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CLEANFUEL USA

To Whom It May Concern:

As the President and CEO of CleanFUEL USA, I am excited to provide you with details on the national propane infrastructure development project we are investing in with our partner, ConocoPhillips. As you know, alternative fuels have become a large focus for our country and although there are several options available for fleets today, we feel propane is the most viable. We believe propane is the "Right Now" fuel that can deliver "Right Now" results. The results of gasoline displacement and lower tailpipe emissions relative to Carbon Footprint are achievable with propane!

We realize that the advancement of propane as an alternative fuel relies on the availability of the fuel itself and we have officially taken the steps to committing ourselves to that cause. With mature distribution via pipeline and terminals and bobtails already in place throughout the USA, our large undertaking with ConocoPhillips will strengthen an already stable and developing market of infrastructure development. The program will take it from remote locations in each city to convenient retail locations via the ConocoPhillips station network.

With this increase in infrastructure the progression will be towards the need for more engine offerings. CleanFUEL USA has worked diligently over the past three years to advance those engine offerings with EPA and CARB certified Liquid Propane Injection systems. In 2007, we successfully received certification for the GM 8.1L engine and have witnessed its success in several applications including the Blue Bird Propane Vision bus. With the assistance of PERC, we are approaching release on the GM 6.0L engine as well as the Ford 5.4L. Other manufacturers, including Roush and Impco Technologies (Fuel Systems Solutions, Inc.), are working to produce additional engine options, yet the cost of research and development, coupled with the cost of EPA certifications is substantial. Without the aid of entities such as the CEC, we will be unable to advance in such a way necessary to displace millions of barrels of oil utilized by American fleets.

Propane is a "right now fuel." With a major push to improve the infrastructure system, we are removing the barriers of the advancement of this alternative fuel. Now, we ask that you please consider playing a key role in partnering with the propane industry to support the demand side by keeping funds for the RD&D side available so we can grow the market with additional engine offerings. I know we can achieve similar success that other countries like Australia have had (14% displacement using propane) and grow this market back to over 1 billion gallons usage for the transportation sector like we had in the early 1980's. We can do it through partnerships and we can do it NOW!!

Thank you,

Curtis Donaldson
President & CEO
CleanFUEL USA

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2009 Propane Engine Fuel

National Infrastructure Development Program

Executive Summary
March 1st, 2009

I. Company

Clean Fuel USA (CFUSA) is the leading propane engine fuel infrastructure and technology company in the United States. For over 15 years CFUSA has developed key products to support the development of the alternative fuel industry. Propane engine platforms, propane engine fuel dispensers and propane fuel management fleet programs are products produced and marketed by the CFUSA team.

Currently CFUSA develops and manufactures the only OEM Liquid Propane Injection (LPI) engine technology that is now being utilized by both private and public fleet organizations. In 2008 CFUSA, in partnership with GM, Ford (Roush Engineering), and Blue Bird, enjoyed the largest new alternative propane engine adoption in the United States over the past 30 years. This alternative fuel fleet growth will accelerate on a larger scale in late 2009 with the introduction of new engine platforms and increased interest from fleet organizations for alternative fuel choices.

II. Market Opportunity

In 2009 CFUSA is embarking on a key strategic alternative fuel infrastructure development program in the United States.

Fleet operators are looking for opportunities with their fleets to cut fuel costs, lower harmful emissions, meet or exceed compliance with National and local clean air standards, and reduce the dependency on foreign oil imports. Key decision points for fleet managers are also linked to the availability of refueling infrastructure and the ability to have service training and readily available service for their fleet engine choices. **There are a number of retail propane fueling sites available today in the United States, but very few have the ability to fill engine fuel vehicles and almost none have self service functionality or fleet management fuel programs.**

CFUSA has addressed this need from an engine technology standpoint and is now at the critical stage in the business development life cycle of propane as a viable engine fuel in the U.S. to deploy the leading alternative propane fueling infrastructure products and programs manufactured by CFUSA. Propane fueling site availability is a critical decision point for large and small fleet operators in choosing alternative fuel programs and CFUSA has the solution to this very large and pressing opportunity.

III. Infrastructure Development Plan

CleanFUEL USA is bringing together leading companies in the current fueling and alternative fuel industries to build a network of propane engine fuel stations to support the rapid expansion of propane as a new fleet engine fuel choice in the United States. This expansion will be targeted to a specific number of cities that have a large infrastructure requirement and a large number of fleet operations. CFUSA today manufactures the only U.L Approved propane engine fuel dispenser in the United States. These dispensers are similar to standard gasoline and diesel fuel dispensers that are commonly used at most retail locations throughout the Nation.

In partnership with Conoco, CFUSA will be developing multiple sites for propane engine fuel infrastructure development. These sites will be targeted and geographically strategic to support fleets that operate in and around the targeted metropolitan markets.

Along with the development of propane engine fuel sites, CFUSA will be building and developing CFUSA Propane Engine Tech & Sales Centers. These Tech Centers will support the expansion of propane as an attractive engine and fuel choice for fleet operators in the targeted cities. The Tech Centers will provide service training, engine service and maintenance, customer service, and sales for fleet operators in the targeted cities.

CFUSA's Infrastructure Development Plan is consistent with the Propane Education and Resource Council (PERC)'s initiatives to promote propane as an alternative engine fuel. The CFUSA development plan will target many of the same cities and target audiences as the PERC funded advertizing and promotional activities in 2009.

Location and Site Plan

The Infrastructure Development Plan will initially target 10 large metropolitan cites where which possess critical success factors. Once we have secured fleet commitments and begun infrastructure development in these cities, we can expand in a "spoke and hub" manner, or along major transit corridors, increasing our national coverage.

CFUSA and Conoco Phillips have selected 10 metropolitan markets based upon the following critical success factors:

1. Current propane fleets operating in market
2. Potential propane fleet targets in market
3. Current ConocoPhillips Branded fueling locations
4. Propane motor fuel availability
5. Political and regulatory policies favorable to propane fuel
6. Clean Cities Program located in selected city

Selected metropolitan markets will be equipped with 6-10 LPG engine fuel fueling stations in accordance to their site functionality and geographic positioning within that metropolitan market. Stations will be sited at both Fleet Owner location and at various ConocoPhillips Branded locations around the Metropolitan area.

