



SOFT CORPORATE OFFER

We **CJSC KOMI RESOURCE** on behalf of Sellers, Refineries Company with full corporate and legal responsibility, under Penalty of perjury hereby issue this Soft Offer with confirmation that sellers refineries is ready, willing and able to supply the following product according to terms and conditions:

ORIGIN: RUSSIA FEDERATION

INCOTERMS: CIF / FOB

LOADING PORT: ROTTERDAM/ HOUSTON/ NOVOROSIYSK/ VLADIVOSTOK/ PRIMORSK/

UST-LUGA/ NAKHODKA. INSPECTION: SGS, CIQ OR SIMILAR

COMMISSION: SELLER'S SIDE 50% BUYER'S SIDE 50%

RUSSIAN D2 (DIESEL GAS OIL L-02-62 GOST 305-82)

Minimum Quantity	50,000 Metric Tons per month
Maximum Quantity	500,000 Metric Tons per month
CIF Price	GROSS \$330.00 USD/ NET \$320.00 USD per MT
FOB Price	GROSS \$320.00 USD/ NET \$310.00 USD per MT

DIESEL GAS OIL ULTRA LOW SULFUR DIESEL 50 PPM

Minimum Quantity	50,000 Metric Tons per month
Maximum Quantity	500,000 Metric Tons per month
CIF Price	GROSS \$320.00 USD/ NET \$310.00 USD per MT
FOB Price	GROSS \$310.00 USD/ NET \$300.00 USD per MT

AUTOMATIC GAS OIL. AGO (HSD2 GAS OIL L-0.2-62 GOST 305-82)

Minimum Quantity	50,000 Metric Tons per month
Maximum Quantity	500,000 Metric Tons per month
CIF Price	GROSS \$320.00 USD/ NET \$310.00 USD per MT
FOB Price	GROSS \$310.00 USD/ NET \$300.00 USD per MT

BITUMEN GRADE 40/50, 60/70, 80/100

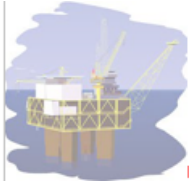
Minimum Quantity	50,000 Metric Tons per month
Maximum Quantity	500,000 Metric Tons per month
CIF Price	GROSS \$260.00 USD/ NET \$250.00 USD per MT
FOB Price	GROSS \$250.00 USD/ NET \$240.00 USD per MT

MAZUT M100 GOST 10585-75 & 10585-99

Minimum Quantity	50,000 Metric Tons per month
Maximum Quantity	500,000 Metric Tons per month
CIF Price	GROSS \$240.00 USD/ NET \$230.00 USD per MT
FOB Price	GROSS \$230.00 USD/ NET \$220.00 USD per MT

LIQUIDIFIED PETROLEUM GAS (LPG) GOST 20448-90

Minimum Quantity	50,000 Metric Tons per month
Maximum Quantity	500,000 Metric Tons per month



TRANSACTION PROCEDURES FOR TITLE TAKE-OVER (TTO)

1. Buyer issues ICPO according to the seller's working procedure along with buyer's company certificate of registration or profile with copy of buyer's passport.
2. Seller issues the Title Take-Over Contract (TTO/MOU) addendum for review and endorsement by all parties.
3. Seller issues Proof of Product and Shipping documents as listed below;
 - Product Passport (Quantity & Quality Dip Test Analysis Report)
 - Certificate of Origin
 - Bill of Lading
 - Tanker Vessel Q88 Document
 - Vessel (N.O.R) Notice of Readiness
 - Ullage Report
 - Cargo Manifest
 - Invoice for title transfer
4. Upon the receipt of the documents, buyer verifies the availability of the product on high sea and immediately make 5% security guarantee payment of the total cost of the product which serves as a Title Take-Over Fee
5. Upon seller receipt of the title takeover payment, seller orders for re-rout to buyer's desired port, transfers the title to the potential buyer's company's name and also re-issue all other outstanding documents to the potential buyer's company's and via swift from seller bank the full prove of product.
6. Vessel arrives the discharge port and buyer carries out the CIQ/SGS inspection and upon a successful inspection, buyer pays by MT103 T/T for the full product to the seller.
7. Seller shall provide the following partial proof of product documents which were issued In name of initial buyer

TRANSACTION PROCEDURES ON CIF

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 sends hard copy of the notarized and insured POP documents along with the legalized Contract to buyer Company. The Partial POP documents to be send along with the legalized Contract include:
 - Certificate of Origin.
 - Company Registration Certificate.
 - Statement of Product Availability.
 - Product Quality Passport (Dip Test Analysis).
 - Refinery Commitment to Produce / Supply.
 - Refinery Legalized Draft Contract.
4. 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 pay for the Chartered Freight Cost with the appointed shipping company for the transportation of the product to the buyer's designated discharge port.

Note: This payment serves as a guarantee as well as buyer's commitment to this transaction. Whatever fee paid by the buyer to secure the service of this Vessel will be reimbursed when buyer is making payment for the total cost of the product at the discharge port.

5. Seller Company releases copies of POP and Shipping documents to buyer Company.
 - 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.
6. Buyer's bank sends the Documentary Letter of Credit (DLC) non-operative issued by the buyer's bank to seller's bank for the face value of the first whole month shipment.
7. 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 irrevocable documentary letter of credit issued by the buyer's bank on to the seller's bank will become immediately operative.
8. Seller's bank will confirm to seller and to buyer that the irrevocable documentary letter of credit been accepted and the shipping commences as scheduled in the contract for the CIF delivery.
9. Payment to 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.

Seller releases the commission of the intermediaries immediately

Best Regard



VORONTSOVA EKATERINA EVGENIEVNA
GENERAL DIRECTOR