



OAO ORSKNEFTEORGSIINTEZ

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INN.No:5615007810,KIT:5615010

To the End Buyer/Mandate

Offer valid from July 10, 2012, to September 11 2012

SOFT CORPORATE OFFER

We, OAO ORSKNEFTEORGSIINTEZ Refinery Russia, with full legal corporate authority and under penalty and perjury, hereby confirm our interest and that we are ready, willing and able to Sale the products as described below and enter into Memorandum of Understanding with the Buyer:

DIESEL GAS D2 GOST 305-82

Origin: Russia

Gross Tonnage: 84,735 tons

Delivery: TTO Price: USD 490 Gross / 510 Net per MT

TTO (TANK TAKE OVER) SPOT PROCEDURES

1. Buyers issues Irrevocable Corporate Purchase Order (ICPO) and a Corporate Bank Comfort Letter addressed to the refinery confirming the buyer's financial capability to purchase the commodity.
2. Seller issues Memorandum of Understanding (M.O.U.) to buyer.
3. Buyer signed and reverts back to seller with signed Memorandum of Understanding for proceedings.
4. Seller issues Vessel Q88 Upon receipt of the above document, buyer's pays for the transfer of ownership to enable Buyer have the full right over the vessel and to re-charter the Vessel. Upon receipt of the payment, seller transfers title to buyers name and re-issue the Bill Of Lading in buyers name before the Vessel will be re-routed to the buyer's discharge port.
5. Upon arrival of the cargo at the discharge port, payment will be made for the product via MT103 swift or TT Wire transfer after CIQ/SGS Inspection before offloading commences.
6. The original hardcopies of the POP documents including the SGS Certificate or CIQ Clearance Certificate will be handed over to the buyer's representative by the vessel Captain at the discharge port.

SIGN:



MR.VLADIMIR PETROVICH BREJNEV (EXPORT DIRECTOR)
OAO ORSKNEFTEORGSIINTEZ



OOO ORSK REFINERY

Legal address Proezd Stroitelnyi 6 A, building 4, office 5

E-mail: + orskrefineries@inbox.ru, ceo-orskrefineries441@bk.ru,

Tel: + 7 495-649-2170 Fax: + 7 495-649-2170

OOO «Orsk Refinery» an oil and gas exploiting, producing and exporting company, Orsk Refinery under penalty of perjury hereby issue this Soft Corporate Offer with full power and authority with given terms and conditions and confirm our readiness to execute a Full Corporate Offer and then straight to Sales and Purchase Agreement with end buyer, with the ability to supply the following commodity according to the terms and conditions stipulated in this soft corporate offer:

TO:

Mr. Karoly Nemeth

Ref: ORSK/D22012

GAS OIL D2 SOFT CORPORATE OFFER

Date: 09/ 03/ 2012

Confirmation Order №00002	
Product:	D2 GAS OIL
Origin:	Russia Federation
The detailed specification:	GOST/ 305-82
Quantity:	Up to 12,000,000 (Twelve) MT per year
Delivery in a month:	Up to 1,000,000 (One Million) MT
Fixed Price	To the mutually agreed upon by Buyer & Seller at USD520 per Mt
Destination:	CIF/FOB , Port
Single Shipment quantity:	From 500,000, Hundred Thousand)MT up to 1,000,000 (One Million MT Monthly Supply
Payment Conditions:	Irrevocable revolving DLC, the covering 1 monthly volume or as agreed between Seller & Buyer
Payment Procedure:	According to terms of contract, to mutually agreed upon by Buyer & Seller
Transactions Procedure:	According to terms of contract, to mutually agreed upon by Buyer & Seller
Inspections:	SGS for quantity and quality
Performance Bond:	2%
The Bank information of the Seller	
Bank: SLAVYANSKI CREDIT BANK	
Address: Prospect Vernadskogo 87, korp.2, Moscow, Russia, 119415	
Account №: 40702840900000010604	
SWIFT: SLACRUMM	
Beneficially Name "OOO "Orsk Refinery"	
Mark of Refinery Terms & Condition	
This procedure has been mutually agreed to by both the SELLER and BUYER, parties to the above referenced contract, to allow for both parties to execute the contract under either CIF or FOB basis. This procedure constitutes no change with respect to the CIF except where applicable, mainly the Lift-able quantities. Hence, this procedure addresses the Operation of an FOB Delivery as follows:	
"OOO"Orsk Refinery Commissions to intermeddles: Total commission is \$5 USD	

