

# CONSOLIDATED INTERIM CONDENSED FINANCIAL STATEMENTS SIX MONTHS ENDED JUNE 30, 2007 AND 2006



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#### Report of Independent Auditors

To the Board of Directors and Shareholders of OAO Tatneft:

ZAO Pricewaterhouse Coopess Audit

We have reviewed the accompanying consolidated interim condensed balance sheet of OAO Tatneft and its subsidiaries as of June 30, 2007, and the related consolidated interim condensed statements of operations and comprehensive income and of cash flows for the six-month period ended June 30, 2007. These consolidated interim condensed financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards generally accepted in the United States. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying consolidated interim condensed financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited in accordance with auditing standards generally accepted in the United States, the consolidated balance sheet as of December 31, 2006, and the related consolidated statements of operations and comprehensive income, of changes in shareholders' equity, and of cash flows for the year then ended (not presented herein), and in our report dated June 26, 2007 we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated interim condensed balance sheet as of June 30, 2007, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

Moscow, Russian Federation

October 25, 2007

TATNEFT
Consolidated Interim Condensed Balance Sheets (Unaudited)
(in millions of Russian Roubles)

|  | Notes | At June 30,<br>2007 | At December 31,<br>2006 |
|--|-------|---------------------|-------------------------|
| Assets   |       |                     |                         |
| Cash and cash equivalents  |       | 18,719              | 6,869                   |
| Restricted cash  |       | 1,195               | 1,485                   |
| Accounts receivable, net   | 4     | 43,761              | 27,307                  |
| Due from related parties   | 11    | 15,642              | 13,827                  |
| Short-term investments   |       | 12,835              | 15,825                  |
| Current portion of loans receivable  |       | 5,440               | 5,151                   |
| Inventories  | 5     | 12,467              | 11,403                  |
| Prepaid expenses and other current assets  |       | 15,521              | 20,737                  |
| Total current assets   |       | 125,580             | 102,604                 |
| Long-term loans receivable, net  |       | 5,526               | 4,997                   |
| Due from related parties   | 11    | 5,501               | 6,235                   |
| Long-term investments  | 3     | 16,456              | 23,468                  |
| Property, plant and equipment, net   |       | 180,942             | 178,539                 |
| Other long-term assets   |       | 7,912               | 3,581                   |
| Total assets   |       | 341,917             | 319,424                 |
| Liabilities and shareholders' equity   |       |                     |                         |
| Short-term debt and current portion of long-term debt  | 6     | 3,516               | 3,784                   |
| Trade accounts payable   |       | 6,410               | 6,543                   |
| Due to related parties   | 11    | 2,453               | 704                     |
| Other accounts payable and accrued liabilities   |       | 14,110              | 13,182                  |
| Dividends payable  |       | 10,778              | 108                     |
| Capital lease obligations  |       | 660                 | 865                     |
| Taxes payable  |       | 9,266               | 7,561                   |
| Total current liabilities  |       | 47,193              | 32,747                  |
| Long-term debt, net of current portion   | 6     | 587                 | 290                     |
| Due to related parties   | 11    | 9                   | 15                      |
| Other long-term liabilities  | • •   | 1,602               | 1,743                   |
| Asset retirement obligations, net of current portion   |       | 30,369              | 28,923                  |
| Deferred tax liability   | 8     | 19,516              | 20,564                  |
| Capital lease obligations, net of current portion  | 0     | 330                 | 265                     |
| Total liabilities  |       | 99,606              |                         |
| Minority interest  |       |                     | 84,547                  |
| Shareholders' equity Preferred shares (authorized and issued at June 30, 2007 and December 31, 2006 – 147,508,500 shares; nominal value at June 30,2007 and December 31, 2006 - RR1.00) Common shares (authorized and issued at June 30, 2007 and December |       | 3,536<br>148        | 3,174                   |
| 31, 2006 - 2,178,690,700 shares; nominal value at June 30, 2007 and December 31, 2006 - RR1.00)  |       | 2,179               | 2,179                   |
| Additional paid-in capital   |       | 96,626              | 95,337                  |
| Accumulated other comprehensive income   |       | (334)               | (318)                   |
| Retained earnings  |       | 142,935             | 137,143                 |
| Less: Common shares held in treasury, at cost (100,558,885 shares and 111,298,885 shares at June 30, 2007 and December 31, 2006, respectively)   |       |                     |                         |
| Total shareholders' equity   |       | (2,779)             | (2,786)                 |
| Total liabilities and shareholders' equity   |       | 238,775<br>341,917  | 231,703<br>319,424      |

TATNEFT
Consolidated Interim Condensed Statements of Operations and Comprehensive Income (Unaudited)
(in millions of Russian Roubles)