CFUSA and ConocoPhillips will coordinate travel to the selected cities for "Roll-Out" meetings with key prospective fleet customers, Clean City Coordinators and any appropriate local government and regulatory agencies. The city Roll-Out is currently planned in the following phases:

- **Phase-I Development** - (8-10 refueling sites per metro market)
  - *Atlanta, Houston, Chicago, Denver, Sacramento*
- **Phase-II Development** – (8-10 refueling sites per metro market)
  - *Southern California (LA, Orange County, Inland Empire) ,San Antonio and Austin*
- **Phase-III Development** – (6-8 refueling sites per metro market)
  - *Oklahoma City, Kansas City, Dallas, Seattle, St. Louis, Phoenix*
- **Phase-IV Development** – (6-8 refueling sites per metro market)
  - *Minneapolis, Detroit, Cincinnati, Baton Rouge/New Orleans, Milwaukie, Anchorage, Buffalo, Albuquerque,*

Fueling Site Estimated Development Costs

Equipment	$ 47,000
Supplies/Materials	$ 6,000
Site Prep	$ 5,000
Optional Awning	$ 15,000
Installation/labor	$ 4,000
Regulatory	$ 1,000
Marketing Materials	$ 5,000
Total	$ 83,000

*All estimates are per individual fueling site

IV. Clean Fuel USA / LPG Motor Fuel Tech Center

In each selected metropolitan market, a CleanFUEL USA branded technical sales & service center will be built to:

- Support local development of propane engine fuel fleet customers
- Support propane engine fuel fueling sites in selected metropolitan markets
- Provide propane technician training and fleet technical support
- Provide propane vehicle fuel system conversion programs
- Support customers with full propane vehicle service and maintenance including mobile service dispatch

1. Staffing
    a. 1 - General Manager
    b. 2 - Service Technicians (launch with 2)
    c. 1 - Sales and Customer Service Manager
    d. 1 - Engine Training Manager
2. Footprint
    a. Minimum 3 bay service center with showroom/waiting room
    b. Vehicle parking for 10 to 15 vehicles
    c. On site fueling center
3. Equipped with
    a. Chassis dynamometer with IM240 emissions testing capability
    b. Propane reclamation equipment for servicing vehicle fuel storage tanks safe and efficiently
    c. All reference data required to service any propane fueled vehicle in the market

V. Strategic Alliances / Project Support / Industry Initiatives

ConocoPhillips

- **Conoco Phillips**

- $500,000 in 2009 for site development and equipment

With operations in nearly 40 countries, ConocoPhillips is the third-largest integrated energy company in the United States, based on market capitalization, oil and natural gas reserves. ConocoPhillips uses its pioneering spirit to responsibly deliver energy to the world each and every day. ConocoPhillips operates a national propane marketing business backed by substantial propane production from its refineries and gas plants.

PROPANE education & research COUNCIL

- **PERC – (Propane Education & Research Council)**

- $553,000 for marketing and local fleet sales development

PERC promotes the safe, efficient use of odorized propane gas as a preferred energy resource through consumer and employee education and technology development and commercialization. The Council was authorized by the U.S. Congress with the passage of the Propane Education and Research Act (PERA), October 11, 1996

- **DOE - Department of Energy**

- **CFUSA is preparing (a/several? Grant Request?) to DOE under their (Program) which has allocated ($600 million for alternative energy infrastructure development projects) The CFUSA funding request is consistent with both DOE's goals in the (program) and CFUSA's** Infrastructure Development Plan. Etc.

- **National Renewable Energy Labs**

- $20,000 per selected metro market; marketing/training for fleet operators (this is NREL right?)

- **Local Propane Marketers**

- Labor for site installation and site development / equipment installation

- Distribution of propane from refineries and pipeline terminals to the fueling site.

- **Other LPG Motor Fuel Partners**

- Blue Bird Bus ; GM; Ford (Roush) , PRINS, GM Master Dealers

VI. LPG - Motor Fuel Analysis

Propane is a high quality clean burning fuel that's proven, available, and a high performer as an engine fuel. Propane is considered an alternative fuel under the Energy Policy Act of 1992 and propane is the most widely used alternative fuel in the United States today. There are more than 300,000 on-road and over 5 million off- road propane powered vehicles in the United States and well over 10 million on-road vehicles worldwide. Internationally, propane is often referred to as "Autogas", as its acceptance as a engine fuel is much ahead of the U.S market. The adoption of propane engine fuel in the U.S. is growing rapidly due to propane's engine fuel performance, affordability, environmental qualities and availability in the U.S.

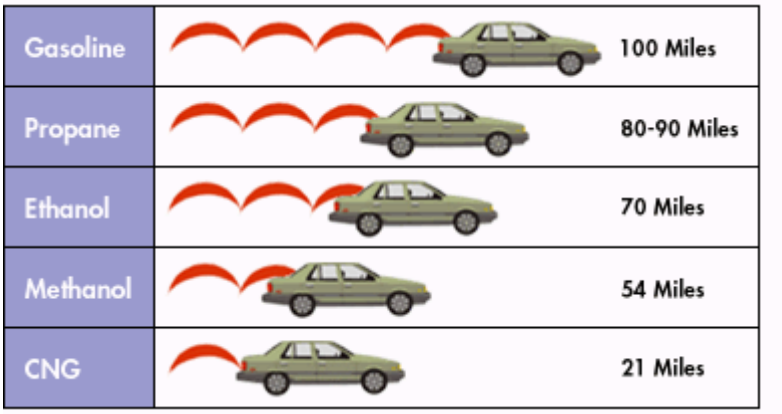
- **Availability**

    i. Propane is widely available in the U.S. as 90+% of propane is produced within the Country, resulting from Natural Gas production and crude oil refining. Over 60,000,000 Americans currently use propane on an annual basis.

