



**JSC Gazprom Neft**

**Interim Condensed Consolidated Financial Statements**

**As of March 31, 2010 and December 31, 2009  
and for the three-months ended March 31, 2010 and 2009**

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Report of Independent Auditors

To the Board of Directors and Shareholders of  
JSC Gazprom Neft:

We have reviewed the accompanying interim condensed consolidated balance sheet of JSC Gazprom Neft and its subsidiaries as of March 31, 2010, and the related interim condensed consolidated statements of income for each of the three-months ended March 31, 2010 and 2009, and the interim condensed consolidated statements of cash flows for the three months ended March 31, 2010 and 2009. These interim condensed consolidated financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards generally accepted in the United States of America. 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 of America, 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 interim condensed consolidated 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 of America, the consolidated balance sheet as of December 31, 2009, and the related consolidated statements of income, of changes in shareholders' equity, and of cash flows for the year then ended (not presented herein), and in our report dated March 3, 2010 we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying interim condensed consolidated balance sheet as of December 31, 2009, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

*ZAO PricewaterhouseCoopers Audit*

May 21, 2010

JSC Gazprom Neft  
Interim Condensed Consolidated Balance Sheets  
As of March 31, 2010 and December 31, 2009

Currency - US\$ millions

	Notes	March 31, 2010 (unaudited)	December 31, 2009
<b>Assets</b>			
<b>Current assets:</b>			
Cash and cash equivalents	4	\$ 820	\$ 868
Short-term investments		44	45
Short-term loans receivable		66	108
Accounts receivable, net	5	2,852	2,818
Inventories	6	1,978	1,737
Other current assets, net	7	1,159	1,226
<b>Total current assets</b>		<b>6,919</b>	<b>6,802</b>
Long-term investments and loans receivable	8	6,979	6,972
Property, plant and equipment, net	9	14,650	14,276
Goodwill and other intangible assets	10	1,419	1,429
Other non-current assets		459	309
Non-current deferred income tax assets		141	124
<b>Total assets</b>		<b>\$ 30,567</b>	<b>\$ 29,912</b>
<b>Liabilities and shareholders' equity</b>			
<b>Current liabilities:</b>			
Short-term debt	11	\$ 698	\$ 682
Accounts payable and accrued liabilities	12	2,444	2,434
Income and other taxes payable	13	819	694
Dividends payable		206	416
Current portion of long-term debt	14	1,928	1,466
<b>Total current liabilities</b>		<b>6,095</b>	<b>5,692</b>
Long-term debt	14	3,648	4,162
Asset retirement obligations	15	377	367
Other long-term liabilities		260	279
Deferred income tax liabilities		746	755
<b>Total liabilities</b>		<b>11,126</b>	<b>11,255</b>
<b>Equity:</b>			
Common stock (authorized, issued and outstanding: 4,741,299,639 shares, 0.0016 Ruble par value)		2	2
Additional paid-in-capital		573	573
Retained earnings		16,348	15,621
Less: Common stock held in treasury, at cost (23,359,582 shares as of March 31, 2010)		(45)	(45)
<b>Total shareholders' equity</b>		<b>16,878</b>	<b>16,151</b>
Non-controlling interest		2,563	2,506
<b>Total equity</b>		<b>19,441</b>	<b>18,657</b>
<b>Total liabilities and shareholders' equity</b>		<b>\$ 30,567</b>	<b>\$ 29,912</b>

A. V. Dyukov  
Chief Executive Officer  
JSC Gazprom Neft

V. V. Yakovlev  
Chief Financial Officer  
JSC Gazprom Neft

**JSC Gazprom Neft**  
**Interim Condensed Consolidated Statements of Income**  
**For the three-months ended March 31, 2010 and 2009**

**Currency - US\$ millions**  
**(except per share data)**

	<u>Notes</u>	<b>For the three- months ended March 31, 2010 (unaudited)</b>	<b>For the three- months ended March 31, 2009 (unaudited)</b>
<b>Revenues</b>			
Refined products and oil and gas sales		\$ 7,117	\$ 4,131
Other		179	111
Total	20	7,296	4,242
<b>Costs and other deductions</b>			
Cost of purchased oil, gas, petroleum products		1,624	819
Operating expenses		460	377
Selling, general and administrative expenses		360	271
Transportation expenses		601	447
Depreciation, depletion and amortization		352	337
Export duties		1,584	640
Taxes other than income taxes	13	1,207	673
Exploration expenses		19	43
Cost of other sales		85	82
Total		6,292	3,689
Operating income		1,004	553
<b>Other income (expense)</b>			
Share in income of equity affiliates	8	20	52
Interest income		19	22
Interest expense		(94)	(49)
Other expense, net		(30)	(23)
Foreign exchange gain (loss), net		49	(166)
Total		(36)	(164)
<b>Income before income taxes</b>		968	389
Provision for income taxes		204	98
Deferred income tax benefit		(25)	(47)
Total		179	51
<b>Net income</b>		\$ 789	\$ 338
Less: Net income attributable to non-controlling interest		(62)	(3)
<b>Net income attributable to Gazprom Neft</b>		\$ 727	335
Basic and Diluted Net income per Common Share attributable to Gazprom Neft (US\$ per share)		0.15	0.07
Weighted-average number of common shares outstanding Basic and Diluted (millions)		4,718	4,718

*The accompanying notes are an integral part of these interim condensed consolidated financial statements.*

**JSC Gazprom Neft**  
**Interim Condensed Consolidated Statements of Cash Flows**  
**For the three-months ended March 31, 2010 and 2009**

Currency - US\$ millions

	<b>For the three- months ended March 31, 2010 (unaudited)</b>	<b>For the three- months ended March 31, 2009 (unaudited)</b>
<b><i>Operating activities</i></b>		
Net income	\$ 789	\$ 338
Reconciliation of net income to net cash provided by operating activities:		
Share in income of equity affiliates, net of dividends received	(15)	(52)
Deferred income tax benefit	(25)	(47)
Depreciation, depletion and amortization	352	337
Asset retirement obligation accretion expense, net of spending on existing obligations	7	7
Allowance for doubtful accounts	(38)	(48)
Loss on disposal of property, plant and equipment	8	26
Changes in assets and liabilities, net of acquisitions:		
Accounts receivable	(26)	274
Inventories	(238)	4
Other current assets	61	154
Other non-current assets	(101)	20
Accounts payable, accrued liabilities and other long-term liabilities	(14)	(334)
Income and other taxes payable	121	(25)
<b>Net cash provided by operating activities</b>	<b>881</b>	<b>654</b>
<b><i>Investing activities</i></b>		
Purchase of investments, net of cash acquired (Note 3)	(122)	(514)
Acquisition of short-term investments	-	(239)
Proceeds from sales of short-term investments	2	-
Loans issued	(20)	(169)
Loans proceeds received	73	95
Proceeds from disposals of property, plant and equipment	2	1
Contract advances	(40)	-
Capital expenditures	(568)	(481)
<b>Net cash used in investing activities</b>	<b>(673)</b>	<b>(1,307)</b>
<b><i>Financing activities</i></b>		
Short and long-term loans proceeds received	433	1,550
Short and long-term loans repaid	(495)	(1,046)
Dividends paid	(220)	(153)
<b>Net cash (used in) provided by financing activities</b>	<b>(282)</b>	<b>351</b>
<b>Effect of foreign exchange on cash and cash equivalents</b>	<b>26</b>	<b>(115)</b>
Decrease in cash and cash equivalents	(48)	(417)
Cash and cash equivalents as of the beginning of the period	868	2,075
Cash and cash equivalents as of the end of the period	<b>\$ 820</b>	<b>\$ 1,658</b>
<b><i>Supplemental disclosures of cash flows information</i></b>		
Cash paid for interest, net of amount capitalized	<b>80</b>	<b>62</b>
Cash paid for income taxes	<b>161</b>	<b>26</b>

*The accompanying notes are an integral part of these interim condensed consolidated financial statements.*

**JSC Gazprom Neft**  
**Notes to Interim Condensed Consolidated Financial Statements (unaudited)**  
**(in millions of US Dollars)**

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**1. General**

Description of Business

JSC Gazprom Neft (formerly OAO Siberian Oil Company) and its subsidiaries (the "Company") is a vertically integrated oil company operating in the Russian Federation, CIS and Europe. The Company's principal activities include exploration, production and development of crude oil and gas, production of refined petroleum products and distribution and marketing operations through its retail outlets. Export trade is primarily conducted through a wholly owned subsidiary, Gazprom Neft Trading GmbH, which operates as a trader for the Company's export sales.

