

SOFT CORPORATE OFFER

**Prices subject
to change
without notice**



DJD *International Solutions, LLC*

Place:

Date: 1st day of November 2011 through to December 1st 2011

Document number: HP&C-01/AB-01/(TBA)/111101

Dear Sirs,

We DJD International Solutions/designee hereby confirm this soft offer which is now confirmed with one of our producers in Brazil. We control the relationship and retain full control over future transactions involving this client. This is reputable supplier/producer in Brazil of which has capacity to supply over longer contractual periods. We are a trading firm specializing in sugar trade transactions around the globe having done so for the past 10 years.

This is a Soft Corporate Offer covering Container sales, Spot Buys of 12,500 mt – 100,000 mt or Contracts for monthly revolving shipments, of Refined Cane Sugar as per the Brazilian Export Specifications set out herein, to be shipped at a rate of XXX,XXX metric tons shipments per month for twelve 1 - 12 consecutive months. All shipments will be in 25 mt Containers or in 12,500 mt or 25,000 mt vessels as appropriate for the Buyer's needs.

In this soft-offer please find our details and example of our procedures for this client.

If this Soft Corporate offer is acceptable, please copy the Specifications and the Procedures as set out herein into your ICPO and forwarded it by email to us for our acceptance and issuance of the Contract.

Please decide your course of action ASAP as prices depend upon that.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Ignacio Duarte', is written in a cursive style.

Managing Director

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DJD International Solutions, LLC

SELLER:

COMPANY	:	DJD INTERNATIONAL SOLUTIONS.
ADDRESS	:	#8 ESTATE DIAMOND
CITY	:	FREDERIKSTED, ST. CROIX
COUNTRY	:	U S VIRGIN ISLANDS, 00841
REGISTRATION NUMBER	:	029953819
TELEPHONE NUMBER	:	+1 513-300-2000
FAX NUMBER	:	
REPRESENTED BY	:	DENNIS DRABEK
TITLE	:	MANAGING DIRECTOR
PASSPORT NO	:	481283350
NATIONALITY	:	USA
E MAIL	:	denny@djdinternational.com

BUYER:

COMPANY	:	TBA
ADDRESS	:	
CITY	:	
COUNTRY	:	
REGISTRATION NUMBER	:	
NUMBER	:	
FAX NUMBER	:	
REPRESENTED BY	:	
TITLE	:	
PASSPORT NO	:	
NATIONALITY	:	
E MAIL	:	

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SUMMARY



DJD International Solutions, LLC

Type of product: White Refined Cane Sugar - ICUMSA 45
 Origin: Brazil
 Seller: DJD International Solutions.
 Buyer: _____ TBA _____
 Type of deal: #1. Contract for a Spot Buy of **XXX,XXX** mt
 #2. Contract for regular monthly shipments of **XXX,XXX** mt
 Prolonging: Standard annual rolls and extensions at then current market price
 Quantity: #1. **X,XXX,XXX** mt (As per Spot Buy table below)
 #2. **X,XXX,XXX** mt (As per Monthly Revolving Shipments Table below)
 Shipment: 20' Containers (25 mt), 12,500 mt or 25,000 mt vessels

Price: CIF Spot Buys (to be adjusted for Destination Port)

25 mt in 20' Containers (less than 40 Containers)	US\$755 per mt
12,500 mt	US\$562 per mt
25,000 mt	US\$542 per mt
50,000 mt	US\$522 per mt
100,000 mt	US\$512 per mt

Price: CIF Monthly Revolving Shipments (to be adjusted for Destination Port)

1,000 mt – 2,500 mt in 20' Containers (25 mt)	US\$7327 – US\$662 per mt
12,500 mt x 12 months = 150,000 mt	US\$542 per mt
25,000 mt x 12 months = 300,000 mt	US\$537 per mt
50,000 mt x 12 months = 600,000 mt	US\$517 per mt

Payment: MT-103 cash wire transfer 100% at sight within five (5) Banking days of the Buyer's Bank's receipt of the Seller's Commercial Invoice and the full set of Seller's Shipping Documents as issued at the port of loading for each vessel shipped.
 Payment Guarantee: Standby Letter of Credit (SBLC) or Bank Guarantee (BG) delivered by SWIFT MT-760 covering the value of one shipment as per Seller's "Procedures" set out herein.
 Performance Bond (PB): 2% (Two percent) of the value of the monthly shipment shipped as per Seller's "Procedures" set out herein. No PB for Spot Buys.
 Delivery terms: CIF (Cost, Insurance and Freight)
 Loading Port: Any Brazilian port
 Discharge Port: Buyer's designated and approved ports.
 Inspection / Testing: SGS Inspection report issued at the loading port in Brazil.
 Documentation: Proof of Product as per Seller's "Procedures" set out herein.
 Shipping Documents: As issued at the loading port.
 Commercial invoice: As issued and adjusted for quantity shipped from the loading port.