- **Performance**
    i. Propane average Octane rating = 104
        1. Unleaded avg = 89
        2. Diesel avg. = 92

    ii. Propane BTU per Gallon = 92,000
        1. Unleaded = 119,000
        2. Ethanol = 80,000

iii. Propane engine fuel miles per gallon comparison



This comparison uses identical vehicles optimized for their specific fuel. The baseline is a gasoline-fueled vehicle with enough fuel to travel 100 miles. Distance shown is based on the relative energy content (British Thermal Units - BTUs) of each fuel gallon

- **<u>Environmental Qualities</u>**
  Recent tailpipe emissions tests performed on Orange County (California) Transit Authority's propane buses showed they emitted 87 percent less total hydrocarbons, 50 percent less nitrogen oxides, and 40 percent less particulate matter than gasoline-fueled buses.

  i. Propane GHG (Green House Gas) Profile = 1.0 per 1 gallon / 25% reduction
     1. Unleaded = 1.23 per 1 gallon
     2. Diesel = 1.56 per 1 gallon

  ii. Propane Carbon Dioxide released per BTU = 62.7 kg CO / 10% reduction
     1. Diesel = 72.5
     2. Unleaded = 70.5

- **<u>Affordability</u>**

  The upfront costs of propane fleet vehicles can be offset by lower operating and maintenance costs over the lifespan of the vehicles, as well as lower fuel costs which are the largest expense for fleet operators today.

  i. Propane National Average cost per gallon comparison (2/09/2009)

     1. Propane - $1.45 *per gal
     2. Unleaded - $1.92 per gal
     3. Diesel - $ 2.21 per gal

  *LPG motor fuel qualifies for a $.50 per gallon tax rebate-included in analysis

CleanFUEL USA

Since inception in 1993, CFUSA is recognized by fleet managers, fuel equipment manufacturers and distributors throughout the world for building safe and reliable equipment that satisfies environmental regulations and lessens U.S. dependence on foreign oil. From fuel and refueling infrastructure to station equipment, engine systems and fleet management programs, CFUSA provides the "Total Alternative Fuel Solution" with superior economic and environmental advantages.

I. Management Team

Curtis J. Donaldson, Director, Chief Executive Officer and President

After graduating from Texas A&M University with a BBA in Management in 1981, Curtis was commissioned a 2nd Lt. in the U.S. Army and served eight years in National Guard units in Texas in the Field Artillery. Curtis spent over 10 years with Conoco in various capacities, ending his career in 1992 as the Coordinator of Alternative Fuel Marketing. After leaving Conoco, he started what is today CleanFUEL Holdings, Inc... Curtis has served on the Propane Education and Research Council and as the Chairman and Board member of the National Ethanol Vehicle Coalition. The Department of Energy's Clean Cities Group awarded him the Alternative Fuel "Hero" Award. Curtis lives in Belton, Texas.

Brian R. Jones, Chief Financial Officer, Treasurer and Secretary

Brian received a BBA in Accounting from the University of Houston and began his career with KPMG obtaining the level of position Senior Manager- manufacturing, retail and distribution. Subsequent to his tenure with KMPG, Brian has served as Chief Financial Officer or Vice President-Finance and Administrative in startup, growth, and turnaround business environments. His responsibilities have encompassed all facets of financial and administrative functions. He is a Certified Public Accountant in Louisiana and Texas. Brian resides in Lake Charles, Louisiana.

Al McFadden, Director of Business Development

Al joined the company in 2004 following 33 years with Detroit Diesel Corporation culminating as Senior Vice President responsible for worldwide field sales and service operations. Al is a Member of the Society of Automotive Engineers. Al lives in Phoenix, Arizona.

Wayne Moore, Senior Manager—Customer Service

Wayne attended Memphis State University majoring in music and worked in the music industry from 1970 to 1980. In 1980, Wayne joined the propane industry as District Manager of Petrolane Gas Service and doubled the business in less than 2 years. Wayne played a key role in the initial launch of the Company's LPI program and the development of ESPAGAS (Mexico) grossing $22 million in sales in 2 years and served as Director General of IMPCO/BRC of Mexico. Wayne resides in Bradenton, Florida.

Robin Parsons, Senior Development Engineer

Following twelve years of service in the Armed Forces, Robin joined the propane industry with Petrolane, growing with the company to the level of Regional technical manager for engine fuel business. He has an extensive background in alternative fuel engine system engineering (LPG and CNG) as well as international business development. Robin has been with the Company since 1999. Robin resides in Georgetown, Texas.

Brian Grimm, Vice President—Energy Management

Brian graduated from Washington State University with a BA in Business Management and the University of Southern California in their Executive Financial Management Program. He spent eleven years working in the food industry with Kraft Foods in the Western States followed by eight years working in the propane industry with Ferrellgas in field sales, national account sales and overall national sales leadership. His responsibilities at Ferrellgas included managing a large national sales team and all key national accounts, sales marketing and key business development programs. Brian lives in Kansas City, Missouri.

Rich Morris, Vice President—Production

Rich graduated from Sangamon State University (University of Illinois, Springfield) with a BBA in Management. During his 32 years tenure with Caterpillar, Inc., Rich served in various capacities including senior quality engineer, production superintendent, process planner, and research and development project supervisor. Rich is also a certified Six Sigma Blackbelt. He resides in Waco, Texas.

II. CFUSA Products & Services

- ***Distribution:*** The infrastructure for the distribution of propane engine fuel is well established and accessible in the United States. In late 2008, we entered into an Agreement of Cooperation with ConocoPhillips ("COP"), which included a direct wholesale propane motor fuel supply relationship with COP We have the in-house expertise to manage all aspects of propane fuel distribution.
- ***Engine Fuel Systems****:* CFSUA has developed, certified and markets the Liquid Propane Injection (LPI) system for the GM 8.1L engine, the company is currently developing additional LPI systems for several new platforms including the GM 6.0L engine and Ford 4.6L for the E250 van. By the end of 2009, we expect to have a total of seven to eight engine system applications available to market and six additional applications under development for certification.
- ***Fueling Infrastructure:*** There are approximately 3,000 publicly accessible propane refueling sites in the U.S. but less than 5% of them have the ability to service propane engine fuel applications and a much lower percentage have self service functionality or fleet management capabilities. CFUSA offers the only UL listed electronic propane engine fuel dispensers on the market. We encompass the in-house design and implementation expertise for both fixed and movable propane fueling sites and complement these dispenser offerings with proprietary fleet fuel management and point of sale systems.

III. CFUSA's Business Outlook

CFUSA is in a unique position to lead the propane alternative engine fuel industry and take advantage of the growing opportunities for propane engine fuel within the transportation market.

The alternative fuel industry is in the early development stages in the United States and the demand for products and services is strong but the suppliers are few and fragmented. The current federal and state legislative landscape for alternative fuel is also very favorable and this added to the desire for fleet operators to decrease costs, cut harmful emissions, and reduce the dependence on foreign oil are strong growth factors for CFUSA.