|  | Notes      | Six months ended<br>June 30, 2007 | Six months ended<br>June 30, 2006 |
|--|------------|-----------------------------------|-----------------------------------|
| Sales and other operating revenues   | 10         | 157,185                           | 160,860                           |
| Costs and other deductions   |            |                                   |                                   |
| Operating  |            | 27,083                            | 23,571                            |
| Purchased oil and refined products   |            | 17,269                            | 17,750                            |
| Exploration  |            | 559                               | 837                               |
| Transportation   |            | 4,041                             | 3,438                             |
| Selling, general and administrative  |            | 11,317                            | 9,013                             |
| Depreciation, depletion and amortization   |            | 5,397                             | 5,560                             |
| Loss on disposals of property, plant and equipment and investments and impairments | 3,7        | 1,905                             | 3,443                             |
| Taxes other than income taxes  | 8          | 64,403                            | 72,323                            |
| Maintenance of social infrastructure and transfer of social assets                 |            | 851                               | 58                                |
| Total costs and other deductions   |            | 132,825                           | 135,993                           |
| Other income (expenses)  | THE SELECT |                                   | 200,000                           |
| Earnings from equity investments   |            | 430                               | 876                               |
| Foreign exchange loss  |            | (484)                             | (1,404)                           |
| Interest income  |            | 1,189                             | 917                               |
| Interest expense   |            | (110)                             | (367)                             |
| Other (expense) / income, net  |            | (651)                             | 1,195                             |
| Total other income   |            | 374                               | 1,217                             |
| Income before income taxes and minority interest                                   |            | 24,734                            | 26,084                            |
| Income taxes   |            |                                   |                                   |
| Current income tax expense   |            | (8,748)                           | (8,201)                           |
| Deferred income tax benefit  |            | 999                               | 353                               |
| Total income tax expense   |            | (7,749)                           | (7,848)                           |
| Income before minority interest  | 3          | 16,985                            | 18,236                            |
| Minority interest  |            | (492)                             | (314)                             |
| Net income   |            | 16,493                            | 17,922                            |
| Foreign currency translation adjustments   |            | 16                                | 66                                |
| Comprehensive income   |            | 16,509                            | 17,988                            |
| Basic net income per share (RR)  | 9          | 20,000                            | 17,200                            |
| Common   |            | 7.44                              | 8.35                              |
| Preferred Diluted net income per share (RR)  | 9          | 7.21                              | 8.26                              |
| Common   | 9          | 7.43                              | 8.32                              |
| Preferred  | Mark 15    | 7.20                              | 8.23                              |
| Weighted average common shares outstanding (millions of shares)                    | 9          |                                   |                                   |
| Basic  |            | 2,073                             | 2,000                             |
| Diluted Weighted average preferred shares outstanding (millions of                 |            | 2,081                             | 2,009                             |
| shares)  | 9          |                                   |                                   |
| Basic<br>Diluted   |            | 148                               | 148                               |
| Direct   |            | 148                               | 148                               |

|  | Six months ended<br>June 30, 2007 | Six months ended<br>June 30, 2006 |
|--|-----------------------------------|-----------------------------------|
| Operating activities   |                                   |                                   |
| Net income   | 16,493                            | 17,922                            |
| Adjustments:   |                                   |                                   |
| Minority interest  | 492                               | 314                               |
| Depreciation, depletion and amortization   | 5,397                             | 5,560                             |
| Deferred income tax benefit Loss on disposals of property, plant and equipment and investments and | (999)                             | (353)                             |
| impairments  | 1,905                             | 3,443                             |
| Effects of foreign exchange  | (7)                               | (1,338)                           |
| Equity earnings net of dividends received  | (152)                             | (493)                             |
| Accretion of asset retirement obligation   | 1,450                             | 1,313                             |
| Change in fair value of trading securities   | 944                               | 708                               |
| Contributions made to pension plans  | (286)                             | (182)                             |
| Other  | 457                               | 340                               |
| Changes in operational working capital, excluding cash:  |                                   |                                   |
| Accounts receivable  | (10,343)                          | (12,752)                          |
| Inventories  | (1,105)                           | 280                               |
| Prepaid expenses and other current assets  | 5,151                             | 4,020                             |
| Trading securities   | 522                               | (11,855)                          |
| Related parties  | 3,140                             | 4,598                             |
| Trade accounts payable   | (250)                             | 1,188                             |
| Other accounts payable and accrued liabilities   | 1,524                             | 4,696                             |
| Taxes payable  | 1,750                             | (367)                             |
| Notes payable  | 82                                | 466                               |
| Other non-current assets   | (564)                             | (75)                              |
| Net cash provided by operating activities  | 25,601                            | 17,433                            |
| Investing activities   |                                   |                                   |
| Additions to property, plant and equipment   | (14,064)                          | (5,973)                           |
| Proceeds from disposals of property, plant and equipment   | 1,993                             | 2,214                             |
| Proceeds from disposal of investments  | 2,439                             | (34)                              |
| Purchase of investments  | (133)                             | (6,349)                           |
| Certificates of deposit  | 1,252                             | (2,511)                           |
| Loans and notes receivable   | (4,778)                           | (3,284)                           |
| Change in restricted cash  | 290                               | <u>- 1</u>                        |
| Net cash used in investing activities  | (13,001)                          | (15,937)                          |
| Financing activities   |                                   |                                   |
| Proceeds from issuance of debt   | 5,337                             | 14,609                            |
| Repayment of debt  | (5,447)                           | (17,412)                          |
| Repayment of capital lease obligations   | (588)                             | (625)                             |
| Dividends paid to shareholders   |                                   | (69)                              |
| Dividends paid to minority shareholders  | (59)                              | (185)                             |
| Purchase of treasury shares  | (17)                              | (24)                              |
| Proceeds from sale of treasury shares  | 24                                | 27                                |
| Proceeds from issuance of shares by subsidiaries   |                                   | 398                               |
| Net cash used in financing activities  | (750)                             | (3,281)                           |
| Net change in cash and cash equivalents  | 11,850                            | (1,785)                           |
| Cash and cash equivalents at beginning of period   | 6,869                             | 18,184                            |
| Cash and cash equivalents at end of period   | 18,719                            | 16,399                            |

