

**Letter of Intent
(Specimen)**

Mr. Gus Papadakos
President
CINERGEX SOLUTIONS LTD..
15578 Highway 48 R.R. #3,
Stouffville, Ontario,
Canada, L4A 7X4

Ref: Waste to Electric Power conversion units

Dear Mr. Papadakos:

Through the promotion done by Messrs. _____ and information supplied by CINERGEX SOLUTIONS LTD. (CSL), we were introduced to PRACTICAL ORGANIC WASTE ENERGY RECOVERY, INC (POWER), products, namely, the construction and installation of waste conversion plants. We are aware that although those plants are self-financed by the sale of energy generated through the operation, the consortium of POWER and CINERGEX ENERGY SYSTEMS LTD., with the support of public financing entities in Canada and the United States of America, you are also prepared to extend financing for the purchase of these plants.

In principle, we are considering this proposal with interest, as a best solution for the utilization and recycling of the municipal waste in the city (ies) of _____. The _____, initially intends to acquire _____ () 250 TPD/5 MW Solid Waste to Electric Power conversion units, at total cost of _____ Millions U.S. Dollars (USD..... , 000,000.00).

Our objective is to complete the installation, and start up, of those _____ (_____) units within a one (1) year construction period.

The security for this financing will be in form of an irrevocable and transferable full face value financial guarantee issued by the GOVERNMENT OF _____, which will carry an endorsement by a recognized International Bank, if required. The financing will be in the form of US Dollars. Repayment will be made in US Dollars, with taxes, conversion costs, insurance or additional costs to be borne by the purchaser.

In requesting this funding and consulting services for the above referenced projects or purpose, the _____, and the entities it represents hereby award to POWER and CINERGEX SOLUTIONS LTD., the exclusive rights to represent this company/municipality for the acquisition and funding of the above specified Solid Waste to Electric Power conversion Plants.

Sincerely,