CFUSA primary success drivers for the future:

- Alternative fuel market growth in US
- Current U.S. Administration
- Highly fragmented industry
- Certified, reliable, adopted technology
- Experienced leadership team

CleanFUEL USA's future growth is brighter than ever in the United States and the overall market dynamics for alternative fuels have never been more favorable than now. The US Congress has passed The American Recovery and Reinvestment Act (HR 1) -- the economic stimulus package at a total cost of $790 billion. The bill includes numerous provisions to try to jumpstart the economy and advance alternative fuel deployment strategies. Propane engine fuel projects are eligible for programs that total more than $15 billion.

Clean Fuel USA

Phase 1 Infrastructure Development

CHICAGO, ILLINOIS

Chicago is Nations the largest Midwestern city as well as the third-most populous metro market in the United States with more than 6 million residents.

Chicago is a major transportation hub in North America and the transportation, financial and industrial center of the Midwest. It is an important component in global distribution, as it is the third largest inter-modal port in the world after Hong Kong and Singapore. Additionally, it is the only city in North America in which six Class I railroads meet and O'Hare International is the second busiest airport in the world.

Chicago has the third largest gross metropolitan product in the nation — approximately $440 billion according to 2007 estimates. The city has also been rated as having the most balanced economy in the United States, due to its high level of diversification.

Manufacturing, printing, publishing and food processing play major roles in the city's economy. The construction of the Illinois and Michigan Canal, which helped move goods from the Great Lakes south on the Mississippi River, and of the railroads in the 19th century made the city a major transportation center in the United States. Chicago continues to be a major transportation and distribution center and is a critical city in the development of alternative engine fuels for the future.

I. Chicago Fleet Vehicle Vital Stats

a. Fleet opportunities

Area	E Mfr	Engine Model	Liters	VType	Individual CT	Company CT	Std Cnt
CHICAGO IL	FORD	5.4L	5.4	PICKUP TRUCK	10696	10476	21172
CHICAGO IL	GENERAL MOTORS	5.3L	5.3	PICKUP TRUCK	12015	4486	16501
CHICAGO IL	GENERAL MOTORS	4.8L	4.8	VAN	1716	7065	8781
CHICAGO IL	GENERAL MOTORS	6.0L	6	PICKUP TRUCK	2972	5610	8582
CHICAGO IL	FORD	4.6L	4.6	VAN	1146	6180	7326
CHICAGO IL	FORD	5.4L	5.4	VAN	564	6721	7285
CHICAGO IL	FORD	4.6L	4.6	PICKUP TRUCK	2508	4224	6732
CHICAGO IL	CHRYSLER	HEMI 5.7L	5.7	PICKUP TRUCK	4088	1165	5253
CHICAGO IL	FORD	4.2L	4.2	PICKUP TRUCK	2038	2931	4969
CHICAGO IL	GENERAL MOTORS	4.8L	4.8	PICKUP TRUCK	2367	2345	4712
CHICAGO IL	GENERAL MOTORS	4.3L	4.3	PICKUP TRUCK	2740	1964	4704
CHICAGO IL	INTERNATIONAL	6.0L	6	PICKUP TRUCK	2122	2068	4190
CHICAGO IL	INTERNATIONAL	DT466	7.6	STRAIGHT TRUCK	49	4084	4133
CHICAGO IL	GENERAL MOTORS	4.3L	4.3	VAN	745	3202	3947
CHICAGO IL	ISUZU	DURAMAX 6.6L	6.6	PICKUP TRUCK	1996	1532	3528

Area	E Mfr	Engine Model	Liters	VType	Individual CT	Company CT	Std Cnt
CHICAGO IL	FORD	4.6L	4.6	INCOMPLETE VEH	39	4	43
CHICAGO IL	FORD	4.6L	4.6	PASSENGER VAN	25	72	97
CHICAGO IL	FORD	4.6L	4.6	PICKUP TRUCK	2508	4224	6732
CHICAGO IL	FORD	4.6L	4.6	VAN	1146	6180	7326
CHICAGO IL	FORD	5.4L	5.4	CAB CHASSIS	75	654	729
CHICAGO IL	FORD	5.4L	5.4	INCOMPLETE P/U	4	728	732
CHICAGO IL	FORD	5.4L	5.4	INCOMPLETE VEH	330	1496	1826
CHICAGO IL	FORD	5.4L	5.4	PASSENGER VAN	565	1654	2219
CHICAGO IL	FORD	5.4L	5.4	PICKUP TRUCK	10696	10476	21172
CHICAGO IL	FORD	5.4L	5.4	VAN	564	6721	7285
CHICAGO IL	FORD	6.8L	6.8	CAB CHASSIS	9	404	413
CHICAGO IL	FORD	6.8L	6.8	INCOMPLETE VEH	419	809	1228
CHICAGO IL	FORD	6.8L	6.8	MTR HOME CHAS.	308	94	402
CHICAGO IL	FORD	6.8L	6.8	PASSENGER VAN	16	51	67
CHICAGO IL	FORD	6.8L	6.8	PICKUP TRUCK	171	547	718
CHICAGO IL	FORD	6.8L	6.8	STRAIGHT TRUCK	13	786	799
CHICAGO IL	FORD	6.8L	6.8	VAN	18	274	292
CHICAGO IL	GENERAL MOTORS	4.3L	4.3	INCOMPLETE VEH	320	17	337
CHICAGO IL	GENERAL MOTORS	4.3L	4.3	PASSENGER VAN	42	51	93
CHICAGO IL	GENERAL MOTORS	4.3L	4.3	PICKUP TRUCK	2740	1964	4704
CHICAGO IL	GENERAL MOTORS	4.3L	4.3	VAN	745	3202	3947
CHICAGO IL	GENERAL MOTORS	4.8L	4.8	INCOMPLETE VEH	17	887	904
CHICAGO IL	GENERAL MOTORS	4.8L	4.8	PASSENGER VAN	0	2	2
CHICAGO IL	GENERAL MOTORS	4.8L	4.8	PICKUP TRUCK	2367	2345	4712
CHICAGO IL	GENERAL MOTORS	4.8L	4.8	STEP VAN	0	11	11
CHICAGO IL	GENERAL MOTORS	4.8L	4.8	VAN	1716	7065	8781
CHICAGO IL	GENERAL MOTORS	5.3L	5.3	INCOMPLETE VEH	616	76	692
CHICAGO IL	GENERAL MOTORS	5.3L	5.3	PASSENGER VAN	85	147	232
CHICAGO IL	GENERAL MOTORS	5.3L	5.3	PICKUP TRUCK	12015	4486	16501
CHICAGO IL	GENERAL MOTORS	5.3L	5.3	VAN	71	663	734
CHICAGO IL	GENERAL MOTORS	6.0L	6	CAB CHASSIS	272	1212	1484
CHICAGO IL	GENERAL MOTORS	6.0L	6	INCOMPLETE P/U	35	693	728
CHICAGO IL	GENERAL MOTORS	6.0L	6	INCOMPLETE VEH	426	2567	2993
CHICAGO IL	GENERAL MOTORS	6.0L	6	MTR HOME CHAS.	1	0	1
CHICAGO IL	GENERAL MOTORS	6.0L	6	PASSENGER VAN	460	1308	1768
CHICAGO IL	GENERAL MOTORS	6.0L	6	PICKUP TRUCK	2972	5610	8582
CHICAGO IL	GENERAL MOTORS	6.0L	6	STEP VAN	1	6	7
CHICAGO IL	GENERAL MOTORS	6.0L	6	STRAIGHT TRUCK	18	556	574
CHICAGO IL	GENERAL MOTORS	6.0L	6	VAN	292	3169	3461

