



- PARTIAL TRANSFER -

Request for Partial Transfer of a Commercial Letter of Credit

To: Sterling National Bank
500 Seventh Avenue
International Dept.
New York, NY 10018

Please type all information in the fields below and deliver this request, along with the original advice and all amendments, to Sterling National Bank at the above address (the "Bank").

Date:		This request relates to the Letter of Credit bearing the Bank's reference number:
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By this transfer, all rights of the undersigned Beneficiary in such Letter of Credit up to the Transfer Amount listed on page 2 are transferred to the Transferee and the Transferee shall have the sole rights as Beneficiary thereof; provided, however, that any amendments hereafter must be approved by the undersigned Beneficiary before being advised to the Transferee for action thereon.

The undersigned Beneficiary agrees to deliver to the Bank on or before the date on which the Transferee's draft and documents are presented to the Bank for payment (1) its draft in an amount equal to the difference between the amount of the relative drawing authorized and the amount of the draft drawn by the Transferee, so presented; and (2) its commercial invoice(s) to be substituted for the commercial invoice(s) presented to the Bank with the draft drawn by the Transferee. In each case, the Bank is requested to pay the undersigned Beneficiary for the amount of its draft as described above together with the commercial invoice(s) of the Transferee referred to above; provided, that the Bank has honored the Transferee's draft and also provided that our draft and invoices conform with the conditions of the Letter of Credit.

Should the undersigned Beneficiary fail to deliver to the Bank its draft and commercial invoice(s), as above provided, you are hereby authorized to forward to the Transferee the commercial invoice(s) and other relative documents accompanying the draft drawn by the Transferee and to use such documents as fully complying with the terms of the Letter of Credit as then in force. In each case, you shall have no responsibility to make payment to the undersigned Beneficiary of the amount referred to above and you shall have no other responsibility to the undersigned Beneficiary.

Kindly notify the Transferee in such form as you deem advisable of the terms and conditions of the Letter of Credit as transferred. After noting the transfer on the original Letter of Credit instrument which is transmitted to you herewith, return it to us together with a copy of the Bank's notification to the Transferee. The undersigned Beneficiary will examine the copy of the Letter of Credit, and any other documents sent by the Bank in connection with the Credit, and shall notify the Bank of any non-compliance with its instructions, and of any discrepancy in any document under any presentment or any other irregularity, within three business days in New York after the undersigned Beneficiary receives or should have received any of such documents. Our failure to give timely and specific notice within three business days in New York shall automatically waive all our objections, authorize, or ratify the Bank's action or inaction, and preclude us from raising the objection as a defense or claim against the Bank.

The undersigned Beneficiary hereby authorizes you to debit our account for your transfer commission calculated at the rate of 1/2% of the amount being transferred, minimum \$250.00, plus \$75.00 for electronic notification of transfer. We agree to pay you on demand any expenses that may be incurred in connection with this transfer.

Applicant (Original Beneficiary) Full Name & Address: Sterling National Bank Account Number (if applicable):	Transfer to (Full Name & Address):
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Notify Transferee by: Mail Courier FAX (Fax Number) () -

Issuing Bank (Full Name & Address):	Transferee's Bank (Full Name & Address):
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Transfer Amount in Figures:
Unit Price in Figures:
Change in the Percentage of Insurance Coverage (if applicable):
Expiration Date Shortened to:
Latest Shipment Date Shortened to:
Quantity and Description of Merchandise Covered Under Transfer:

We agree that: (i) this request for transfer is subject to the Uniform Customs and Practice for Documentary Credits published by the International Chamber of Commerce in effect on the date of the requested transfer; (ii) we shall indemnify and hold the Bank harmless from and against any and all losses, liabilities, damages, or expenses of whatever kind and nature arising from the Bank's acceptance and carrying out of this transfer request or from refusing to so act based on applicable laws, regulations, customs, or practice; (iii) the Bank may act upon receipt of this transfer request by means of a telefacsimile and shall be authorized to rely thereon and not compare it against any manually executed counterpart which may be received subsequently; and (iv) any dispute regarding the Letter of Credit or its transfer shall be submitted to the jurisdiction of the New York State or Federal Courts located in the Borough of Manhattan and we irrevocably and unconditionally waive our right to a trial by jury in any such proceeding.

Please call: _____ at () - _____ for any questions at the time of transfer of this Letter of Credit.

PLEASE DATE AND OFFICIALLY SIGN THIS REQUEST, HAVE YOUR BANK GUARANTEE YOUR SIGNATURE AND AFFIX ITS OFFICIAL STAMP. REQUESTS RECEIVED WITHOUT A BANK GUARANTEE STAMP, WITHOUT THE ORIGINAL ADVICE AND ALL AMENDMENTS, OR WITHOUT A CHECK IN PAYMENT OF THE BANK'S FEES AND EXPENSES WILL NOT BE CONSIDERED FOR TRANSFER.

THE BANK RESERVES THE RIGHT TO NOT EFFECT A TRANSFER IF THE BANK BELIEVES IT IS PROHIBITED BY U.S. LAWS OR REGULATIONS FROM TRANSFERRING THE LETTER OF CREDIT TO CERTAIN COUNTRIES OR TO DESIGNATED PARTIES. THE BANK ALSO RESERVES THE RIGHT NOT TO EFFECT A TRANSFER FOR ANY REASON PURSUANT TO THE UNIFORM CUSTOMS AND PRACTICE IN EFFECT FROM TIME TO TIME.

<p>Name of Original Beneficiary:</p> <p>By: _____ Name & Title:</p> <p>The above signature is hereby guaranteed.</p> <p>Bank Name:</p> <p>By: _____ Name & Title of Officer: (affix stamp) Date:</p>
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