## 2007

|  | Notes | Shares     | Amount          |
|--|-------|------------|-----------------|
| Preferred shares:                        |       | finishing. |                 |
| Balance at June 30                       |       |            |                 |
| (shares in thousands)                    |       | 147,509    | 148             |
| Common shares:                           |       |            |                 |
| Balance at June 30                       |       |            |                 |
| (shares in thousands)                    |       | 2,178,691  | 2,179           |
| Treasury shares, at cost:                |       |            |                 |
| Balance at January 1                     |       | 111,299    | (2,786)         |
| Purchases                                |       | 148        | (17)            |
| Sales                                    | 7     | (10,888)   | 24              |
| Balance at June 30 (shares in thousands) |       | 100.550    |                 |
| Additional paid-in capital               |       | 100,559    | (2,779)         |
| Balance at January 1                     |       |            | 05 227          |
| Treasury share transactions              | 7     |            | 95,337<br>1,289 |
| Balance at June 30                       |       |            | 96,626          |
| Accumulated other comprehensive income   |       |            | 70,020          |
| Balance at January 1                     |       |            | (318)           |
| Foreign currency translation adjustments |       |            | (16)            |
| Balance at June 30                       |       |            | (334)           |
| Retained earnings                        |       |            | (55.)           |
| Balance at January 1                     |       |            | 137,143         |
| Net income                               |       |            | 16,493          |
| Dividends                                |       |            | (10,701)        |
| Balance at June 30                       |       |            | 142,935         |
| Total shareholders' equity at June 30    |       |            | 238,775         |

(in millions of Russian Roubles)

#### Note 1: Organization

OAO Tatneft (the "Company") and its subsidiaries (jointly referred to as "the Group") are engaged in crude oil exploration, development and production principally in the Republic of Tatarstan ("Tatarstan"), a republic within the Russian Federation. The Group also engages in refining and marketing of crude oil and refined products as well as production and marketing of petrochemicals activities, as further described in Note 10.

The Government of Tatarstan, through its wholly owned company, OAO Svyazinvestneftekhim, holds 36% of the common shares of the Company. The Government owns a "Golden Share" which carries the right to, *inter alia*, veto certain decisions taken at meetings of the shareholders and the Board of Directors. The Government of Tatarstan is able to exercise significant influence through its ownership interest in the Company, its legislative, taxation and regulatory powers, its representation on the Board of Directors and informal influence. The Government has used its influence in the past to facilitate actions that may not maximize shareholder value, such as maintaining employment levels, increasing expenditure on social assets, selling oil to certain customers, transferring exploration or production licenses to small Tatarstan oil companies (including companies not affiliated with the Group), acquiring specified companies or taking actions to raise funds for the benefit of Tatarstan (see Note 11).

The Government of Tatarstan controls or exercises significant influence over a number of the Group's suppliers, such as OAO Tatenergo, a major supplier of electricity to the Group, and a number of the Group's ultimate customers including OAO TAIF. Consequently, the Group may be subject to pressures to enter into transactions that the Group might not otherwise contemplate with suppliers and contractors controlled or significantly influenced by the Government. Related party transactions are further disclosed in Note 11.

## Note 2: Basis of Presentation

The entities of the Group maintain their accounting records and prepare their statutory financial statements principally in accordance with the Regulations on Accounting and Reporting of the Russian Federation ("RAR"). The accompanying financial statements have been prepared from these accounting records and adjusted as necessary to comply with accounting principles generally accepted in the United States of America ("US GAAP").

The unaudited consolidated interim condensed financial statements have been prepared in accordance with US GAAP for interim financial reporting of public companies (primarily Accounting Principles Board Opinion 28 ("APB 28") "Interim Financial Reporting" and do not include all disclosures necessary required by US GAAP. The Company omitted disclosures which would substantially duplicate the disclosures contained in its 2006 audited consolidated financial statements, such as accounting policies and details of accounts which have not changed significantly in amount or composition. Management believes that the disclosures are adequate to make the information presented not misleading if these interim consolidated financial statements are read in conjunction with the Company's 2006 audited consolidated financial statements and the notes related thereto. In the opinion of the Company's management, the unaudited consolidated interim condensed financial statements and notes thereto reflect all known adjustments, all of which are of a normal and recurring nature, necessary to fairly state the Company's financial position, results of operations and cash flows for the interim periods.

The results for the six-month period ended June 30, 2007 are not necessarily indicative of the results expected for the full year.

Use of estimates in the preparation of financial statements. The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosures of contingent assets and liabilities. While management uses its best estimates and judgments, actual results could differ from those estimates and assumptions used. Among the estimates made by management are: in-process inventories, assets valuation allowances, depreciable lives, oil and gas reserves, dismantling costs and income taxes.

#### Note 2: Basis of Presentation (continued)

Foreign currency transactions and translation. Management has determined the functional currency of the Group, except for subsidiaries located outside of the Russian Federation is the Russian Rouble because the majority of its revenues, costs, property and equipment purchased, debt and trade liabilities are either priced, incurred, payable or otherwise measured in Russian Roubles. Accordingly, transactions and balances not already measured in Russian Roubles (primarily US Dollars) have been re-measured into Russian Roubles in accordance with the relevant provisions of US Statement of Financial Accounting Standards ("SFAS") No. 52, "Foreign Currency Translation".

Under SFAS No. 52, revenues, costs, capital and non-monetary assets and liabilities are translated at historical exchange rates prevailing on the transaction dates. Monetary assets and liabilities are translated at exchange rates prevailing on the balance sheet date. Exchange gains and losses arising from re-measurement of monetary assets and liabilities that are not denominated in Russian Roubles are credited or charged to operations.

For operations of subsidiaries located outside of the Russian Federation, that primarily use US Dollars as the functional currency, adjustments resulting from translating foreign functional currency assets and liabilities into Russian Roubles are recorded in a separate component of shareholders' equity entitled accumulated other comprehensive income. Gains or losses resulting from transactions in other than the functional currency are reflected in net income.