b. Key National Accounts

i. Boeing, Baxter International, Armour, RR Donnelly, Sears, Kraft Foods, DHL,

c. Current LPG vehicles
    i. Over 1,500 vehicles run on LPG engine fuel in the greater Chicago metropolitan area

d. Forklifts / other LPG uses
    i. Estimated over 5,000 forklifts running on LPG in the Chicago area

e. Public School Bus Population
    i. 680 public schools employ over 4,000 buses on a daily basis

II. Chicago/LPG Engine Fuel Re-fueling Stations

1) 14 North Elmhurst
Wheeling, IL. 60090

2) 2100 West Army Trail
Addison, IL. 60101

3) 102 West Chicago
Hinsdale, IL. 60521

4) 4629 Scicero Avenue
Chicago, IL. 60632

5) 510 South Bollingbrook
Bollingbrook, IL. 60440

6) 160 East 146th Street
Riverdale, IL. 60827

7) 323 North Harlem
Peotone, IL. 60468

8) 1 North Rand Road
Lake Zurich, IL. 60047

9) 585 N State Street
Elgin, IL. 60123

10) 1331 North Farnsworth
Aurora, IL. 60505

III. Fueling Site Development partners

a. Ferrellgas
   4809 W. Lake Street
   Mellrose Park, IL

b. Action Electrical Construction
   4917 N Kenmore Ave
   Chicago, IL 60640

c. Creative Retail Design Group
   3615 South Tamarac Drive, Suite 120
   Denver, CO 80237

Clean Fuel USA

Phase 1 Infrastructure Development

ATLANTA, GEORGIA

Located in the geographic center of the Southeast, the Atlanta area is the nation's 9th largest metropolitan market with over 5.1 million residents.

Atlanta is a regional, national and global center for business operations of all kinds – from headquarters to life sciences, from distribution centers to traditional manufacturing.

Atlanta is also a hub of transportation, distribution, and shipping with some of the Nations' busiest ports in the State of GA. Atlanta is home to the world's busiest airport and has the fifth largest concentration of Fortune 500 companies in the Nation. Combine this with the fact that the Southeast as a whole is the fastest growing region of the country – Atlanta is a busy place that is growing and has a great need for alternative fuel choices and alternative fuel infastructure.

IV. Atlanta Fleet Vehicle Vital Stats

a. Fleet opportunities

Area	E Mfr	Engine Model	Liters	VType	Individual CT	Company CT	Std Cnt
ATLANTA GA	FORD	5.4L	5.4	PICKUP TRUCK	14315	17093	31408
ATLANTA GA	GENERAL MOTORS	5.3L	5.3	PICKUP TRUCK	13840	4214	18054
ATLANTA GA	TOYOTA	2UZ-FE	4.7	PICKUP TRUCK	4813	8276	13089
ATLANTA GA	FORD	4.6L	4.6	PICKUP TRUCK	5435	7339	12774
ATLANTA GA	TOYOTA	3UR-FE	5.7	PICKUP TRUCK	2996	6835	9831
ATLANTA GA	GENERAL MOTORS	4.8L	4.8	PICKUP TRUCK	5331	3129	8460
ATLANTA GA	INTERNATIONAL	6.0L	6	PICKUP TRUCK	3715	2756	6471
ATLANTA GA	CHRYSLER	HEMI 5.7L	5.7	PICKUP TRUCK	5235	1224	6459
ATLANTA GA	GENERAL MOTORS	4.8L	4.8	VAN	1280	3928	5208
ATLANTA GA	NISSAN	5.6 L V8	5.6	PICKUP TRUCK	4444	734	5178
ATLANTA GA	FORD	5.4L	5.4	VAN	445	4614	5059
ATLANTA GA	GENERAL MOTORS	6.0L	6	PICKUP TRUCK	2440	2530	4970
ATLANTA GA	FORD	4.2L	4.2	PICKUP TRUCK	2191	2658	4849
ATLANTA GA	ISUZU	DURAMAX 6.6L	6.6	PICKUP TRUCK	3127	1601	4728
ATLANTA GA	FORD	4.6L	4.6	VAN	609	4038	4647

