

CONOCOPHILLIPS  
Form 10-K/A  
March 25, 2011

**Table of Contents**

**2010**

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
**Form 10-K/A**  
**Amendment No. 1**

(Mark  
One)  
[x]

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2010

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: **001-32395**

**ConocoPhillips**

*(Exact name of registrant as specified in its charter)*

**Delaware** **01-0562944**  
*(State or other jurisdiction of* *(I.R.S. Employer*  
*incorporation or organization)* *Identification No.)*

**600 North Dairy Ashford**  
**Houston, TX 77079**

*(Address of principal executive offices) (Zip Code)*

Registrant's telephone number, including area code: **281-293-1000**

Securities registered pursuant to Section 12(b) of the Act:

| <b>Title of each class</b>                             | <b>Name of each exchange<br/>on which registered</b> |
|--|--|
| Common Stock, \$.01 Par Value                          | New York Stock<br>Exchange                           |
| Preferred Share Purchase Rights Expiring June 30, 2012 | New York Stock<br>Exchange                           |
| 6.65% Debentures due July 15, 2018                     | New York Stock<br>Exchange                           |
| 7% Debentures due 2029                                 | New York Stock<br>Exchange                           |
| 9.375% Notes due 2011                                  | New York Stock<br>Exchange                           |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes  No

The aggregate market value of common stock held by non-affiliates of the registrant on June 30, 2010, the last business day of the registrant's most recently completed second fiscal quarter, based on the closing price on that date of \$49.09, was \$72.8 billion. The registrant, solely for the purpose of this required presentation, had deemed its Board of Directors and grantor trusts to be affiliates, and deducted their stockholdings of 827,349 and 37,798,903 shares, respectively, in determining the aggregate market value.

The registrant had 1,429,647,979 shares of common stock outstanding at January 31, 2011.

**Documents incorporated by reference:**

Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held on May 11, 2011 (Part III)

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**TABLE OF CONTENTS**

PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

INDEX TO EXHIBITS

SIGNATURE

EX-23.3

EX-31.3

EX-31.4

EX-32.1

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**Table of Contents**

**PART IV**  
**Explanatory Note**

This Amendment No. 1 to the Annual Report on Form 10-K of ConocoPhillips for the year ended December 31, 2010, is being filed for the purpose of providing separate financial statements of OAO LUKOIL in accordance with Rule 3-09 of Regulation S-X. These financial statements are included in Item 15, Exhibits, Financial Statement Schedules. Otherwise, this amendment does not update or modify in any way the financial position, results of operations, cash flows or the disclosures in ConocoPhillips Annual Report on Form 10-K for the year ended December 31, 2010, and does not reflect events occurring after the original filing date of February 23, 2011.

**Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(a) 1. Financial Statements and Supplementary Data

The financial statements and supplementary information, as listed in the Index to Financial Statements on page 69 of the original 2010 Form 10-K, were filed as part of the original 2010 Form 10-K filed on February 23, 2011.

2. Financial Statement Schedules

Schedule II Valuation and Qualifying Accounts was filed on page 174 of the original 2010 Form 10-K filed on February 23, 2011. All other schedules are omitted because they are not required, not significant, not applicable or the information is shown in another schedule, the financial statements or the notes to consolidated financial statements.

The following information is included herein in this amended Form 10-K pursuant to Rule 3-09 of Regulation S-X:

**OAO LUKOIL**

*For the six-month period ending June 30, 2010 (unaudited):*

Consolidated Balance Sheets as of June 30, 2010, and December 31, 2009.

Consolidated Statements of Income for the three- and six-month periods ended June 30, 2010 and 2009.

Consolidated Statements of Stockholders Equity and Comprehensive Income for the six-month periods ended June 30, 2010 and 2009.

Consolidated Statements of Cash Flows for the six-month periods ended June 30, 2010 and 2009.

Notes to Interim Consolidated Financial Statements.

*For the three annual periods ending December 31, 2009:*

Independent Auditors Report.

Consolidated Balance Sheets as of December 31, 2009 and 2008.

Consolidated Statements of Income for the years ended December 31, 2009, 2008 and 2007.

Consolidated Statements of Stockholders Equity and Comprehensive Income for the years ended December 31, 2009, 2008 and 2007.

Consolidated Statements of Cash Flows for the years ended December 31, 2009, 2008 and 2007.

Notes to Consolidated Financial Statements.

Supplementary Information on Oil and Gas Exploration and Production Activities (Unaudited).

3. Exhibits

The exhibits listed in the Index to Exhibits, which appears on pages 86 through 90 are filed as part of this annual report.

- (c) The financial statements of OAO LUKOIL, which appear below, are filed in accordance with Rule 3-09 of Regulation S-X.

**Table of Contents**

**OA O LUKOIL**  
**INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**(prepared in accordance with US GAAP)**  
**As of and for the three and six month periods ended June 30, 2010**  
**(unaudited)**

These interim consolidated financial statements were prepared by OA O LUKOIL in accordance with US GAAP and have not been audited by our independent auditor. If these financial statements are audited in the future, the audit could reveal differences in our consolidated financial results and we can not assure that any such differences would not be material.

2

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**Table of Contents****OA O LUKOIL****Consolidated Balance Sheets****(Millions of US dollars, unless otherwise noted)**

|                                      | Note | As of June<br>30, 2010<br>(unaudited) | As of<br>December<br>31, 2009 |
|--------------------------------------|------|---------------------------------------|-------------------------------|
| <b>Assets</b>                        |      |                                       |                               |
| <b>Current assets</b>                |      |                                       |                               |
| Cash and cash equivalents            | 4    | 3,748                                 | 2,274                         |
| Short-term investments               |      | 158                                   | 75                            |
| Accounts and notes receivable, net   | 5    | 6,721                                 | 5,935                         |
| Inventories                          |      | 6,194                                 | 5,432                         |
| Prepaid taxes and other expenses     |      | 2,331                                 | 3,549                         |
| Other current assets                 |      | 596                                   | 574                           |
| <b>Total current assets</b>          |      | <b>19,748</b>                         | <b>17,839</b>                 |
| Investments                          | 6    | 5,895                                 | 5,944                         |
| Property, plant and equipment        | 7    | 53,334                                | 52,228                        |
| Deferred income tax assets           |      | 601                                   | 549                           |
| Goodwill and other intangible assets | 8    | 1,614                                 | 1,653                         |
| Other non-current assets             |      | 1,198                                 | 806                           |
| <b>Total assets</b>                  |      | <b>82,390</b>                         | <b>79,019</b>                 |
| <b>Liabilities and Equity</b>        |      |                                       |                               |
| <b>Current liabilities</b>           |      |                                       |                               |



|   |        |               |               |
|---|--------|---------------|---------------|
| Accounts payable  |        | 5,671         | 4,906         |
| Short-term borrowings and current portion of long-term debt | 9      | 1,731         | 2,058         |
| Taxes payable   |        | 1,810         | 1,828         |
| Other current liabilities                                   |        | 2,248         | 902           |
| <b>Total current liabilities</b>                            |        | <b>11,460</b> | <b>9,694</b>  |
| Long-term debt  | 10, 13 | 8,032         | 9,265         |
| Deferred income tax liabilities                             |        | 2,035         | 2,080         |
| Asset retirement obligations                                | 7      | 1,373         | 1,189         |
| Other long-term liabilities                                 |        | 383           | 412           |
| <b>Total liabilities</b>                                    |        | <b>23,283</b> | <b>22,640</b> |
| <b>Equity</b>   | 12     |               |               |
| <b>OA O LUKOIL stockholders equity</b>                      |        |               |               |
| Common stock  |        | 15            | 15            |
| Treasury stock, at cost                                     |        | (208)         | (282)         |
| Additional paid-in capital                                  |        | 4,683         | 4,699         |
| Retained earnings   |        | 54,208        | 51,634        |
| Accumulated other comprehensive loss                        |        | (68)          | (75)          |
| <b>Total OA O LUKOIL stockholders equity</b>                |        | <b>58,630</b> | <b>55,991</b> |
| Noncontrolling interests                                    |        | 477           | 388           |
| <b>Total equity</b>   |        | <b>59,107</b> | <b>56,379</b> |
| <b>Total liabilities and equity</b>                         |        | <b>82,390</b> | <b>79,019</b> |

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

**Table of Contents****OAO LUKOIL****Consolidated Statements of Income**

(Millions of US dollars, unless otherwise noted)

|  | Note | For the<br>three<br>months<br>ended<br>June 30,<br>2010<br>(unaudited) | For the<br>three<br>months<br>ended<br>June 30,<br>2009<br>(unaudited) | For the six<br>months<br>ended<br>June 30,<br>2010<br>(unaudited) | For the six<br>months<br>ended<br>June 30,<br>2009<br>(unaudited) |
|--|------|--|--|---|---|
| <b>Revenues</b>                                    |      |  |  |   |   |
| Sales (including excise and export tariffs)        | 19   | 25,853   | 20,116   | 49,755  | 34,861  |
| <b>Costs and other deductions</b>                  |      |  |  |   |   |
| Operating expenses                                 |      | (2,032)  | (1,876)  | (3,802)   | (3,108)   |
| Cost of purchased crude oil, gas and products      |      | (10,755)   | (7,910)  | (20,275)  | (13,272)  |
| Transportation expenses                            |      | (1,429)  | (1,187)  | (2,780)   | (2,356)   |
| Selling, general and administrative expenses       |      | (853)  | (791)  | (1,655)   | (1,520)   |
| Depreciation, depletion and amortization           |      | (1,030)  | (1,009)  | (2,060)   | (2,003)   |
| Taxes other than income taxes                      |      | (2,269)  | (1,395)  | (4,349)   | (2,593)   |
| Excise and export tariffs                          |      | (4,762)  | (2,888)  | (9,340)   | (5,407)   |
| Exploration expenses                               |      | (29)   | (32)   | (146)   | (69)  |
| Gain (loss) on disposals and impairments of assets |      | 13   | (15)   | 10  | 12  |
| <b>Income from operating activities</b>            |      | <b>2,707</b>   | <b>3,013</b>   | <b>5,358</b>  | <b>4,545</b>  |
| Interest expense                                   |      | (196)  | (171)  | (373)   | (334)   |

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|   |    |              |              |                |                |
|---|----|--------------|--------------|----------------|----------------|
| Interest and dividend income  |    | 45           | 27           | 98             | 65             |
| Equity share in income of affiliates  | 6  | 129          | 71           | 236            | 182            |
| Currency translation loss   |    | (2)          | (109)        | (42)           | (124)          |
| Other non-operating<br>(expense) income   |    | (46)         | 62           | (75)           | 61             |
| <b>Income before income taxes</b>   |    | <b>2,637</b> | <b>2,893</b> | <b>5,202</b>   | <b>4,395</b>   |
| Current income taxes  |    | (584)        | (537)        | (1,140)        | (837)          |
| Deferred income taxes   |    | 10           | (106)        | 44             | (196)          |
| <b>Total income tax expense</b>   | 3  | <b>(574)</b> | <b>(643)</b> | <b>(1,096)</b> | <b>(1,033)</b> |
| <b>Net income</b>   |    | <b>2,063</b> | <b>2,250</b> | <b>4,106</b>   | <b>3,362</b>   |
| Less: (net income) net loss<br>attributable to noncontrolling<br>interests                          |    | (114)        | 74           | (104)          | (133)          |
| <b>Net income attributable to OAO<br/>LUKOIL</b>  |    | <b>1,949</b> | <b>2,324</b> | <b>4,002</b>   | <b>3,229</b>   |
| Basic and diluted earnings per share<br>of common stock (US dollars)<br>attributable to OAO LUKOIL: | 12 | 2.30         | 2.74         | 4.72           | 3.81           |

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

**Table of Contents****OAO LUKOIL****Consolidated Statements of Stockholders Equity and Comprehensive Income (unaudited)****(Millions of US dollars, unless otherwise noted)**

|  | Common<br>stock | Treasury<br>stock | Additional<br>paid-in<br>capital | Retained<br>earnings | Accumulated<br>other<br>comprehensive<br>loss | Total<br>OAO<br>LUKOIL<br>stockholders<br>equity | Noncontrol-<br>ling<br>interests | Total<br>equity |
|--|-----------------|-------------------|----------------------------------|----------------------|---|--|----------------------------------|-----------------|
| <b>Six months ended</b>                                  |                 |                   |                                  |                      |   |  |                                  |                 |
| <b>June 30, 2010</b>                                     |                 |                   |                                  |                      |   |  |                                  |                 |
| Balance as of<br>December 31, 2009                       | 15              | (282)             | 4,699                            | 51,634               | (75)  | <b>55,991</b>                                    | 388                              | <b>56,379</b>   |
| Net income   | -               | -                 | -                                | 4,002                | -   | <b>4,002</b>                                     | 104                              | <b>4,106</b>    |
| Prior service cost                                       | -               | -                 | -                                | -                    | 6   | <b>6</b>   | -                                | <b>6</b>        |
| Unrecognized gain on<br>available for sale<br>securities | -               | -                 | -                                | -                    | 1   | <b>1</b>   | -                                | <b>1</b>        |
| Comprehensive income                                     |                 |                   |                                  |                      |   | <b>4,009</b>                                     | <b>104</b>                       | <b>4,113</b>    |
| Dividends on common<br>stock                             | -               | -                 | -                                | (1,428)              | -   | <b>(1,428)</b>                                   | -                                | <b>(1,428)</b>  |
| Effect of stock<br>compensation plan                     | -               | -                 | 49                               | -                    | -   | <b>49</b>  | -                                | <b>49</b>       |
| New shares issued  | -               | -                 | 1                                | -                    | -   | <b>1</b>   | -                                | <b>1</b>        |
| Stock purchased  | -               | (188)             | -                                | -                    | -   | <b>(188)</b>                                     | -                                | <b>(188)</b>    |
| Stock disposed   | -               | 262               | (69)                             | -                    | -   | <b>193</b>                                       | -                                | <b>193</b>      |
| Changes in the<br>non-controlling interests              | -               | -                 | 3                                | -                    | -   | <b>3</b>   | (15)                             | <b>(12)</b>     |
| <b>Balance as of June 30,<br/>2010</b>                   | <b>15</b>       | <b>(208)</b>      | <b>4,683</b>                     | <b>54,208</b>        | <b>(68)</b>                                   | <b>58,630</b>                                    | <b>477</b>                       | <b>59,107</b>   |

**Six months ended  
June 30, 2009**

|  |           |              |              |               |             |                |            |                |
|--|-----------|--------------|--------------|---------------|-------------|----------------|------------|----------------|
| Balance as of<br>December 31, 2008                       | 15        | (282)        | 4,694        | 45,983        | (70)        | <b>50,340</b>  | 670        | <b>51,010</b>  |
| Net income   | -         | -            | -            | 3,229         | -           | <b>3,229</b>   | 133        | <b>3,362</b>   |
| Prior service cost                                       | -         | -            | -            | -             | 6           | <b>6</b>       | -          | <b>6</b>       |
| Unrecognized loss on<br>available for sale<br>securities | -         | -            | -            | -             | (2)         | <b>(2)</b>     | -          | <b>(2)</b>     |
| Comprehensive income                                     |           |              |              |               |             | <b>3,233</b>   | <b>133</b> | <b>3,366</b>   |
| Dividends on common<br>stock                             | -         | -            | -            | (1,360)       | -           | <b>(1,360)</b> | -          | <b>(1,360)</b> |
| Effect of stock<br>compensation plan                     | -         | -            | 52           | -             | -           | <b>52</b>      | -          | <b>52</b>      |
| Changes in the<br>non-controlling interests              | -         | -            | -            | -             | -           | -              | (273)      | <b>(273)</b>   |
| <b>Balance as of June 30,<br/>2009</b>                   | <b>15</b> | <b>(282)</b> | <b>4,746</b> | <b>47,852</b> | <b>(66)</b> | <b>52,265</b>  | <b>530</b> | <b>52,795</b>  |

**Share activity (thousands of shares)**

|                                       | <b>Common<br/>stock</b> | <b>Treasury stock</b> |
|---------------------------------------|-------------------------|-----------------------|
| <b>Six months ended June 30, 2010</b> |                         |                       |
| Balance as of December 31, 2009       | 850,563                 | (3,836)               |
| Purchase of treasury stock            | -                       | (3,622)               |
| Disposal of treasury stock            | -                       | 3,540                 |
| <b>Balance as of June 30, 2010</b>    | <b>850,563</b>          | <b>(3,918)</b>        |

**Six months ended June 30, 2009**

|                                    |                |                |
|------------------------------------|----------------|----------------|
| Balance as of December 31, 2008    | 850,563        | (3,836)        |
| <b>Balance as of June 30, 2009</b> | <b>850,563</b> | <b>(3,836)</b> |

