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LAW PARTNERSHIP

“GAUF AND PARTNERS”

to mr D.V. Gololobov

Lawyer's inquiry

By me, lawyer V.N. Krasnov, registration number 77/7810, in the procedure established by law is being implemented the defence of citizen Platon Leonidovich Lebedev in criminal case No.18/432766-0707.

Pursuant to Art.86 para3(3) CCP RF, a lawyer shall have the right to gather evidence necessary for rendering the client legal assistance, while according to Art.6 Federal Law «On the Advocacy and the Bar», - among others by way of the polling [*sic*] with their approval of persons presumably possessing such information, obtaining from them the corresponding documents and clarifications.

In connection with what is set forth above, I ask you to clarify the following:

- 1) Is it known to you by whom and when was adopted the decision on carrying out transactions with the shares of the subsidiary enterprises of OAO «VNK»?
- 2) What is known to you about the participation of my Client, P.L. Lebedev, in the preparation and the carrying out of the indicated transactions?

In the event that you possess documents with respect to the indicated questions, a request to attach them to your clarifications.

Lawyer

(signature)

V.N. Krasnov

11 February 2008

City of London

GOLOBOV & COMPANY

Russian Legal Advisor

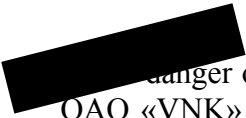
To Lawyer V.N. Krasnov

Dmitry Vladimirovich Gololobov
Born 14 May 1969
Resid.: [REDACTED]
Candidate of juridical sciences
Master of law (LLM, London)
Lawyer of the Lawyers' Chamber of the city of Moscow
Principal Gololobov & Co (London)

To your Lawyer's inquiry of 11 February 2008 I voluntarily and responsibly clarify the following.

On the strength of my official duties, while in consequence on the basis of the corresponding lawyers' contract, I, in accordance with the decisions of the collegial bodies of management of the company ROSPROM-YUKOS, took part in the legal support of measures with respect to the protection of the shares of OAO «Tomskneft» and other subsidiary enterprises of OAO «VNK» from in essence raider attempts at the alienation thereof, initiated by the company «Birkeholz [*sic*] CA» and persons associated therewith. All actions implemented by me fully corresponded to the normative acts in effect at the moment of their performance and the dispositive documents of the Company issued on the basis thereof.

It is known to me that on the basis and in execution of a collegial decision of the Board of Directors of ZAO «Rosprom» of 3 November 1998, in November 1998 within the framework of the indicated measures, contracts were entered into between OAO «VNK» and a series of foreign companies for the swap of shares in the subsidiary enterprises of OAO «VNK», including OAO «Tomskneft», with the condition of their mandatory subsequent repurchase upon the unilateral demand of OAO «VNK» at fixed conditions, ruling out the causing to OAO «VNK» of any material losses whatsoever, which is what was carried out under the factual control of the state after the elimination

 danger of a raider capture of the indicated shares as the result of the issuance in favour of OAO «VNK» of the corresponding court decisions, both by Russian commercial courts and by the Vienna Arbitration Tribunal of 31 March 2002 and 1 July 2003 (decisions of the Board of Directors of ZAO «Rosprom» of 03.11.98 and 10.02.99 are attached).

To the best of my knowledge, over the time of the legal support by me of the indicated transactions, P.L. Lebedev took no part whatsoever in their preparation and carrying out, did not give indications to me and other persons having to do with the transactions, did not take part in the discussion of the given questions.

Attachments with respect to the text on all of 5 sheets.

(signature)

.....
D.V. Gololobov

27 February 2008

city of London

(Seal)

MINUTES No.2
of the session of the Board of Directors of ZAO «ROSPROM»

city of Moscow, Kolpachny per., d.5/2

3 November 1998

PRESENT:

N.V. Bychkov, B.N. Zolotarev, K.G. Kagalovsky, A.V. Krainov,
S.V. Muravlenko, M.I. Shestopalov (a quorum is had)

AGENDA:

1. Confirmation of the plan of work of the Board of Directors of ZAO «ROSPROM» for the 1U [sic] quarter of the year 1998 and the 1 half-year of the year 1999.
2. On the effecting of transactions in the name of OAO «VNK» with respect to the exchange of shares of OAO «Tomskneft» VNK.

Decided:

With respect to the first question

To confirm the plan of work of the Board of Directors of ZAO «ROSPROM» for the 1U [sic] quarter of the year 1998 and the 1 half-year of the year 1999.

