

Sale Agreement

Between

Arcadi Gaydamak (hereafter arcadi)

And

Dr. J segev (hereafter segev)

Arcadi sell to segev and segev buy from arcadi the followings:

a. 3,918,132 shares of 1 shekel each of Ocif investments and development Ltd, free and clear of all mortgage, pledge, debt, lien, attachment, claims or any other third party rights demands or claims (hereafter the shares)

b. All of 000 story lider rights to shares and debentures according to the sale agreements of the land in Rusia as described in those agreements including the agreement of 13.2.2008 free and clear of all mortgage, pledge, debt, lien, attachment, claims, or any other third party rights (hereafter the lider rights).

In full consideration of the above segev will pay the Bank Mizrahi debt in the amount of around 110 milions shekels, and 23 milions dollars to Ocif, 14 days after the transaction will be canceled by ocif according to the law and lider will lawfully agrees to this cecelation.

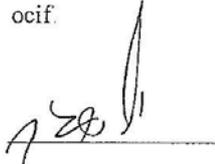
It is agreed that arcadi and lider will not oppose to the cancelation of the rusia agreements with lider, or its implamantation according to segev full discracion

This agreement is subject to the court approval. If the court will not approve the sale, segev will not have any obligation according to this agreement.

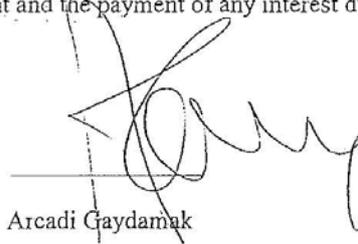
Despite all of the above it is agreed that segev has the right to decide, in any stage, not to pay the 23 milion dollars and in the event that such decision will be made by him, this agreement will include only the sale of ocife shares for the price agreed



Despite all of the above arcadi will have the right to give segev in cash the sum of 23 millions dollars, within 14 days from this agreement and in this case it is agreed that story lider rights will not be included in this sale agreement In this event arcadi and lider will agree to cancel the russia agreement and the payment of any interest due to ocif.



Dr. J. Segev



Arcadi Gaydamak