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

5

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**Table of Contents****OAO LUKOIL****Consolidated Statements of Cash Flows (unaudited)****(Millions of US dollars, unless otherwise noted)**

| <b>Note</b>                                  | <b>For the six<br/>months<br/>ended<br/>June 30,<br/>2010<br/>(unaudited)</b> | <b>For the six<br/>months<br/>ended<br/>June 30,<br/>2009<br/>(unaudited)</b> |
|--|---|---|
| <b>Cash flows from operating activities</b>  |   |   |
|  | <b>4,002</b>  | <b>3,229</b>  |
| Net income attributable to OAO LUKOIL        |   |   |
| Adjustments for non-cash items:              |   |   |
|  | 2,060   | 2,003   |
|  | (30)  | (123)   |
|  | 94  | 23  |
|  | (10)  | (12)  |
|  | (44)  | 196   |
|  | (188)   | (207)   |
|  | (6)   | (13)  |
|  | 280   | 161   |
| Changes in operating assets and liabilities: |   |   |
|  | (800)   | (2,009)   |
|  | (764)   | (924)   |
|  | 779   | 245   |
|  | (16)  | 337   |
|  | 902   | 234   |

|  |                |                |
|--|----------------|----------------|
| <b>Net cash provided by operating activities</b>   | <b>6,259</b>   | <b>3,140</b>   |
| <b>Cash flows from investing activities</b>  |                |                |
| Acquisition of licenses  | (12)           | -              |
| Capital expenditures   | (3,120)        | (2,995)        |
| Proceeds from sale of property, plant and equipment  | 31             | 64             |
| Purchases of investments   | (170)          | (111)          |
| Proceeds from sale of investments  | 66             | 224            |
| Sale of subsidiaries, net of cash disposed   | 111            | 5              |
| Acquisitions of subsidiaries and non-controlling interests<br>(including advances related to acquisitions), net of cash acquired | (239)          | (2,096)        |
| <b>Net cash used in investing activities</b>   | <b>(3,333)</b> | <b>(4,909)</b> |
| <b>Cash flows from financing activities</b>  |                |                |
| Net movements of short-term borrowings   | (771)          | (70)           |
| Proceeds from issuance of long-term debt   | 13             | 1,482          |
| Principal repayments of long-term debt   | (604)          | (274)          |
| Dividends paid on Company common stock   | (1)            | (1)            |
| Dividends paid to non-controlling interest stockholders  | (34)           | (34)           |
| Financing received from related and third party non-controlling<br>interest stockholders   | 13             | 11             |
| Purchase of Company's stock  | (188)          | -              |
| Sale of Company's stock  | 193            | -              |
| <b>Net cash (used in) provided by financing activities</b>   | <b>(1,379)</b> | <b>1,114</b>   |
| Effect of exchange rate changes on cash and cash equivalents   | (73)           | (34)           |



|   |          |              |              |
|---|----------|--------------|--------------|
| <b>Net increase (decrease) in cash and cash equivalents</b> |          | <b>1,474</b> | <b>(689)</b> |
| Cash and cash equivalents at beginning of year              |          | 2,274        | 2,239        |
| <b>Cash and cash equivalents at end of period</b>           | <b>4</b> | <b>3,748</b> | <b>1,550</b> |
| Supplemental disclosures of cash flow information           |          |              |              |
| Interest paid   |          | 378          | 305          |
| Income taxes paid   |          | 955          | 473          |
|   |          |              | 6            |

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**Table of Contents**

**OAO LUKOIL**

**Notes to Interim Consolidated Financial Statements (unaudited)**

**(Millions of US dollars, unless otherwise noted)**

**Note 1. Organization and environment**

The primary activities of OAO LUKOIL (the Company) and its subsidiaries (together, the Group) are oil exploration, production, refining, marketing and distribution. The Company is the ultimate parent entity of this vertically integrated group of companies.

The Group was established in accordance with Presidential Decree 1403, issued on November 17, 1992. Under this decree, on April 5, 1993, the Government of the Russian Federation transferred to the Company 51% of the voting shares of fifteen enterprises. Under Government Resolution 861 issued on September 1, 1995, a further nine enterprises were transferred to the Group during 1995. Since 1995, the Group has carried out a share exchange program to increase its shareholding in each of the twenty-four founding subsidiaries to 100%.

From formation, the Group has expanded substantially through consolidation of its interests, acquisition of new companies and establishment of new businesses.

***Business and economic environment***

The Russian Federation has been experiencing political and economic change, that has affected and will continue to affect the activities of enterprises operating in this environment. Consequently, operations in the Russian Federation involve risks, which do not typically exist in other markets. In addition, the recent contraction in the capital and credit markets has further increased the level of economic uncertainty in the environment.

The accompanying interim consolidated financial statements reflect management's assessment of the impact of the business environment in the countries in which the Group operates on the operations and the financial position of the Group. The future business environments may differ from management's assessment.

***Basis of preparation***

The accompanying interim consolidated financial statements and notes thereto have not been audited by independent accountants, except for the balance sheet as of December 31, 2009. In the opinion of the Company's management, the interim consolidated financial statements include all adjustments and disclosures necessary to present fairly the Group's financial position, results of operations and cash flows for the interim periods reported herein. These adjustments were of a normal recurring nature.

These interim consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America (US GAAP) as applicable to interim consolidated financial statements. These interim consolidated financial statements should be read in conjunction with the Group's December 31, 2009 annual consolidated financial statements.

The results for the six-month period ended June 30, 2010 are not necessarily indicative of the results expected for the full year.

**Note 2. Summary of significant accounting policies**

***Principles of consolidation***

These interim consolidated financial statements include the financial position and results of the Company, controlled subsidiaries of which the Company directly or indirectly owns more than 50% of the voting interest, unless minority stockholders have substantive participating rights, and variable interest entities where the Group is determined to be the primary beneficiary. Other significant investments in companies of which the Company directly or indirectly owns between 20% and 50% of the voting interest and over which it exercises significant influence but not control, are accounted for using the equity method of accounting. Investments in companies of which the Company directly or indirectly owns more than 50% of the voting interest but where minority stockholders have substantive participating rights are accounted for using the equity method of accounting. Undivided interests in oil and gas joint ventures are accounted for using the proportionate consolidation method. Investments in other companies are recorded at cost. Equity investments and investments in other companies are included in Investments in the consolidated balance sheet.



**Table of Contents**

**OAO LUKOIL**

**Notes to Interim Consolidated Financial Statements (unaudited)**

**(Millions of US dollars, unless otherwise noted)**

**Note 2. Summary of significant accounting policies (continued)**

***Use of 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 and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant items subject to such estimates and assumptions include the carrying value of oil and gas properties and other property, plant and equipment, goodwill impairment assessment, asset retirement obligations, deferred income taxes, valuation of financial instruments, and obligations related to employee benefits. Eventual actual amounts could differ from those estimates.

***Revenue***

Revenues from the production and sale of crude oil and petroleum products are recognized when title passes to customers at which point the risks and rewards of ownership are assumed by the customer and the price is fixed or determinable. Revenues include excise on petroleum products sales and duties on export sales of crude oil and petroleum products.

Revenues from non-cash sales are recognized at the fair market value of the crude oil and petroleum products sold.

***Foreign currency translation***

The Company maintains its accounting records in Russian rubles. The Company's functional currency is the US dollar and the Group's reporting currency is the US dollar.

For the majority of operations in the Russian Federation and outside the Russian Federation, the US dollar is the functional currency. Where the US dollar is the functional currency, monetary assets and liabilities have been translated into US dollars at the rate prevailing at each balance sheet date. Non-monetary assets and liabilities have been translated into US dollars at historical rates. Revenues, expenses and cash flows have been translated into US dollars at rates, which approximate actual rates at the date of the transaction. Translation differences resulting from the use of these rates are included in the consolidated statement of income.

For certain other operations, where the US dollar is not the functional currency and the economy is not hyperinflationary, assets and liabilities are translated into US dollars at year-end exchange rates and revenues and expenses are translated at average exchange rates for the year. Resulting translation adjustments are reflected as a separate component of comprehensive income.

In all cases, foreign currency transaction gains and losses are included in the consolidated statement of income.

As of June 30, 2010 and December 31, 2009, exchange rates of 31.20 and 30.24 Russian rubles to the US dollar, respectively, have been used for translation purposes.

The Russian ruble and other currencies of republics of the former Soviet Union are not readily convertible outside of their countries. Accordingly, the translation of amounts recorded in these currencies into US dollars should not be construed as a representation that such currency amounts have been, could be or will in the future be converted into US dollars at the exchange rate shown or at any other exchange rate.

***Cash and cash equivalents***

Cash and cash equivalents include all highly liquid investments with an original maturity of three months or less.

**Table of Contents**

**OAO LUKOIL**

**Notes to Interim Consolidated Financial Statements (unaudited)**

**(Millions of US dollars, unless otherwise noted)**

**Note 2. Summary of significant accounting policies (continued)**

***Cash with restrictions on immediate use***

Cash funds for which restrictions on immediate use exist are accounted for within other non-current assets.

***Accounts and notes receivable***

Accounts and notes receivable are recorded at their transaction amounts less provisions for doubtful debts. Provisions for doubtful debts are recorded to the extent that there is a likelihood that any of the amounts due will not be obtained. Non-current receivables are discounted to the present value of expected cash flows in future periods using the original discount rate.

***Inventories***

The cost of finished goods and purchased products is determined using the FIFO cost method. The cost of all other inventory categories is determined using an average cost method.

***Investments***

Debt and equity securities are classified into one of three categories: trading, available-for-sale, or held-to-maturity.

Trading securities are bought and held principally for the purpose of selling in the near term. Held-to-maturity securities are those securities in which a Group company has the ability and intent to hold until maturity. All securities not included in trading or held-to-maturity are classified as available-for-sale.

Trading and available-for-sale securities are recorded at fair value. Held-to-maturity securities are recorded at cost, adjusted for the amortization or accretion of premiums or discounts. Unrealized holding gains and losses on trading securities are included in the consolidated statement of income. Unrealized holding gains and losses, net of the related tax effect, on available-for-sale securities are reported as a separate component of comprehensive income until realized. Realized gains and losses from the sale of available-for-sale securities are determined on a specific identification basis. Dividends and interest income are recognized in the consolidated statement of income when earned.

A permanent decline in the market value of any available-for-sale or held-to-maturity security below cost is accounted for as a reduction in the carrying amount to fair value. The impairment is charged to the consolidated statement of income and a new cost base for the security is established. Premiums and discounts are amortized or accreted over the life of the related held-to-maturity or available-for-sale security as an adjustment to yield using the effective interest method and such amortization and accretion is recorded in the consolidated statement of income.

***Property, plant and equipment***

Oil and gas properties are accounted for using the successful efforts method of accounting whereby property acquisitions, successful exploratory wells, all development costs, and support equipment and facilities are capitalized. Unsuccessful exploratory wells are expensed when a well is determined to be non-productive. Other exploratory expenditures, including geological and geophysical costs are expensed as incurred.

**Table of Contents****OAO LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)****(Millions of US dollars, unless otherwise noted)****Note 2. Summary of significant accounting policies (continued)**

The Group continues to capitalize costs of exploratory wells and exploratory-type stratigraphic wells for more than one year after the completion of drilling if the well has found a sufficient quantity of reserves to justify its completion as a producing well and the company is making sufficient progress assessing the reserves and the economic and operating viability of the project. If these conditions are not met or if information that raises substantial doubt about the economic or operational viability of the project is obtained, the well would be assumed impaired, and its costs, net of any salvage value, would be charged to expense.

Depreciation, depletion and amortization of capitalized costs of oil and gas properties is calculated using the unit-of-production method based upon proved reserves for the cost of property acquisitions and proved developed reserves for exploration and development costs.

Production and related overhead costs are expensed as incurred.

Depreciation of assets not directly associated with oil production is calculated on a straight-line basis over the economic lives of such assets, estimated to be in the following ranges:

Buildings and constructions 5 40Years

Machinery and equipment 5 20Years

In addition to production assets, certain Group companies also maintain and construct social assets for the use of local communities. Such assets are capitalized only to the extent that they are expected to result in future economic benefits to the Group. If capitalized, they are depreciated over their estimated economic lives.

Significant unproved properties are assessed for impairment individually on a regular basis and any estimated impairment is charged to expense.

***Asset retirement obligations***

The Group records the fair value of liabilities related to its legal obligations to abandon, dismantle or otherwise retire tangible long-lived assets in the period in which the liability is incurred. A corresponding increase in the carrying amount of the related long-lived asset is also recorded. Subsequently, the liability is accreted for the passage of time and the related asset is depreciated using the unit-of-production method.

***Goodwill and other intangible assets***

Goodwill represents the excess of the cost of an acquired entity over the net of the fair value amounts assigned to assets acquired and liabilities assumed. It is assigned to reporting units as of the acquisition date. Goodwill is not amortized, but is tested for impairment at least on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. The impairment test requires estimating the fair value of a reporting unit and comparing it with its carrying amount, including goodwill assigned to the reporting unit. If the estimated fair value of the reporting unit is less than its net carrying amount, including goodwill, then the goodwill is written down to its implied fair value.

Intangible assets with indefinite useful lives are tested for impairment at least annually. Intangible assets that have limited useful lives are amortized on a straight-line basis over the shorter of their useful or legal lives.

**Table of Contents****OAO LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)****(Millions of US dollars, unless otherwise noted)****Note 2. Summary of significant accounting policies (continued)*****Impairment of long-lived assets***

Long-lived assets, such as oil and gas properties (other than unproved properties), other property, plant, and equipment, and purchased intangibles subject to amortization, are assessed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset group to the estimated undiscounted future cash flows expected to be generated by that group. If the carrying amount of an asset group exceeds its estimated undiscounted future cash flows, an impairment charge is recognized by writing down the carrying amount to the estimated fair value of the asset group, generally determined as discounted future net cash flows. Assets to be disposed of are separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated. The assets and liabilities of a disposed group classified as held for sale are presented separately in the appropriate asset and liability sections of the balance sheet.

***Income taxes***

Deferred income tax assets and liabilities are recognized in respect of future tax consequences attributable to temporary differences between the carrying amounts of existing assets and liabilities for the purposes of the consolidated financial statements and their respective tax bases and in respect of operating loss and tax credit carryforwards. 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 settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in the consolidated statement of income in the reporting period which includes the enactment date. The estimated effective income tax rate expected to be applicable for the full fiscal year is used in providing for income taxes on a current year-to-date basis.

The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income in the reporting periods in which the originating expenditure becomes deductible. In assessing the realizability of deferred income tax assets, management considers whether it is more likely than not that the deferred income tax assets will be realized. In making this assessment, management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies.

An income tax position is recognized only if the uncertain position is more likely than not of being sustained upon examination, based on its technical merits. A recognized income tax position is measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties relating to income tax in income tax expense in the consolidated statement of income.

***Interest-bearing borrowings***

Interest-bearing borrowings are initially recorded at the value of net proceeds received. Any difference between the net proceeds and the redemption value is amortized at a constant rate over the term of the borrowing. Amortization is included in the consolidated statement of income each period and the carrying amounts are adjusted as amortization accumulates.

If borrowings are repurchased or settled before maturity, any difference between the amount paid and the carrying amount is recognized in the consolidated statement of income in the period in which the repurchase or settlement occurs.

**Table of Contents****OAO LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)****(Millions of US dollars, unless otherwise noted)****Note 2. Summary of significant accounting policies (continued)*****Pension benefits***

The expected costs in respect of pension obligations of Group companies are determined by an independent actuary. Obligations in respect of each employee are accrued over the reporting periods during which the employee renders service in the Group.

***Treasury stock***

Purchases by Group companies of the Company's outstanding stock are recorded at cost and classified as treasury stock within Stockholders' equity. Shares shown as Authorized and Issued include treasury stock. Shares shown as Outstanding do not include treasury stock.

***Earnings per share***

Basic earnings per share is computed by dividing net income available to common stockholders of the Company by the weighted-average number of shares of common stock outstanding during the reporting period. A calculation is carried out to establish if there is potential dilution in earnings per share if convertible securities were to be converted into shares of common stock or contracts to issue shares of common stock were to be exercised. If there is such dilution, diluted earnings per share is presented.

***Contingencies***

Certain conditions may exist as of the balance sheet date, which may result in losses to the Group but the impact of which will only be resolved when one or more future events occur or fail to occur.

If a Group company's assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability is accrued and charged to the consolidated statement of income. If the assessment indicates that a potentially material loss is not probable, but is reasonably possible, or is probable, but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss, is disclosed in the notes to the consolidated financial statements. Loss contingencies considered remote or related to unasserted claims are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee is disclosed.

***Environmental expenditures***

Estimated losses from environmental remediation obligations are generally recognized no later than completion of remedial feasibility studies. Group companies accrue for losses associated with environmental remediation obligations when such losses are probable and reasonably estimable. Such accruals are adjusted as further information becomes available or circumstances change. Costs of expected future expenditures for environmental remediation obligations are not discounted to their present value.

***Use of derivative instruments***

The Group's derivative activity is limited to certain petroleum products marketing and trading outside of its physical crude oil and petroleum products businesses and hedging of commodity price risks. Currently this activity involves the use of futures and swaps contracts together with purchase and sale contracts that qualify as derivative instruments. The Group accounts for these activities under the mark-to-market methodology in which the derivatives are revalued each accounting period. Resulting realized and unrealized gains or losses are presented in the consolidated statement of income on a net basis. Unrealized gains and losses are carried as assets or liabilities on the consolidated balance sheet.



**Table of Contents****OA O LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)****(Millions of US dollars, unless otherwise noted)****Note 2. Summary of significant accounting policies (continued)*****Share-based payments***

The Group accounts for liability classified share-based payment awards to employees at fair value on the date of grant and as of each reporting date. Expenses are recognized over the vesting period. Equity classified share-based payment awards to employees are valued at fair value on the date of grant and expensed over the vesting period.