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PRODUCT



DJD International Solutions, LLC

The product is white refined

sugar - ICUMSA 45 – and shall conform to the following specifications:

ICUMSA:	45 RBU Attenuation index units method n° 4-1978
Colour:	Sparkling Crystal White
Polarization at 20'c:	99.8% Minimum
Granulation:	Fine
Solubility:	100% dry/free fine flowing
Reducing Sugar:	0.05% Maximum by weight
Substance:	Solid Crystal
Moisture:	0.04% MAX.
Smell:	Free of any smell
Sediments:	None
Sulphated ash content:	0.04% Maximum.
Ash by electrical Conductivity:	0.04 % Maximum (On dry weight basis)
Magnetic particles:	4 Mg/kg Maximum
Sulphur Dioxide:	20 ppm Maximum
HPN Staph Aurous:	Nil
Max AS:	1 ppm Maximum
Max OS:	2 ppm Maximum
Max CU:	3 ppm Maximum
Radiation:	Normal Certified without presence of CAESIUM OR IODINE
Phytosanitary Certificate:	No virus, no insect parts or husks, no poisonous matter, not genetically modified and is suitable for human consumption.
Crop:	Current

Any other specification not mentioned shall be in accordance with international specifications.

The origin of the product shall be the country of Brazil, South America.

The product will be packed in new net fifty kilograms (50kg) polypropylene bags with polyethylene lining. The bags have a combined tare of one hundred grams (100 g) and are sufficient to ensure the safe arrival of product to destination. The bags are stacked on pallets or in slings suitable for ocean travel. Seller provides 2% empty bags free of charge.

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PROCEDURES
(SBLC / BG by
SWIFT MT760)



DJD *International Solutions, LLC*

DRAFT CONTRACT ISSUED: The Seller issues a draft contract with banking information in response to the Seller's receipt and acceptance of the Buyer's Irrevocable Corporate Purchase Order (ICPO) and Bank Comfort Letter (BCL).

BUYER SIGNS DRAFT: The Buyer will review and complete the Buyer's corporate and banking information, sign and seal and return the draft contract to the Seller. Draft contract shall be signed with each page initialed and sent via fax or electronic message, which will be deemed as original and valid.

SELLER SIGNS DRAFT: Within three (3) banking days of the receipt of the signed draft contract the Seller will sign and seal and return the draft contract to the Buyer. This draft contract will be exchanged by way of e-mail, fax, and or electronic facsimile and will be deemed as original and valid until hard copies are exchanged.

BUYER'S AUTHORIZATION TO VERIFY FUNDS: The Buyer will provide the Seller with a letter in the Seller's provided format, authorizing the Seller's Bank to verify funds in his account. The Buyer will copy this letter to his Bank Officer.

SELLER CONTRACTS: Immediately upon the receipt of the Buyer's "Letter of Authorization to Verify Funds" the Seller will, produce six (6) signed Hard Copies of the Contract then sign and seal each Hard Copy, initialing at the bottom of each page and express courier them to the Buyer for signature. (No electronic signatures allowed).

SELLER'S PROFORMA INVOICE / PROOF OF PRODUCT: The Seller, with the Hard Copies of the Contract sent by express courier, will provide his PROFORMA INVOICE for the first shipment and a verifiable 'soft' PROOF OF PRODUCT of the Seller's allocation.

BUYER CONTRACTS: The Buyer, within two (2) days of receiving the Hard Copies of the Contract will initial each page, sign and seal each Hard Copy and express courier four (4) hard copies back to the seller. (No electronic signatures or initials allowed)

BUYER'S BANK ISSUES SBLC / BG by SWIFT "MT-760: The Buyer's Bank, a bank acceptable to the Seller's Bank, within five (5) Banking days of the signing of the Hard Copies of the Contract, issues their confirmed SBLC / BG by SWIFT MT760 (in the Seller's approved text) to the Seller's Bank. A hard copy will be couriered to the Seller's Bank within seven (7) banking days.