Area	E Mfr	Engine Model	Liters	VType	Individual CT	Company CT	Std Cnt
ATLANTA	FORD	4.6L	4.6	INCOMPLETE VEH	6	51	57
ATLANTA	FORD	4.6L	4.6	PASSENGER VAN	3	47	50
ATLANTA	FORD	4.6L	4.6	PICKUP TRUCK	5435	7339	12774
ATLANTA	FORD	4.6L	4.6	VAN	609	4038	4647
ATLANTA	FORD	5.4L	5.4	CAB CHASSIS	7	243	250
ATLANTA	FORD	5.4L	5.4	INCOMPLETE P/U	17	636	653
ATLANTA	FORD	5.4L	5.4	INCOMPLETE VEH	143	1160	1303
ATLANTA	FORD	5.4L	5.4	PASSENGER VAN	331	2140	2471
ATLANTA	FORD	5.4L	5.4	PICKUP TRUCK	14315	17093	31408
ATLANTA	FORD	5.4L	5.4	VAN	445	4614	5059
ATLANTA	FORD	6.8L	6.8	CAB CHASSIS	6	97	103
ATLANTA	FORD	6.8L	6.8	INCOMPLETE VEH	338	515	853
ATLANTA	FORD	6.8L	6.8	MTR HOME CHAS.	285	25	310
ATLANTA	FORD	6.8L	6.8	PASSENGER VAN	12	55	67
ATLANTA	FORD	6.8L	6.8	PICKUP TRUCK	124	244	368
ATLANTA	FORD	6.8L	6.8	STRAIGHT TRUCK	8	279	287
ATLANTA	FORD	6.8L	6.8	VAN	8	158	166
ATLANTA	GENERAL MOTORS	4.3L	4.3	INCOMPLETE VEH	56	5	61
ATLANTA	GENERAL MOTORS	4.3L	4.3	PASSENGER VAN	4	7	11
ATLANTA	GENERAL MOTORS	4.3L	4.3	PICKUP TRUCK	2415	1796	4211
ATLANTA	GENERAL MOTORS	4.3L	4.3	VAN	276	700	976
ATLANTA	GENERAL MOTORS	4.8L	4.8	INCOMPLETE VEH	13	559	572
ATLANTA	GENERAL MOTORS	4.8L	4.8	PASSENGER VAN	4	1	5
ATLANTA	GENERAL MOTORS	4.8L	4.8	PICKUP TRUCK	5331	3129	8460
ATLANTA	GENERAL MOTORS	4.8L	4.8	STEP VAN	0	2	2
ATLANTA	GENERAL MOTORS	4.8L	4.8	VAN	1280	3928	5208
ATLANTA	GENERAL MOTORS	5.3L	5.3	INCOMPLETE VEH	116	46	162
ATLANTA	GENERAL MOTORS	5.3L	5.3	PASSENGER VAN	7	29	36
ATLANTA	GENERAL MOTORS	5.3L	5.3	PICKUP TRUCK	13840	4214	18054
ATLANTA	GENERAL MOTORS	5.3L	5.3	VAN	80	140	220
ATLANTA	GENERAL MOTORS	6.0L	6	CAB CHASSIS	70	332	402
ATLANTA	GENERAL MOTORS	6.0L	6	INCOMPLETE P/U	75	532	607
ATLANTA	GENERAL MOTORS	6.0L	6	INCOMPLETE VEH	236	1136	1372
ATLANTA	GENERAL MOTORS	6.0L	6	PASSENGER VAN	395	843	1238
ATLANTA	GENERAL MOTORS	6.0L	6	PICKUP TRUCK	2440	2530	4970
ATLANTA	GENERAL MOTORS	6.0L	6	STEP VAN	0	1	1
ATLANTA	GENERAL MOTORS	6.0L	6	STRAIGHT TRUCK	44	648	692
ATLANTA	GENERAL MOTORS	6.0L	6	VAN	227	1353	1580

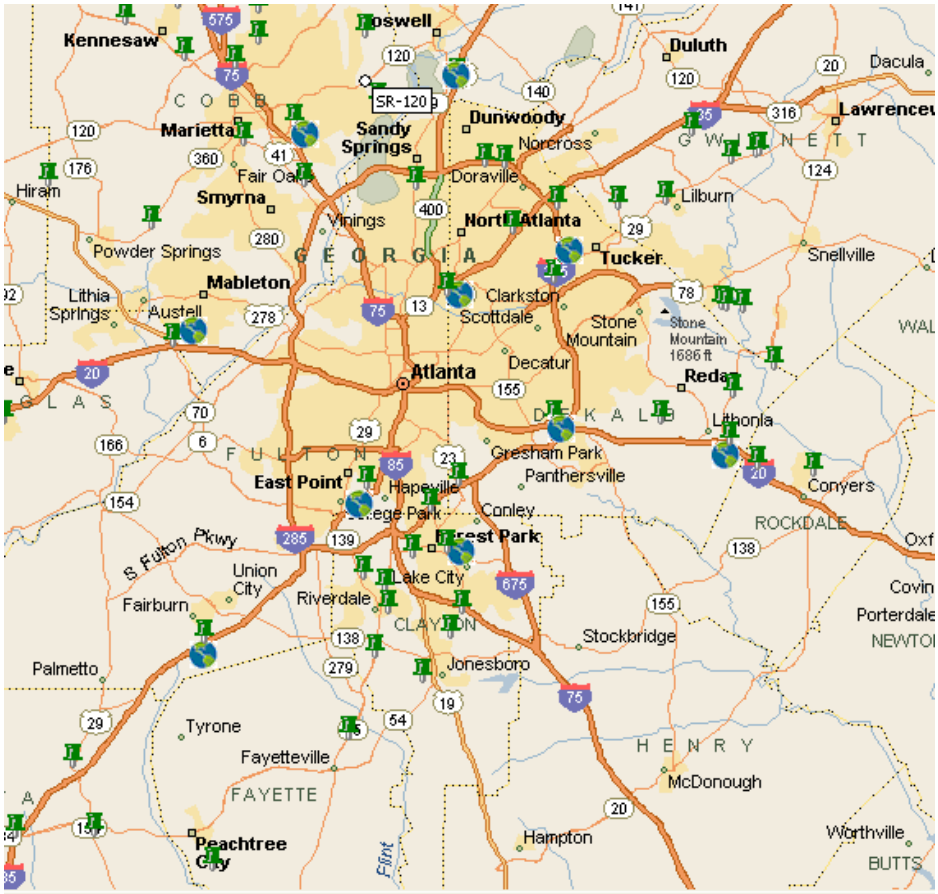
b. Key National Accounts
    i. Coca Cola, UPS, DS Waters, Newell Rubbermaid, Mohawk Industries, Home Depot, AGCO, Spectrum Brands, Exide Batteries

c. Current LPG vehicles
    i. Over 1,000 vehicles run on LPG engine fuel in the MSA

d. Other engine fuel applications
    i. Over 2,500 forklifts running on LPG in Atlanta area

e. Public School Bus Population
    i. Gwinnett County, Fulton County and Atlanta Public Schools alone employ more than 1,000 buses for their standard daily routes