The official rate of exchange of the Russian Rouble ("RR") to the US Dollar ("US \$") at June 30, 2007 and December 31, 2006 was RR 25.82 and RR 26.33 to US Dollar, respectively. Average rate of exchange for the six months periods ended June 30, 2007 and 2006 were RR 26.07 and RR 27.68 per US Dollar, respectively.

**Income taxes.** The Company follows the principles of APB 28 to arrive at the effective tax rate. The effective tax rate is based on the best estimate of the expected annual tax rate to be applied to the taxable income for the current reporting period. The rate is based on the currently enacted tax rate of 24% and includes estimates for the annual tax effect of permanent differences an realization of deferred tax assets, if any.

#### Recent accounting pronouncements

Presentation of taxes collected from customers. In June 2006, the FASB ratified the earlier EITF consensus on Issue 06-3, "How Sales Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That Is, Gross Versus Net Presentation)," which became effective for the Group on January 1, 2007. The new accounting standard requires that a company discloses its policy for recording taxes assessed by a governmental authority on a revenue-producing transaction between a seller and a customer. The Group adopted the provisions of EITF Issue 06-3 on January 1, 2007. The Group reports sales gross of export duties and excise taxes and net of VAT. Sales and other operating revenues and taxes other than income taxes in the consolidated statement of operations and comprehensive income include export duties and excise taxes of RR 37,588 million and RR 41,217 at June 30, 2007 and 2006, respectively.

Income tax uncertainties. FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes — An Interpretation of FASB Statement No. 109" ("FIN 48"). The Group adopted FIN 48 effective January 1, 2007. This standard clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements. A company can only recognize the tax position in the financial statements if the position is more-likely-than-not to be upheld on audit based only on the technical merits of the tax position. This accounting standard also provides guidance on thresholds, measurement, derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition that is intended to provide better financial-statement comparability among different companies. The adoption of FIN 48 did not have a material impact on the Company's consolidated financial statements.

As described in Note 12, the Company's tax filings for 2004 and 2005 were recently examined by taxing authorities and the year 2006 remains open to examination.

**Reclassifications.** Certain reclassifications have been made to previously reported balances to conform to the current year's presentation; such reclassifications have no effect on net income or shareholders' equity.

#### Note 3: Acquisitions and Divestitures

## **Banking**

In May 2006, the Group increased its shareholding in Bank Zenit from 25.95% to 39.73% as a result of acquiring 2,935.3 million newly issued shares of the bank at their par value for RR 2,935.3 million. In March 2007, the Group disposed of 1,138 million of Bank Zenit shares for RR 1,787 million, decreasing the Company's ownership in Bank Zenit to 28.35%. The Group recorded a gain of RR 240 million as a result of this transaction.

In June 2007 Bank Zenit carried out a private placement of 1,545 million newly issued ordinary shares to a private investor unrelated to the Group, resulting in the dilution of the Group's ownership in Bank Zenit to 24.56%. As a result of this transaction the Group recorded a change in interest gain of RR 234 million.

In June 2006 the Company increased its shareholding in Bank AK Bars from 29.46% up to 32.19% as a result of acquiring newly issued shares at their par value for RR 3,825 million. In May 2007, the Company disposed of its entire interest in Bank AK Bars for RR 6.8 billion to parties unrelated to the Group. The Group recorded loss of RR 936 million as a result of this transaction. Accounts receivable in the consolidated balance sheet at June 30, 2007 includes RR 6,121 million for the sale of the Group's interest in Bank AK Bars, which was repaid in full in August 2007.

#### Other

In June 2006, additional investors contributed ownership interests in Bank Zenit to International Petro-Chemical Growth Fund ("IPCG Fund") in exchange for participation shares in the fund. As a result of these transactions, the Group's ownership interest in IPCG Fund decreased to 44.88%. Therefore in June 2006, the Group deconsolidated IPCG Fund and began accounting for its investments into IPCG Fund under the equity method.

In August 2005, the Group acquired from a third party two land plots in the city of Kazan, Tatarstan, the total size of which is approximately 2 million square meters, for RR 1,238 million. The acquisition was made on market terms for investment purposes. In June 2006, the Group disposed of one plot for RR 86 million, recognizing a gain of RR 8 million. In May 2007, the Company disposed of the second plot for RR 1,460 million, recognizing a gain of RR 329 million.

#### Note 4: Accounts Receivable

Accounts receivable are as follows:

|   | At June 30, 2007                |   | At De   | At December 31, 2006            |   |   |
|---|---------------------------------|---|---|---------------------------------|---|---|
|   | Total<br>accounts<br>receivable | Accounts<br>receivable<br>from<br>related<br>parties<br>(Note 11) | Accounts<br>receivable<br>from third<br>parties | Total<br>accounts<br>receivable | Accounts<br>receivable<br>from<br>related<br>parties<br>(Note 11) | Accounts<br>receivable<br>from third<br>parties |
| Trade - domestic Trade - export (US \$991 million and US \$719 million at June 30, 2007 and | 8,623                           | 366   | 8,257   | 6,627                           | 330   | 6,297   |
| December 31, 2006, respectively)  | 25,591                          | -   | 25,591  | 18,924                          |   | 18,924  |
| Other receivables   | 9,994                           | 81  | 9,913   | 2,251                           | 165   | 2,086   |
| Total accounts receivable, net  | 44,208                          | 447   | 43,761  | 27,802                          | 495   | 27,307  |

At June 30, 2007, approximately 40% of export trade receivables are due from one new customer, ChMPKP "Avto", unrelated to the Group.

Accounts receivables are presented net of an allowance for doubtful accounts of RR 422 million and RR 317 million at June 30, 2007 and December 31, 2006, respectively.