***Recent accounting pronouncements***

In February 2010, the FASB issued Accounting Standards Update ( ASU ) No. 2010-09, *Subsequent events* which amends Accounting Standards Codification ( ASC ) No. 855 (former SFAS No. 165, *Subsequent events* ), issued in May 2009. The Group adopted ASC No. 855 starting from the second quarter of 2009. These standards address accounting and disclosure requirements related to subsequent events and require management of an entity which is an SEC filer or is a conduit bond obligator for conduit securities that are traded in a public market to evaluate subsequent events through the date that the financial statements are issued. Entities that do not meet these criteria should evaluate subsequent events through the date the financial statements are available to be issued and are required to disclose the date through which subsequent events have been evaluated. The Group determined that it should evaluate subsequent events through the date the financial statements are available to be issued and applied the requirements of ASU No. 2010-09 starting from the financial statements for 2009.

In January 2010, the FASB issued ASU No. 2010-06, *Improving Disclosures about Fair Value Measurements*, which requires reporting entities to make new disclosures about recurring or nonrecurring fair-value measurements including significant transfers into and out of Level 1 and Level 2 fair-value measurements and information about purchases, sales, issuances, and settlements on a gross basis in the reconciliation of Level 3 fair-value measurements. This ASU also clarifies existing fair-value measurement disclosure guidance about the level of disaggregation, inputs, and valuation techniques. ASU No. 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, except for the detailed Level 3 roll forward disclosures (which are effective for the annual reporting periods starting after December 15, 2010 and for interim periods within those annual reporting periods). The Group adopted the requirements of ASU No. 2010-06 (except for the detailed Level 3 roll forward disclosures) starting from the first quarter of 2010. This adoption did not have a material impact on the Group's results of operations, financial position or cash flows.

In January 2010, the FASB issued ASU No. 2010-03, *Extractive activities - Oil and Gas (Topic 932): Oil and Gas Reserve Estimation and Disclosures* . The main provisions of ASU No. 2010-03 are the following: (1) expanding the definition of oil- and gas-producing activities to include the extraction of saleable hydrocarbons, in solid, liquid, or gaseous state, from oil sands, shale, coalbeds, or other nonrenewable resources that are intended to be upgraded into synthetic oil or gas, and activities undertaken with a view to such extraction; (2) entities should use first-day-of-the-month price during the 12-month period (the 12-months average price) in calculating proved oil and gas reserves and estimating related standardized measure of discounted net cash flows; (3) requiring entities to disclose separately information about reserves quantities and financial statement amounts for geographic areas that represent 15 percent or more of proved reserves; (4) separate disclosure for consolidated entities and equity method investments. ASU No. 2010-03 is effective for annual reporting periods ending on or after December 31, 2009. The Group adopted ASU No. 2010-03 starting from the financial statements for 2009. This adoption did not have a material impact on the Group's reported reserves evaluation, results of operations, financial position or cash flows.

**Table of Contents****OA O LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)****(Millions of US dollars, unless otherwise noted)****Note 2. Summary of significant accounting policies (continued)**

In January 2010, the FASB issued ASU No. 2010-02, *Accounting and Reporting for Decreases in Ownership of a Subsidiary – A Scope Clarification* to clarify the scope of ASC Subtopic No. 810-10, *Consolidation – Overall*. This ASU specifies that the guidance in ASC Subtopic No. 810-10 on accounting for decreases in ownership of a subsidiary applies to: (1) a subsidiary or group of assets that constitutes a business or nonprofit activity; (2) a subsidiary that is a business or a nonprofit activity that is transferred to an equity method investee or a joint venture; and (3) an exchange of a group of assets that constitute a business or nonprofit activity for a noncontrolling interest in an entity. If a company's ownership interest in a subsidiary that is not a business or nonprofit activity decreases, then other accounting guidance generally would be applied based on the nature of the transaction. The new pronouncement also clarifies that the recent guidance on accounting for decreases in ownership of a subsidiary does not apply if the transaction is a sale of in-substance real estate or a conveyance of oil and gas properties. This ASU is effective for interim and annual periods ending after December 15, 2009 and the guidance should be applied on a retrospective basis to the first period in which the company adopted ASC No. 810. The Group adopted ASU No. 2010-02 starting from the financial statements for 2009. This adoption did not have a material impact on the Group's results of operations, financial position or cash flows.

In January 2010, the FASB issued ASU No. 2010-01, *Accounting for Distributions to Shareholders with Components of Stock and Cash*, which addresses how an entity should account for the stock portion of a dividend in certain arrangements when a shareholder makes an election to receive cash or stock, subject to limitations on the amount of the dividend to be issued in cash. The stock portion of the dividend should be accounted for as a stock issuance upon distribution, resulting in basic earnings per share being adjusted prospectively. Prior to distribution, the entity's obligation to issue shares would be reflected in diluted earnings-per-share based on the guidance in ASC No. 260, which addresses contracts that may be settled in shares. This ASU is effective for interim and annual periods ending after December 15, 2009. The Group adopted ASU No. 2010-01 starting from the financial statements for 2009. This adoption did not have a material impact on the Group's results of operations, financial position or cash flows.

In December 2009, the FASB issued ASU No. 2009-17, *Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities*, which amends the guidance on variable interest entities (VIE) in ASC No. 810. This ASU changes the approach to determining VIE primary beneficiary from a quantitative assessment to a qualitative assessment designed to identify a controlling financial interest, and increases the frequency of required reassessments to determine whether an entity is the primary beneficiary of a VIE. ASU No. 2009-17 also clarifies, but does not significantly change, the characteristics that identify a VIE. ASU No. 2009-17 is effective as of the beginning of a company's first fiscal year that begins after November 15, 2009, and for subsequent interim and annual reporting periods. The Group adopted the requirements of ASU No. 2009-17 starting from the first quarter of 2010. This adoption did not have a material impact on the Group's results of operations, financial position or cash flows.

In August 2009, the FASB issued ASU No. 2009-05, *Measuring Liabilities at Fair Value*, which amends Subtopic No. 820-10, *Fair Value Measurements and Disclosures – Overall* for the fair value measurements of liabilities. ASU No. 2009-05 provides clarification that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using one or more of the following techniques: valuation based on the quoted price of the identical liability when traded as an asset; valuation based on quoted prices for similar liabilities or similar liabilities when traded as an asset, or another valuation technique that is consistent with the principles of Topic 820 (such as present value technique or price for the identical liability). This ASU also clarifies that an entity is not required to include a separate input relating to the existence of a restriction that prevents the transfer of the liability. ASU No. 2009-05 is effective for the first interim or annual reporting periods after its publication. The Group adopted the requirements of ASU No. 2009-05 starting from the financial statements for 2009. This adoption did not have a material impact on the Group's results of operations, financial position or cash flows.



**Table of Contents****OAO LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)****(Millions of US dollars, unless otherwise noted)****Note 2. Summary of significant accounting policies (continued)**

In March 2008, the FASB issued ASC No. 815 (former SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities* ). This ASC improves financial reporting about derivative instruments and hedging activities by enhanced disclosures of their effects on an entity's financial position, financial performance and cash flows. The Group adopted the provisions of ASC No. 815 starting from the first quarter of 2009. This adoption did not have any impact on the Group's results of operations, financial position or cash flows.

In December 2007, the FASB issued ASC No. 810 (former SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements - an amendment of ARB No. 51* ). This ASC applies to all entities that prepare consolidated financial statements (except not-for-profit organizations) and affects those which have an outstanding noncontrolling interest (or minority interest) in their subsidiaries or which have to deconsolidate a subsidiary. This ASC changes the classification of a non-controlling interest; establishing a single method of accounting for changes in the parent company's ownership interest that does not result in deconsolidation and requires a parent company to recognize a gain or loss when a subsidiary is deconsolidated. The Group prospectively adopted the provisions of ASC No. 810 in the first quarter of 2009, except for the presentation and disclosure requirements which were applied retrospectively. This adoption did not have any impact on the Group's results of operations, financial position or cash flows.

**Note 3. Income taxes**

Operations in the Russian Federation are subject to a Federal income tax rate of 2.0% and a regional income tax rate that varies from 13.5% to 18.0% at the discretion of the individual regional administration. The Group's foreign operations are subject to taxes at the tax rates applicable to the jurisdictions in which they operate.

The Group's effective income tax rate for the periods presented differs from the statutory income tax rate primarily due to domestic and foreign rate differences and the incurrence of costs that are either not tax deductible or only deductible to a certain limit.

**Note 4. Cash and cash equivalents**

|  | <b>As of June<br/>30, 2010</b> | <b>As of<br/>December<br/>31, 2009</b> |
|--|--------------------------------|--|
| Cash held in Russian rubles                          | 1,922                          | 557                                    |
| Cash held in other currencies                        | 1,523                          | 1,384                                  |
| Cash of a banking subsidiary in other currencies     | 94                             | 131                                    |
| Cash held in related party banks in Russian rubles   | 135                            | 174                                    |
| Cash held in related party banks in other currencies | 74                             | 28                                     |
| <b>Total cash and cash equivalents</b>               | <b>3,748</b>                   | <b>2,274</b>                           |

**Note 5. Accounts and notes receivable, net****As of June**

|  | <b>30, 2010</b> | <b>As of<br/>December<br/>31, 2009</b> |
|--|-----------------|--|
| Trade accounts and notes receivable (net of provisions of \$189 million and \$191 million as of June 30, 2010 and December 31, 2009, respectively) | 5,207           | 4,389                                  |
| Current VAT and excise recoverable   | 1,097           | 1,205                                  |
| Other current accounts receivable (net of provisions of \$44 million and \$41 million as of June 30, 2010 and December 31, 2009, respectively)     | 417             | 341                                    |
| <b>Total accounts and notes receivable, net</b>  | <b>6,721</b>    | <b>5,935</b>                           |

**Table of Contents****OAO LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)****(Millions of US dollars, unless otherwise noted)****Note 6. Investments**

|  | <b>As of June<br/>30, 2010</b> | <b>As of<br/>December<br/>31, 2009</b> |
|--|--------------------------------|--|
| Investments in equity method affiliates and joint ventures | 4,698                          | 4,754                                  |
| Long-term loans given by non-banking subsidiaries          | 1,171                          | 1,176                                  |
| Other long-term investments                                | 26                             | 14                                     |
| <b>Total long-term investments</b>                         | <b>5,895</b>                   | <b>5,944</b>                           |

***Investments in equity method affiliates and joint ventures***

The summarized financial information below is in respect of equity method affiliates and corporate joint ventures. The companies are primarily engaged in crude oil exploration, production, marketing and distribution operations in the Russian Federation, crude oil production and marketing in Kazakhstan, and refining operations in Europe.

|                            | <b>For the three months<br/>ended<br/>June 30, 2010</b> |                  | <b>For the three months<br/>ended<br/>June 30, 2009</b> |                  |
|----------------------------|---|------------------|---|------------------|
|                            | Total   | Group s<br>share | Total   | Group s<br>share |
| Revenues                   | 8,050   | 1,008            | 1,094   | 529              |
| Income before income taxes | 2,125   | 170              | 232   | 118              |
| Less income taxes          | (453)   | (41)             | (92)  | (47)             |
| <b>Net income</b>          | <b>1,672</b>  | <b>129</b>       | <b>140</b>  | <b>71</b>        |
|                            | <b>For the six months ended<br/>June 30, 2010</b>       |                  | <b>For the six months ended<br/>June 30, 2009</b>       |                  |
|                            | Total   | Group s<br>share | Total   | Group s<br>share |

|                            |              |            |            |            |
|----------------------------|--------------|------------|------------|------------|
| Revenues                   | 11,658       | 1,743      | 1,951      | 937        |
| Income before income taxes | 4,399        | 341        | 458        | 246        |
| Less income taxes          | (1,300)      | (105)      | (127)      | (64)       |
| <b>Net income</b>          | <b>3,099</b> | <b>236</b> | <b>331</b> | <b>182</b> |

|                               | As of June 30, 2010 |                  | As of December 31, 2009 |                  |
|-------------------------------|---------------------|------------------|-------------------------|------------------|
|                               | Total               | Group s<br>share | Total                   | Group s<br>share |
| Current assets                | 6,515               | 1,344            | 6,796                   | 1,524            |
| Property, plant and equipment | 18,065              | 4,910            | 18,877                  | 5,284            |
| Other non-current assets      | 897                 | 304              | 607                     | 240              |
| Total assets                  | 25,477              | 6,558            | 26,280                  | 7,048            |
| Short-term debt               | 53                  | 21               | 442                     | 274              |
| Other current liabilities     | 3,204               | 477              | 3,982                   | 817              |
| Long-term debt                | 7,865               | 894              | 7,769                   | 732              |
| Other non-current liabilities | 1,693               | 468              | 1,633                   | 471              |
| <b>Net assets</b>             | <b>12,662</b>       | <b>4,698</b>     | <b>12,454</b>           | <b>4,754</b>     |

In June 2009, a Group company entered into an agreement with Total to acquire a 45% interest in the TRN refinery in the Netherlands. The transaction was finalized in September 2009 in the amount of approximately \$700 million. The Group supplies crude oil and market refined products in line with its equity stake in the refinery. The refinery has the flexibility to process Urals blend crude oil as well as significant volumes of straight-run fuel oil and vacuum gasoil, which will allow the Group to integrate the plant into its crude oil supply and refined products marketing operations. This plant with a Nelson complexity index of 9.8 has an annual topping capacity of 7.9 million tonnes and an annual capacity of a hydro-cracking unit of approximately 3.4 million tonnes. This acquisition was made in accordance with the Group s plans to develop its refining capacity in Europe.

**Table of Contents****OAO LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)**

(Millions of US dollars, unless otherwise noted)

**Note 7. Property, plant and equipment and asset retirement obligations**

|  | At cost                      |                               | Net                          |                               |
|--|------------------------------|-------------------------------|------------------------------|-------------------------------|
|  | As of<br>June<br>30,<br>2010 | As of<br>December<br>31, 2009 | As of<br>June<br>30,<br>2010 | As of<br>December<br>31, 2009 |
| Exploration and Production:                      |                              |                               |                              |                               |
| Western Siberia                                  | 24,375                       | 23,465                        | 14,413                       | 13,878                        |
| European Russia                                  | 25,519                       | 24,908                        | 17,771                       | 17,761                        |
| International                                    | 6,826                        | 6,371                         | 5,464                        | 5,170                         |
| Total  | 56,720                       | 54,744                        | 37,648                       | 36,809                        |
| Refining, Marketing, Distribution and Chemicals: |                              |                               |                              |                               |
| Western Siberia                                  | 5                            | 6                             | 3                            | 5                             |
| European Russia                                  | 10,815                       | 10,228                        | 7,177                        | 6,923                         |
| International                                    | 6,995                        | 6,849                         | 4,778                        | 4,783                         |
| Total  | 17,815                       | 17,083                        | 11,958                       | 11,711                        |
| Other:   |                              |                               |                              |                               |
| Western Siberia                                  | 183                          | 186                           | 90                           | 94                            |
| European Russia                                  | 3,927                        | 3,951                         | 3,528                        | 3,491                         |
| International                                    | 178                          | 189                           | 110                          | 123                           |
| Total  | 4,288                        | 4,326                         | 3,728                        | 3,708                         |



|  |               |               |               |               |
|--|---------------|---------------|---------------|---------------|
| <b>Total property, plant and equipment</b> | <b>78,823</b> | <b>76,153</b> | <b>53,334</b> | <b>52,228</b> |
|--|---------------|---------------|---------------|---------------|

As of June 30, 2010 and December 31, 2009, the asset retirement obligation amounted to \$1,383 million and \$1,199 million, respectively, of which \$10 million was included in Other current liabilities in the consolidated balance sheets as of each balance sheet date. During the six-month periods ended June 30, 2010 and 2009, asset retirement obligations changed as follows:

|  | <b>For the six<br/>months<br/>ended June 30,<br/>2010</b> | <b>For the six<br/>months<br/>ended June 30,<br/>2009</b> |
|--|---|---|
| Asset retirement obligations as of January 1       | 1,199   | 728   |
| Accretion expense                                  | 60  | 33  |
| New obligations                                    | 85  | 37  |
| Changes in estimates of existing obligations       | 90  | 121   |
| Spending on existing obligations                   | (2)   | (2)   |
| Property dispositions                              | (2)   | (6)   |
| Foreign currency translation and other adjustments | (47)  | (50)  |
| <b>Asset retirement obligations as of June 30</b>  | <b>1,383</b>  | <b>861</b>  |

#### **Note 8. Goodwill and other intangible assets**

The carrying value of goodwill and other intangible assets as of June 30, 2010 and December 31, 2009 was as follows:

|   | <b>As of June<br/>30, 2010</b> | <b>As of<br/>December<br/>31, 2009</b> |
|---|--------------------------------|--|
| Amortized intangible assets                       |                                |  |
| Software  | 393                            | 419                                    |
| Licenses and other assets                         | 452                            | 465                                    |
| Goodwill  | 769                            | 769                                    |
| <b>Total goodwill and other intangible assets</b> | <b>1,614</b>                   | <b>1,653</b>                           |

All goodwill amounts relate to the refining, marketing and distribution segment. During the six-month period ended June 30, 2010, there were no changes in goodwill.