OAO Siberian Oil Company ("Sibneft") was created by Presidential Decree Number 872 dated August 24, 1995. On September 29, 1995 Sibneft's charter was approved when the Government of the Russian Federation issued Resolution Number 972. The Omsk Registration Chamber officially registered Sibneft on October 6, 1995. In October 2005 OAO Gazprom ("Gazprom") completed its acquisition of a 75.68% stake in Sibneft, becoming a subsidiary of Gazprom. On May 30, 2006 Sibneft was renamed "JSC Gazprom Neft". In April 2009, Gazprom exercised its option to acquire an additional 20% interest in the Company and increased its interest to 95.68%.

**2. Summary of Significant Accounting Policies**

Basis of Presentation

The Company maintains its books and records in accordance with accounting and taxation principles and practices mandated by legislation in the countries in which it operates (primarily the Russian Federation). The accompanying interim condensed consolidated financial statements were primarily derived from the Company's statutory books and records with adjustments and reclassifications made to present them in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

The interim condensed consolidated financial statements are unaudited and have been prepared in accordance with US GAAP for interim financial reporting of public companies and do not include all disclosures necessarily required by US GAAP. The Company omitted disclosures which would substantially duplicate the disclosures contained in its 2009 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 condensed consolidated financial statements are read in conjunction with the Company's 2009 audited consolidated financial statements and the notes related thereto. In the opinion of the Company's management, the unaudited interim condensed consolidated financial statements and notes thereto reflect all known adjustments 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. Subsequent events occurring after March 31, 2010 were evaluated through May 21, 2010, the date these financial statements were available to be issued.

The results for the three-months ended March 31, 2010 are not necessarily indicative of the results expected for the full year.

**JSC Gazprom Neft**  
**Notes to Interim Condensed Consolidated Financial Statements (unaudited)**  
**(in millions of US Dollars)**

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Management Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet as well as the revenues and expenses during the reporting periods. Certain significant estimates and assumptions for the Company include: recoverability and useful lives of long-term assets and investments; identifying assets acquired and liabilities assumed in business combinations and determining fair value; allowances for doubtful accounts receivable; asset retirement obligations; legal and tax contingencies; depreciation, depletion and amortization; environmental remediation obligations; oil reserves; recognition and disclosure of guarantees and other commitments. While management uses its best estimates and judgments, actual results could differ from those estimates and assumptions used.

Foreign Currency Translation

The management of the Company has determined the US Dollar is the functional and reporting currency of the Company as the majority of its revenues, costs, debt and trade liabilities are either priced, incurred, payable or otherwise measured in US Dollars. Monetary assets and liabilities have been translated into US Dollars at the exchange rate as of the balance sheet date. Non-monetary assets and liabilities have been translated at historical rates. Revenues, expenses and cash flows are translated into US Dollars at average rates for the period or exchange rates prevailing on the transaction dates where practicable. Gains and losses resulting from the re-measurement into US Dollars are included in the interim condensed consolidated statement of income.

The official rates of exchange of the Ruble to the US Dollar as of March 31, 2010 and December 31, 2009 were 29.36 Rubles and 30.24 Rubles per US \$1.00, respectively.

The translation of local currency denominated assets and liabilities into US Dollars for the purpose of these interim condensed consolidated financial statements does not indicate that the Company could realize or settle, in US Dollars, the reported values of these assets and liabilities. Likewise, it does not indicate that the Company could return or distribute the reported US Dollar value of capital to its shareholders.

Principles of Consolidation

The accompanying interim condensed consolidated financial statements include the accounts of majority-owned subsidiaries where no minority shareholder or group of minority shareholders exercise a majority of the substantive participating rights, and variable interest entities for which the Company is determined to be the primary beneficiary. Investments in entities that the Company does not control, but has the ability to exercise significant influence over their operating and financial policies, are accounted for under the equity method. Accordingly, the Company's share of net earnings from these companies is included in the interim condensed consolidated statements of income as income from equity affiliates. All other investments are recorded at cost and adjusted for impairment, as appropriate.

Business Combinations

From January 1, 2009, the Company accounts for its business combinations according to FASB ASC 805, *Business Combinations*, and FASB ASC 810, *Consolidation*. The Company applies the acquisition method of accounting and recognizes the assets acquired, the liabilities assumed and any non-controlling interest in the acquiree at the acquisition date, measured at their fair values as of that date. Determining the fair value of assets acquired and liabilities assumed requires management's judgment and often involves the use of significant estimates and assumptions.



**JSC Gazprom Neft**  
**Notes to Interim Condensed Consolidated Financial Statements (unaudited)**  
**(in millions of US Dollars)**

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Goodwill and Other Intangible Assets

Goodwill represents the excess of acquisition cost over the fair value of net assets acquired. The excess of the fair value of net assets acquired over acquisition cost represents negative goodwill which is recognized as a gain in the interim condensed consolidated statement of income during the period of the acquisition.

In accordance with FASB ASC 350, *Intangibles – “Goodwill and Other”*, goodwill and intangible assets with indefinite useful lives are not amortized. Instead, they are tested for impairment at least on an annual basis. An impairment loss is recognized when the carrying value of goodwill exceeds its fair value. Impairment testing is a two-step process. The first step compares the fair value of the reporting unit with its carrying value, including goodwill. If the fair value of the reporting unit exceeds its carrying value, no impairment is recognized. Otherwise, the second step of the goodwill impairment test shall be performed to measure the amount of impairment loss resulting from the excess of the reporting unit's carrying value over its fair value. The loss recognized cannot exceed the carrying amount of goodwill. Subsequent reversal of a previously recognized goodwill impairment loss is prohibited.

Intangible assets that have limited useful lives are amortized on a straight-line basis over the shorter of their useful or the period set by legislation.

Non-Controlling Interest

Certain changes in a parent's ownership interest are to be accounted for as equity transactions and when a subsidiary is deconsolidated, any non-controlling equity investment in the former subsidiary will be initially measured at fair value. In addition ownership interests in the company's subsidiaries held by parties other than the parent are presented separately from the parent's equity on the interim condensed consolidated balance sheet. The amount of consolidated net income attributable to the parent and the non-controlling interests are both presented on the face of the interim condensed consolidated statement of income.

Cash and Cash Equivalents

Cash represents cash on hand and in bank accounts including accrued interest, which can be effectively withdrawn at any time without prior notice. Cash equivalents include all highly liquid short-term investments that can be convertible to a certain cash amount and mature within three months or less from the date of purchase. They are recognized based on the cost of acquisition plus accrued interest, which approximates fair value.

Loans and Accounts Receivable

Loans and accounts receivable are stated at net realizable value. Allowances are provided for estimated losses and for doubtful debts based on estimation of uncollectible amounts. Estimation is made based on aging of the receivable, past history of settlements with the debtor and existing economic conditions. Estimates of allowances require the exercise of judgment and the use of assumptions.

Inventories

Inventories, consisting primarily of crude oil, refined oil products and materials and supplies are stated at the lower of weighted average cost or market value. Market value should not exceed net realizable value (i.e. estimated selling price less reasonable predictable costs of completion and disposal), and should not be less than net realizable value reduced by an allowance for an estimated normal profit margin. Costs include both direct and indirect expenditures and charges incurred in bringing an item or product to its existing condition and location.

**JSC Gazprom Neft**  
**Notes to Interim Condensed Consolidated Financial Statements (unaudited)**  
**(in millions of US Dollars)**

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Oil and Gas Properties

In accordance with FASB ASC 932, "Extractive Activities - Oil and Gas", oil and gas acquisition, exploration and development costs are recognized under the successful efforts method.

Acquisition costs include amounts paid for the acquisition of exploration and development licenses.

Exploration costs include:

- Costs of topographical, geological, and geophysical studies, rights of access to properties to conduct those studies;
- Costs of carrying and retaining undeveloped properties;
- Bottom hole contribution;
- Dry hole contribution; and
- Costs of drilling and equipping exploratory wells.

Exploration drilling costs are capitalized until it is determined that the well has proved oil and gas reserves and the reserves found are sufficient to justify its development. The site is a cost centre. If proved reserves are not found, the capitalized drilling costs are charged to exploration expenses incurred in the period when it is determined that such cost would not bring additional proved oil and gas reserves.