#### **Note 5: Inventories**

Inventories are as follows:

|   | At June 30,<br>2007 | At December 31,<br>2006 |
|---|---------------------|-------------------------|
| Materials and supplies                    | 5,657               | 5,186                   |
| Crude oil                                 | 2,513               | 3,577                   |
| Refined oil products                      | 2,255               | 1,308                   |
| Petrochemical supplies and finished goods | 2,042               | 1,332                   |
| Total inventories                         | 12,467              | 11,403                  |

Note 6: Debt

|  | At June 30,<br>2007 | At December 31, |
|--|---------------------|-----------------|
| Short-term debt                              | 2007                | 2006            |
| Foreign currency denominated debt            |                     |                 |
| Current portion of long-term debt            |                     | 1,391           |
| Other foreign currency denominated debt      | 2,184               | 1,103           |
| Rouble denominated debt                      | 2,101               | 1,103           |
| Other rouble denominated debt                | 1,560               | 1,697           |
| Less: due to related parties (Note 11)       | (228)               | (407)           |
| Total short-term debt                        | 3,516               | 3,784           |
| Long-term debt                               |                     | 5,751           |
| Foreign currency denominated debt            |                     |                 |
| BNP Paribas                                  |                     | 1,097           |
| Credit Suisse First Boston                   | _                   | 290             |
| Other foreign currency denominated debt      | 307                 | 4               |
| Rouble denominated debt                      | 289                 | 305             |
| Total long-term debt                         | 596                 | 1,696           |
| Less: due to related parties (Note 11)       | (9)                 | (15)            |
| Less: current portion                        | -                   | (1,391)         |
| Total long-term debt, net of current portion | 587                 | 290             |

Foreign currency debts are primarily denominated in US Dollars.

**Short-term foreign currency denominated debt.** As of June 30, 2007 other short-term foreign currency denominated debt include primarily loans from Credit Suisse Zurich and BNP Paribas.

In December 2003 the Group entered into a RR 1,034 million (US \$35 million) one month revolving credit facility with Credit Suisse Zurich. The monthly revolving loan bears interest at 1 month LIBOR plus varying margin of about 1.8% per annum and is collateralized by crude oil sales. The amount of loan outstanding as of June 30, 2007 and December 31, 2006 was RR 360 million (US \$13.9 million) and RR 1,103 million (US \$41.8 million), respectively.

In January 2007 the Group entered into a RR 1,678 million (US \$65 million) one month revolving credit facility with BNP Paribas. The monthly revolving loan bears interest at 6 month LIBOR plus varying margin of about 1.2% per annum and is collateralized by crude oil sales in amount of 33.5 thousand tons per month. The amount of loan outstanding as of June 30, 2007 was RR 1,678 million (US \$65 million).

**Short-term Russian Rouble denominated debt.** Russian Rouble denominated short-term debt is primarily comprised of loans with Russian banks. Short-term Rouble denominated loans of RR 1,560 million and RR 1,697 million bear contractual interest rates of 8% to 18% and 7% to 20% per annum for the periods ended June 30, 2007 and December 31, 2006, respectively. The loans are collateralized by the assets of the Group.

#### Note 6: Debt (continued)

**Long-term foreign currency denominated debt.** During 2002, the Group entered into long-term loan agreements with BNP Paribas for US\$ 300 million and Credit Suisse First Boston for US\$ 200 million, which matured in October and March 2007, respectively. These loans were repaid in full during the six-months ended June 30, 2007.

#### Note 7: Pensions and Post Employment Benefits

On December 31, 2006, the Company adopted SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans – an amendment of FASB Statements No. 87, 88, 106 and 132(R)" ("SFAS 158"), requiring the Group to recognize the funded status of all postretirement defined benefit plans in its statement of financial position. Upon the adoption SFAS 158, the Company determined it had certain unrecorded pension and other post employment benefit obligations. As a result, at December 31, 2006 the Company recorded an adjustment for the unrecorded pension and other post employment benefit obligation of RR 1,889 million, an adjustment for the unrecorded prepaid pension asset of RR 371 million, and an adjustment to decrease beginning retained earnings for the year-ended December 31, 2006 by RR 1,518 million.

The following table provides the components of the net periodic pension cost as of June 30, 2007:

|   | Six months ended June 30, 2007 |
|---|--------------------------------|
| Service cost                                | 93                             |
| Interest cost                               | 43                             |
| Less expected return on plan assets         | (51)                           |
| Effect of exchange rates                    | (3)                            |
| Total net periodic pension cost / (benefit) | 82                             |

During the six months ended June 30, 2007 the Company contributed RR 158 million to its various benefit plans.

In March 2007, the Group transferred approximately 10.8 million Tatneft ordinary shares to the National Non-governmental Pension Fund (the "Fund"). The Group is also a participant in the Fund, along with other entities operating in the Republic of Tatarstan, as certain of its pension programs are conducted through the Fund. However, the terms of the share transfer were for the benefit of the Fund and not specifically for any of the Group's pension programs or any employees of the Group. The fair value of this transfer, RR 1,289 million, was classified as loss on disposal of property, plant and and equipment and investments and impairments in the consolidated statement of operations and comprehensive income.