✓ Issuer's full name = Limited Liability Company «Orsk Refinery»

✓ Abbreviated name= OOO Orsk Refinery»
462TIN516UA

✓ Location of the Issuer=462407, Russian Federation, Moscow city, Proezd Stroitelnyi 6 A, building 4, office 5

✓ The Issuer= 1117746545036

✓ The issuer's INN=7733772392

✓ The issuer's KPP= 773301001

✓ Issuer's unique code assigned by the registering authority=7733



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Buyer Must Agree to the Terms and Conditions Before Progressing to any of the Following Stages.

1. Buyer issues Irrevocable Corporate Purchase Order (ICPO) to Seller.
2. Seller issues Full Corporate Offer (FCO) to Buyer. Buyer signs and seals the FCO and return to Seller.
3. Seller issues draft Sales and Purchase Agreement (SPA) Open for Amendment to Buyer VIA Email.
4. Buyer signs and Seals on Every page of the SPA and Returns to Seller. Seller confirms the sign and seal of the SPA to Buyer.
5. Buyer Pays to Seller's Export Unit in the amount of USD 000, 000 after invoiced within the validity period.
6. Seller lodges of the Hardcopy the Contract to the bank. Seller officially invites Buyer to endorse the hardcopy at Moscow and visit the refinery or courier the hardcopy to Buyer for endorsement.
7. Seller's bank swift POP and full non-operative 2% Performance Bond to Buyer's bank. Full POP comprises of:
 - Copy of license to export by Ministry of Energy
 - Copy of approval to export by Ministry of Justice
 - Statement of availability of product
 - Refinery commitment to produce the product
 - Transneft contract to transport the product to the loading port
 - Port of storage agreement
 - Charter Party agreement to transport the product to discharge port
 - SGS report on quality and quantity determination
 - Dip test authorization. Tank receipt for immediate lift (if applicable)
8. Buyer's bank swift Payment Instrument to Seller's bank to make the 2% Performance Bank issued by Seller operative.
9. Lifting and Shipment commence as per Contracted.
10. Buyer's bank releases the Payment after Discharge of Cargo and the receipt of all Relevant Documents to Seller shipping 'bank within five banking days.



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TO:

Mr. Karoly Nemeth

Ref: ORSK/JP542012

JET FUEL 54 SOFT CORPORATE OFFER

Date: 09/ 03/ 2012

Confirmation Order №00001	
Product:	Aviation Kerosene Jet Fuel Grade54
Origin:	Russia Federation
The detailed specification:	Jet Fuel Grade 54
Total Quantity:	Up to 12,000,000 (Twelve million) MT per year
Delivery in a month:	Up to 1, 000,000 (One Million) MT
Fixed Price	To the mutually agreed upon by Buyer & Seller at USD 82 per BBL
Destination:	FOB/CIF Ports
Single Shipment quantity:	From 50,000, Thousand up 1, 000,000 One Million MT Monthly Supply
Payment Conditions:	Irrevocable revolving DLC, the covering 1 monthly volume or as agreed between Seller & Buyer
Payment Procedure:	According to terms of contract, to mutually agreed upon by Buyer & Seller
Transactions Procedure:	According to terms of contract, to mutually agreed upon by Buyer & Seller
Inspections:	SGS for quantity and quality
Performance Bond:	2%
The Bank information of the Seller	
Bank: SLAVYANSKI CREDIT BANK	
Address: Prospect Vernadskogo 87, korp.2, Moscow, Russia, 119415	
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9. Lifting and Shipment commence as per Contracted.
10. Buyer's bank releases the Payment after Discharge of Cargo and the receipt of all Relevant Documents to Seller shipping 'bank within five banking days.

Seller Seal & Signature



Генеральный директор
Джескорск Рефин

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