

## INDEPENDENT AUDITORS' REPORT

To the Board of Directors and the Shareholder of OAO VTB-Leasing

We have audited the accompanying financial statements of OAO VTB-Leasing (the "Company"), which comprise the balance sheet as at December 31, 2005, and the statement of income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the accompanying financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Opinion*

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2005, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

*Emphasis of Matter*

We draw attention to Note 19 to the financial statements which discloses significant amounts of borrowings and other transactions with the shareholder of the Company.

Without qualifying our audit opinion we draw attention to Note 2 of the financial statements which states that these financial statements have been reissued to correct the balance of advances received from lessees as at December 31, 2005 and the finance lease income as required by IAS 17 (revised) "Leases". As a result, we have reissued our Independent Auditors' Report that was previously dated March 1, 2006.

*Ernst & Young Vestaudit*

March 6, 2007

JSC VTB-Leasing  
Balance Sheets  
(Thousands of US Dollars)

		December 31,	
	Notes	2005	2004
<b>Assets</b>			
Cash and cash equivalents	4	3,360	12,642
Financial assets at fair value through profit or loss	5	12,833	-
Placements with banks	6	48	529
Net investments in leases	7	84,749	16,491
Equipment purchased for leasing purposes		14,605	5,666
Accounts receivable and prepayments	8	21,382	810
Other assets	9	18,596	4,015
<b>Total assets</b>		<b>155,573</b>	<b>40,153</b>
<b>Liabilities</b>			
Loans from banks	10	117,277	14,341
Accounts payable to suppliers	11	2,177	407
Advances from customers		8,812	1,672
Deferred income tax liabilities	13	644	140
Current income tax liabilities	13	378	29
<b>Total liabilities</b>		<b>129,288</b>	<b>16,589</b>
<b>Shareholder's equity</b>			
Share capital	14	20,014	20,014
Additional paid-in capital		701	172
Retained earnings		4,062	1,039
Currency translation differences		1,508	2,339
<b>Total shareholder's equity</b>		<b>26,285</b>	<b>23,564</b>
<b>Total liabilities and shareholder's equity</b>		<b>155,573</b>	<b>40,153</b>

Signed on behalf of the Board of Directors on March 6, 2007

General Director  
Borisevich A.V.



Chief Accountant  
Komrakova G.T.

The accompanying notes on pages 6 to 22 are an integral part of these financial statements

JSC VTB-Leasing  
 Statements of Income  
 (Thousands of US Dollars)

	Notes	2005	2004
<b>Interest income</b>			
Finance income from leases		10,940	1,965
Due from banks		112	306
Debt securities		285	-
		<u>11,337</u>	<u>2,271</u>
<b>Interest expenses</b>			
Loans from banks		(2,611)	(341)
<b>Net interest income</b>		<u>8,726</u>	<u>1,930</u>
Impairment of interest earning assets	12	(342)	(247)
<b>Net interest income after impairment</b>		<u>8,384</u>	<u>1,683</u>
Translation gains less losses			
from foreign currency		(1,997)	1,358
Fees and commissions expense		(338)	-
Salaries and employment benefits	15	(423)	(377)
Administrative and operating expenses	15	(1,002)	(641)
<b>Non-interest (expenses) income</b>		<u>(3,760)</u>	<u>340</u>
<b>Income before taxation</b>		<u>4,624</u>	<u>2,023</u>
Income tax expense	13	(1,072)	(481)
<b>Net profit</b>		<u>3,552</u>	<u>1,542</u>

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