#### **Note 8: Taxes**

Deferred income taxes reflect the impact of temporary differences between the amount of assets and liabilities recognized for financial reporting purposes and such amounts recognized for statutory tax purposes. Deferred tax assets (liabilities) are comprised of the following at June 30, 2007 and December 31, 2006:

|   | At June 30,<br>2007 | At December 31,<br>2006 |
|---|---------------------|-------------------------|
| Accounts receivable                       | 74                  | 129                     |
| Obligations under capital leases          | 237                 | 271                     |
| Other accounts payable                    |                     | 298                     |
| Prepaid expenses and other current assets | 533                 | 238                     |
| Pension liabilities                       | 158                 | 176                     |
| Other                                     | 456                 | 710                     |
| Deferred tax assets                       | 1,458               | 1,822                   |
| Property, plant and equipment             | (18,214)            | (18,960)                |
| Inventories                               | (546)               | (886)                   |
| Long-term investments                     | (537)               | (941)                   |
| Undistributed Earnings                    | (765)               | (663)                   |
| Other liabilities                         | (291)               | (201)                   |
| Deferred tax liabilities                  | (20,353)            | (21,651)                |
| Net deferred tax liability                | (18,895)            | (19,829)                |

At June 30, 2007 and December 31, 2006, deferred taxes were classified in the consolidated balance sheet as follows:

|                                    | At June 30,<br>2007 | At December 31,<br>2006 |
|------------------------------------|---------------------|-------------------------|
| Current deferred tax asset         | 226                 | 288                     |
| Non-current deferred tax assets    | 395                 | 447                     |
| Non-current deferred tax liability | (19,516)            | (20,564)                |
| Net deferred tax liability         | (18,895)            | (19,829)                |

No provision has been made for additional income taxes of RR 6,295 million on undistributed earnings of a foreign subsidiary. These earnings have been and will continue to be reinvested. These earnings could become subject to additional tax of approximately RR 944 million if they were remitted as dividends.

The Company is subject to a number of taxes other than income taxes, which are detailed as follows:

|                                     | Six months ended<br>June 30, 2007 | Six months ended<br>June 30, 2006 |
|-------------------------------------|-----------------------------------|-----------------------------------|
| Export duties                       | 37,467                            | 41,187                            |
| Unified production tax              | 25,652                            | 29,928                            |
| Property tax                        | 686                               | 696                               |
| Excise taxes                        | 121                               | 30                                |
| Penalties and interest              | 24                                | _                                 |
| Other                               | 453                               | 482                               |
| Total taxes other than income taxes | 64,403                            | 72,323                            |

Effective January 1, 2007, the base tax rate formula for unified production tax was modified to provide a benefit for fields whose depletion rate exceeds 80% of proved reserves as determined under Russian resource classification. Under the new rules, the Company receives a benefit of 3.5% per field for each percent of depletion in excess of the 80% threshold. As the Company's largest field, Romashkinsokoye, along with certain other fields are more than 80% depleted, the Company received a benefit in the current period of approximately RR 2.2 billion.

### Note 9: Earnings per share

Under the two-class method of computing net income per share, net income is computed for common and preferred shares according to dividends declared and participation rights in undistributed earnings. Under this method, net income is reduced by the amount of dividends declared in the current period for each class of shares, and the remaining income is allocated to common and preferred shares to the extent that each class may share in income if all income for the period had been distributed.

|   | Six months ended<br>June 30,<br>2007 | Six months ended<br>June 30,<br>2006 |
|---|--------------------------------------|--------------------------------------|
| Net income  | 16,493                               | 17,922                               |
| Common share dividends  | (10,022)                             | (2,179)                              |
| Preferred share dividends   | (679)                                | (148)                                |
| Income available to common and preferred shareholders, net of dividends                       | 5,792                                | 15,595                               |
| <b>Basic:</b> Weighted average number of shares outstanding (millions of shares):             |                                      |                                      |
| Common  | 2,073                                | 2,000                                |
| Preferred   | 148                                  | 148                                  |
| Combined weighted average number of common and preferred shares outstanding                   | 2,221                                | 2,148                                |
| Basic net income per share (RR)   |                                      |                                      |
| Common  | 7.44                                 | 8.35                                 |
| Preferred   | 7.21                                 | 8.26                                 |
| <b>Diluted:</b> Weighted average number of shares outstanding (millions of shares):           |                                      |                                      |
| Common  | 2,081                                | 2,009                                |
| Preferred   | 148                                  | 148                                  |
| Combined weighted average number of common and preferred shares outstanding assuming dilution | 2,229                                | 2,157                                |
| Diluted net income per share (RR)   | -                                    | _,                                   |
| Common  | 7.43                                 | 8.32                                 |
| Preferred   | 7.20                                 | 8.23                                 |

#### **TATNEFT**

# Notes to Consolidated Interim Condensed Financial Statements (Unaudited)

(in millions of Russian Roubles)

#### **Note 10: Segment Information**

The Group's business activities are conducted predominantly through three business segments: exploration and production, refining and marketing and petrochemicals. The segments were determined according to how management recognizes the segments within the Group for making operating decisions and how they are evident from the Group structure.

Exploration and production segment activities consist of exploration, development, extraction and sale of produced crude oil. Intersegment sales consist of other goods and services provided to other operating segments.

Refining and marketing comprises purchases and sales of crude oil and refined products from third parties, own refining activities and retailing operations.

Petrochemicals include sales of petrochemical raw materials and refined products, which are used in the production of tires.

Other includes revenues from ancillary services provided by the specialized subdivisions and subsidiaries of the Group, such as sales of oilfield equipment and drilling services provided to other companies in Tatarstan, revenues from the sale of auxiliary petrochemical related services and materials as well as other business activities, which do not constitute reportable business segments.

The Group evaluates performance of its reportable operating segments and allocates resources based on income or losses before income taxes and minority interest not including interest income, expense, earnings from equity investments, other income and monetary effects. Intersegment sales are at prices that approximate market.

For the six months ended June 30, 2007, the Group had four customers which accounted for RR 81,520 million in crude oil sales, comprising 28%, 21%, 12% and 10% respectively of the total tons of crude oil sold by the Group during the period. For the six-months ended June 30, 2006, the Group had three customers which accounted for RR 76,886 million in crude oil sales, comprising 29%, 20% and 16%, respectively of the total tons of crude oil sold by the Group during the period. During the six-months ended June 30, 2006, the Group had one customer which accounted for RR 2,690 million in refining and marketing revenues, which represents 11% of these revenues. Management does not believe the Group is reliant on any particular customer.