**Table of Contents****OA O LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)**

(Millions of US dollars, unless otherwise noted)

**Note 9. Short-term borrowings and current portion of long-term debt**

|  | <b>As of June<br/>30, 2010</b> | <b>As of<br/>December<br/>31, 2009</b> |
|--|--------------------------------|--|
| Short-term borrowings from third parties                                 | 180                            | 442                                    |
| Short-term borrowings from affiliated companies                          | 45                             | 77                                     |
| 13.50% Russian ruble bonds   | -                              | 496                                    |
| Current portion of long-term debt  | 1,506                          | 1,043                                  |
| <b>Total short-term borrowings and current portion of long-term debt</b> | <b>1,731</b>                   | <b>2,058</b>                           |

Short-term borrowings from third parties are unsecured and include amounts repayable in US dollars of \$132 million and \$282 million, amounts repayable in Euro of \$28 million and \$76 million, amounts repayable in Russian rubles nil and \$18 million and amounts repayable in other currencies of \$20 million and \$66 million as of June 30, 2010 and December 31, 2009, respectively. The weighted-average interest rate on short-term borrowings from third parties was 2.08% and 2.02% per annum as of June 30, 2010 and December 31, 2009, respectively.

**Russian ruble bonds**

In June 2009, the Company issued 15 million short-term stock exchange bonds with a face value of 1,000 Russian rubles each. Bonds were placed at the face value with a maturity of 364 days. The coupon yield is 13.50% per annum and is paid at the maturity date. By the end of June 2010, the Company redeemed all issued bonds in accordance with the conditions of the bond issue.

**Note 10. Long-term debt**

|   | <b>As of June<br/>30, 2010</b> | <b>As of<br/>December<br/>31, 2009</b> |
|---|--------------------------------|--|
| Long-term loans and borrowings from third parties   | 3,543                          | 4,043                                  |
| Long-term loans and borrowings from related parties | 1,742                          | 1,939                                  |
| 6.375% US dollar bonds, maturing 2014               | 896                            | 895                                    |
| 6.356% US dollar bonds, maturing 2017               | 500                            | 500                                    |
| 7.250% US dollar bonds, maturing 2019               | 595                            | 595                                    |

|  |              |              |
|--|--------------|--------------|
| 6.656% US dollar bonds, maturing 2022              | 500          | 500          |
| 7.10% Russian ruble bonds, maturing 2011           | 256          | 265          |
| 13.35% Russian ruble bonds, maturing 2012          | 801          | 827          |
| 9.20% Russian ruble bonds, maturing 2012           | 321          | 331          |
| 7.40% Russian ruble bonds, maturing 2013           | 192          | 198          |
| Capital lease obligations                          | 192          | 215          |
| <br>   |              |              |
| Total long-term debt                               | 9,538        | 10,308       |
| Current portion of long-term debt                  | (1,506)      | (1,043)      |
| <br>   |              |              |
| <b>Total non-current portion of long-term debt</b> | <b>8,032</b> | <b>9,265</b> |

***Long-term loans and borrowings***

Long-term loans and borrowings from third parties include amounts repayable in US dollars of \$3,115 million and \$3,493 million, amounts repayable in Euro of \$394 million and \$487 million, amounts repayable in Russian rubles of \$15 million and \$42 million, and amounts repayable in other currencies of \$19 million and \$21 million as of June 30, 2010 and December 31, 2009, respectively. This debt has maturity dates from 2010 through 2021. The weighted-average interest rate on long-term loans and borrowings from third parties was 3.02% and 2.77% per annum as of June 30, 2010 and December 31, 2009, respectively. A number of long-term loan agreements contain certain financial covenants which are being met by the Group. Approximately 16% of total long-term debt is secured by export sales and property, plant and equipment.

**Table of Contents****OAO LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)****(Millions of US dollars, unless otherwise noted)****Note 10. Long-term debt (continued)**

Group companies have a number of loan agreements nominated in Russian rubles with ConocoPhillips, the Group's related party, with an outstanding amount of \$1,742 million as of June 30, 2010. This amount includes \$1,495 million loaned by ConocoPhillips to our joint venture OOO Narianmarneftegaz ( NMNG ) (refer to Note 15. Consolidation of Variable Interest Entity). Borrowings under these agreements bear interest at fixed rates ranging from 6.8% to 8.2% per annum and have maturity dates up to 2038. Financing under these agreements is used to develop oil production and distribution infrastructure in the Timan-Pechora region of the Russian Federation.

***US dollar bonds***

In November 2009, a Group company issued two tranches of non-convertible bonds totaling \$1.5 billion. The first tranche totaling \$900 million with a coupon yield of 6.375% per annum was placed with a maturity of 5 years at a price of 99.474% of the bond's face value. The resulting yield to maturity for the first tranche is 6.500%. The second tranche totaling \$600 million with a coupon yield of 7.250% per annum was placed with a maturity of 10 years at a price of 99.127% of the bond's face value. The resulting yield to maturity for the second tranche is 7.375%. These tranches have a half year coupon period.

In June 2007, a Group company issued non-convertible bonds totaling \$1 billion. \$500 million were placed with a maturity of 10 years and a coupon yield of 6.356% per annum. Another \$500 million were placed with a maturity of 15 years and a coupon yield of 6.656% per annum. All bonds were placed at face value and have a half year coupon period.

***Russian ruble bonds***

In December 2009, the Company issued 10 million stock exchange bonds with a face value of 1,000 Russian rubles each. Bonds were placed at face value with a maturity of 1,092 days. The bonds have a 182 days coupon period and bear interest at 9.20% per annum.

In August 2009, the Company issued 25 million stock exchange bonds with a face value of 1,000 Russian rubles each. Bonds were placed at face value with a maturity of 1,092 days. The bonds have a 182 days coupon period and bear interest at 13.35% per annum.

In December 2006, the Company issued 14 million non-convertible bonds with a face value of 1,000 Russian rubles each. Eight million bonds were placed with a maturity of 5 years and a coupon yield of 7.10% per annum and six million bonds were placed with a maturity of 7 years and a coupon yield of 7.40% per annum. All bonds were placed at face value and have a half year coupon period.

**Note 11. Pension benefits**

The Company sponsors a post employment and post retirement benefits program that covers the majority of the Group's employees. The plan primarily consists of a defined benefit plan enabling employees to contribute a portion of their salary to the plan and at retirement to receive a lump sum amount from the Company equal to all past contributions made by the employee up to 2% of their annual salary. This plan is administered by a non-state pension fund, LUKOIL-GARANT, and provides pension benefits primarily based on years of service and final remuneration levels. The Company also provides several long-term employee benefits such as death-in-service benefit and lump-sum payments upon retirement of a defined benefit nature and other defined benefits to certain old age and disabled pensioners who have not vested any pensions under the pension plan.

**Table of Contents****OA O LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)****(Millions of US dollars, unless otherwise noted)****Note 11. Pension benefits (continued)**

Components of net periodic benefit cost were as follows:

|  | <b>For the<br/>three<br/>months<br/>ended<br/>June 30,<br/>2010</b> | <b>For the<br/>three<br/>months<br/>ended<br/>June 30,<br/>2009</b> | <b>For the six<br/>months<br/>ended<br/>June 30,<br/>2010</b> | <b>For the six<br/>months<br/>ended<br/>June 30,<br/>2009</b> |
|--|---|---|---|---|
| Service cost                           | 4   | 4   | 8   | 8   |
| Interest cost                          | 7   | 6   | 13  | 11  |
| Less expected return on plan assets    | (2)   | (3)   | (5)   | (5)   |
| Amortization of prior service cost     | 4   | 3   | 7   | 6   |
| <b>Total net periodic benefit cost</b> | <b>13</b>   | <b>10</b>   | <b>23</b>   | <b>20</b>   |

**Note 12. Stockholders' equity*****Common stock***

|  | <b>As of June<br/>30, 2010<br/>(thousands<br/>of<br/>shares)</b> | <b>As of<br/>December<br/>31, 2009<br/>(thousands of<br/>shares)</b> |
|--|--|--|
| Authorized and issued common stock, par value of 0.025 Russian rubles each | 850,563  | 850,563  |
| Common stock held by subsidiaries, not considered as outstanding           | -  | (82)   |
| Treasury stock   | (3,918)  | (3,836)  |
| Outstanding common stock   | <b>846,645</b>   | <b>846,645</b>   |

***Earnings per share***

The weighted average number of outstanding common shares was 847,812 thousand shares, 846,646 thousand shares, 847,232 thousand shares and 846,646 thousand shares for the three months ended June 30, 2010 and 2009 and for the six months ended June 30, 2010 and 2009, respectively. There is no potential dilution in earnings available to common

stockholders and as such diluted earnings per share are not disclosed.

***Dividends***

At the annual stockholders meeting on June 24, 2010, dividends were declared for 2009 in the amount of 52.00 Russian rubles per common share, which at the date of the meeting was equivalent to \$1.68. Dividends payable of \$1,429 million and \$13 million are included in Other current liabilities in the consolidated balance sheets as of June 30, 2010 and December 31, 2009, respectively.

At the annual stockholders meeting on June 25, 2009, dividends were declared for 2008 in the amount of 50.00 Russian rubles per common share, which at the date of the meeting was equivalent to \$1.61.

**Note 13. Financial and derivative instruments**

***Fair value***

The fair values of cash and cash equivalents, current accounts and notes receivable, long-term receivables and liquid securities are approximately equal to their value as disclosed in the consolidated financial statements. The fair value of long-term receivables was determined by discounting with estimated market interest rates for similar financing arrangements.

**Table of Contents****OAO LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)**

(Millions of US dollars, unless otherwise noted)

**Note 13. Financial and derivative instruments (continued)**

The fair value of long-term debt differs from the amount disclosed in the consolidated financial statements. The estimated fair value of long-term debt as of June 30, 2010 and December 31, 2009 was \$9,705 million and \$9,976 million, respectively, as a result of discounting using estimated market interest rates for similar financing arrangements. These amounts include all future cash outflows associated with the long-term debt repayments, including the current portion and interest. Market interest rates mean the rates of raising long-term debt by companies with a similar credit rating for similar tenors, repayment schedules and similar other main terms. During the six months ended June 30, 2010, the Group did not have significant transactions or events that would result in nonfinancial assets and liabilities measured at fair value on a nonrecurring basis.

**Derivative instruments**

The Group uses financial and commodity-based derivative contracts to manage exposures to fluctuations in foreign currency exchange rates, commodity prices, or to exploit market opportunities. Since the Group is not currently using ASC Nos. 220, 310, 440 and 815 (former SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activity*) hedge accounting, all gains and losses, realized or unrealized, from derivative contracts have been recognized in the consolidated income statement.

ASC No. 815 requires purchase and sales contracts for commodities that are readily convertible to cash (e.g., crude oil, natural gas and gasoline) to be recorded on the balance sheet as derivatives unless the contracts are for quantities the Group expects to use or sell over a reasonable period in the normal course of business (i.e., contracts eligible for the normal purchases and normal sales exception). The Group does apply the normal purchases and normal sales exception to certain long-term contracts to sell oil products. This normal purchases and normal sales exception is applied to eligible crude oil and refined product commodity purchase and sales contracts; however, the Group may elect not to apply this exception (e.g., when another derivative instrument will be used to mitigate the risk of the purchase or sale contract but hedge accounting will not be applied, in which case both the purchase or sales contract and the derivative contract mitigating the resulting risk will be recorded on the balance sheet at fair value).

The fair value hierarchy for the Group's derivative assets and liabilities accounted for at fair value on a recurring basis was:

|                          | As of June 30, 2010 |              |         |              | As of December 31, 2009 |                |         |                |
|--------------------------|---------------------|--------------|---------|--------------|-------------------------|----------------|---------|----------------|
|                          | Level 1             | Level 2      | Level 3 | Total        | Level 1                 | Level 2        | Level 3 | Total          |
| Assets                   |                     |              |         |              |                         |                |         |                |
| Commodity derivatives    | -                   | 581          | -       | 581          | -                       | 1,065          | -       | 1,065          |
| <b>Total assets</b>      | -                   | <b>581</b>   | -       | <b>581</b>   | -                       | <b>1,065</b>   | -       | <b>1,065</b>   |
| Liabilities              |                     |              |         |              |                         |                |         |                |
| Commodity derivatives    | -                   | (542)        | -       | (542)        | -                       | (1,110)        | -       | (1,110)        |
| <b>Total liabilities</b> | -                   | <b>(542)</b> | -       | <b>(542)</b> | -                       | <b>(1,110)</b> | -       | <b>(1,110)</b> |



|                                 |   |           |   |           |   |             |   |             |
|---------------------------------|---|-----------|---|-----------|---|-------------|---|-------------|
| <b>Net assets (liabilities)</b> | - | <b>39</b> | - | <b>39</b> | - | <b>(45)</b> | - | <b>(45)</b> |
|---------------------------------|---|-----------|---|-----------|---|-------------|---|-------------|

The derivative values above are based on an analysis of each contract as the fundamental unit of account as required by ASC No. 820; therefore, derivative assets and liabilities with the same counterparty are not reflected net where the legal right of offset exists. Gains or losses from contracts in one level may be offset by gains or losses on contracts in another level or by changes in values of physical contracts or positions that are not reflected in the table above.

21

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**Table of Contents****OA O LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)**

(Millions of US dollars, unless otherwise noted)

**Note 13. Financial and derivative instruments (continued)*****Commodity derivative contracts***

The Group operates in the worldwide crude oil, refined product, natural gas and natural gas liquids markets and is exposed to fluctuations in the prices for these commodities. These fluctuations can affect the Group's revenues as well as the cost of operating, investing and financing activities. Generally, the Group's policy is to remain exposed to the market prices of commodities. However, the Group uses futures, forwards, swaps and options in various markets to balance physical systems, meet customer needs, manage price exposures on specific transactions, and do a limited, immaterial amount of trading not directly related to the Group's physical business. These activities may move the Group's profile away from market average prices.

The fair value of commodity derivative assets and liabilities as of June 30, 2010 was:

|                     | <b>As of June 30,<br/>2010</b> |
|---------------------|--------------------------------|
| <b>Assets</b>       |                                |
| Accounts receivable | 579                            |
| <b>Liabilities</b>  |                                |
| Accounts payable    | 542                            |

Hedge accounting has not been used for items in the table.

As required under ASC No. 815 the amounts shown in the preceding table are presented gross (i.e., without netting assets and liabilities with the same counterparty where the right of offset and intent to net exist). Derivative assets and liabilities resulting from eligible commodity contracts have been netted in the consolidated balance sheet and are recorded as accounts receivable in the amount of \$95 million and accounts payable in the amount of \$58 million.

The gain and losses from commodity derivatives were included in the consolidated income statements in Cost of purchased crude oil, gas and products and for the three and six months ended June 30, 2010 were in the total amount of net gain of \$319 million (of which realized gain was \$142 million and unrealized gain was \$177 million) and of \$247 million (of which realized gain was \$177 million and unrealized gain was \$70 million), respectively.

As of June 30, 2010, the net position of outstanding commodity derivative contracts, primarily to manage price exposure on underlying operations, was not significant.

***Currency exchange rate derivative contracts***

The Group has foreign currency exchange rate risk resulting from its international operations. The Group does not comprehensively hedge the exposure to currency rate changes, although the Group selectively hedges certain foreign currency exchange rate exposures, such as firm commitments for capital projects or local currency tax payments and dividends.

The fair value of foreign currency derivatives assets and liabilities open at June 30, 2010 was not significant.

The impact from foreign currency derivatives during the three and six months ended June 30, 2010 on the consolidated income statement was not significant. The net position of outstanding foreign currency swap contracts as of June 30, 2010 also was not significant.

**Table of Contents****OA O LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)****(Millions of US dollars, unless otherwise noted)****Note 13. Financial and derivative instruments (continued)*****Credit risk***

The Group's financial instruments that are potentially exposed to concentrations of credit risk consist primarily of cash equivalents, over-the-counter derivative contracts and trade receivables. Cash equivalents are placed in high-quality commercial paper, money market funds and time deposits with major international banks and financial institutions.

The credit risk from the Group's over-the-counter derivative contracts, such as forwards and swaps, derives from the counterparty to the transaction, typically a major bank or financial institution. Individual counterparty exposure is managed within predetermined credit limits and includes the use of cash-call margins when appropriate, thereby reducing the risk of significant non-performance. The Group also uses futures contracts, but futures have a negligible credit risk because they are traded on the New York Mercantile Exchange or the ICE Futures.

Certain of the Group's derivative instruments contain provisions that require the Group to post collateral if the derivative exposure exceeds a threshold amount. The Group has contracts with fixed threshold amounts and other contracts with variable threshold amounts that are contingent on the Group's credit rating. The variable threshold amounts typically decline for lower credit ratings, while both the variable and fixed threshold amounts typically revert to zero if the Group falls below investment grade. Cash is the primary collateral in all contracts; however, many contracts also permit the Group to post letters of credit as collateral.

There were no derivative instruments with such credit-risk-related contingent features that were in a liability position on June 30, 2010. The Group posted \$11 million in collateral in the normal course of business for the over-the-counter derivatives. If the Group's credit rating were lowered one level from its BBB- rating (per Standard and Poors) on June 30, 2010, and it would be below investment grade, the Group would be required to post additional collateral of \$5 million to the Group's counterparties for the over-the-counter derivatives, either with cash or letters of credit. The maximum additional collateral based on the lowest downgrade would be \$14 million in total.