Other exploration costs are charged to expense when incurred.

Development costs include expenditures incurred to:

- Gain access to and prepare well locations for drilling;
- Drill and equip development wells and service wells;
- Acquire, construct, and install production facilities; and
- Provide improved recovery systems.

Property, Plant and Equipment

Property, plant and equipment are stated at historical cost, net of accumulated depreciation. The cost of maintenance, repairs and replacement of minor items of property is charged to expense, renewals and betterments of assets are capitalized.

Upon sale or retirement of property, plant and equipment, the cost and related accumulated depreciation are eliminated from the accounts. Any resulting gains or losses are recorded in the interim condensed consolidated statements of income.

Depreciation, Depletion and Amortization

Depletion of acquisition and development costs of proved oil and gas properties is calculated using the unit-of-production method based on the proved developed reserves. Acquisition costs of unproved properties are not amortized. These costs are reclassified as proved properties when the relevant reserve reclassification is made.

The provision for depreciation and amortization with respect to operations other than oil and gas producing activities is calculated using the straight-line method based on estimated economic lives. Depreciation rates are applied to similar types of buildings and equipment having similar economic characteristics, as shown below:

<u>Asset Group</u>	<u>Average Life</u>
Buildings and constructions	8-35 years
Machinery and equipment	8-20 years
Vehicles and other equipment	3-10 years

**JSC Gazprom Neft**  
**Notes to Interim Condensed Consolidated Financial Statements (unaudited)**  
**(in millions of US Dollars)**

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Income Taxes

Russian legislation does not contain the concept of a “consolidated tax payer” and, accordingly, the Company is not subject to taxation on a consolidated basis. Current income taxes are provided on taxable profit of each subsidiary as determined under mostly the Russian Federation Tax Code at a rate of 20% after adjustments for certain items which are not deductible for taxation purposes. Subsidiaries operating in countries other than the Russian Federation are chargeable to tax at the applicable statutory rate in the country in which they operate.

Deferred income tax assets and liabilities are recognized in the accompanying interim condensed consolidated financial statements in the amounts determined by the Company using the liability method in accordance with FASB ASC 740 “*Income Taxes*”. This method takes into account future tax consequences attributable to temporary differences between the carrying amounts of existing assets and liabilities for the purpose of the interim condensed consolidated financial statements and their respective tax bases and in respect of operating loss and tax credit carry-forwards. Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse and the assets be recovered and liabilities be settled. A valuation allowance for deferred tax asset is recorded when management believes, that it is more likely than not, that this tax asset will not be realized in the future.

Derivative Instruments

The Company uses derivative instruments to manage its exposure to changes in foreign currency exchange rates. A substantial portion of the Company’s sales revenues are received in US Dollars. Additionally, a significant portion of the Company’s financing and investing activities are also undertaken in US Dollars. However, the Company’s operating expenditures and capital spending are primarily denominated in Russian Rubles. Accordingly, a decline in the value of the US Dollar against the Russian Ruble will negatively impact the Company’s operating results and cash flows. Therefore the Company enters into foreign currency forward contracts to manage this risk.

Derivative instruments are recorded at fair value in either other assets or liabilities on the interim condensed consolidated balance sheet. Realized and unrealized gains and losses are presented in the interim condensed consolidated statements of income on a net basis. These transactions are not accounted for as hedges pursuant to FASB ASC 815 “*Derivatives and Hedging*”.

Stock-Based Compensation

In accordance with ASC 718-30 “*Compensation – Stock Compensation, Awards Classified as Liabilities*”, the Company accounts for its best estimate of the obligation under cash-settled stock-appreciation rights (“SAR”) granted to employees at fair value on the date of grant. The estimate of the final liability is re-measured to fair value at each reporting date and the compensation charge recognized in respect of SAR in the income statement is adjusted accordingly. Expenses are recognized over the vesting period.

Recognition of Revenues

Revenues from the production and sale of crude oil, petroleum and chemical products and all other products are recognized when deliveries of products to final customers are made, title passes to the customer, collection is reasonably assured and sales price to final customers is fixed or determinable. Specifically, domestic crude oil sales and petroleum product and materials sales are recognized when they are shipped to customers, which is generally when title passes. For export sales, title generally passes at the border of the Russian Federation and the Company is responsible for transportation, duties and taxes on those sales.

**JSC Gazprom Neft**  
**Notes to Interim Condensed Consolidated Financial Statements (unaudited)**  
**(in millions of US Dollars)**

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Other revenues consist primarily of sales of services such as processing services, transportation, construction, utilities and other services are recognized when goods are provided to customers and services are performed providing that the price for the service can be determined and no significant uncertainties regarding realization exist.

Buy/Sell Transactions

The Company accounts for buy/sell transactions in accordance with FASB ASC 845-15 *“Non-monetary Transactions”* which requires that two or more legally separate exchange transactions with the same counterparty, including buy/sell transactions, should be combined and considered as a single arrangement. The Company accounts for matching buy/sell arrangements entered into as exchanges of inventory.

Accounting Standards Adopted

Effective January 1, 2010 the Company adopted provisions related to accounting for transfers of financial assets (Topic 820). These provisions require that a transferor recognize and initially measure at fair value all assets obtained and liabilities incurred as a result of a transfer of financial assets accounted for as a sale. The provisions also require additional disclosures about any transfers of financial assets and a transferor’s continuing involvement with transferred financial assets. Adoption did not have an effect on the Company’s interim condensed consolidated financial statements.

Effective January 1, 2010 the Company adopted provisions related to how a reporting entity determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated (Topic 810). The provisions also require additional disclosures about a reporting entity’s involvement with variable interest entities and any significant changes in risk exposure due to that involvement. Adoption did not have an effect on the Company’s interim condensed consolidated financial statements.

In January 2010 the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standards updated 2010-06 Fair Value Measurements and Disclosures (Topic 820). The new provisions require that a reporting entity disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers. Furthermore in reconciliation for fair value measurements using significant unobservable inputs (Level 3), a reporting entity should present separately information about purchases, sales, issuances, and settlements (that is, on a gross basis rather than as one net number). The amendments also clarify the existing disclosures as to a reporting entity needs to use judgment in determining the appropriate classes of assets and liabilities. The new provisions also require a reporting entity to provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements in either Level 2 or Level 3. The provisions are effective for annual and interim reporting periods beginning after December 15, 2010, except for the requirement to provide the Level 3 disclosure. This requirement is effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. Adoption of the first part of the update did not have an effect on the Company’s interim condensed consolidated financial statements.

**JSC Gazprom Neft**  
**Notes to Interim Condensed Consolidated Financial Statements (unaudited)**  
**(in millions of US Dollars)**

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In January 2010 the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standards updated 2010-02 Consolidation (Topic 810). The Update clarifies the scope of the decrease in ownership provisions applies to a subsidiary or group of assets, a subsidiary that is transferred to an equity method investee, an exchange of a group of assets that constitutes a business activity for a noncontrolling interest in an entity. The provisions also clarify that the decrease in ownership does not apply to the sales of “in substance” real estate transactions and conveyances of oil and gas mineral rights. The amendments expand the disclosures about the deconsolidation of a subsidiary or derecognition of a group of assets as to the following: valuation techniques and inputs used to measure fair value of any retained investment in the former subsidiary or group of assets; nature of continuing involvement with the subsidiary or entity acquiring the group of assets after it has been deconsolidated or derecognized; whether the transaction that resulted in the deconsolidation of the subsidiary or the derecognition of the group of assets was with a related party or whether the former subsidiary or entity acquiring the group of assets will be a related party after deconsolidation. An entity also should disclose the valuation techniques used to measure an equity interest in an acquiree held by the entity immediately before the acquisition date in a business combination achieved in stages. The provisions are effective beginning in the first interim or annual reporting period ending on or after December 15, 2009. The amendments should be applied retrospectively to the first period that an entity adopted Statement 160. Adoption did not have an effect on the Company’s interim condensed consolidated financial statements.

In January 2010 the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standards updated 2010-01 Equity (Topic 505). The Update affect entities that declare dividends to shareholders that may be paid in cash or shares at the election of the shareholders with a potential limitation on the total amount of cash that all shareholders can elect to receive in aggregate. The provisions clarify that the stock portion of a distribution to shareholders that allows them to elect to receive cash or stock with a potential limitation on the total amount of cash that all shareholders can elect to receive in the aggregate is considered a share issuance that is reflected in earnings per share prospectively and should be accounted for and included in earnings per share calculation. The amendments are effective for interim or annual periods ending on or after December 15, 2009 and should be applied on a retrospective basis. Adoption did not have an effect on the Company’s interim condensed consolidated financial statements.