# Note 10: Segment Information (continued)

**Segment sales and other operating revenues.** Reportable operating segment sales and other operating revenues are stated in the following table:

|  | Six months ended June 30, 2007 | Six months<br>ended June 30,<br>2006 |
|--|--------------------------------|--------------------------------------|
| Exploration and production               | 2007                           | 2000                                 |
| Domestic own crude oil                   | 23,746                         | 25,804                               |
| CIS own crude oil                        | 29,124                         | 29,660                               |
| Non – CIS own crude oil                  | 59,450                         | 65,377                               |
| Intersegment sales                       | 624                            | 603                                  |
| Total exploration and production         | 112,944                        | 121,444                              |
| Refining and marketing                   |                                |                                      |
| Crude oil purchased                      | 1,854                          | 2 657                                |
| Refined products                         | 16,491                         | 2,657<br>15,641                      |
| Domestic sales                           | 18,345                         | 18,298                               |
| Crude oil purchased                      | 1,180                          | 73                                   |
| Refined products                         | 2,057                          | 2,501                                |
| CIS sales <sup>(1)</sup>                 | 3,237                          | 2,574                                |
| Crude oil purchased                      | 1,372                          | 2,374                                |
| Refined products                         | 1,683                          | 3,350                                |
| Non – CIS sales <sup>(2)</sup>           | 3,055                          | 3,350                                |
| Total refining and marketing             | 24,637                         | 24,222                               |
| Petrochemicals                           |                                |                                      |
| Tires - domestic sales                   | 7,872                          | 6,843                                |
| Tires - CIS sales                        | 1,337                          | 1,272                                |
| Tires - non-CIS sales                    | 616                            | 311                                  |
| Petrochemical products                   | 381                            | 277                                  |
| Total petrochemicals                     | 10,206                         | 8,703                                |
| Total segment sales                      | 147,787                        | 154,369                              |
| Corporate and other sales                | 10,022                         | 7,094                                |
| Elimination of intersegment sales        | (624)                          | (603)                                |
| Total sales and other operating revenues | 157,185                        | 160,860                              |

<sup>(1) -</sup> CIS is an abbreviation for Commonwealth of Independent States (excluding the Russian Federation).

<sup>(2) -</sup> Non-CIS sales of crude oil and refined products are mainly made to European markets.

# Note 10: Segment Information (continued)

Segment earnings and assets. Segment earnings are as follows:

|  | Six months ended June 30, 2007 | Six months ended June 30, 2006 |
|--|--------------------------------|--------------------------------|
| Segment earnings (loss)                          |                                |                                |
| Exploration and production                       | 22,356                         | 26,244                         |
| Refining and marketing                           | 3,346                          | 3,358                          |
| Petrochemicals                                   | 649                            | 333                            |
| Total segment earnings                           | 26,351                         | 29,935                         |
| Corporate and other                              | (1,991)                        | (5,068)                        |
| Other income                                     | 374                            | 1,217                          |
| Income before income taxes and minority interest | 24,734                         | 26,084                         |

Segment assets are as follows:

|                            | At June 30,<br>2007 | At December 31,<br>2006 |
|----------------------------|---------------------|-------------------------|
| Assets                     |                     |                         |
| Exploration and production | 207,556             | 189,963                 |
| Refining and marketing     | 19,973              | 16,853                  |
| Petrochemicals             | 12,803              | 15,962                  |
| Corporate and other        | 101,585             | 96,646                  |
| Total assets               | 341,917             | 319,424                 |

The Group's assets and operations are primarily located and conducted in Russia.

Segment depreciation, depletion and amortization and additions to property, plant and equipment are as follows:

|  | Six months ended June 30, 2007 | Six months<br>ended June 30,<br>2006 |
|--|--------------------------------|--------------------------------------|
| Depreciation, depletion and amortization   | 2007                           | 2000                                 |
| Exploration and production                 | 3,959                          | 3,894                                |
| Refining and marketing                     | 279                            | 226                                  |
| Petrochemicals                             | 242                            | 451                                  |
| Corporate and other                        | 917                            | 989                                  |
| Total segment depreciation, depletion      |                                |                                      |
| and amortization                           | 5,397                          | 5,560                                |
| Additions to property, plant and equipment |                                |                                      |
| Exploration and production                 | 10,014                         | 1,638                                |
| Refining and marketing                     | 2,925                          | 352                                  |
| Petrochemicals                             | 314                            | 142                                  |
| Corporate and other                        | 1,259                          | 4,490                                |
| Total additions to property, plant         |                                |                                      |
| and equipment                              | 14,512                         | 6,622                                |

### **Note 11: Related Party Transactions**

Transactions are entered into in the normal course of business with significant shareholders, directors and companies with which the Group has significant shareholders and directors in common (see also Note 1). These transactions include sales of crude oil and refined products, purchases of electricity and banking transactions.

During 2006 the Group lent RR 387 million to Bank Zenit, an equity investee, for 10 years under a subordinate loan agreement, and acquired from a third party an additional RR 387 million subordinated loan to Bank Zenit due on December 5, 2009. Both loans are denominated in US Dollars and carry fixed interest at the rate of 7% per annum.

During the six months ended June 30, 2007, the Group purchased three US Dollar discounted promissory notes, bearing effective interest rate of 6% per annum from Bank Zenit for RR 3,673 million with a total redemption value of RR 3,704 million. The notes are repayable on demand but no earlier than June 25, 2007, July 31, 2007 and August 24, 2007, respectively.