**Note 14. Business combinations**

In the first quarter of 2009, the Group acquired 100% interests in OOO Smolenskneftesnob, OOO IRT Investment, OOO PM Invest and OOO Retaier House for \$238 million. These are holding companies, which between them own 96 petrol stations and plots of land in Moscow, the Moscow region and other regions of central European Russia. This acquisition was made in order to expand the Group's presence on the most advantageous retail market in the Russian Federation. The Group allocated \$165 million to goodwill, \$113 million to property, plant and equipment, \$15 million to other assets, \$8 million to deferred tax liability and \$47 million to other liabilities. The value of property, plant and equipment was determined by an independent appraiser.

This business combination did not have a material impact on the Group's consolidated operations for the six-month period ended June 30, 2009. Therefore, no pro-forma income statement information has been provided.

**Note 15. Consolidation of Variable Interest Entity**

The Group and ConocoPhillips have a joint venture NMNG which develops oil reserves in the Timan-Pechora region of the Russian Federation. The Group and ConocoPhillips have equal voting rights over the joint venture's activity and effective ownership interests of 70% and 30%, respectively.

The Group determined that NMNG is a variable interest entity as the Group's voting rights are not proportionate to its ownership rights and all of NMNG's activities are conducted on behalf of the Group and ConocoPhillips, its related party. Based on the requirements of ASC No. 810 the Group performs a qualitative analysis as to whether it is the primary beneficiary of this VIE. As a result the Group is still considered to be the primary beneficiary of NMNG and consolidated it.

**Table of Contents**

**OAO LUKOIL**

**Notes to Interim Consolidated Financial Statements (unaudited)**

**(Millions of US dollars, unless otherwise noted)**

**Note 15. Consolidation of Variable Interest Entity (continued)**

NMNG's total assets were approximately \$5.7 billion and \$5.9 billion as of June 30, 2010 and December 31, 2009, respectively.

The Group and ConocoPhillips agreed to provide financing to NMNG by means of long-term loans in proportion to their effective ownership interests. These loans mature from 2035 to 2038, with the option to be extended for a further 35 years with the agreement of both parties. As of June 30, 2010, borrowings under these agreements bear fixed interest in the range of 6.8% to 8.2% per annum.

As of June 30, 2010, the amount outstanding to ConocoPhillips from NMNG was \$1,495 million, which consists of a number of loans with a weighted-average interest rate of 7.76% per annum. This amount is presented within Long-term loans and borrowings from related parties.

**Note 16. Commitments and contingencies**

***Capital expenditure, exploration and investment programs***

The Group owns and operates refineries in Bulgaria (LUKOIL Neftochim Bourgas AD) and Romania (Petrotel-LUKOIL S.A.). As a result of Bulgaria and Romania joining the European Union in 2007, LUKOIL Neftochim Bourgas AD and Petrotel-LUKOIL S.A. are required to upgrade their refining plants to comply with the requirements of European Union legislation in relation to the quality of produced petroleum products and environmental protection. These requirements are stricter than those which previously existed under Bulgarian and Romanian legislation. The Group estimates the amount of future capital commitment required to upgrade LUKOIL Neftochim Bourgas AD and Petrotel-LUKOIL S.A. to be approximately \$25 million and \$33 million, respectively.

Under the terms of existing exploration and production license agreements in Russia the Group has to fulfill certain operations: oil and gas exploration, wells drilling, fields development, etc., and the Group also has commitments to reach a defined level of extraction on the fields. Management believes that the Group's approved annual capital expenditure budgets fully cover all the requirements of the described license obligations.

Group companies have commitments for capital expenditure contributions in the amount of \$506 million related to various production sharing agreements over the next 28 years.

The Company has signed a three-year agreement for the years 2010-2012 for drilling services with OOO Eurasia Drilling Company. The volume of these services is based on the Group's capital construction program, which is re-evaluated on an annual basis. The Group estimates the amount of capital commitment under this agreement for the second half of 2010 to be approximately \$344 million.

The Company has signed a strategic agreement for the ongoing provision of construction, engineering and technical services with ZAO Globalstroy-Engineering. The volume of these services is based on the Group's capital construction program, which is re-evaluated on an annual basis. The Group estimates the amount of capital commitment under this agreement for the second half of 2010 to be approximately \$142 million.

The Group has a commitment to purchase equipment for modernization of its petrochemical refinery Karpatnaftochim Ltd., located in Ukraine, until the end of 2011 in the amount of \$21 million.

The Group has a commitment to execute the capital construction program of its power generation segment and under the terms of this program power plants with total capacity of 890 MW should be constructed. Currently the Group is approving certain amendments to the capital construction program, which included its extension by the end of 2013. As of June 30, 2010, the Group estimates the amount of this commitment to be approximately \$784 million.

**Table of Contents****OAO LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)****(Millions of US dollars, unless otherwise noted)****Note 16. Commitments and contingencies (continued)**

In January 2010, the Company signed an agreement to develop the West Qurna-2 field located in the south of Iraq. The parties to the agreement are: the Iraqi state-owned South Oil Company and the contracting consortium formed by the Iraqi state-owned North Oil Company, the Company and Norway's Statoil ASA. The Company's share in the project is 56.25%. Under this agreement as of June 30, 2010 the Company has a commitment in the amount of approximately \$263 million. The West Qurna-2 field has recoverable reserves of about 12.9 billion barrels.

In March 2010, an ethanol purchase agreement signed by a Group company came into force. The initial term of the agreement is five years. As of June 30, 2010, the estimated value of the contract is approximately \$1.0 billion.

***Operating lease obligations***

Group companies have commitments of \$968 million primarily for the lease of vessels and petroleum distribution outlets. Operating lease expenses were \$37 million, \$33 million, \$70 million and \$66 million for the three months ended June 30, 2010 and 2009 and for the six months ended June 30, 2010 and 2009, respectively. Commitments for minimum rentals under these leases as of June 30, 2010 are as follows:

|  | <b>As of June 30,<br/>2010</b> |
|--|--------------------------------|
| For the six-months ending<br>December 31, 2010 | 129                            |
| 2011 fiscal year                               | 213                            |
| 2012 fiscal year                               | 168                            |
| 2013 fiscal year                               | 126                            |
| 2014 fiscal year                               | 111                            |
| beyond   | 221                            |

***Insurance***

The insurance industry in the Russian Federation and certain other areas where the Group has operations is in the course of development. Management believes that the Group has adequate property damage coverage for its main production assets. In respect of third party liability for property and environmental damage arising from accidents on Group property or relating to Group operations, the Group has insurance coverage that is generally higher than insurance limits set by the local legal requirements. Management believes that the Group has adequate insurance coverage of the risks, which could have a material effect on the Group's operations and financial position.

***Environmental liabilities***

Group companies and their predecessor entities have operated in the Russian Federation and other countries for many years and, within certain parts of the operations, environmental related problems have developed. Environmental regulations are currently under consideration in the Russian Federation and other areas where the Group has operations. Group companies routinely assess and evaluate their obligations in response to new and changing legislation.

As liabilities in respect of the Group's environmental obligations are able to be determined, they are charged against income. The likelihood and amount of liabilities relating to environmental obligations under proposed or any future legislation cannot be reasonably estimated at present and could become material. Under existing legislation, however, management believes that there are no significant unrecorded liabilities or contingencies, which could have a materially adverse effect on the operating results or financial position of the Group.

***Social assets***

Certain Group companies contribute to Government sponsored programs, the maintenance of local infrastructure and the welfare of their employees within the Russian Federation and elsewhere. Such contributions include assistance with the construction, development and maintenance of housing, hospitals and transport services, recreation and other social needs. The funding of such assistance is periodically determined by management and is appropriately capitalized or expensed as incurred.

**Table of Contents****OAO LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)****(Millions of US dollars, unless otherwise noted)****Note 16. Commitments and contingencies (continued)*****Taxation environment***

The taxation systems in the Russian Federation and other emerging markets where Group companies operate are relatively new and are characterized by numerous taxes and frequently changing legislation, which is often unclear, contradictory, and subject to interpretation. Often, differing interpretations exist among different tax authorities within the same jurisdictions and among taxing authorities in different jurisdictions. Taxes are subject to review and investigation by a number of authorities, which are enabled by law to impose severe fines, penalties and interest charges. In the Russian Federation a tax year remains open for review by the tax authorities during the three subsequent calendar years; however, under certain circumstances a tax year may remain open longer. Recent events within the Russian Federation suggest that the tax authorities are taking a more assertive position in their interpretation and enforcement of tax legislation. Such factors may create taxation risks in the Russian Federation and other emerging markets where Group companies operate substantially more significant than those in other countries where taxation regimes have been subject to development and clarification over long periods.

The tax authorities in each region may have a different interpretation of similar taxation issues which may result in taxation issues successfully defended by the Group in one region being unsuccessful in another region. There is some direction provided from the central authority based in Moscow on particular taxation issues.

The Group has implemented tax planning and management strategies based on existing legislation at the time of implementation. The Group is subject to tax authority audits on an ongoing basis, as is normal in the Russian environment and other republics of the former Soviet Union, and, at times, the authorities have attempted to impose additional significant taxes on the Group. Management believes that it has adequately met and provided for tax liabilities based on its interpretation of existing tax legislation. However, the relevant tax authorities may have differing interpretations and the effects on the financial statements, if the authorities were successful in enforcing their interpretations, could be significant.

***Litigation and claims***

On November 27, 2001, Archangel Diamond Corporation ( ADC ), a Canadian diamond development company, filed a lawsuit in the District Court of Denver, Colorado against OAO Archangelskgeoldobycha ( AGD ), a Group company, and the Company (together the Defendants ). ADC alleged that the Defendants interfered with the transfer of a diamond exploration license to Almazny Bereg, a joint venture between ADC and AGD. ADC claimed total damages of approximately \$4.8 billion, including compensatory damages of \$1.2 billion and punitive damages of \$3.6 billion. On October 15, 2002, the District Court dismissed the lawsuit for lack of personal jurisdiction. This ruling was upheld by the Colorado Court of Appeals on March 25, 2004. On November 21, 2005, the Colorado Supreme Court affirmed the lower courts ruling that no specific jurisdiction exists over the Defendants. By virtue of this finding, AGD (the holder of the diamond exploration license) was dismissed from the lawsuit. The Supreme Court found, however, that the trial court made a procedural error by failing to hold an evidentiary hearing before making its ruling concerning general jurisdiction regarding the Company, which is whether the Company had systematic and continuous contacts in the State of Colorado at the time the lawsuit was filed. In a modified opinion dated December 19, 2005, the Colorado Supreme Court remanded the case to the Colorado Court of Appeals (instead of the District Court) to consider whether the lawsuit should have been dismissed on alternative grounds (i.e., forum non conveniens). On June 29, 2006, the Colorado Court of Appeals declined to dismiss the case based on forum non conveniens. The Company filed a petition for certiorari on August 28, 2006, asking the Colorado Supreme Court to review this decision. On March 5, 2007, the Colorado Supreme Court remanded the case to the District Court. On June 11, 2007, the District Court ruled it would conduct an evidentiary hearing on the issue of whether the Company is subject to general personal jurisdiction in the State of Colorado. Discovery regarding jurisdiction was commenced. On June 26, 2009, three creditors of ADC filed an Involuntary Bankruptcy Petition putting ADC into bankruptcy.





**Table of Contents****OAO LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)****(Millions of US dollars, unless otherwise noted)****Note 16. Commitments and contingencies (continued)**

ADC ultimately confirmed entry of an Order For Relief and the matter was converted to a Chapter 11 Case by order dated September 29, 2009. On November 25, 2009, after adding a claim, ADC removed the case from the Colorado District Court to the US Bankruptcy Court. On December 22, 2009, the Company filed a motion seeking to have the case remanded to the Colorado District Court. On December 31, 2009, before there was a ruling on the motion seeking remand ADC filed a motion seeking withdrawal of the reference to the Bankruptcy Court and requesting the case be heard by US District Court. On February 3, 2010, the US Bankruptcy Court ordered the Motion For Withdrawal Of The Reference be transferred to the US District Court for further action. All pending motions as well as discovery were stayed pending further order of the Court. On July 7, 2010, the District Court denied ADC's Motion for Withdrawal of reference and returned the case to the Bankruptcy Court for the determination of the Company's Motion for Remand and Abstention seeking return of the case to the Colorado state court. On August 5, 2010, the Bankruptcy Court held a status conference. At the conclusion of the conference the Bankruptcy Court set the Company's Motion for Remand and Abstention for hearing on September 20, 2010, and on the same date will hear arguments on ADC's Motion to Retain the case in the Bankruptcy Court. Management does not believe that the ultimate resolution of this matter will have a material adverse effect on the Group's financial condition.

In 2008 and 2009, the Federal Anti-monopoly Service of the Russian Federation ( FAS of Russia ) considered two cases which resulted in the decisions issued against major Russian oil companies, including the Company and the Group's refinery plants alleging abuse of their dominant position in the oil products wholesale market of the Russian Federation.

The Moscow Arbitration Court combined all refinery plants' appeals against the first decision. On June 1, 2010 the Moscow Arbitration Court refused to satisfy the requests. The court decision has been appealed. The appeal hearing in the Ninth Arbitration Court of Appeal is scheduled for September 27, 2010.

The second decision of FAS of Russia was appealed by the refinery plants in their local courts. On February 8, 2010, the Arbitration Court of Nizhi Novgorod Region satisfied the request of OOO LUKOIL-Nizhnegorodnefteorgsintez to recognize as illegal the decisions of FAS of Russia dated September 10, 2009 and the resolution to impose fines in the amount of approximately \$80 million. FAS of Russia filed an appeal which will be heard in First Arbitration Court of Appeal on October 4, 2010. The appeals of the other refinery plants are currently suspended.

During the period from the second half of 2008 until the present more than 100 claims in relation to a violation of the anti-monopoly regulation have been initiated against several Group companies in Russia and abroad. The companies were accused of violations primarily involving abuse of their dominant market position via setting monopolistically high retail prices in coordination with other market participants. These claims are being appealed in the courts.

On May 25, 2010, the Supreme Arbitration Court of Russia ruled in favor of the FAS of Russia on the first case concerning one of the major Russian oil companies. On July 30, 2010, the Federal Arbitration Court of North-West District issued the decision in favor of another major Russian oil company on the second case. Probably these court decisions are going to be appealed as part of supervisory procedure in the Supreme Arbitration Court of Russia. Currently management is considering the impact of these decisions on the claims against the Group.

The total amount of penalties assessed under the administrative law for the violation of anti-monopoly regulation by the Group in 2008-2009 is approximately \$278 million. Management believes that the Group complied with all regulatory and legal requirements and, consequently, believes that the ultimate resolution of the antimonopoly claims will lead to cancellation or significant reduction of these penalties and will not have a material adverse impact on the Group's operating results or financial condition.

**Table of Contents****OA O LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)****(Millions of US dollars, unless otherwise noted)****Note 16. Commitments and contingencies (continued)**

The Group is involved in cost recovery disputes with the Republic of Kazakhstan. The Group's share of the initial claim is approximately \$244 million. Management is of the view that substantially all of the amounts subject to dispute are in fact recoverable under the Final Production Sharing Agreement. Management believes that the ultimate resolution of the claim will not have a material adverse impact on the Group's operating results or financial condition. The Group is involved in various other claims and legal proceedings arising in the normal course of business. While these claims may seek substantial damages against the Group and are subject to uncertainty inherent in any litigation, management does not believe that the ultimate resolution of such matters will have a material adverse impact on the Group's operating results or financial condition.

**Note 17. Related party transactions**

In the rapidly developing business environment in the Russian Federation, companies and individuals have frequently used nominees and other forms of intermediary companies in transactions. The senior management of the Company believes that the Group has appropriate procedures in place to identify and properly disclose transactions with related parties in this environment and has disclosed all of the relationships identified which it deemed to be significant. Related party sales and purchases of oil and oil products were primarily to and from affiliated companies and the Company's shareholder ConocoPhillips. Related party processing services were provided by affiliated refineries. Below are related party transactions not disclosed elsewhere in the financial statements. Refer also to Notes 4, 6, 9, 10, 11, 15 and 18 for other transactions with related parties.

Sales of oil and oil products to related parties were \$364 million, \$437 million, \$579 million and \$525 million during the three months ended June 30, 2010 and 2009 and during the six months ended June 30, 2010 and 2009, respectively.

Other sales to related parties were \$15 million, \$15 million, \$36 million and \$29 million during the three months ended June 30, 2010 and 2009 and during the six months ended June 30, 2010 and 2009, respectively.

Purchases of oil and oil products from related parties were \$141 million, \$237 million, \$288 million and \$399 million during the three months ended June 30, 2010 and 2009 and during the six months ended June 30, 2010 and 2009, respectively.

Purchases of processing services from related parties were \$172 million, \$118 million, \$348 million and \$217 million during the three months ended June 30, 2010 and 2009 and during the six months ended June 30, 2010 and 2009, respectively.

Other purchases from related parties were \$10 million, \$6 million, \$23 million and \$11 million during the three months ended June 30, 2010 and 2009 and during the six months ended June 30, 2010 and 2009, respectively.

