

SOFT COOPERATE OFFER

We the undersigned "EUROPECAPITALHOLDINGBV" with full corporate and legal responsibilities, under penalties of perjury confirms that our Seller / Refinery are ready, willing and able to sell the following commodities on the following terms and the supply is guaranteed to meet the specifications and pass through the stringent of SGS or Equivalent

PRODUCT: RUSSIA EN590

ORIGIN: RUSSIA

QUANTITY: MINIMUM: 10,000 METRIC TONS.

MAXIMUM: 200,000 METRIC TONS WITH R&E INTO YEARLY CONTRACT

PRICE: US\$320.00 GROSS / US\$310.00 NET PER MT REFRIGERATED CARGOES

COMMISSION PER MT: SELLER SIDE \$5.00 USD PER MT & BUYER SIDE \$5.00 USD PER MT

LOADING PORTS: PORT ROTTERDAM, NOVERSSIYSK.

INSPECTION: SGS FOR QUALITY & QUANTITY TEST REPORT

CIF PROCEDURES

1. The buyer issues ICPO, Company Profile, and Copy of Identification documents (data page of Buyers International Passport) of the signatory.
2. Seller issues Sales & Purchase Agreement. Buyer review draft contract agreement, sign and returns a copy to seller with Letter of readiness, within five (5) days.
3. Seller issue below Partial POP documents to Buyer via email;
 - (a) Refinery Commitment to Supply
 - (b) Copy of license to export by the Ministry of Energy Russia Federation.
 - (c) Seller Certificate of Incorporation
 - (d) Product quality passport (Analysis test Report) by Russia Standard GOST.
 - (e) Statement of Product Availability
 - (f) legalized SPA with wet-blue ink.
4. Within 7 banking days, Buyer's bank issue financial instrument SBLC-MT760 or DLC-MT700 to the seller's nominated bank, for the trial shipment. Should the buyer fail to issue financial instrument within 5 banking days, buyer will make 2.5% cash deposit of the total product cost to enable the seller to charter vessel and commence shipment.
5. The seller's bank issues Full POP Documents to the Buyer's Bank alongside with 2% Performance Bond (2%PB).
 - a) Copy of license to export, issued by Ministry of Energy, Russia Federation.
 - b) Copy of Approval to Export, issued by the Ministry of Justice, Russia Federation.
 - c) Copy of statement of availability of the product.
 - d) Copy of the refinery commitment to produce the product.
 - e) Copy of Transnet contract to transport the product to the loading port.
 - f) Copy of the port storage agreement.
 - g) Copy of the charter party agreement to transport the product to the discharge port.
 - h) Copy of Vessel Questionnaire 88.
 - i) Copy of Bill of Lading.
 - j) SGS Report at loading port.
 - k) Dip test Authorization (DTA) & ATB
 - l) NOR /ETA
 - m) Certificate of Ownership Transfer
 - n) Allocation Transaction Passport Code Certificate (ATPCC) by Ministry of Energy

6. Shipment commences as per the signed contract delivery schedule and the shipment should arrive at Buyer's discharge port within 5-24 days. The SGS inspection will be borne by the Seller at the loading seaport and the Buyer at the unloading seaport.

7. Seller pays commission within 48 hours by swift MT103 to all intermediaries as signed NCNDA/IMPFA.

TRANSACTION CIF PROCEDURE OPTION

1. Buyer Company issues Irrevocable Corporate Purchase Order (ICPO) on its official company letterhead to the seller.

2. Seller Company issue Draft Contract / Sales & Purchase Agreement (SPA Open for amendments if any) both parties sign and seal the present contract and exchange the copies electronically.

3. Seller Company registers and legalizes contract officially with the appropriate authorities

4. Seller Company sends final contract and copy of the notarized Partial POP documents include:

- Certificate of Origin.
- Company Registration Certificate.
- Statement of Product Availability.
- Product Quality Passport (Dip Test Analysis).
- Refinery Commitment to Produce / Supply.
- Proforma Invoice.

5. Seller Company appoints a tested/reliable shipping and World-Renowned Logistic Company. Both end seller and end buyer will sign the Charter Party Agreement (CPA) together with the Shipping and Logistic Company (A three parties

CPA). Seller/Buyer makes payment for the Chartered Freight Cost with the appointed shipping company for the transportation of the product to the buyer's designated discharge port.

6. Seller's bank sends through swift the original and full Proof of Product (POP) documents along with the 2% operative performance bond to the buyer's bank and the Standby Letter of Credit issued by the buyer's bank on to the seller's bank will become immediately operative.

- Copy of the Charter Party Agreement to transport the product to discharge port.
- Copy of Shipping Schedule Document.
- Product Analysis Report.
- Certificate of Origin.
- Bill of Lading
- Tank Receipt.
- Vessel Q88.
- SGS Report.
- Certificate of Product.

7. Both banks will confirm to seller and to buyer that the Standby Letter of Credit of credit and 2% PB has been accepted and the shipping commences as scheduled in the contract for the CIF delivery.

8. Payment will be made for the product by the buyer's Bank via T/T MT103 Wire Transfer to the seller's bank after the CIQ/SGS Inspection at port of discharge and the delivery to the buyer's bank of all documents required by the contract. 9. Seller releases the commission of the intermediaries immediately.

PROCEDURE TANK TAKE OVER

1. Buyer issues an official ICPO inserting seller's terms and procedures.

2. Seller issues Memorandum of Understanding (MOU) TITLE TANKER TAKE OVER for buyer's review and signing.

3. Buyer signs the Memorandum of Understanding (MOU) TITLE TANKER TAKE OVER and returns to seller the signed MOU contract, and seller issues the POP Documents as shown below:

- A. Product Passport (Quantity & Quality Dip Test Analysis Report)
- B. Certificate of Origin
- C. Bill of Lading
- D. Vessel Q88
- E. E.T.A. (Estimated Time of Arrival) Of Vessel

4. Upon receipt confirmation of the above PPOP documents by the buyer, Buyer conducts due diligence on the product availability via Q88 or via the vessel IMO No upon tracking the vessel current location on the sea.
 5. After a successful satisfactory verification of the products and vessel availability, buyer makes a guarantee deposit of \$360,000 USD Via MT103 T.T Wire Transfer to seller's nominated bank account as Transaction Guarantee Deposit (TGD) in-order to get the vessel secured to buyer company name (This is Compulsory).
 6. Upon buyer payment confirmation for the Transaction Guarantee Deposit (TGD), seller make contact to the necessary office to make the possible changes on the products pop documents from the previous failed buyer company name to the new potential buyer company name which will be processed by the office of the Legal Advisory Department (LAD) of the head of petroleum sector Russia Federation, so as for buyer obtaining original pop documents on their company name and get the Products Conformity Permit (PCP) in order to give the vessel captain a direct instruction to sail the vessel to the new buyer designated port of discharge. (This is compulsory).
 7. Vessel re-rout and arrive new buyer's desired port, and new buyer conduct DIP Test inspection on the products with SGS or Intertek.
 8. Upon a successful Inspection, buyer pays for the full products value via MT103 T/T Wire Transfer which all necessary cost borne by the buyer earlier will be deducted from the total cost of products
 9. Buyer / Seller pays commission to all intermediaries involved as per signed NCNDA / IMFPA within 48 hours
 10. Possible contracts begins for one or more years' interval.
- Note: The title takeover payment will be deducted when buyer is paying for the full product.



REPRESENTED BY
Mr DONALD JEF