In February 2007, the Group purchased a promissory note from Bank Zenit for RR 1,500 million. The note bears interest at 5.0% per annum is redeemable on demand but not earlier than August 14, 2007.

The amounts of transactions for each year and the outstanding balances at each year end with related parties are as follows:

|   | Six months ended<br>June 30,<br>2007 | Six months ended<br>June 30,<br>2006 |
|---|--------------------------------------|--------------------------------------|
| Sales of crude oil                                    | 1                                    |                                      |
| Volumes of crude oil sales (thousand tons)            | 1                                    |                                      |
| Sales of refined products                             | 8                                    | 462                                  |
| Volumes of refined product sales (thousand tons)      | -                                    | 61                                   |
| Sales of petrochemical products                       |                                      | 994                                  |
| Other sales   | 582                                  | 329                                  |
| Purchases of crude oil                                | (13)                                 | 327                                  |
| Volumes of crude oil purchases (thousand tons)        | 2                                    |                                      |
| Purchases of refined products                         | (18)                                 |                                      |
| Volumes of refined products purchases (thousand tons) | 1                                    |                                      |
| Purchases of petrochemical products                   |                                      | (1,874)                              |
| Purchases of electricity                              | (1,838)                              | (2,448)                              |
| Other purchases                                       | (934)                                | (290)                                |

Note 11: Related Party Transactions (continued)

|                                     | At June 30, | At December 31, |
|-------------------------------------|-------------|-----------------|
|                                     | 2007        | 2006            |
| Assets                              |             |                 |
| Accounts receivable (Note 4)        | 447         | 495             |
| Notes receivable                    | 5,344       | 1,856           |
| Short-term certificates of deposit  | 8,084       | 9,750           |
| Trading securities                  | -           | 1,172           |
| Loans receivable                    | 1,767       | 554             |
| Due from related parties short-term | 15,642      | 13,827          |
| Long-term certificates of deposit   | 1,000       | 1,000           |
| Long-term loans receivable          | 4,493       | 5,235           |
| Long-term accounts receivable       | 8           | -               |
| Due from related parties long-term  | 5,501       | 6,235           |
| Liabilities                         |             |                 |
| Other accounts payable              | (1,667)     | (20)            |
| Notes payable                       | (5)         | (20)            |
| Short-term debt (Note 6)            | (228)       | (407)           |
| Trade accounts payable              | (553)       | (277)           |
| Due to related parties short-term   | (2,453)     | (704)           |
| Long-term debt (Note 6)             | (9)         | (15)            |
| Due from related parties long-term  | (9)         | (15)            |

#### Note 12: Commitments and Contingent Liabilities

Guarantees. The Group has no outstanding guarantees at June 30, 2007 and December 31, 2006.

**Operating environment.** While there have been improvements in the economic situation in the Russian Federation in recent years, the country continues to display some characteristics of an emerging market. These characteristics include, but are not limited to, the existence of a currency that is not easily convertible in most countries outside of the Russian Federation and relatively high inflation. The prospects for future economic stability in the Russian Federation are largely dependent upon the effectiveness of economic measures undertaken by the government, together with legal, regulatory, and political developments.

**Taxation.** Russian tax legislation is subject to varying interpretations and constant changes. Further, the interpretations of tax legislation by tax authorities as applied to the transactions and activities of the Group may not coincide with that of management. Also interpretations on the application of the tax legislation may vary between regional and Federal tax authorities. As a result, transactions may be challenged by tax authorities and the Group may be assessed for additional taxes, penalties and interest. Consolidated tax returns are not required under existing Russian tax legislation and tax audits are performed on an individual entity basis only. Tax periods remain open to review by the tax authorities for three years.

The Company's 2004 and 2005 tax filings were recently subject to routine examination by taxing authorities. There were no significant findings as a result of these examinations. The Company's 2006 tax filings have not been subject to examination.

Environmental contingencies. The Group, through its predecessor entities, has operated in Tatarstan for many years without developed environmental laws, regulations and Group policies. Environmental regulations and their enforcement are currently being considered in the Russian Federation and the Group is monitoring its potential obligations related thereto. The outcome of environmental liabilities under proposed or any future environmental legislation cannot reasonably be estimated at present, but could be material. Under existing legislation, however, management believes that there are no probable liabilities, which would have a material adverse effect on the operating results or financial position of the Group.

#### **TATNEFT**

Notes to Consolidated Interim Condensed Financial Statements (Unaudited)

# Note 12: Commitments and Contingent Liabilities (continued)

Legal contingencies. The Group is subject to various lawsuits and claims arising in the ordinary course of business. The outcomes of such contingencies, lawsuits or other proceedings cannot be determined at present. In the case of all known contingencies the Group accrues a liability when the loss is probable and the amount is reasonably estimable. Based on currently available information, management believes that it is remote that future costs related to known contingent liability exposures would have a material adverse impact on the Group's consolidated financial statements.

**Social commitments.** The Group contributes significantly to the maintenance of local infrastructure and the welfare of its employees within Tatarstan, which includes contributions towards the construction, development and maintenance of housing, hospitals and transport services, recreation and other social needs. Such funding is periodically determined by the Board of Directors after consultation with governmental authorities and recorded as expenditures when incurred.

**Transportation of crude oil.** The Group benefits from the blending of its crude oil in the Transneft pipeline system since the Group's crude oil production is generally of a lower quality than that produced by other regions of the Russian Federation which supply through the same pipeline system. There is currently no equalization scheme for differences in crude oil quality within the Transneft pipeline system and the implementation of any such scheme is not determinable at present. However, if this practice were to change, the Group's business could be materially and adversely affected.