Amounts receivable from related parties, including loans and advances, were \$492 million and \$591 million as of June 30, 2010 and December 31, 2009, respectively. Amounts payable to related parties were \$83 million and \$97 million as of June 30, 2010 and December 31, 2009, respectively.

**Note 18. Compensation plan**

In December 2009, the Company introduced a new compensation plan to certain members of management for the period from 2010 to 2012, which is based on assigned shares and provides compensation consisting of two parts. The first part represents annual bonuses that are based on the number of assigned shares and the amount of dividend per share. The payment of these bonuses is contingent on the Group meeting certain financial KPIs in each financial year. The second part is based upon the Company's common stock appreciation from 2010 to 2012, with rights vesting after the date of the compensation plan's termination. The number of assigned shares is approximately 17.3 million shares.

28

**Table of Contents****OA O LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)****(Millions of US dollars, unless otherwise noted)****Note 18. Compensation plan (continued)**

For the first part of the share plan the Group recognizes a liability based on expected dividends and the number of assigned shares.

The second part of the share plan is classified as equity settled. The grant date fair value of the plan is estimated at \$295 million. The fair value was estimated using the Black-Scholes-Merton option-pricing model, assuming a risk-free interest rate of 8.0% per annum, an expected dividend yield 3.09% per annum, expected term of three years and a volatility factor of 34.86%. The expected volatility factor was estimated based on the historical volatility of the Company's shares for the previous five year period up to January 2010.

As of June 30, 2010, there was \$246 million of total unrecognized compensation cost related to unvested benefits. This cost is expected to be recognized periodically by the Group up to December 2012.

During the period from 2007 to 2009, the Company had a compensation plan available to certain members of management. Its conditions were similar to the conditions of the new compensation plan introduced in December 2009. The number of assigned shares was approximately 15.5 million shares. Because of unfavorable market situation the conditions for exercising the second part of this share plan were not met therefore no payments or share transfers to employees took place by the end of the compensation plan.

Related to these plans the Group recorded \$33 million, \$36 million, \$65 million and \$67 million of compensation expenses during the three months ended June 30, 2010 and 2009 and during the six months ended June 30, 2010 and 2009, respectively, of which \$24 million, \$25 million, \$49 million and \$52 million, respectively, are recognized as an increase in additional paid-in capital. As of June 30, 2010 and December 31, 2009, \$25 million and \$29 million related to these plans are included in Other current liabilities of the consolidated balance sheets, respectively. The total recognized tax benefit related to these accruals during the three months ended June 30, 2010 and 2009 and during the six months ended June 30, 2010 and 2009, is \$7 million, \$7 million, \$13 million and \$13 million, respectively.

**Note 19. Segment information**

Presented below is information about the Group's operating and geographical segments for the three and six months ended June 30, 2010 and 2009, in accordance with ASC No. 280 (former SFAS No. 131, *Disclosures about Segments of an Enterprise and Related Information*).

The Group has the following operating segments: exploration and production; refining, marketing and distribution; chemicals; power generation and other business segments. These segments have been determined based on the nature of their operations. Management on a regular basis assesses the performance of these operating segments. The exploration and production segment explores for, develops and produces primarily crude oil. The refining, marketing and distribution segment processes crude oil into refined products and purchases, sells and transports crude oil and refined petroleum products. The chemicals segment refines and sells chemical products. The power generation segment produces steam and electricity, distributes them and provides related services. The activities of the other business operating segment include businesses beyond the Group's traditional operations.

Geographical segments have been determined based on the area of operations and include three segments. They are Western Siberia, European Russia and International.

**Table of Contents****OAO LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)**

(Millions of US dollars, unless otherwise noted)

**Note 19. Segment information (continued)****Operating segments****For the three months ended June 30, 2010**

|   | <b>Exploration<br/>and<br/>production</b> | <b>Refining,<br/>marketing<br/>and<br/>distribution</b> | <b>Chemicals</b> | <b>Power<br/>generation</b> | <b>Other</b> | <b>Elimination</b> | <b>Consolidated</b> |
|---|---|---|------------------|-----------------------------|--------------|--------------------|---------------------|
| Sales                                       |   |   |                  |                             |              |                    |                     |
| Third parties                               | 680                                       | 24,565  | 312              | 280                         | 16           | -                  | 25,853              |
| Inter-segment                               | 8,050                                     | 225   | 56               | 296                         | 125          | (8,752)            | -                   |
| Total sales                                 | 8,730                                     | 24,790  | 368              | 576                         | 141          | (8,752)            | 25,853              |
| Operating expenses                          | 912                                       | 926   | 46               | 442                         | 81           | (375)              | 2,032               |
| Depreciation, depletion<br>and amortization | 704                                       | 239   | 9                | 47                          | 31           | -                  | 1,030               |
| Interest expense                            | 224                                       | 326   | 6                | 10                          | 99           | (469)              | 196                 |
| Income tax expense                          | 268                                       | 319   | 5                | (11)                        | (4)          | (3)                | 574                 |
| Net income (net loss)                       | 1,534                                     | 690   | 28               | (46)                        | (160)        | (97)               | 1,949               |
| Total assets                                | 53,955                                    | 59,401  | 1,579            | 4,187                       | 14,121       | (50,853)           | 82,390              |
| Capital expenditures                        | 1,273                                     | 304   | 20               | 111                         | 14           | -                  | 1,722               |

**For the three months ended June 30, 2009**

|       | <b>Exploration<br/>and<br/>production</b> | <b>Refining,<br/>marketing<br/>and<br/>distribution</b> | <b>Chemicals</b> | <b>Power<br/>generation</b> | <b>Other</b> | <b>Elimination</b> | <b>Consolidated</b> |
|-------|---|---|------------------|-----------------------------|--------------|--------------------|---------------------|
| Sales |   |   |                  |                             |              |                    |                     |

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|   |        |        |       |       |        |          |        |
|---|--------|--------|-------|-------|--------|----------|--------|
| Third parties                               | 582    | 19,098 | 223   | 191   | 22     | -        | 20,116 |
| Inter-segment                               | 5,821  | 192    | 28    | 300   | 165    | (6,506)  | -      |
| Total sales                                 | 6,403  | 19,290 | 251   | 491   | 187    | (6,506)  | 20,116 |
| Operating expenses                          | 929    | 756    | 62    | 349   | 121    | (341)    | 1,876  |
| Depreciation, depletion<br>and amortization | 636    | 269    | 13    | 47    | 44     | -        | 1,009  |
| Interest expense                            | 216    | 323    | 4     | 12    | 95     | (479)    | 171    |
| Income tax expense                          | 537    | 124    | 2     | 45    | (82)   | 17       | 643    |
| Net income (net loss)                       | 1,545  | 907    | (34)  | (18)  | (56)   | (20)     | 2,324  |
| Total assets                                | 50,219 | 52,777 | 1,061 | 3,990 | 10,869 | (43,728) | 75,188 |
| Capital expenditures                        | 1,123  | 304    | 32    | 111   | 4      | -        | 1,574  |

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**Table of Contents****OA O LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)**

(Millions of US dollars, unless otherwise noted)

**Note 19. Segment information (continued)****For the six months ended June 30, 2010**

|  | <b>Exploration<br/>and<br/>production</b> | <b>Refining,<br/>marketing<br/>and<br/>distribution</b> | <b>Chemicals</b> | <b>Power<br/>generation</b> | <b>Other</b> | <b>Elimination</b> | <b>Consolidated</b> |
|--|---|---|------------------|-----------------------------|--------------|--------------------|---------------------|
| Sales                                    |   |   |                  |                             |              |                    |                     |
| Third parties                            | 1,433                                     | 46,956  | 607              | 730                         | 29           | -                  | 49,755              |
| Inter-segment                            | 16,090                                    | 423   | 126              | 609                         | 270          | (17,518)           | -                   |
| Total sales                              | 17,523                                    | 47,379  | 733              | 1,339                       | 299          | (17,518)           | 49,755              |
| Operating expenses                       |   |   |                  |                             |              |                    |                     |
| Operating expenses                       | 1,852                                     | 1,441   | 211              | 908                         | 155          | (765)              | 3,802               |
| Depreciation, depletion and amortization |   |   |                  |                             |              |                    |                     |
| Depreciation, depletion and amortization | 1,399                                     | 486   | 19               | 93                          | 63           | -                  | 2,060               |
| Interest expense                         |   |   |                  |                             |              |                    |                     |
| Interest expense                         | 474                                       | 641   | 13               | 15                          | 219          | (989)              | 373                 |
| Income tax expense                       |   |   |                  |                             |              |                    |                     |
| Income tax expense                       | 599                                       | 483   | 12               | (6)                         | (1)          | 9                  | 1,096               |
| Net income (net loss)                    |   |   |                  |                             |              |                    |                     |
| Net income (net loss)                    | 2,728                                     | 1,532   | 50               | (40)                        | (227)        | (41)               | 4,002               |
| Total assets                             |   |   |                  |                             |              |                    |                     |
| Total assets                             | 53,955                                    | 59,401  | 1,579            | 4,187                       | 14,121       | (50,853)           | 82,390              |
| Capital expenditures                     |   |   |                  |                             |              |                    |                     |
| Capital expenditures                     | 2,390                                     | 532   | 43               | 200                         | 25           | -                  | 3,190               |

**For the six months ended June 30, 2009**

|       | <b>Exploration<br/>and<br/>production</b> | <b>Refining,<br/>marketing<br/>and<br/>distribution</b> | <b>Chemicals</b> | <b>Power<br/>generation</b> | <b>Other</b> | <b>Elimination</b> | <b>Consolidated</b> |
|-------|---|---|------------------|-----------------------------|--------------|--------------------|---------------------|
| Sales |   |   |                  |                             |              |                    |                     |

Sales

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|  |        |        |       |       |        |          |        |
|--|--------|--------|-------|-------|--------|----------|--------|
| Third parties                            | 964    | 32,962 | 400   | 496   | 39     | -        | 34,861 |
| Inter-segment                            | 9,330  | 380    | 37    | 540   | 358    | (10,645) | -      |
| Total sales                              | 10,294 | 33,342 | 437   | 1,036 | 397    | (10,645) | 34,861 |
| Operating expenses                       | 1,621  | 1,028  | 201   | 664   | 224    | (630)    | 3,108  |
| Depreciation, depletion and amortization | 1,297  | 508    | 21    | 94    | 83     | -        | 2,003  |
| Interest expense                         | 418    | 500    | 6     | 33    | 175    | (798)    | 334    |
| Income tax expense                       | 681    | 382    | -     | 1     | (31)   | -        | 1,033  |
| Net income (net loss)                    | 3,152  | 624    | (60)  | (72)  | (118)  | (297)    | 3,229  |
| Total assets                             | 50,219 | 52,777 | 1,061 | 3,990 | 10,869 | (43,728) | 75,188 |
| Capital expenditures                     | 2,241  | 607    | 61    | 111   | 20     | -        | 3,040  |
| <b>Geographical segments</b>             |        |        |       |       |        |          |        |

|  | <b>For the three months ended June 30, 2010</b> | <b>For the three months ended June 30, 2009</b> | <b>For the six months ended June 30, 2010</b> | <b>For the six months ended June 30, 2009</b> |
|--|---|---|---|---|
| Sales of crude oil within Russia   | 295   | 38  | 481   | 43  |
| Export of crude oil and sales of oil of foreign subsidiaries                     | 6,109   | 5,293   | 12,688  | 9,056   |
| Sales of refined products within Russia  | 2,627   | 1,783   | 4,973   | 3,400   |
| Export of refined products and sales of refined products of foreign subsidiaries | 15,274  | 11,698  | 28,414  | 19,898  |
| Sales of chemicals within Russia   | 181   | 100   | 350   | 176   |
| Export of chemicals and sales of chemicals of foreign subsidiaries               | 138   | 146   | 270   | 274   |
| Other sales within Russia  | 630   | 485   | 1,451   | 1,010   |
| Other export sales and other sales of foreign subsidiaries                       | 599   | 573   | 1,128   | 1,004   |

|                    |               |               |               |               |
|--------------------|---------------|---------------|---------------|---------------|
| <b>Total sales</b> | <b>25,853</b> | <b>20,116</b> | <b>49,755</b> | <b>34,861</b> |
|--------------------|---------------|---------------|---------------|---------------|

---

31



**Table of Contents****OAO LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)**

(Millions of US dollars, unless otherwise noted)

**Note 19. Segment information (continued)****For the three months ended June 30, 2010**

|  | <b>Western<br/>Siberia</b> | <b>European<br/>Russia</b> | <b>International</b> | <b>Elimination</b> | <b>Consolidated</b> |
|--|----------------------------|----------------------------|----------------------|--------------------|---------------------|
| Sales                                    |                            |                            |                      |                    |                     |
| Third parties                            | 95                         | 4,166                      | 21,592               | -                  | 25,853              |
| Inter-segment                            | 4,044                      | 6,779                      | 8                    | (10,831)           | -                   |
| Total sales                              | 4,139                      | 10,945                     | 21,600               | (10,831)           | 25,853              |
| Operating expenses                       | 558                        | 1,243                      | 435                  | (204)              | 2,032               |
| Depletion, depreciation and amortization | 261                        | 587                        | 182                  | -                  | 1,030               |
| Interest expense                         | 9                          | 154                        | 123                  | (90)               | 196                 |
| Income tax expense                       | 116                        | 392                        | 69                   | (3)                | 574                 |
| Net income                               | 350                        | 1,376                      | 307                  | (84)               | 1,949               |
| Total assets                             | 18,208                     | 46,219                     | 29,497               | (11,534)           | 82,390              |
| Capital expenditures                     | 491                        | 818                        | 413                  | -                  | 1,722               |

**For the three months ended June 30, 2009**

|               | <b>Western<br/>Siberia</b> | <b>European<br/>Russia</b> | <b>International</b> | <b>Elimination</b> | <b>Consolidated</b> |
|---------------|----------------------------|----------------------------|----------------------|--------------------|---------------------|
| Sales         |                            |                            |                      |                    |                     |
| Third parties | 36                         | 2,971                      | 17,109               | -                  | 20,116              |
| Inter-segment | 3,069                      | 6,694                      | 35                   | (9,798)            | -                   |

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|   |        |        |        |          |        |
|---|--------|--------|--------|----------|--------|
| Total sales                                   | 3,105  | 9,665  | 17,144 | (9,798)  | 20,116 |
| Operating expenses                            | 520    | 1,002  | 398    | (44)     | 1,876  |
| Depletion, depreciation and amortization      | 244    | 567    | 198    | -        | 1,009  |
| Interest expense                              | 14     | 179    | 100    | (122)    | 171    |
| Income tax expense                            | 218    | 354    | 88     | (17)     | 643    |
| Net income                                    | 1,336  | 924    | 72     | (8)      | 2,324  |
| Total assets                                  | 19,084 | 42,977 | 25,031 | (11,904) | 75,188 |
| Capital expenditures                          | 485    | 739    | 350    | -        | 1,574  |
| <b>For the six months ended June 30, 2010</b> |        |        |        |          |        |

|  | <b>Western<br/>Siberia</b> | <b>European<br/>Russia</b> | <b>International</b> | <b>Elimination</b> | <b>Consolidated</b> |
|--|----------------------------|----------------------------|----------------------|--------------------|---------------------|
| Sales                                    |                            |                            |                      |                    |                     |
| Third parties                            | 203                        | 8,081                      | 41,471               | -                  | 49,755              |
| Inter-segment                            | 8,190                      | 13,257                     | 13                   | (21,460)           | -                   |
| Total sales                              | 8,393                      | 21,338                     | 41,484               | (21,460)           | 49,755              |
| Operating expenses                       | 1,131                      | 2,136                      | 986                  | (451)              | 3,802               |
| Depletion, depreciation and amortization | 509                        | 1,164                      | 387                  | -                  | 2,060               |
| Interest expense                         | 20                         | 324                        | 239                  | (210)              | 373                 |
| Income tax expense                       | 261                        | 695                        | 131                  | 9                  | 1,096               |
| Net income                               | 1,162                      | 2,624                      | 242                  | (26)               | 4,002               |
| Total assets                             | 18,208                     | 46,219                     | 29,497               | (11,534)           | 82,390              |
| Capital expenditures                     | 974                        | 1,448                      | 768                  | -                  | 3,190               |

32

**Table of Contents****OA O LUKOIL****Notes to Interim Consolidated Financial Statements (unaudited)**

(Millions of US dollars, unless otherwise noted)

**Note 19. Segment information (continued)****For the six months ended June 30, 2009**

|  | Western<br>Siberia | European<br>Russia | International | Elimination | Consolidated |
|--|--------------------|--------------------|---------------|-------------|--------------|
| Sales                                    |                    |                    |               |             |              |
| Third parties                            | 65                 | 5,570              | 29,226        | -           | 34,861       |
| Inter-segment                            | 5,003              | 11,624             | 42            | (16,669)    | -            |
| Total sales                              | 5,068              | 17,194             | 29,268        | (16,669)    | 34,861       |
| Operating expenses                       | 903                | 1,614              | 641           | (50)        | 3,108        |
| Depletion, depreciation and amortization | 472                | 1,152              | 379           | -           | 2,003        |
| Interest expense                         | 24                 | 268                | 202           | (160)       | 334          |
| Income tax expense                       | 310                | 636                | 121           | (34)        | 1,033        |
| Net income                               | 1,385              | 2,026              | 120           | (302)       | 3,229        |
| Total assets                             | 19,084             | 42,977             | 25,031        | (11,904)    | 75,188       |
| Capital expenditures                     | 931                | 1,416              | 693           | -           | 3,040        |

The Group's international sales to third parties include sales in Switzerland of \$13,268 million, \$9,403 million, \$25,734 million and \$15,883 million for the three months ended June 30, 2010 and 2009 and for the six months ended June 30, 2010 and 2009, respectively. The Group's international sales to third parties include sales in the USA of \$2,035 million, \$2,191 million, \$4,080 million and \$3,748 million for the three months ended June 30, 2010 and 2009 and for the six months ended June 30, 2010 and 2009, respectively. These amounts are attributed to individual countries based on the jurisdiction of subsidiaries making the sale.