V. Atlanta/LPG Engine Fuel Re-fueling Stations



1) 4962 Jonesboro Road
Forest Park, GA. 30297

2) SR-124
Lithonia, GA. 30058

3) 2381 Columbia Drive
Decatur, GA. 30032

4) 2929 Lawrenceville Highway
Tucker, GA. 30084

5) S Martin Street
Atlanta, GA. 30344

6) 1104 Thornton Road
Lithia Springs, GA. 30122

7) 2020 Lower Roswell Road SE
Marietta, GA. 30068

8) Butler Street SE
Marietta, GA. 30060

9) 8255 Dunwoody Place
Atlanta, GA. 30350

10) 647 Senoia Road
Fairburn, GA. 30213

VI. Fueling Site Development partners

a. The Blue Flame Gas Co.
   1402 Industry Road SW
   Powder Springs, GA 30127

b. White Electrical Construction
   1730 Chattahoochee Ave. NW
   Atlanta, Georgia 30318

c. Creative Retail Design Group
   3615 South Tamarac Drive, Suite 120
   Denver, CO 80237

Clean Fuel USA

Phase 1 Infrastructure Development

HOUSTON, TX

The Houston area is the nation's 6th largest metropolitan area with over 5.6 million residents.

Houston's economy has a broad industrial base in the energy, manufacturing, aeronautics, transportation, and health care sectors; only New York City is home to more Fortune 500 headquarters in the city limits. Commercially, Houston is ranked as a gamma world city, and the area is a leading center for building oilfield equipment. The Port of Houston ranks first in the United States in international waterborne tonnage handled and second in total cargo tonnage handled and is the tenth-largest port in the world. The ship channel is also a large part of Houston's economic base as a tremendous amount of cargo distributed out of the Houston area.

Five of the six major energy companies maintain a large base of operations in Houston. When comparing Houston's economy to a national economy, only 21 countries other than the United States have a gross domestic product exceeding Houston's regional gross area product. The greater Houston area has one of the largest transportation and distribution networks in the Nation and the need for alternative fleets is not only an economic need but an environmental one as well.

VII. Houston Fleet Vehicle Vital Stats

a. Fleet opportunities

Area	E Mfr	Engine Model	Liters	VType	Individual CT	Company CT	Std Cnt
HOUSTON TX	GENERAL MOTORS	5.3L	5.3	PICKUP TRUCK	28812	5159	33971
HOUSTON TX	FORD	5.4L	5.4	PICKUP TRUCK	20027	6799	26826
HOUSTON TX	FORD	4.6L	4.6	PICKUP TRUCK	18499	5684	24183
HOUSTON TX	GENERAL MOTORS	4.8L	4.8	PICKUP TRUCK	14158	4187	18345
HOUSTON TX	INTERNATIONAL	6.0L	6	PICKUP TRUCK	7476	3875	11351
HOUSTON TX	GENERAL MOTORS	6.0L	6	PICKUP TRUCK	4070	6121	10191
HOUSTON TX	CHRYSLER	HEMI 5.7L	5.7	PICKUP TRUCK	7955	1631	9586
HOUSTON TX	CUMMINS	ISB	5.9	PICKUP TRUCK	7128	1517	8645
HOUSTON TX	GENERAL MOTORS	4.3L	4.3	PICKUP TRUCK	6379	1811	8190
HOUSTON TX	TOYOTA	2UZ-FE	4.7	PICKUP TRUCK	6349	1243	7592
HOUSTON TX	NISSAN	5.6 L V8	5.6	PICKUP TRUCK	6211	791	7002
HOUSTON TX	CHRYSLER	4.7L	4.7	PICKUP TRUCK	5548	1212	6760
HOUSTON TX	TOYOTA	3UR-FE	5.7	PICKUP TRUCK	5606	1060	6666
HOUSTON TX	FORD	4.2L	4.2	PICKUP TRUCK	4543	2111	6654
HOUSTON TX	ISUZU	DURAMAX 6.6L	6.6	PICKUP TRUCK	4442	2167	6609

Area	E Mfr	Engine Model	Liters	VType	Individual CT	Company CT	Std Cnt
HOUSTON TX	FORD	4.6L	4.6	INCOMPLETE VEH	22	8	30
HOUSTON TX	FORD	4.6L	4.6	PASSENGER VAN	10	57	67
HOUSTON TX	FORD	4.6L	4.6	PICKUP TRUCK	18499	5684	24183
HOUSTON TX	FORD	4.6L	4.6	VAN	538	1516	2054
HOUSTON TX	FORD	5.4L	5.4	CAB CHASSIS	20	154	174
HOUSTON TX	FORD	5.4L	5.4	INCOMPLETE P/U	6	167	173
HOUSTON TX	FORD	5.4L	5.4	INCOMPLETE VEH	108	654	762
HOUSTON TX	FORD	5.4L	5.4	PASSENGER VAN	332	1374	1706
HOUSTON TX	FORD	5.4L	5.4	PICKUP TRUCK	20027	6799	26826
HOUSTON TX	FORD	5.4L	5.4	VAN	318	1931	2249
HOUSTON TX	FORD	6.8L	6.8	CAB CHASSIS	14	102	116
HOUSTON TX	FORD	6.8L	6.8	INCOMPLETE VEH	221	228	449
HOUSTON TX	FORD	6.8L	6.8	MTR HOME CHAS.	152	7	159
HOUSTON TX	FORD	6.8L	6.8	PASSENGER VAN	8	17	25
HOUSTON TX	FORD	6.8L	6.8	PICKUP TRUCK	123	144	267
HOUSTON TX	FORD	6.8L	6.8	STRAIGHT TRUCK	4	72	76
HOUSTON TX	FORD	6.8L	6.8	VAN	9	22	31
HOUSTON TX	GENERAL MOTORS	4.3L	4.3	INCOMPLETE VEH	52	4	56
HOUSTON TX	GENERAL MOTORS	4.3L	4.3	PASSENGER VAN	13	12	25
HOUSTON TX	GENERAL MOTORS	4.3L	4.3	PICKUP TRUCK	6379	1811	8190
HOUSTON TX	GENERAL MOTORS	4.3L	4.3	VAN	646	796	1442
HOUSTON TX	GENERAL MOTORS	4.8L	4.8	INCOMPLETE VEH	8	129	137
HOUSTON TX	GENERAL MOTORS	4.8L	4.8	PASSENGER VAN	1	12	13
HOUSTON TX	GENERAL MOTORS	4.8L	4.8	PICKUP TRUCK	14158	4187	18345
HOUSTON TX	GENERAL MOTORS	4.8L	4.8	STEP VAN	0	2	2
HOUSTON TX	GENERAL MOTORS	4.8L	4.8	VAN	826	1831	2657
HOUSTON TX	GENERAL MOTORS	5.3L	5.3	INCOMPLETE VEH	145	11	156
HOUSTON TX	GENERAL MOTORS	5.3L	5.3	PASSENGER VAN	21	54	75
HOUSTON TX	GENERAL MOTORS	5.3L	5.3	PICKUP TRUCK	28812	5159	33971
HOUSTON TX	GENERAL MOTORS	5.3L	5.3	VAN	65	60	125
HOUSTON TX	GENERAL MOTORS	6.0L	6	CAB CHASSIS	129	518	647
HOUSTON TX	GENERAL MOTORS	6.0L	6	INCOMPLETE P/U	40	448	488
HOUSTON TX	GENERAL MOTORS	6.0L	6	INCOMPLETE VEH	152	506	658
HOUSTON TX	GENERAL MOTORS	6.0L	6	PASSENGER VAN	505	1195	1700
HOUSTON TX	GENERAL MOTORS	6.0L	6	PICKUP TRUCK	4070	6121	10191
HOUSTON TX	GENERAL MOTORS	6.0L	6	STRAIGHT TRUCK	9	90	99
HOUSTON TX	GENERAL MOTORS	6.0L	6	VAN	294	618	912