Reclassifications

Certain reclassifications have been made to previously reported amounts to conform to the current year’s presentation; such reclassifications have no effect on net income, net cash flow or shareholders’ equity.

**3. Business Combinations**

Acquisition of Naftna Industrije Srbije

On February 3, 2009, the Company acquired a 51% interest in Serbia's Naftna Industrija Srbije (NIS) for € 400 million (US\$ 521 million). As part of the purchase agreement the Company pledged to invest € 547 million (approximately US\$ 712 million) to rebuild and upgrade NIS’s refining facilities by 2012. NIS is one of the largest vertically integrated oil companies in central Europe, operating two oil refineries in Pancevo and Novi Sad, Serbia with a total processing capacity of 7.2 million tonnes per year. NIS also has crude oil and gas production of approximately 6.3 million barrels of oil equivalent per year from its oil and gas exploration and production operations in Serbia, holds a minority share in a PSA in Angola and operates a network of retail stations throughout Serbia.

The following table summarizes the consideration transferred to acquire NIS, as well as the fair value of the non-controlling interest as of the acquisition date:

Cash	521
Fair value of the non-controlling interest in NIS	501
<b>Total fair value</b>	<b>1,022</b>

**JSC Gazprom Neft**  
**Notes to Interim Condensed Consolidated Financial Statements (unaudited)**  
**(in millions of US Dollars)**

The Company finalized the assessment of the estimated fair values of the assets and liabilities acquired based on further analysis in the period. There were no changes compared to the estimated fair values disclosed as of December 31, 2009.

The following table summarizes the finalized estimates of fair value of the assets and liabilities acquired as of February 3, 2009.

	<b>As of the acquisition date</b>
Cash and cash equivalents	\$ 22
Accounts receivable, net	198
Inventories	235
Other current assets	53
Intangible assets	150
Property, plant and equipment	1,485
Other non-current assets	4
<b>Total assets acquired</b>	<b>\$ 2,147</b>
Short term loans and current portion of long-term debt	\$ (645)
Other current liabilities	(307)
Long-term debt	(186)
Other non-current liabilities	(336)
<b>Total liabilities assumed</b>	<b>\$ (1,474)</b>
<b>Total identifiable assets acquired and liabilities assumed</b>	<b>\$ 673</b>
<b>Consideration paid</b>	<b>\$ (1,022)</b>
<b>Goodwill</b>	<b>349</b>

The primary reasons for the acquisition and the principal factors contributing to goodwill are deliveries of the Company's own crude oil to the NIS refineries and the expected increase in refining throughput and improvement of product mix, which will allow for future increases in refined product sales to the export market. All of the goodwill has been assigned to the Company's Refining and Marketing Segment. The goodwill is not deductible for tax purposes.

The fair value of the non-controlling interest of US\$ 501 million was estimated by applying the income approach as there are no market comparatives. This fair value measurement is based on significant inputs not observable in the market and thus represents Level 3 measurement as defined by the Business Combinations Topic of the Codification. The fair value estimate is based on discount rates between 15.2% and 17.3%, financial forecasts prepared in nominal US Dollars and publicly available macroeconomic and industry information.

Acquisition of Sibir Energy

In the period from April 23, 2009, being the date of the Company's first acquisition of shares in Sibir Energy plc ("Sibir"), until June 23, 2009, the Company invested £1,057 million (approximately US\$ 1,662 million) to acquire 54.71% of the ordinary shares of Sibir. This acquisition of shares of Sibir provided the Company with effective control over Sibir and indirect control over Moscow Refinery, having increased its effective interest in Moscow Refinery from 38.63% to 59.75%. The Company previously accounted for its 38.63% interest in Moscow Refinery as an equity method investment.

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Sibir is a vertically integrated oil company operating in the Russian Federation. Sibir's primary upstream assets include JSC Magma Oil Company (95% Sibir owned) and a 50% interest in Salym Petroleum Development (a joint venture with Royal Dutch Shell). Sibir's upstream assets are located in Khanti-Mansiysky Autonomous Region and comprise annual production interest of over 80,000 barrels of oil per day (bopd). Sibir also holds a 38.63% stake in the Moscow Oil Refinery ("Moscow Refinery"), which is jointly managed with Gazprom Neft, and a network of 134 retail stations in the City of Moscow and the Moscow region through JSC Moscow Fueling Company and JSC Mosnefteproduct.

The following table summarizes the consideration transferred to acquire Sibir, including the fair value of the non-controlling interests in both Sibir and Moscow refinery at the acquisition date as well as the fair value of the Company's pre-existing interest in Moscow refinery at the acquisition date:

Cash paid	\$ 1,662
Fair value of the non-controlling interest in Sibir	1,056
Fair value of the non-controlling interest in Moscow Refinery	839
Fair value of the Company's investment in Moscow Refinery held before the business combination	806
<b>Total fair value</b>	<b>4,363</b>

The following table summarizes the estimates of fair value of the assets and liabilities acquired as of June 23, 2009. The purchase price allocation is preliminary as the Company is in the process of finalizing the fair value estimates for certain assets and liabilities, primarily for property, plant and equipment and determining the completeness of liabilities recorded:

	<b>As of the acquisition date</b>
Cash and cash equivalents	\$ 181
Accounts receivable, net	335
Inventories	60
Other current assets	246
Intangible assets	618
Property, plant and equipment	2,421
Other non-current assets	1,621
<b>Total assets acquired</b>	<b>\$ 5,482</b>
Short-term and current portion of long-term debt	\$ (233)
Other current liabilities	(432)
Long-term debt	(174)
Other non-current liabilities	(559)
<b>Total liabilities assumed</b>	<b>\$ (1,398)</b>
<b>Total identifiable assets acquired and liabilities assumed</b>	<b>\$ 4,084</b>
<b>Consideration transferred</b>	<b>\$ (4,363)</b>
<b>Goodwill</b>	<b>279</b>

As a result of the Company obtaining control over Moscow refinery, the Company's previously held 38.63% interest was re-measured to fair value at the date of acquisition, resulting in a gain of US\$ 470 million. This has been recognized in the line item "Other income (expense), net" in the Consolidated Statement of Income for 2009.

The fair values of the non-controlling interests in Sibir and Moscow refinery of US\$ 1,056 million and US\$ 839 million respectively were estimated by applying an income approach as there are no market comparatives. The fair value measurement are based on significant inputs not observable in the market and thus represent Level 3 measurement as defined by the Business Combinations Topic of the Codification. The fair value estimates are based on discount rates between 10.8% and 13.6%, financial forecasts prepared in nominal US Dollars and publicly available macroeconomic and industry information.

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The goodwill recognized as a result of the business combination is attributable to the Company's ability to increase the delivery of its own crude to the Moscow refinery and the expected increase in refining throughput and improved flexibility of product sales which will increase access to various product sales channels and result in higher net back prices. All of the goodwill arising on the business combination has been assigned to the Company's Refining and Marketing Segment. The goodwill is not deductible for tax purposes.

Acquisition of Orton Oil Limited

On July 21, 2009 the Company acquired 100% of Orton Oil Limited ("Orton"), an un-listed investment and financing company registered in Cyprus. The purchase consideration comprised \$109 million in cash. The only asset held by Orton is a 50% investment in Bennfield Limited ("Bennfield") which, in turn, holds a 25.66% interest in Sibir.

The following table summarizes the estimates of fair value of the assets and liabilities acquired as of July 21, 2009.

	<b>As of the acquisition date</b>
Long-term Investment	\$ 741
<b>Total assets acquired</b>	<b>\$ 741</b>
Other current liabilities	(666)
<b>Total liabilities assumed</b>	<b>(666)</b>
<b>Total identifiable assets acquired and liabilities assumed</b>	<b>\$ 75</b>
<b>Consideration paid</b>	<b>\$ (109)</b>
<b>Goodwill</b>	<b>34</b>

The primary reasons for the acquisition and the principal factors contributing to goodwill relate to the Company's ability to increase its influence on Sibir Energy. All of the goodwill has been assigned to the Company's Refining and Marketing Segment. The goodwill is not deductible for tax purposes.