SELLER'S BANK ISSUES (POP): Within ten (10) banking days of the receipt of the Buyer's SBLC / BG by SWIFT MT 760 the Seller's Bank will issue the Operative Performance Bond (if applicable) and the POP to the Buyer in the following form, if applicable:

- Licence to export issued by the Brazilian Government;
- Approval to export issued by the Brazilian Government;
- Statement of availability of product;

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- nery commitment to produce the full contracted amount of product
- SGS / Warehouse Receipt for the first shipment;
- Charter Party Agreement to transport the product to the Buyer's designated Discharge Port.

SHIPMENT OF PRODUCT: The Seller will ship the product within 30 – 45 (Thirty to Forty Five) days of the Buyer's Bank's issuance of the SBLC and it's acceptance by the Seller's Bank.

PAYMENT FOR REVOLVING MONTHLY SHIPMENTS: The Buyer will pay for each shipment after loading of the vessel by means of SWIFT or funds transfer sent by his Bank within five (5) banking days AFTER receipt of the Seller's Commercial Invoice and the Shipping Documents (Section 10.1) for each vessel shipped as per the agreed delivery schedule. Upon receipt of these documents the Buyer will immediately transfer 100% payment for the outstanding shipment balance directly to the Seller's Operating Account as set out within this contract. (NOTE: Arrangements can be negotiated for payment being made upon the arrival (Notice of Arrival (NOA)) of the vessel at the Destination Port)

TITLE: Title for the goods for each shipment will pass from the Seller to the Buyer after receipt of 100% (One Hundred percent) of the funds due for that shipment into the Seller's designated Operating Account.

PAYMENT FOR SPOT BUYS OR FOR THE LAST VESSEL SHIPPED: After the last vessel shipped under the contract is paid for the Seller will instruct his Bank release the BG / SBLC to the Buyer's Bank or at the Buyer's option the Seller will instruct his Bank to draw against the BG / SBLC for payment of the last vessel shipped.

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**Authenti
cated**



DJJD International Solutions, LLC

MT760 SBLC SPECIMEN VERBIAGE

ISSUED BY : (name of issuing bank)
ADDRESS :
STAND BY LETTER OF CREDIT NUMBER:
CUSIP / ISIN NUMBER :
DATE OF ISSUE :
DATE OF EXPIRATION :

BENEFICIAIRY : (Seller) NAME
ADDRESS :

WE, HEREBY OPEN OUR, IRREVOCABLE, TRANSFERABLE STANDBY LETTER OF CREDIT IN YOUR FAVOUR IN THE AMOUNT OF \$XXXXXXXXXXXXXXXXX ((XX)) FOR THE ACCOUNT OF (THE BUYER) COVERING: PERFORMANCE UNDER CONTRACT (Reference FCO/PFI #)

PAYMENT IS AVAILABLE UPON PRESENTATION OF BENEFICIARY'S DRAFT MARKED "DRAWN UNDER STAND BY LETTER OF CREDIT N°....., DATED.....".ACCOMPNIED BY:

BENEFICIARIY'S STATEMENT THAT A PAYMENT DUE UNDER THE CONTRACT HAS NOT BEEN EFFECTED, THEREFORE THE AMOUNT DRAWN HEREUNDER IS DUE AND OWING.
THIS CREDIT IS CONFIRMED BY (CONFIRMING BANK NAME) ADVISING AND NEGOTIATING BANK (BENEFICIARY'S BANK)

WE ENGAGE WITH YOU THAT THE DRAFT DRAWN UNDER AND IN COMPLIANCE WITH THE TERMS OF THIS LETTER OF CREDIT SHALL BE DULY HONORED UPON PRESENTATION TO THE NEGOTIATING BANK COUNTERS, IF PRESENTED ON OR BEFORE XXXXX 2012 (**ALLOW A YEAR AND A DAY**)

THIS LETTER OF CREDIT IS AVAILABLE FOR NEGOTIATION AND PAYMENT TO THE COUNTERS OF (NAME THE BANK)

THIS LETTER OF CREDIT IS SUBJECT TO THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS ICC 500 (LATEST VERSION) PUBLISHED BY INTERNATIONAL CHAMBER OF COMMERCE OF PARIS, FRANCE.

THIS IS AN N OPERATIVE INSTRUMENT.
ALL CHARGES ARE FOR THE ACCOUNT OF THE APPLICANT.

Authorized Bank Officer
Name and title
Signature

Authorized Bank Officer
Name and title
Signature

SEAL

SEAL