**Note 20. Subsequent events**

In accordance with the requirements of ASC No. 855, *Subsequent events*, the Group evaluated subsequent events through the date the financial statements were available to be issued. Therefore subsequent events were evaluated by the Group up to August 27, 2010.

On 28 July, 2010, the Group company signed a stock purchase agreement with ConocoPhillips subsidiary to purchase 64.6 million of the Company's ordinary shares at \$53.25 per share for the total amount of \$3,442 million. This transaction was finalized in August 2010. Additionally, under this agreement the Group has a 60-day option to

purchase any or all of the remaining 98.7 million of the Company's ordinary shares held by ConocoPhillips subsidiary for the price of \$56 per share.



**Table of Contents**

**Independent Auditors Report**

The Board of Directors of OAO LUKOIL:

We have audited the accompanying consolidated balance sheets of OAO LUKOIL and its subsidiaries as of December 31, 2009 and 2008, and the related consolidated statements of income, stockholders equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2009. These consolidated financial statements are the responsibility of the management of OAO LUKOIL. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of OAO LUKOIL and its subsidiaries as of December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

/s/ ZAO KPMG

ZAO KPMG

Moscow, Russian Federation

March 19, 2010

**Table of Contents****OAOLUKOIL****Consolidated Balance Sheets****As of December 31, 2009 and 2008****(Millions of US dollars, unless otherwise noted)**

|   | <b>Note</b> | <b>2009</b>   | <b>2008</b>   |
|---|-------------|---------------|---------------|
| <b>Assets</b>   |             |               |               |
| <b>Current assets</b>                                       |             |               |               |
| Cash and cash equivalents                                   | 3           | 2,274         | 2,239         |
| Short-term investments                                      |             | 75            | 505           |
| Accounts and notes receivable, net                          | 5           | 5,935         | 5,069         |
| Inventories   | 6           | 5,432         | 3,735         |
| Prepaid taxes and other expenses                            |             | 3,549         | 3,566         |
| Other current assets  |             | 574           | 519           |
| <b>Total current assets</b>                                 |             | <b>17,839</b> | <b>15,633</b> |
| Investments   | 7           | 5,944         | 3,269         |
| Property, plant and equipment                               | 8           | 52,228        | 50,088        |
| Deferred income tax assets                                  | 12          | 549           | 521           |
| Goodwill and other intangible assets                        | 9           | 1,653         | 1,159         |
| Other non-current assets                                    |             | 806           | 791           |
| <b>Total assets</b>   |             | <b>79,019</b> | <b>71,461</b> |
| <b>Liabilities and Stockholders equity</b>                  |             |               |               |
| <b>Current liabilities</b>                                  |             |               |               |
| Accounts payable  |             | 4,906         | 5,029         |
| Short-term borrowings and current portion of long-term debt | 10          | 2,058         | 3,232         |

|   |        |               |               |
|---|--------|---------------|---------------|
| Taxes payable                               |        | 1,828         | 1,564         |
| Other current liabilities                   |        | 902           | 750           |
| <b>Total current liabilities</b>            |        | <b>9,694</b>  | <b>10,575</b> |
| Long-term debt                              | 11, 15 | 9,265         | 6,577         |
| Deferred income tax liabilities             | 12     | 2,080         | 2,116         |
| Asset retirement obligations                | 8      | 1,189         | 718           |
| Other long-term liabilities                 |        | 412           | 465           |
| <b>Total liabilities</b>                    |        | <b>22,640</b> | <b>20,451</b> |
| <b>Equity</b>                               | 14     |               |               |
| <b>OAo LUKOIL stockholders equity</b>       |        |               |               |
| Common stock                                |        | 15            | 15            |
| Treasury stock, at cost                     |        | (282)         | (282)         |
| Additional paid-in capital                  |        | 4,699         | 4,694         |
| Retained earnings                           |        | 51,634        | 45,983        |
| Accumulated other comprehensive loss        |        | (75)          | (70)          |
| <b>Total OAo LUKOIL stockholders equity</b> |        | <b>55,991</b> | <b>50,340</b> |
| Non-controlling interests                   |        | 388           | 670           |
| <b>Total equity</b>                         |        | <b>56,379</b> | <b>51,010</b> |
| <b>Total liabilities and equity</b>         |        | <b>79,019</b> | <b>71,461</b> |

/s/ Alekperov V.Y.

President of OAo LUKOIL  
Alekperov V.Y.

/s/ Kozvrev I.A.

Chief accountant of OAo LUKOIL  
Kozvrev I.A.



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

**Table of Contents**

**OAO LUKOIL**  
**Consolidated Statements of Income**  
**For the years ended December 31, 2009, 2008 and 2007**  
(Millions of US dollars, unless otherwise noted)

|   | Note | 2009         | 2008          | 2007          |
|---|------|--------------|---------------|---------------|
| <b>Revenues</b>                               |      |              |               |               |
| Sales (including excise and export tariffs)   | 22   | 81,083       | 107,680       | 81,891        |
| <b>Costs and other deductions</b>             |      |              |               |               |
| Operating expenses                            |      | (7,124)      | (8,126)       | (6,172)       |
| Cost of purchased crude oil, gas and products |      | (31,977)     | (37,851)      | (27,982)      |
| Transportation expenses                       |      | (4,830)      | (5,460)       | (4,457)       |
| Selling, general and administrative expenses  |      | (3,306)      | (3,860)       | (3,207)       |
| Depreciation, depletion and amortization      |      | (3,937)      | (2,958)       | (2,172)       |
| Taxes other than income taxes                 | 12   | (6,474)      | (13,464)      | (9,367)       |
| Excise and export tariffs                     |      | (13,058)     | (21,340)      | (15,033)      |
| Exploration expenses                          |      | (218)        | (487)         | (307)         |
| Loss on disposals and impairments of assets   |      | (381)        | (425)         | (123)         |
| <b>Income from operating activities</b>       |      | <b>9,778</b> | <b>13,709</b> | <b>13,071</b> |
| Interest expense                              |      | (667)        | (391)         | (333)         |
| Interest and dividend income                  |      | 134          | 163           | 135           |
| Equity share in income of affiliates          | 7    | 351          | 375           | 347           |
| Currency translation (loss) gain              |      | (520)        | (918)         | 35            |
| Other non-operating expense                   |      | (13)         | (244)         | (240)         |
| <b>Income before income tax</b>               |      | <b>9,063</b> | <b>12,694</b> | <b>13,015</b> |

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|   |    |                |                |                |
|---|----|----------------|----------------|----------------|
| Current income taxes  |    | (1,922)        | (4,167)        | (3,410)        |
| Deferred income taxes   |    | (72)           | 700            | (39)           |
| <b>Total income tax expense</b>   | 12 | <b>(1,994)</b> | <b>(3,467)</b> | <b>(3,449)</b> |
| <b>Net income</b>   |    | <b>7,069</b>   | <b>9,227</b>   | <b>9,566</b>   |
| Less: net income attributable to non-controlling interests                                    |    | (58)           | (83)           | (55)           |
| <b>Net income attributable to OAO LUKOIL</b>  |    | <b>7,011</b>   | <b>9,144</b>   | <b>9,511</b>   |
| Basic and diluted earnings per share of common stock (US dollars) attributable to OAO LUKOIL: | 14 | 8.28           | 10.88          | 11.48          |

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

37

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**Table of Contents****OAOLUKOIL****Consolidated Statements of Stockholders Equity and Comprehensive Income****For the years ended December 31, 2009, 2008 and 2007****(Millions of US dollars, unless otherwise noted)**

|   | 2009                   | 2008                         | 2007                   |                              |                        |                              |
|---|------------------------|------------------------------|------------------------|------------------------------|------------------------|------------------------------|
|   | Stockholders<br>equity | Compre-<br>hensive<br>income | Stockholders<br>equity | Compre-<br>hensive<br>income | Stockholders<br>equity | Compre-<br>hensive<br>income |
| Common stock  |                        |                              |                        |                              |                        |                              |
| Balance as of January 1   | 15                     |                              | 15                     |                              | 15                     |                              |
| <b>Balance as of December 31</b>                                  | <b>15</b>              |                              | <b>15</b>              |                              | <b>15</b>              |                              |
| Treasury stock  |                        |                              |                        |                              |                        |                              |
| Balance as of January 1   | (282)                  |                              | (1,591)                |                              | (1,098)                |                              |
| Stock purchased   | -                      |                              | (219)                  |                              | (712)                  |                              |
| Stock disposed  | -                      |                              | 1,528                  |                              | 219                    |                              |
| <b>Balance as of December 31</b>                                  | <b>(282)</b>           |                              | <b>(282)</b>           |                              | <b>(1,591)</b>         |                              |
| Additional paid-in capital  |                        |                              |                        |                              |                        |                              |
| Balance as of January 1   | 4,694                  |                              | 4,499                  |                              | 3,943                  |                              |
| Premium on non-outstanding shares issued                          | -                      |                              | 20                     |                              | -                      |                              |
| Effect of stock compensation plan                                 | 20                     |                              | 103                    |                              | 103                    |                              |
| Changes in non-controlling interests                              | (15)                   |                              | -                      |                              | -                      |                              |
| Proceeds from sale of treasury stock in excess of carrying amount | -                      |                              | 72                     |                              | 453                    |                              |
| <b>Balance as of December 31</b>                                  | <b>4,699</b>           |                              | <b>4,694</b>           |                              | <b>4,499</b>           |                              |

## Retained earnings

|                                  |               |       |               |       |               |       |
|----------------------------------|---------------|-------|---------------|-------|---------------|-------|
| Balance as of January 1          | 45,983        |       | 38,349        |       | 30,061        |       |
| Net income                       | 7,011         | 7,011 | 9,144         | 9,144 | 9,511         | 9,511 |
| Dividends on common stock        | (1,360)       |       | (1,510)       |       | (1,223)       |       |
| <b>Balance as of December 31</b> | <b>51,634</b> |       | <b>45,983</b> |       | <b>38,349</b> |       |

## Accumulated other comprehensive loss, net of tax

|  |             |     |             |     |             |      |
|--|-------------|-----|-------------|-----|-------------|------|
| Balance as of January 1                            | (70)        |     | (59)        |     | (21)        |      |
| Pension benefits:                                  |             |     |             |     |             |      |
| Prior service cost                                 | (4)         | (4) | (5)         | (5) | (16)        | (16) |
| Actuarial gain (loss)                              | 1           | 1   | (6)         | (6) | (22)        | (22) |
| Unrecognized loss on available-for-sale securities | (2)         | (2) | -           | -   | -           | -    |
| <b>Balance as of December 31</b>                   | <b>(75)</b> |     | <b>(70)</b> |     | <b>(59)</b> |      |

|   |  |       |  |       |  |       |
|---|--|-------|--|-------|--|-------|
| Total comprehensive income for the year |  | 7,006 |  | 9,133 |  | 9,473 |
|---|--|-------|--|-------|--|-------|

|   |               |  |               |  |               |  |
|---|---------------|--|---------------|--|---------------|--|
| <b>Total OAO LUKOIL stockholders equity as of December 31</b> | <b>55,991</b> |  | <b>50,340</b> |  | <b>41,213</b> |  |
|---|---------------|--|---------------|--|---------------|--|

## Non-controlling interests

|  |            |  |            |  |            |  |
|--|------------|--|------------|--|------------|--|
| Balance as of January 1                              | 670        |  | 577        |  | 523        |  |
| Net income attributable to non-controlling interests | 58         |  | 83         |  | 55         |  |
| Changes in non-controlling interests                 | (340)      |  | 10         |  | (1)        |  |
| <b>Balance as of December 31</b>                     | <b>388</b> |  | <b>670</b> |  | <b>577</b> |  |

|                                       |               |               |               |
|---------------------------------------|---------------|---------------|---------------|
| <b>Total equity as of December 31</b> | <b>56,379</b> | <b>51,010</b> | <b>41,790</b> |
|---------------------------------------|---------------|---------------|---------------|

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

38

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Table of Contents**OAO LUKOIL****Consolidated Statements of Stockholders' Equity and Comprehensive Income****For the years ended December 31, 2009, 2008 and 2007****(Millions of US dollars, unless otherwise noted)**

|                                  | Share activity              |                          |                          |
|----------------------------------|-----------------------------|--------------------------|--------------------------|
|                                  | 2009                        | 2008                     | 2007                     |
|                                  | (thousands<br>of<br>shares) | (thousands of<br>shares) | (thousands of<br>shares) |
| Common stock, issued             |                             |                          |                          |
| Balance as of January 1          | 850,563                     | 850,563                  | 850,563                  |
| <b>Balance as of December 31</b> | <b>850,563</b>              | <b>850,563</b>           | <b>850,563</b>           |
| Treasury stock                   |                             |                          |                          |
| Balance as of January 1          | (3,836)                     | (23,321)                 | (23,632)                 |
| Purchase of treasury stock       | -                           | (2,899)                  | (8,756)                  |
| Disposal of treasury stock       | -                           | 22,384                   | 9,067                    |
| <b>Balance as of December 31</b> | <b>(3,836)</b>              | <b>(3,836)</b>           | <b>(23,321)</b>          |

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

**Table of Contents****OA O LUKOIL****Consolidated Statements of Cash Flows****For the years ended December 31, 2009, 2008 and 2007****(Millions of US dollars)**

|   | <b>Note</b> | <b>2009</b>  | <b>2008</b>   | <b>2007</b>   |
|---|-------------|--------------|---------------|---------------|
| <b>Cash flows from operating activities</b>                     |             |              |               |               |
| <b>Net income</b>   |             | <b>7,011</b> | <b>9,144</b>  | <b>9,511</b>  |
| Adjustments for non-cash items:                                 |             |              |               |               |
| Depreciation, depletion and amortization                        |             | 3,937        | 2,958         | 2,172         |
| Equity share in income of affiliates, net of dividends received |             | (213)        | (238)         | 209           |
| Dry hole write-offs   |             | 117          | 317           | 143           |
| Loss on disposals and impairments of assets                     |             | 381          | 425           | 123           |
| Deferred income taxes   |             | 72           | (700)         | 39            |
| Non-cash currency translation (gain) loss                       |             | (57)         | (668)         | 251           |
| Non-cash investing activities                                   |             | (20)         | (29)          | (36)          |
| All other items net   |             | 138          | 404           | 297           |
| Changes in operating assets and liabilities:                    |             |              |               |               |
| Accounts and notes receivable                                   |             | (1,171)      | 2,647         | (2,297)       |
| Inventories   |             | (1,719)      | 963           | (1,148)       |
| Accounts payable  |             | 96           | (989)         | 1,599         |
| Taxes payable   |             | 292          | (521)         | 386           |
| Other current assets and liabilities                            |             | 19           | 599           | (368)         |
| <b>Net cash provided by operating activities</b>                |             | <b>8,883</b> | <b>14,312</b> | <b>10,881</b> |
| <b>Cash flows from investing activities</b>                     |             |              |               |               |



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|   |                |                 |                |
|---|----------------|-----------------|----------------|
| Acquisition of licenses   | (40)           | (12)            | (255)          |
| Capital expenditures  | (6,483)        | (10,525)        | (9,071)        |
| Proceeds from sale of property, plant and equipment   | 91             | 166             | 72             |
| Purchases of investments  | (216)          | (398)           | (206)          |
| Proceeds from sale of investments   | 478            | 636             | 175            |
| Sale of interests in subsidiaries and affiliated companies  | 92             | 3               | 1,136          |
| Acquisitions of subsidiaries and non-controlling interests (including advances related to acquisitions), net of cash acquired | (2,845)        | (3,429)         | (1,566)        |
| <b>Net cash used in investing activities</b>  | <b>(8,923)</b> | <b>(13,559)</b> | <b>(9,715)</b> |
| <b>Cash flows from financing activities</b>   |                |                 |                |
| Net movements of short-term borrowings  | (1,281)        | 974             | (59)           |
| Cash received under sales-leaseback transaction   | -              | 235             | -              |
| Proceeds from issuance of long-term debt  | 5,467          | 2,884           | 2,307          |
| Principal repayments of long-term debt  | (2,697)        | (1,547)         | (1,632)        |
| Dividends paid on company common stock  | (1,337)        | (1,437)         | (1,230)        |
| Dividends paid to non-controlling interest stockholders   | (85)           | (168)           | (78)           |
| Financing received from related and third party non-controlling interest stockholders   | 20             | 39              | 177            |
| Purchase of Company's stock   | -              | (219)           | (712)          |
| Proceeds from sale of Company's stock   | -              | -               | 129            |
| Other - net   | -              | 2               | -              |
| <b>Net cash provided by (used in) financing activities</b>  | <b>87</b>      | <b>763</b>      | <b>(1,098)</b> |
| Effect of exchange rate changes on cash and cash equivalents  | (12)           | (118)           | 21             |
| <b>Net increase in cash and cash equivalents</b>  | <b>35</b>      | <b>1,398</b>    | <b>89</b>      |

|   |          |              |              |            |
|---|----------|--------------|--------------|------------|
| Cash and cash equivalents at beginning of year  |          | 2,239        | 841          | 752        |
| <b>Cash and cash equivalents at end of year</b>   | <b>3</b> | <b>2,274</b> | <b>2,239</b> | <b>841</b> |
| Supplemental disclosures of cash flow information                                       |          |              |              |            |
| Interest paid   |          | 520          | 440          | 338        |
| Income taxes paid   |          | 1,575        | 4,902        | 2,872      |
| The accompanying notes are an integral part of these consolidated financial statements. |          |              |              | 40         |

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**Table of Contents**

**OA O LUKOIL**

**Notes to Consolidated Financial Statements**

**(Millions of US dollars, except as indicated)**

**Note 1. Organization and environment**

The primary activities of OA O LUKOIL (the Company) and its subsidiaries (together, the Group) are oil exploration, production, refining, marketing and distribution. The Company is the ultimate parent entity of this vertically integrated group of companies.