Other current liabilities of US\$ 666 million represent a payable to a related party as of the date of acquisition and as of March 31, 2010.

As a result of an outstanding shareholder dispute related to the 50% of Bennfield not held by Orton, the Company has been unable to exert influence in the period since the acquisition over the governance of Bennfield or exercise the rights that would typically exist as an equity investor.

Acquisition of STS Service

On February 4, 2010 the Company completed the acquisition of 100% of the share capital of STS-Service LLC, a company previously owned by Malka Oil AB, for a cash consideration of 820,000,000 Swedish Kroner (approximately US\$ 114 million). STS-Service owns Block 87 in the Tomsk Region comprising Zapadno-Luginetskoye field (currently under development), Nizhneluginetskoye and a part of Shinginskoye field. C1+C2 category reserves comprise 11.5 mln tons, and there are 11 prospective structures within the area.



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The following table summarizes the estimates of fair value of the assets and liabilities acquired as of February 4, 2010.

	<b>As of the acquisition date</b>
Current assets	3
Property, plant and equipment	125
<b>Total assets acquired</b>	<b>\$ 128</b>
Current liabilities	(10)
Non-current liabilities	(4)
<b>Total liabilities assumed</b>	<b>\$ (14)</b>
<b>Total identifiable assets acquired and liabilities assumed</b>	<b>\$ 114</b>
<b>Consideration transferred</b>	<b>\$ (114)</b>
<b>Goodwill</b>	<b>-</b>

The primary reasons for the acquisition are that these fields are located in the immediate vicinity of Shinginskoye field developed by the Company's subsidiary, Gazpromneft-Vostok LLC, which will integrate these operations.

#### **4. Cash and Cash Equivalents**

Cash and cash equivalents as of March 31, 2010 and December 31, 2009 comprise the following:

	<b>2010</b>	<b>2009</b>
Cash in bank - Rubles	\$ 267	\$ 119
Cash in bank - foreign currency	279	172
Bank deposits and other cash equivalents	266	455
Cash on hand	8	122
<b>Total cash and cash equivalents</b>	<b>\$ 820</b>	<b>\$ 868</b>

As of March 31, 2010 and December 31, 2009 the majority of bank deposits are represented by US Dollars. Bank deposits represent deposits with original maturities of less than three months.

#### **5. Accounts Receivable, net**

Accounts receivable as of March 31, 2010 and December 31, 2009 comprise the following:

	<b>2010</b>	<b>2009</b>
Trade receivables	\$ 1,736	\$ 1,772
Value added tax receivable	1,038	974
Related party receivables	52	44
Other receivables	550	590
Less allowance for doubtful accounts	(524)	(562)
<b>Total accounts receivable</b>	<b>\$ 2,852</b>	<b>\$ 2,818</b>

Trade receivables represent amounts due from customers in the ordinary course of business, denominated primarily in US Dollars, and are short-term in nature. Other receivables consist of taxes receivable and other miscellaneous receivables.

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**6. Inventories**

Inventories as of March 31, 2010 and December 31, 2009 consist of the following:

	<u>2010</u>	<u>2009</u>
Crude oil	\$ 398	\$ 259
Petroleum products	748	618
Materials and supplies	754	777
Other	78	83
<i>Total inventories</i>	<u>\$ 1,978</u>	<u>\$ 1,737</u>

**7. Other Current Assets, net**

Other current assets as of March 31, 2010 and December 31, 2009 consist of the following:

	<u>2010</u>	<u>2009</u>
Prepaid customs duties	\$ 236	\$ 411
Advances paid	581	530
Prepaid expenses	93	45
Other assets	249	240
<i>Total other current assets</i>	<u>\$ 1,159</u>	<u>\$ 1,226</u>

**8. Long-Term Investments and Loans Receivable**

Long-Term Investments

None of the companies listed below are publicly traded in Russia and due to the nature of the financial markets it is not possible to obtain current market price for these investments. The significant equity and other long-term investments as of March 31, 2010 and December 31, 2009 are summarized below:

	Ownership Percentage	Net book value as of	
		March 31, 2010	December 31, 2009
<i>Investments in equity affiliates:</i>			
JSC Slavneft	49.9	\$ 2,796	\$ 2,792
JSC Tomskneft VNK	50.0	1,524	1,470
Salym Petroleum Development N.V.	50.0	1,164	1,220
<i>Total investments in equity affiliates</i>		<u>5,484</u>	<u>5,482</u>
<i>Total long-term investments, at cost</i>		1,114	1,097
<i>Long-term loans receivable</i>		381	393
<i>Total long-term investments</i>		<u>\$ 6,979</u>	<u>\$ 6,972</u>

Total long term investment at cost includes the Company's investment in Bennfield, acquired as part of the acquisition of Orton in 2009 (Note 3 "Business Combinations")

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The Company's share in income of equity affiliates including share in non-controlling interest consists of the following for the three-months ended March 31:

	<u>For the three-months ended March 31, 2010</u>	<u>For the three-months ended March 31, 2009</u>
<i>Equity affiliates:</i>		
JSC Slavneft	\$ 9	\$ (24)
JSC Tomskneft VNK	54	75
JSC Moscow Oil Refinery*	-	1
Salym Petroleum Development N.V.	20	-
<i>Total share of income in equity affiliates</i>	<u>\$ 83</u>	<u>\$ 52</u>
Amortization of fair value recognized at acquisition	(63)	-
<i>Total result from equity affiliates</i>	<u>\$ 20</u>	<u>\$ 52</u>

\* As a result of the acquisition of Sibir Energy on June 23, 2009 the Company gained control of JSC Moscow Oil Refinery and, accordingly, JSC Moscow Oil Refinery is now consolidated within these financial statements (Note 3 "Business Combinations").

The Company's investment in JSC Slavneft and various minority stakes in Slavneft subsidiaries ("Slavneft") are held through a series of off-shore entities and an investment trust. During 2005, the Company and TNK-BP agreed to jointly manage the production and the refineries of the Slavneft group with each party purchasing its share of production, refer also to Note 19 "Related Party Transactions".

The following table summarizes the financial information of Slavneft as of March 31, 2010 and December 31, 2009 and for the three-months ended March 31, 2010 and 2009:

	<u>2010</u>	<u>2009</u>
Current assets	\$ 806	\$ 1,011
Long-term assets	6,671	6,508
Total liabilities	1,910	1,901
Revenues	1,093	767
Net income (loss) including non-controlling interest	17	(48)

In December 2007 the Company acquired a 50% equity interest in JSC Tomskneft VNK ("Tomskneft") and its subsidiaries from a subsidiary of OJSC Oil Company Rosneft ("Rosneft"). As part of this transaction, the Company and Rosneft agreed to jointly manage the business operations of Tomskneft and to each purchase their respective share of Tomskneft's annual production.

The following table summarizes the financial information of Tomskneft as of March 31, 2010 and December 31, 2009 and for the three-months ended March 31, 2010 and 2009:

	<u>2010</u>	<u>2009</u>
Current assets	\$ 886	\$ 858
Long-term assets	3,781	3,596
Total liabilities	2,089	2,309
Revenues	604	329
Net income	107	150

In June 2009 and as part of the acquisition of Sibir Energy (Note 3 "Business Combinations") the Company acquired a 27.4% equity interest in Salym Petroleum Development N.V. ("Salym"). Salym is owned 50% by Sibir Energy and 50% by Shell Salym Development B.V., a member of the Royal Dutch/Shell group of companies. The operations of Salym relate to the development of the Salym group of oil fields located in the Khanti-Mansiysky autonomous region of the Russian Federation.

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The following table summarizes the financial information of Salym as of March 31, 2010 and December 31, 2009. Revenue and net income are shown as of and for the three-months ended March 31, 2010.

	<u>2010</u>	<u>2009</u>
Current assets	\$ 324	\$ 272
Long-term assets	915	964
Total liabilities	948	980
Revenues	417	-
Net income	40	-

Long-Term Loans Receivable

Long-term loans receivable of US\$ 381 million and US\$ 393 million are mostly due from related parties as of March 31, 2010 and December 31, 2009, respectively. These loans bear interest rates from nil to 16.0%. The fair value of these loans is approximately US\$ 309 million and US\$ 303 million as of March 31, 2010 and December 31, 2009 assuming an average discount rate of 8.64% and 9.0% for the periods ended March 31, 2010 and December 31, 2009, respectively (CBR interbank refinancing rate).