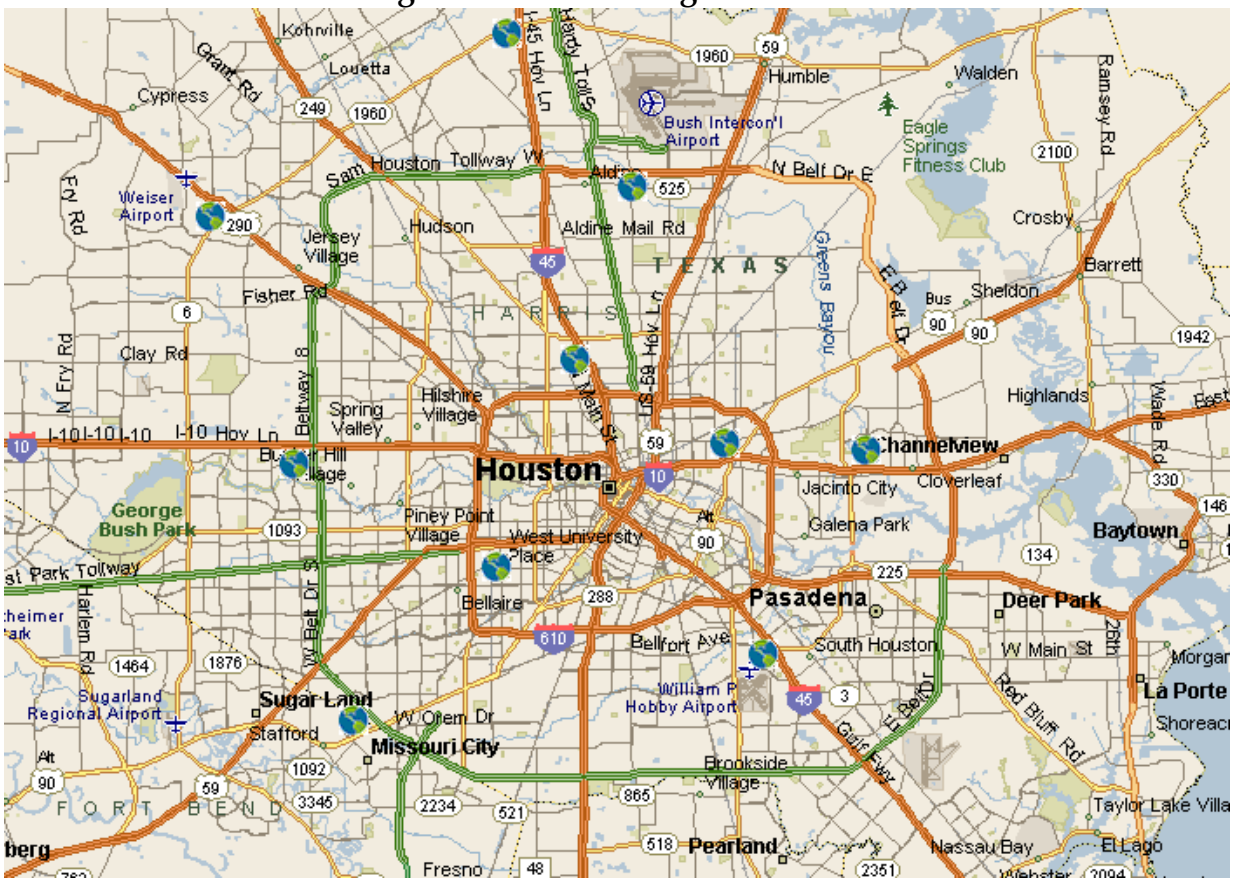
b. Key National Accounts
    i. Goodyear, IFCO, Verizon, Shell Oil, Conoco Phillips, Wire & Cable, Corning, Container Store

c. Current LPG vehicles
    i. Over 700 vehicles run on LPG engine fuel in the greater Houston area

d. Forklifts / other LPG uses
    i. Over 8,500 forklifts running on LPG in Houston area

e. Public School Bus Population
    i. 70 School Districts utilize over 8,000 buses

VIII. Houston/LPG Engine Fuel Re-fueling Stations



1) 455 Hollow Tree Lane
Houston, TX. 77073

2) 802 Highway 6 South
Houston, TX. 77074

3) 1435 Aldine Bender
Houston, TX. 77074

4) 747 Kress Street
Houston, TX. 77079

5) 1363 Federal Road
Houston, TX. 77039

6) 4910 Weslayan Street
Houston, TX. 77074

7) 8615 Winkler Drive
Houston, TX. 77039

8) 8203 Fondren
Houston, TX. 77074

9) 11103 Katy Freeway
Houston, TX. 77079

10) 4840 Airline Drive
Houston, TX. 77015

IX. Fueling Site Development partners

a. Greens Blue Flame
   13823 Packard
   Houston, TX

b. Capp Electrical
   4303 Glebe Road
   Houston, TX

c. Creative Retail Design Group
   3615 South Tamarac Drive, Suite 120
   Denver, CO 80237