Results of the voting:

“FOR” - 6

“AGAINST” - 0

“ABSTAINED” - 0

Decision adopted unanimously.

With respect to the second question:

1. Taking into account the necessity of a temporary restructuring of the assets of OAO «VNK» and considering the proposals received to the address of OAO “VNK” on entering into contracts for the swap of shares in OAO “Tomskneft” VNK belonging to OAO “VNK”, as well as taking into account that the given transactions will not appear for OAO “VNK” as large or as transactions in the effecting of which is had interestedness, to effect, after receiving the opinion of an independent appraiser on confirmation of the equivalency of the exchange, in the name of OAO “VNK” the following translations with the following counterparties:
 - 1) With Sagiman Holding Limited – a Contract for the swap of 6 200 000 (Six million two hundred thousand) shares in OAO “Tomskneft” VNK for 11 271 600 (Eleven million two hundred seventy-one thousand six hundred) shares in OAO “NK “YUKOS”.

- With Montekito Holding Limited – a Contract for the swap of 5 800 000 (five million eight hundred thousand) shares in OAO “Tomskneft”Vnk for 10 544 400 (Ten million five hundred forty-four thousand four hundred) shares in OAO “NK “YUKOS”,
- 3) With Chelita Limited – a Contract for the swap of 5 112 200 (Five million one hundred twelve thousand two hundred) shares in OAO “Tomskneft”Vnk for 9 293 980 (Nine million two hundred ninety-three thousand nine hundred eighty) shares in OAO “NK “YUKOS”.
- 2 To entrust R.R. Burganov after obtaining the opinions of the independent appraiser and on the basis of a power of attorney from OAO “Vnk” to sign the above-indicated contracts of swap.

Results of the voting:

“FOR” - 6

“AGAINST” - 0

“ABSTAINED” - 0

Decision adopted unanimously.

**Chairman of the Board of Directors
of ZAO «ROSPROM»**

(signature)

S.V.Muravlenko

**Permanent Secretary of the Board of Directors
of ZAO «ROSPROM»**

(signature)

Ye.A. Timofeyeva

MINUTES No.4
of the session of the Board of Directors of ZAO «ROSPROM»

city of Moscow, Kolpachny per., d.5/2

10 February 1999

PRESENT:

Chairman of the Board of Directors S.V. Muravlenko

Members of the Board of Directors N.V. Bychkov, V.M. Dubov, B.N. Zolotarev,
K.G. Kaganovich, A.V. Krainov, M.I. Shestopalov

A quorum is had

Permanent Secretary of the Board of Directors Ye.A. Timofeyeva

AGENDA:

- 1 On the convening of an annual general meeting of shareholders of ZAO «ROSPROM» (S.V. Muravlenko)
- 2 Confirmation of the list of candidates to the membership of the Board of Directors of ZAO «ROSPROM» (S.V. Muravlenko)
- 3 Confirmation of the list of candidates for Internal Auditors of ZAO «ROSPROM» (S.V. Muravlenko)
- 4 On transactions for the exchange of shares in OAO «Tomskneft»

Decided:

With respect to the first question:

1.1. To convene an annual general meeting of shareholders of ZAO «ROSPROM» on "30 June 1999 at 12⁰⁰ at the address: 101980, city of Moscow, Kolpachny per., d.5/2 in the form of the joint presence of the shareholders.

1.2. To confirm the following agenda for the annual general meeting of shareholders:

- 1) *On confirmation of the Annual Report on the results of the economic activity of the Company in the year 1998.*
- 2) *Confirmation of the annual financial accounting balance sheet, account of profits and losses of the Company for the year 1998.*
- 3) *Confirmation of the distribution of profit and the size of the dividend for the year 1998.*
- 4) *Determination of the numerical composition of the Board of Directors of the Company.*
- 5) *Election of the Board of Directors of the Company.*
- 6) *Election of the Internal Auditor of the Company.*
- 7) *Confirmation of the Auditor of the Company for the year 1999.*

1.3. To draw up a list of shareholders having the right to participation in the annual general meeting of shareholders, on the basis of the data of the register as at "01" June 1999.

1.4. In a time period until "24" June 1999 to bring to the shareholders of ZAO «ROSPROM» a message on the convocation of the annual general meetings, including within it the information established by current legislation.