**9. Property, Plant and Equipment**

As of March 31, 2010 property, plant and equipment comprise the following:

	<u>Cost</u>	<u>Accumulated DD&amp;A</u>	<u>Net book value</u>
Exploration and production	\$ 20,857	\$ (11,366)	\$ 9,491
Refining	4,669	(1,819)	2,850
Marketing and distribution	1,536	(180)	1,356
Other	113	(28)	85
Assets under construction	868	-	868
<b>Total</b>	<u>\$ 28,043</u>	<u>\$ (13,393)</u>	<u>\$ 14,650</u>
<b>Comparative balance as of December 31, 2009</b>	<u>\$ 27,409</u>	<u>\$ (13,133)</u>	<u>\$ 14,276</u>

**10. Goodwill and intangible assets**

Changes in the amount of carrying value of goodwill for the year ended March 31, 2010 by reportable segment are as follows:

	<u>Exploration and Production</u>	<u>Refining, Marketing and Distribution</u>	<u>Total</u>
Balance as of December 31, 2009	-	662	662
Acquisitions	-	-	-
Balance as of March 31, 2010	-	662	662

In 2009 the Company acquired NIS, Sibir Energy and Orton Oil and recognized goodwill in the amount of US\$ 349 million, US\$ 279 million and US\$ 34 million, respectively. The goodwill recognized for these acquisitions was assigned to the respective downstream assets acquired. The Company assessed the carrying value of goodwill related to each acquisition for impairment as of December 31, 2009. No impairment was recognized as of December 31, 2009.

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Other intangible assets as of March 31, 2010 and December 31, 2009 comprise the following:

	<u>2010</u>	<u>2009</u>
Licenses	\$ 20	\$ 16
Software	168	160
Land rights	552	556
Other intangible assets	17	35
<i>Total other intangible assets</i>	<u>\$ 757</u>	<u>\$ 767</u>

Land rights relate to the right to use land plots at the Moscow Refinery location and certain other retail and wholesale sites in Moscow and the Moscow region where the Company owns and operates refining and other assets.

### 11. Short-Term Debt

As of March 31, 2010 and December 31, 2009 the Company has short-term loans outstanding as follows:

	<u>2010</u>	<u>2009</u>
Banks	\$ 236	\$ 251
Related parties	457	428
Other	5	3
<i>Total short-term loans</i>	<u>\$ 698</u>	<u>\$ 682</u>

As of December 31, 2009 short-term loans were provided by international and Russian banks for funding of working capital and consisted of unsecured facilities.

As of March 31, 2010, the Company has US\$ 236 million in short-term loans from a number of European and Russian banks (US\$ 251 million as of December 31, 2009), primarily repayable in US Dollars. These loans bear interest rates fluctuating from LIBOR / EURIBOR plus margin of 1.1 to 5.0.

As of March 31, 2010 the Company has several interest-free loans from Tomskneft in the amount of US\$ 366 million (US\$ 289 million as of December 31, 2009), repayable in Rubles which mature between April-December 2010. Tomskneft is a related party to the Company.

As of March 31, 2010 weighted average interest rates related to the short-term loans in foreign currency and in Rubles were 4.9% and 0%, respectively. As of December 31, 2009 weighted average interest rates related to the short-term loans in foreign currency and in Rubles were 4.4% and 0%, respectively.

### 12. Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities as of March 31, 2010 and December 31, 2009 comprise the following:

	<u>2010</u>	<u>2009</u>
Trade accounts payable	\$ 847	\$ 943
Advances received from customers	210	287
Related party accounts payable	175	101
Accrued interest	65	46
Other payables	1,147	1,057
<i>Total accounts payable</i>	<u>\$ 2,444</u>	<u>\$ 2,434</u>

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**13. Income and Other Taxes Payable**

Income and other taxes payable as of March 31, 2010 and December 31, 2009 comprise the following:

	<u>2010</u>	<u>2009</u>
Mineral extraction tax	\$ 250	\$ 224
Value added tax	258	198
Excise tax	119	127
Income tax	104	62
Property tax	49	44
Unified social tax	16	12
Other taxes	23	27
<i>Total income and other taxes payable</i>	<u>\$ 819</u>	<u>\$ 694</u>

Taxes other than income taxes expense for the three-months ended March 31 comprise the following:

	<u>For the three- months ended March 31, 2010</u>	<u>For the three- months ended March 31, 2009</u>
Mineral extraction tax	\$ 697	\$ 332
Excise tax	387	287
Property tax	42	26
Unified social tax	40	19
Other taxes	41	9
<i>Total taxes other than income taxes expense</i>	<u>\$ 1,207</u>	<u>\$ 673</u>

**14. Long-Term Debt**

As of March 31, 2010 and December 31, 2009 the Company has long-term outstanding loans as follows:

	<u>2010</u>	<u>2009</u>
Bonds	\$ 613	\$ 595
Bank loans outstanding	4,837	4,900
Other borrowings	126	133
Less current portion of long- term debt	(1,928)	(1,466)
<i>Total long-term debt</i>	<u>\$ 3,648</u>	<u>\$ 4,162</u>

Bank loans are primarily comprised of loan facilities in US Dollars from major foreign banks and their affiliates.

On April 21, 2009, the Company placed ten-year Ruble Bonds (04 series) with the total par value of RUR 10 billion (US\$ 341 million as of March 31, 2010 and US\$ 331 million as of December 31, 2009). The bonds bear interest of 16.7% per year with a 2 year put option and have semi-annual coupon payments.

On July 21, 2009, the Company placed seven-year Ruble Bonds (03 series) with the total par value of RUR 8 billion (US\$ 272 million as of March 31, 2010 and US\$ 264 million as of December 31, 2009). The bonds bear interest of 14.75% per year with 3 year put option and have semi-annual coupon payments.

During 2007 the Company obtained a US\$ 2.2 billion syndicated loan from Calyon, ABN-AMRO, Commerzbank and Citibank maturing in September 2010, bearing a floating interest rate of LIBOR plus 0.75%. As of March 31, 2010, the amount outstanding under this syndicated loan is US\$ 400 million (all current). As of December 31, 2009 the amount outstanding under the loan was US\$ 600 million (all current).

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During 2008 the Company obtained a US\$ 1 billion syndicated loan in two tranches from BBVA Bank, BTMU Bank, Barclays Capital, Sumitomo Mutsui Banking Corporation and WestLB Bank. The first tranche in the amount of US\$ 315 million bears a floating interest rate of LIBOR plus 1.5% and matures in May 2011. The second tranche in amount of US\$ 685 million bears a floating interest rate of LIBOR plus 1.75% and matures in May 2013. As of March 31, 2010 the Company has US\$ 1 billion outstanding under the syndicated loan (including current portion of US\$ 211 million). As of December 31, 2009 the amount outstanding under the loan was US\$ 1 billion (including current portion of US\$ 158 million).

During 2008 the Company was granted a credit line from the State Corporation Bank for Development and Foreign Economic Affairs (Vnesheconombank) for a total of US\$ 750 million repayable in US Dollars bearing an interest rate of LIBOR plus 5.0% which matures in March 2011. As of March 31, 2010 the Company has US\$ 750 million outstanding under the credit line (all current). As of December 31, 2009 the amount outstanding under the credit line was US\$ 750 million (including current portion of US\$ 150 million as of December 31, 2009).

During 2009 the Company obtained several loans from Sberbank for a total of US\$ 857 million repayable in US Dollars bearing an interest rate of 8.46% which mature in September 2012. As of March 31, 2010 the Company has US\$ 779 million outstanding under the loans (including current portion of US\$ 312 million). As of December 31, 2009 the amount outstanding under the loan was US\$ 857 million (including current portion of US\$ 312 million).

During 2009 the Company obtained a loan from a Club of banks (The Bank of Tokyo-Mitsubishi UFJ, Raiffeisenbank, Nordea Bank, UniCredit Bank and Societe Generale) in the amount of US\$ 500 million repayable in US Dollars. This loan bears a floating interest rate of LIBOR plus 5.0% and matures in October 2012. As of March 31, 2010 and December 31, 2009 the Company has US\$ 500 million outstanding under the loan (including current portion of US\$ 111 million).

During 2009 the Company obtained a loan from Russian Commercial Bank in the amount of US\$ 624 million repayable in US Dollars. This loan bears a fixed interest rate of 6.50% and matures in December 2012. As of March 31, 2010 and December 31, 2009 the Company has US\$ 624 million outstanding under the loan (all non-current).

