

INDEPENDENT AUDITORS' REPORT

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

We have audited the accompanying consolidated financial statements of OAO VTB-Leasing (the "Company") and its subsidiary (together the "Group"), which comprise the consolidated balance sheet as at December 31, 2006, and the consolidated statement of income, consolidated statement of changes in equity and consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated 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.

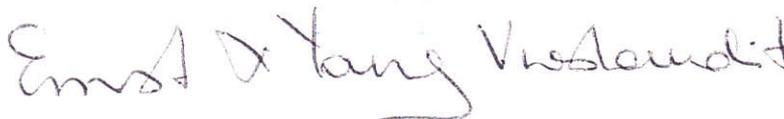
Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Group as at December 31, 2006, 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 21 to the consolidated financial statements which discloses significant amounts of borrowings and other transactions with the shareholder and related parties of the Group.

March 6, 2007



CONSOLIDATED BALANCE SHEET

as of December 31, 2006

(in thousands of US Dollars)

	Notes	2006	2005 (restated) Note 2
Assets			
Cash and cash equivalents	5	48,132	3,360
Trading securities	6	1,847	12,833
Amounts due from credit institutions	7	42	48
Net investment in leases	8	463,760	84,749
Equipment purchased for leasing purposes	9	114,269	14,605
Advances issued to leasing equipment suppliers	10	68,319	20,289
VAT receivable		78,358	14,605
Other assets		3,649	5,084
Total cash		778,376	155,573
Liabilities			
Amounts due to credit institutions	11	294,548	117,277
Debt securities issued	12	350,141	-
Advances received from lessees	13	49,565	8,812
Current income tax liabilities	15	1,561	378
Deferred income tax liabilities	15	7,574	644
Other liabilities		13,418	2,177
Total liabilities		716,807	129,288
Equity			
Share capital	16	20,014	20,014
Additional paid-in capital		2,503	701
Retained earnings		34,102	4,062
Currency translation differences		4,950	1,508
Total equity		61,569	26,285
Total equity and liabilities		778,376	155,573

Signed of behalf of the Board of Directors

Komrakova G.T.

Chief Accountant

Borisevich A.V.



General Director

March 6, 2007

The accompanying notes on pages 6 to 30 are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF INCOME**For the year ended December 31, 2006***(in thousands of US Dollars)*

	<i>Notes</i>	<i>2006</i>	<i>2005 (restated) Note 2</i>
Interest income			
Finance income from leases		61,189	10,940
Amounts due from credit institutions		242	112
Trading securities		932	285
		<u>62,363</u>	<u>11,337</u>
Interest expenses			
Amounts due to credit institutions		(11,567)	(2,611)
Debt securities issued		(217)	-
Other		(24)	-
		<u>(11,808)</u>	<u>(2,611)</u>
Net interest income		50,555	8,726
Impairment of interest earning assets	14	(1,098)	(342)
Net interest income after impairment of interest earning assets		49,457	8,384
Commission expense		(1,993)	(338)
Gains less losses from trading securities		(227)	-
Gains less losses from foreign currencies:			
- dealing		(348)	16
- translation differences		3,834	(2,013)
Other income		58	-
Other non interest income (expense)		3,317	(1,997)
Salaries and benefits	17	(885)	(423)
Other operating expenses	17	(7,612)	(1,002)
Other non interest expense		(8,497)	(1,425)
Profit before income tax expense		42,284	4,624
Income tax expense	15	(10,442)	(1,072)
Profit for the year		31,842	3,552

The accompanying notes on pages 6 to 30 are an integral part of these consolidated financial statements.