1.5. During preparation for the conducting of the annual general meeting of shareholders, to provide shareholders for familiarisation the following information (materials):

- 1) The Annual Report on the results of the economic activity of the Company in 1998;
- 2) The Annual financial accounting balance sheet, accounts of profits and losses of the Company for 1998;
- 3) The opinion of the Internal Auditor of the Company. opinion of the Auditor of the Company with respect to the results of the verification of the financial-and-economic activity of the Company in 1998;
- 4) Information on candidates to the membership of the Board of Directors and to the Internal Auditors of the Company.
- 5) Information on the Auditor of the Company for 1999.

1.6. To recommend to the annual general meeting of shareholders to confirm OOO «Auditing firm «BRIS» as Auditor of the Company for 1999.

Results of the voting:

“FOR” - 7

“AGAINST” - 0

“ABSTAINED” - 0

Decision adopted unanimously.

With respect to the second question :

2.1. To confirm the list of candidacies for voting with respect to [sic] elections to the Board of Directors at the annual general meeting of shareholders of ZAO «ROSPROM», including in it the following candidates:

at the application of the Non-Commercial Partnership «Amalgamation of Industrial Enterprises «ROSPROM» - owner of 100 percent of the voting shares in the Company:

1. Brudno, Mikhail Borisovich,
2. Gololobov, Dmitry Vladimirovich,
3. Golubovich, Alexey Dmitrievich,
4. Guriev, Andrei Grigorievich,
5. Muravlenko, Sergey Viktorovich,
6. Chernyshova, Natalia Vladimirovna,
7. Shakhnovsky, Vasily Savelievich,
8. Shestopalov, Mikhail Iosifovich.

2.2. To recommend to the annual general meeting of shareholders to elect the Board of Directors of ZAO «ROSPROM» in a quantity of 8 persons.

Results of the voting:

“FOR” - 7

“AGAINST” - 0

“ABSTAINED” - 0

Decision adopted unanimously.

With respect to the third question:

To confirm the list of candidacies for voting with respect to [sic] elections of the Internal Auditor at the annual general meeting of shareholders of ZAO «ROSPROM», including in it the following candidates:

at the application of the Non-Commercial Partnership «Amalgamation of Industrial Enterprises «ROSPROM» - owner of 100 percent of the voting shares in the Company:

Smirnov, Alexey Anatolievich.

Results of the voting:

“FOR” - 7

“AGAINST” - 0

“ABSTAINED” - 0

Decision adopted unanimously.

With respect to the fourth question:

Taking into account that:

- 1) Transactions with the shares of OAO “Tomskneft” have been effected in accordance with a decision of the Board of Directors of the managing organisation - ZAO “Rosprom” of 3 November of the year 1998,
- 2) After entry into transactions with the shares of OAO “Tomskneft” as the result of the wrongful actions of the offshore company “Birkenholz” [sic], a threat of the unlawful alienation of the property of OAO “VNK” to the benefit of third parties has arisen,
- 3) Transactions with the shares of OAO “Tomskneft” VNK allow the managing company of the organisation to effectively ensure the protection of the assets of the Company, including for its shareholders, one of whom is the state, from unlawful encroachment,
- 4) The conditions of contracts entered into allow OAO “VNK” after elimination of the threat of the unlawful alienation of shares in OAO “Tomskneft” VNK to implement their buyback,
- 5) The Board of Directors of ZAO “ROSPROM” considers that the conditions of the contracts entered into must be brought to the attention of the shareholders of OAO “VNK”. members of the Board of Directors of OAO “VNK”, representatives of the state in the Board of Directors of OAO “VNK”,

Decided:

1. To propose to the Board of Directors of OAO “VNK” to examine and approve the transactions with respect to the exchange of shares in OAO “Tomskneft” VNK that have been effected in the name of OAO “VNK”.
2. In the event that the need arises, for R.R. Burganov, as well as other persons authorised in accordance with powers of attorney issued for the performance of the corresponding actions in the name of OAO “VNK”, to sign additional agreements (changes) on the prolongation of contracts of swap of shares of OAO “Tomskneft” VNK entered into by OAO “VNK”.

Results of the voting:

“FOR” - 7

“AGAINST” - 0

“ABSTAINED” - 0

Decision adopted unanimously.

**Chairman of the Board of Directors
of ZAO «ROSPROM»**

(signature)

S.V.Muravlenko

**Permanent Secretary of the Board of Directors
of ZAO «ROSPROM»**

(signature)

Ye.A. Timofeyeva