In February 2010 the Company obtained a loan from Nordea Bank in the amount of US\$ 100 million repayable in US Dollars (all non-current as of March 31, 2010). This loan bears a floating interest rate of LIBOR plus 3.15% and matures in February 2014.

In March 2010 the Company obtained a loan from Raiffeisenbank in the amount of US\$ 100 million repayable in US Dollars (all non-current as of March 31, 2010). This loan bears a floating interest rate of LIBOR plus 3.3% and matures in March 2013.

During 2009 - 2010 the Company obtained a loan from Bank of Moscow (Serbia) in the amount of US\$ 100 million repayable in US Dollars. This loan bears an interest rate of 6.55% and matures in October 2012. As of March 31, 2010 the Company has US\$ 100 million outstanding under the loan (all non-current). As of December 31, 2009 the amount outstanding under the loan was US\$ 50 million (all non-current).

As of March 31, 2010 the Company has US\$ 484 million in long term loans from a number of banks (including current portion of US\$ 117). These loans bear interest rates fluctuating from LIBOR/EURIBOR plus 0.5% to fixed interest rate of 6.75%. As of December 31, 2009 the amount outstanding under the loans was US\$ 519 million (including current portion of US\$ 108 million). Interest rate under the loans varied from LIBOR / EURIBOR plus 3.2% to fixed interest rate of 6.6%.

The loan agreements contain financial covenants that require the Company's ratios of Consolidated EBITDA to Consolidated Interest Payable, Consolidated Indebtedness to Consolidated Tangible Net Worth and Consolidated Indebtedness to Consolidated EBITDA. Management believes the Company is in compliance with these covenants as of March 31, 2010 and December 31, 2009, respectively.

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Maturities of long-term loans as of March 31, 2010 are as follows:

<u>Year due</u>	<u>Amount due</u>
2011	\$ 1,928
2012	1,551
2013	1,804
2014	182
2015 and further	111
	<u>\$ 5,576</u>

**15. Asset Retirement Obligations**

The following summarizes the activity of the Company's asset retirement obligations:

	<u>2010</u>	<u>2009</u>
<i>Beginning balance as of January 1</i>	\$ 367	\$ 330
Change in estimate	(2)	(1)
New obligations incurred	5	11
Spending on existing obligations	-	(1)
Accretion expense	7	28
<i>Ending balance as of March 31</i>	<u>\$ 377</u>	<u></u>
<i>Ending balance as of December 31</i>	<u></u>	<u>\$ 367</u>

**16. Cash-settled Stock Appreciation Rights**

On January 12, 2010 the Board approved the implementation of a cash-settled stock appreciation rights (SAR) compensation plan. The plan forms part of the long term growth strategy of the Company and is designed to reward management for increasing shareholder value over a specified period. Shareholder value is measured by reference to the Company's market capitalization. The plan is open to selected management provided certain service conditions are met. The awards are fair valued at each reporting date and are settled in cash at the conclusion of the vesting period which expires on December 31, 2011.

The awards are subject to certain market and service conditions that determine the amount that may ultimately be paid to eligible employees. The expense recognized is based on the vesting period.

The fair value of the liability under the plan is estimated using the Black-Scholes-Merton option-pricing model by reference to primarily to the Company's share price, historic volatility in the share price, dividend yield and interest rates for periods comparable to the remaining life of the award. Any changes in the estimated fair value of the liability award will be recognized in the period the change occurs subject to the vesting period.

In the interim condensed consolidated income statement for the period ended March 31, 2010 the Company recognized compensation expense, net of the deferred tax benefit, of \$24 million related to the SAR plan. This expense is included within selling, general and administrative expenses.

**17. Fair Value of Financial Instruments**

The estimated fair values of financial instruments are determined with reference to various market information and other valuation methodologies as considered appropriate, however considerable judgment is required in interpreting market data to develop these estimates. Accordingly, the estimates are not necessarily indicative of the amounts that the Company could realize in a current market situation. Certain of these financial instruments are with major financial institutions and expose the Company to market and credit risk. The creditworthiness of these institutions is routinely reviewed and full performance is anticipated.



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The net carrying values of cash and cash equivalents, short-term investments, short-term loans receivable, accounts receivable and payable approximate their fair values because of the short maturities of these instruments.

As discussed in Note 8, the Company has investments mostly in certain Russian and CIS companies. There are no quoted market prices for these instruments and a precise estimate of fair value could not be made without incurring excessive costs.

Loan arrangements on short-term and long-term debt have both fixed and variable interest rates that reflect the currently available terms for similar debt. Management believes the carrying values of short-term and long-term debt are not materially different from their fair values.

The Fair Value Measurement and Disclosure Topic of the Codification establishes a formal fair value hierarchy based on the inputs used to measure fair value. The three levels of the fair value hierarchy are as follows:

Level 1: Valuations utilizing quoted, unadjusted prices for identical assets or liabilities in active markets that the Company has the ability to access. This is the most reliable evidence of fair value and does not require a significant degree of judgment.

Level 2: Valuations utilizing quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly for substantially the full term of the asset or liability.

Level 3: Valuations utilizing significant, unobservable inputs. This provides the least objective evidence of fair value and requires a significant degree of judgment.

The Company's only assets and liabilities measured at fair value on a recurring basis are its derivative financial instruments and the obligation under SAR's, which have been valued using Level 2 inputs under the fair value hierarchy.

The Company uses derivative financial instruments to manage its exposure to changes in foreign currency exchange rates. A majority of Company's revenues are received in US Dollars, a growth or a decline in the value of the US Dollar against the Russian Ruble impacts the Company's operating results and cash flows. These transactions are not accounted for as hedges pursuant to the Fair Value Measurements and Disclosures Topic of the Codification.

The Company does not purchase, hold or sell derivative financial instruments unless it has an existing asset or obligation or anticipates a future activity that is likely to occur that will result in an exposure to foreign exchange risk. The Company does not enter into any derivative instruments for speculative purposes. As of March 31, 2010 and December 31, 2009 the Company has outstanding currency exchange derivative contracts for a total notional value of US\$ 574 million and US\$ 616 million respectively.

The following table presents the fair values and corresponding balance sheet captions of the Company's derivative instruments as of March 31, 2010 and December 31, 2009:

	<u>2010</u>	<u>2009</u>
Assets		
Other current assets	\$ 17	\$ 13
Other non-current assets	161	121
<b><i>Total assets</i></b>	<u>178</u>	<u>134</u>

During the three-months ended March 31, 2010 the Company recognized US\$ 45 million in unrealized gain in foreign exchange gain (loss), net in the interim condensed consolidated statement of income.

## 18. Commitments and Contingencies

### Taxes

During 2008, the Tax Authorities completed reviews over the operations of the Company and its subsidiaries for the year ended December 31, 2006. There were no significant findings as a result of these reviews.

Russian tax and customs legislation is subject to varying interpretations, and changes, which can occur frequently. Management's interpretation of such legislation, including the allocation of tax payments to the Federal and Regional budgets, as applied to the transactions and activity of the Group may be challenged by the relevant authorities. The Russian tax authorities may be taking a more assertive position in their interpretation of the legislation and assessments, and it is possible that transactions and activities that have not been challenged in the past may be challenged. The Supreme Arbitration Court issued guidance to lower courts on reviewing tax cases providing a systemic roadmap for anti-avoidance claims, and it is possible that this will significantly increase the level and frequency of tax authorities scrutiny. As a result, significant additional taxes, penalties and interest may be assessed. Fiscal periods remain open to review by the authorities in respect of taxes for the preceding three calendar years. Under certain circumstances reviews by tax authorities may cover longer periods. The years 2007 and 2008 are currently open for review. Management believes it has adequately provided for any probable losses that might arise from these matters.

### 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 freely convertible in any countries outside of the Russian Federation, restrictive currency controls, and a high level of 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.

The ongoing global liquidity crisis has resulted in, among other things, a lower level of capital market funding and lower liquidity levels across the Russian Federation. The uncertainties in the global financial market, has also led to bank failures and or bank rescues. While the Russian government has introduced a range of stabilization measures aimed at providing liquidity and supporting debt refinancing for Russian banks and companies, such circumstances could affect the ability of the Company to obtain new borrowings and re-finance its existing borrowings at terms and conditions similar to those applied to earlier transactions. Additionally, the uncertainty in the global markets combined with other local factors has led to very high volatility in the Russian Stock Markets during 2008 and 2009.

