

PRELIMINARY TERMSHEET

IMPORTANT NOTICE:

We, Vista Bank Group, are pleased to provide you with a proposal of indicative terms in respect of the Facility (as defined below). This proposal is intended as a basis for discussions and should not be construed as a contractual offer or a binding commitment by Vista Bank Group to arrange or finance the Facility. Any commitment by the Vista Bank Group shall be subject to conditions acceptable to it including but not limited to (i) satisfactory due diligence; (ii) receipt of internal credit [and other relevant] approvals; (iii) there being no material adverse change in respect of market conditions, the business or financial condition of the Obligors or Belgium; and (iv) satisfactory documentation. Notwithstanding the above, the provisions of “Costs and Expenses” in this term sheet shall be immediately binding upon execution of this term sheet. Vista Bank Group will not be responsible for any losses or damages which any person suffers or incurs because of reliance on or using this term sheet. This term sheet and its contents are intended for the exclusive use of the Borrower(s) and shall not be disclosed by the Borrower(s) to any person other than the Borrower's affiliates and legal and financial advisors for the purposes of the proposed transaction unless the prior written consent of the Vista Bank Group is obtained.

PARTIES

Borrower / Applicant: JDD

Mandated Lead Arranger and Bookrunner:

Key Parties: Afreximbank

Lenders: Vista Bank Group

International Facility Agent:

Local Administrative Agent (“LAA”):

TERMS OF FACILITY

Facility type: Lines of Credit

Facility Amount: 5700

Purpose: name

Final Maturity Date and repayment period: 2001/02/01

Availability Period: 2

Repayment:

Transaction Structure:

Permitted Accounts:

Sources of repayment:

Security Documents:

PRICING

Advisory Fee: %

Annual Management Fee: %

Commitment Fee: %

Agency Fee: %

Margin: 4.4 %

Interest Periods: Quarterly

Interest Rate: %

Default Interest: %

Documentation: Loan Agreement

Prepayment: %

Cancellation fees: %

Representations: power and authority

Information Undertakings: iuiffyhggtions

General Undertakings: authorisations, sanctions

Transaction and Permitted Account Undertakings: iuiffyhggtions

Events of Default: [no reduction of capital]

Conditions Precedent: non conflict with other obligations

Assignments and Transfers:

Taxes & other Deductions:

MISCELLANEOUS

Miscellaneous Provisions:

Costs and Expenses: test

Governing Law: Others

Enforcement (Courts): test

You should please indicate, at your earliest convenience, the acceptance of the above terms and conditions by countersigning and returning this document to Vista Bank Group no later than end of business on [date].

For and on behalf of Vista Bank Group

Name:

Designation:

Accepted on behalf JDD

By:

Designation:

Date:

Accepted on behalf of the Local Administrative Agent

By:

Designation:

Date: