale agreement and forward the same to you for your review.

I have also copied Jeff Canon, our CEO and President, on this transmittal.

We look forward to your response at your earliest convenience and please do not hesitate to contact either Jeff or myself should you have any questions.

Regards,

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L'adresse e-mail de votre correspondant a chang. Elle devient:

prenom.nom@gdfsuez.com

Nous vous remercions de bien vouloir procéder la mise à jour de votre répertoire.

Your correspondent's e-mail address has changed. It is now:
firstname.familyname@gdfsuez.com

Thank you for updating your address book accordingly.

Het e-mailadres van uw correspondent is gewijzigd. Het wordt:

voornaam.naam@gdfsuez.com

Gelieve uw adressenbestand aan te passen.

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