Management is unable to reliably determine the effects on the Company's future financial position, results of operations or cash flows as a result of the ongoing crisis. Management believes the Company's current and long-term investment and capital expenditures program can be funded through cash generated from existing operations. Management also believes the Company has the ability to obtain syndicated loans and other financings as needed to fund business acquisitions and other transactions that may arise in the future (Refer to Note 21 Subsequent Events).

### Environmental Matters

The enforcement of environmental regulation in the Russian Federation is evolving and the enforcement posture of government authorities is continually being reconsidered. The Company periodically evaluates its potential obligations under environmental regulation. Management is of the opinion that the Company has met the government's requirements concerning environmental matters, and therefore believes that the Company does not have any material current environmental liabilities.

**JSC Gazprom Neft**  
**Notes to Interim Condensed Consolidated Financial Statements (unaudited)**  
**(in millions of US Dollars)**

**19. Related Party Transactions**

JSC Moscow Oil Refinery (Moscow Refinery)

For the three-months ended March 31, 2009 the Company processed crude oil based on processing agreements for a total amount of US\$ 16 million and purchased oil products from Moscow Refinery for a total amount of US\$ 1 million. Such transactions were in the ordinary course of business and on terms available to other suppliers.

Slavneft Group (Slavneft)

During 2010 the Company conducted numerous transactions with Slavneft or its subsidiaries. The Company and TNK-BP have in principle agreed to split Slavneft's production based on each party's respective interest. The information on transactions with Slavneft for the three-months ended March 31 is presented below:

	<b>For the three-months ended March 31, 2010</b>	<b>For the three-months ended March 31, 2009</b>
Processing fees	\$ 63	\$ 49
Crude, gas and oil products purchased	499	265
Crude and oil products sales	246	40

As of March 31, 2010 the Company has US\$ 59 million in payables to Slavneft and US\$ 18 million in receivables from Slavneft. As of December 31, 2009 the Company had US\$ 77 million in payables to Slavneft and US\$ 21 million in receivables from Slavneft.

Gazprom Group (Gazprom)

During 2010 the Company conducted numerous transactions with Gazprom, its primary shareholder, or its subsidiaries. The information on transactions with Gazprom for the three-months ended March 31 is presented below:

	<b>For the three-months ended March 31, 2010</b>	<b>For the three-months ended March 31, 2009</b>
Crude, gas and oil products purchased	-	2
Crude and oil products sales	14	-

As of March 31, 2010 the Company has US\$ 17 million in payables to Gazprom and US\$ 26 million in receivables from Gazprom. As of December 31, 2009 the Company had US\$ 7 million in payables to Gazprom and US\$ 17 million in receivables from Gazprom.

Tomskneft Group (Tomskneft)

During 2010 the Company conducted numerous transactions with Tomskneft and its subsidiaries. The information on transactions with Tomskneft for the three-months ended March 31 is presented below:

	<b>For the three-months ended March 31, 2010</b>	<b>For the three-months ended March 31, 2009</b>
Crude, gas and oil products purchased	267	129

As of March 31, 2010 the Company has US\$ 14 million in payables to Tomskneft and US\$ 4 million in receivables from Tomskneft. As of December 31, 2009 the Company had US\$ 16 million in payables to Tomskneft and US\$ 5 million in receivables from Tomskneft.

**JSC Gazprom Neft**  
**Notes to Interim Condensed Consolidated Financial Statements (unaudited)**  
**(in millions of US Dollars)**

Salym Petroleum Development (SPD)

Since June 23, 2009 (the date of acquisition of Sibir Energy) the Company conducts transactions with Salym Petroleum development (SPD). For the three-months ended March 31, 2010 the Company purchased crude from SPD amounting to US\$ 220 million. As of March 31, 2010 the Company has US\$ 85 million in payables to SPD and US\$ 4 million in receivables from SPD. As of December 31, 2009 the Company had US\$ 1 million in payables to SPD and US\$ 1 million in receivables from SPD.

**20. Segment Information**

Presented below is information about the Company's operating segments for the three-months ended March 31, 2010 and 2009. The Company determined its operating segments based on differences in the nature of their operations considering the regular review by the chief operating decision maker to make decisions about resources to be allocated and to assess performance of the Company.

The exploration and production segment explores, develops and produces crude oil and natural gas and sells its production to the refining, marketing and distribution segment. The refining, marketing and distribution segment processes crude oil into refined products and purchases, sells and transports crude oil and refined petroleum products.

Adjusted EBITDA represents the Company's EBITDA and its share in equity affiliates' EBITDA. Management believes that adjusted EBITDA represents useful means of assessing the performance of the Company's ongoing operating activities, as it reflects the Company's earnings trends without showing the impact of certain charges. EBITDA represents earnings before interest, income tax, depreciation and amortization. EBITDA (Earnings Before Interest, Income Tax, Depreciation and Amortization) is a supplemental non-GAAP financial measure used by management to evaluate operations.

Operating Segments as of and for the three-months ended March 31, 2010 are presented below:

	<b>Exploration and Production</b>	<b>Refining, Marketing and Distribution</b>	<b>Elimination</b>	<b>Consolidated</b>
Revenues from external customers	\$ 23	\$ 7,273	-	\$ 7,296
Inter-segment revenues	1,644	21	(1,665)	-
<b>Total</b>	<b>1,667</b>	<b>7,294</b>	<b>(1,665)</b>	<b>7,296</b>
Adjusted EBITDA	743	843	-	1,586
Capital expenditures	444	124	-	568
Depreciation, depletion and amortization	266	86	-	352
Income tax expense	25	154	-	179
Segment assets as of March 31, 2010	\$ 18,123	\$ 22,429	(9,985)	\$ 30,567

**JSC Gazprom Neft**  
**Notes to Interim Condensed Consolidated Financial Statements (unaudited)**  
(in millions of US Dollars)

Operating Segments for the three-months ended March 31, 2009 and as of December 31, 2009 are presented below:

	<b>Exploration and Production</b>	<b>Refining, Marketing and Distribution</b>	<b>Elimination</b>	<b>Consolidated</b>
Revenues from external customers	\$ 15	\$ 4,227	-	\$ 4,242
Inter-segment revenues	1,127	13	(1,140)	-
<b>Total</b>	<b>1,142</b>	<b>4,240</b>	<b>(1,140)</b>	<b>4,242</b>
Adjusted EBITDA	415	543	-	958
Capital expenditures	365	116	-	481
Depreciation, depletion and amortization	295	42	-	337
Income tax expense	(11)	62	-	51
Segment assets as of December 31, 2009	\$ 17,237	\$ 22,706	(10,031)	\$ 29,912

Adjusted EBITDA for the three-months ended March 31 is reconciled below:

	<b>For the three- months ended March 31, 2010</b>	<b>For the three- months ended March 31, 2009</b>
<b>Adjusted EBITDA</b>	<b>\$ 1,586</b>	<b>\$ 958</b>
The Company's share in EBITDA of equity affiliates	(230)	(68)
Share in income of equity affiliates	20	52
Foreign exchange gain (loss), net	49	(166)
Other expenses, net	(30)	(23)
Interest expense	(94)	(49)
Interest income	19	22
Depreciation, depletion and amortization	(352)	(337)
<b>Income before income taxes</b>	<b>\$ 968</b>	<b>\$ 389</b>

For the three-months ended March 31, 2010 and 2009 the Company had one customer which accounted for approximately 18.8% and 23.6% of the Company's sales, respectively. Management does not believe the Company is reliant on any particular customer. The geographical segmentation of the Company's revenue for the three-months ended March 31 is presented below:

	<b>For the three- months ended March 31, 2010</b>	<b>For the three- months ended March 31, 2009</b>
Export	\$ 4,454	\$ 2,572
Domestic	2,387	1,358
CIS	455	312
<b>Total revenues from external customers</b>	<b>\$ 7,296</b>	<b>\$ 4,242</b>

The Company's long-lived assets are mostly located in the Russian Federation.

## **21. Subsequent Events**

On April 13, 2010 the Company placed a three year Ruble Bond (series 05 and 06) with a total par value of RUR 20 billion. The bond has semi-annual coupon payment and interest of 7.15% annually.

On May 18, 2010 the Company acquired a 50% interest in Bennfield, which owns 25.66% of the ordinary shares of Sibir Energy.