The Group was established in accordance with Presidential Decree 1403, issued on November 17, 1992. Under this decree, on April 5, 1993, the Government of the Russian Federation transferred to the Company 51% of the voting shares of fifteen enterprises. Under Government Resolution 861 issued on September 1, 1995, a further nine enterprises were transferred to the Group during 1995. Since 1995, the Group has carried out a share exchange program to increase its shareholding in each of the twenty-four founding subsidiaries to 100%.

From formation, the Group has expanded substantially through consolidation of its interests, acquisition of new companies and establishment of new businesses.

***Business and economic environment***

The Russian Federation has been experiencing political and economic change, that has affected and will continue to affect the activities of enterprises operating in this environment. Consequently, operations in the Russian Federation involve risks, which do not typically exist in other markets. In addition, the recent contraction in the capital and credit markets has further increased the level of economic uncertainty in the environment.

The accompanying financial statements reflect management's assessment of the impact of the business environment in the countries in which the Group operates on the operations and the financial position of the Group. The future business environments may differ from management's assessment.

***Basis of preparation***

These consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America (US GAAP).

**Note 2. Summary of significant accounting policies**

***Principles of consolidation***

These consolidated financial statements include the financial position and results of the Company, controlled subsidiaries of which the Company directly or indirectly owns more than 50% of the voting interest, unless minority stockholders have substantive participating rights, and variable interest entities where the Group is determined to be the primary beneficiary. Other significant investments in companies of which the Company directly or indirectly owns between 20% and 50% of the voting interest and over which it exercises significant influence but not control, are accounted for using the equity method of accounting. Investments in companies of which the Company directly or indirectly owns more than 50% of the voting interest but where minority stockholders have substantive participating rights are accounted for using the equity method of accounting. Undivided interests in oil and gas joint ventures are accounted for using the proportionate consolidation method. Investments in other companies are recorded at cost. Equity investments and investments in other companies are included in Investments in the consolidated balance sheet.

**Table of Contents**

**OAO LUKOIL**

**Notes to Consolidated Financial Statements**

**(Millions of US dollars, except as indicated)**

**Note 2. Summary of significant accounting policies (continued)**

***Use of 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 and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant items subject to such estimates and assumptions include the carrying value of oil and gas properties and other property, plant and equipment, goodwill impairment assessment, asset retirement obligations, deferred income taxes, valuation of financial instruments, and obligations related to employee benefits. Eventual actual amounts could differ from those estimates.

***Revenue***

Revenues from the production and sale of crude oil and petroleum products are recognized when title passes to customers at which point the risks and rewards of ownership are assumed by the customer and the price is fixed or determinable. Revenues include excise on petroleum products sales and duties on export sales of crude oil and petroleum products.

Revenues from non-cash sales are recognized at the fair market value of the crude oil and petroleum products sold.

***Foreign currency translation***

The Company maintains its accounting records in Russian rubles. The Company's functional currency is the US dollar and the Group's reporting currency is the US dollar.

For operations in the Russian Federation and for the majority of operations outside the Russian Federation, the US dollar is the functional currency. Where the US dollar is the functional currency, monetary assets and liabilities have been translated into US dollars at the rate prevailing at each balance sheet date. Non-monetary assets and liabilities have been translated into US dollars at historical rates. Revenues, expenses and cash flows have been translated into US dollars at rates, which approximate actual rates at the date of the transaction. Translation differences resulting from the use of these rates are included in the consolidated statement of income.

For certain other operations outside the Russian Federation, where the US dollar is not the functional currency and the economy is not hyperinflationary, assets and liabilities are translated into US dollars at year-end exchange rates and revenues and expenses are translated at average exchange rates for the year. Resulting translation adjustments are reflected as a separate component of comprehensive income.

In all cases, foreign currency transaction gains and losses are included in the consolidated statement of income.

As of December 31, 2009, 2008 and 2007, exchange rates of 30.24, 29.38 and 24.55 Russian rubles to the US dollar, respectively, have been used for translation purposes.

The Russian ruble and other currencies of republics of the former Soviet Union are not readily convertible outside of their countries. Accordingly, the translation of amounts recorded in these currencies into US dollars should not be construed as a representation that such currency amounts have been, could be or will in the future be converted into US dollars at the exchange rate shown or at any other exchange rate.

***Cash and cash equivalents***

Cash and cash equivalents include all highly liquid investments with an original maturity of three months or less.

**Table of Contents**

**OA O LUKOIL**

**Notes to Consolidated Financial Statements**

(Millions of US dollars, except as indicated)

**Note 2. Summary of significant accounting policies (continued)**

***Cash with restrictions on immediate use***

Cash funds for which restrictions on immediate use exist are accounted for within other non-current assets.

***Accounts and notes receivable***

Accounts and notes receivable are recorded at their transaction amounts less provisions for doubtful debts. Provisions for doubtful debts are recorded to the extent that there is a likelihood that any of the amounts due will not be collected. Non-current receivables are discounted to the present value of expected cash flows in future periods using the original discount rate.

***Inventories***

Starting from January 1, 2009, the Group elected to change the inventory accounting method for finished goods and purchased products from the weighted average to the FIFO cost method. Management believes the FIFO cost method for these inventory categories is preferable because it reflects the results of the most recent business activity and allows a more rapid reflection of results of operations, and represents a better matching of cost of sales with related sales. The Group determined that it is impracticable to calculate the cumulative effect of applying this change retrospectively because of the lack of information available.

The cost of all other inventory categories is determined using an average cost method.

***Investments***

Debt and equity securities are classified into one of three categories: trading, available-for-sale, or held-to-maturity.

Trading securities are bought and held principally for the purpose of selling in the near term. Held-to-maturity securities are those securities in which a Group company has the ability and intent to hold until maturity. All securities not included in trading or held-to-maturity are classified as available-for-sale.

Trading and available-for-sale securities are recorded at fair value. Held-to-maturity securities are recorded at cost, adjusted for the amortization or accretion of premiums or discounts. Unrealized holding gains and losses on trading securities are included in the consolidated statement of income. Unrealized holding gains and losses, net of the related tax effect, on available-for-sale securities are reported as a separate component of comprehensive income until realized. Realized gains and losses from the sale of available-for-sale securities are determined on a specific identification basis. Dividends and interest income are recognized in the consolidated statement of income when earned.

A permanent decline in the market value of any available-for-sale or held-to-maturity security below cost is accounted for as a reduction in the carrying amount to fair value. The impairment is charged to the consolidated statement of income and a new cost base for the security is established. Premiums and discounts are amortized or accreted over the life of the related held-to-maturity or available-for-sale security as an adjustment to yield using the effective interest rate method and such amortization and accretion is recorded in the consolidated statement of income.

***Property, plant and equipment***

Oil and gas properties are accounted for using the successful efforts method of accounting whereby property acquisitions, successful exploratory wells, all development costs, and support equipment and facilities are capitalized. Unsuccessful exploratory wells are expensed when a well is determined to be non-productive. Other exploratory expenditures, including geological and geophysical costs are expensed as incurred.

**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 2. Summary of significant accounting policies (continued)**

The Group continues to capitalize costs of exploratory wells and exploratory-type stratigraphic wells for more than one year after the completion of drilling if the well has found a sufficient quantity of reserves to justify its completion as a producing well and the company is making sufficient progress assessing the reserves and the economic and operating viability of the project. If these conditions are not met or if information that raises substantial doubt about the economic or operational viability of the project is obtained, the well would be assumed impaired, and its costs, net of any salvage value, would be charged to expense.

Depreciation, depletion and amortization of capitalized costs of oil and gas properties is calculated using the unit-of-production method based upon proved reserves for the cost of property acquisitions and proved developed reserves for exploration and development costs.

Production and related overhead costs are expensed as incurred.

Depreciation of assets not directly associated with oil production is calculated on a straight-line basis over the economic lives of such assets, estimated to be in the following ranges:

|                             |   |    |       |
|-----------------------------|---|----|-------|
| Buildings and constructions | 5 | 40 | Years |
| Machinery and equipment     | 5 | 20 | Years |

In addition to production assets, certain Group companies also maintain and construct social assets for the use of local communities. Such assets are capitalized only to the extent that they are expected to result in future economic benefits to the Group. If capitalized, they are depreciated over their estimated economic lives.

Significant unproved properties are assessed for impairment individually on a regular basis and any estimated impairment is charged to expense.

***Asset retirement obligations***

The Group records the fair value of liabilities related to its legal obligations to abandon, dismantle or otherwise retire tangible long-lived assets in the period in which the liability is incurred. A corresponding increase in the carrying amount of the related long-lived asset is also recorded. Subsequently, the liability is accreted for the passage of time and the related asset is depreciated using the unit-of-production method.

***Goodwill and other intangible assets***

Goodwill represents the excess of the cost of an acquired entity over the net of the amounts assigned to assets acquired and liabilities assumed. It is assigned to reporting units as of the acquisition date. Goodwill is not amortized, but is tested for impairment at least on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. The impairment test requires estimating the fair value of a reporting unit and comparing it with its carrying amount, including goodwill assigned to the reporting unit. If the estimated fair value of the reporting unit is less than its net carrying amount, including goodwill, then the goodwill is written down to its implied fair value.

Intangible assets with indefinite useful lives are tested for impairment at least annually. Intangible assets that have limited useful lives are amortized on a straight-line basis over the shorter of their useful or legal lives.

**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 2. Summary of significant accounting policies (continued)*****Impairment of long-lived assets***

Long-lived assets, such as oil and gas properties (other than unproved properties), other property, plant, and equipment, and purchased intangibles subject to amortization, are assessed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset group may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset group to the estimated undiscounted future cash flows expected to be generated by that group. If the carrying amount of an asset group exceeds its estimated undiscounted future cash flows, an impairment charge is recognized by writing down the carrying amount to the estimated fair value of the asset group, generally determined as discounted future net cash flows. Assets to be disposed of are separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated. The assets and liabilities of a disposed group classified as held for sale are presented separately in the appropriate asset and liability sections of the balance sheet.

***Income taxes***

Deferred income tax assets and liabilities are recognized in respect of future tax consequences attributable to temporary differences between the carrying amounts of existing assets and liabilities for the purposes of the consolidated financial statements and their respective tax bases and in respect of operating loss and tax credit carryforwards. 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 settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in the consolidated statement of income in the reporting period which includes the enactment date.

The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income in the reporting periods in which the originating expenditure becomes deductible. In assessing the realizability of deferred income tax assets, management considers whether it is more likely than not that the deferred income tax assets will be realized. In making this assessment, management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies.

An income tax position is recognized only if the uncertain position is more likely than not of being sustained upon examination, based on its technical merits. A recognized income tax position is measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties relating to income tax in income tax expense in the consolidated statements of income.

***Interest-bearing borrowings***

Interest-bearing borrowings are initially recorded at the value of net proceeds received. Any difference between the net proceeds and the redemption value is amortized at a constant rate over the term of the borrowing. Amortization is included in the consolidated statement of income each year and the carrying amounts are adjusted as amortization accumulates.

If borrowings are repurchased or settled before maturity, any difference between the amount paid and the carrying amount is recognized in the consolidated statement of income in the period in which the repurchase or settlement occurs.

**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 2. Summary of significant accounting policies (continued)*****Pension benefits***

The expected costs in respect of pension obligations of Group companies are determined by an independent actuary. Obligations in respect of each employee are accrued over the reporting periods during which the employee renders service in the Group.

The Group recognizes the funded status of postretirement defined benefit plan in the balance sheet with corresponding adjustments to accumulated other comprehensive income. The adjustment to accumulated other comprehensive income represents the net unrecognized actuarial gains and unrecognized prior service costs. These amounts are subsequently recognized as net periodic benefit cost. Further, actuarial gains and losses that arise in subsequent periods and are not recognized as net periodic benefit cost in the same periods are recognized as a component of other comprehensive income. These amounts are subsequently recognized as a component of net periodic benefit cost on the same basis as the amounts recognized in accumulated other comprehensive income.

***Treasury stock***

Purchases by Group companies of the Company's outstanding stock are recorded at cost and classified as treasury stock within Stockholders' equity. Shares shown as Authorized and Issued include treasury stock. Shares shown as Outstanding do not include treasury stock.

***Earnings per share***

Basic earnings per share is computed by dividing net income available to common stockholders of the Company by the weighted-average number of shares of common stock outstanding during the reporting period. A calculation is carried out to establish if there is potential dilution in earnings per share if convertible securities were to be converted into shares of common stock or contracts to issue shares of common stock were to be exercised. If there is such dilution, diluted earnings per share is presented.

***Contingencies***

Certain conditions may exist as of the balance sheet date, which may result in losses to the Group but the impact of which will only be resolved when one or more future events occur or fail to occur.

If a Group company's assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability is accrued and charged to the consolidated statement of income. If the assessment indicates that a potentially material loss is not probable, but is reasonably possible, or is probable, but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss, is disclosed in the notes to the consolidated financial statements. Loss contingencies considered remote or related to unasserted claims are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee is disclosed.

***Environmental expenditures***

Estimated losses from environmental remediation obligations are generally recognized no later than completion of remedial feasibility studies. Group companies accrue for losses associated with environmental remediation obligations when such losses are probable and reasonably estimable. Such accruals are adjusted as further information becomes available or circumstances change. Costs of expected future expenditures for environmental remediation obligations are not discounted to their present value.



**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 2. Summary of significant accounting policies (continued)*****Use of derivative instruments***

The Group's derivative activity is limited to certain petroleum products marketing and trading outside of its physical crude oil and petroleum products businesses and hedging of commodity price risks. Currently this activity involves the use of futures and swaps contracts together with purchase and sale contracts that qualify as derivative instruments. The Group accounts for these activities under the mark-to-market methodology in which the derivatives are revalued each accounting period. Resulting realized and unrealized gains or losses are presented in the consolidated statement of income on a net basis. Unrealized gains and losses are carried as assets or liabilities on the consolidated balance sheet.

***Share-based payments***

The Group accounts for liability classified share-based payment awards to employees at fair value on the date of grant and as of each reporting date. Expenses are recognized over the vesting period. Equity classified share-based payment awards to employees are valued at fair value on the date of grant and expensed over the vesting period.

***Comparative amounts***

Certain prior period amounts have been reclassified to conform with the current period's presentation.

***Recent accounting pronouncements***

In February 2010, the FASB issued Accounting Standards Update (ASU) No. 2010-09, *Subsequent events* which amends Accounting Standards Codification (ASC) No. 855 (former SFAS No. 165, *Subsequent events*), issued in May 2009. The Group adopted ASC No. 855 starting from the second quarter of 2009. These standards address accounting and disclosure requirements related to subsequent events and require management of an entity which is an SEC filer or is a conduit bond obligator for conduit securities that are traded in a public market to evaluate subsequent event through the date that the financial statements are issued. Entities that do not meet these criteria should evaluate subsequent events through the date the financial statements are available to be issued and are required to disclose the date through which subsequent events have been evaluated. The Group determined that it should evaluate subsequent events through the date the financial statements are available to be issued and applied the requirements of ASU No. 2010-09 starting from the financial statements for 2009.

In January 2010, the FASB issued ASU No. 2010-01, *Accounting for Distributions to Shareholders with Components of Stock and Cash* which addresses how an entity should account for the stock portion of a dividend in certain arrangements when a shareholder makes an election to receive cash or stock, subject to limitations on the amount of the dividend to be issued in cash. The stock portion of the dividend should be accounted for as a stock issuance upon distribution, resulting in basic earnings per share being adjusted prospectively. Prior to distribution, the entity's obligation to issue shares would be reflected in diluted earnings-per-share based on the guidance in ASC No. 260, which addresses contracts that may be settled in shares. This ASU is effective for interim and annual periods ending after December 15, 2009. The Group adopted ASU No. 2010-01 for the 2009 annual financial statements. This adoption did not have a material impact on the Group's results of operations, financial position or cash flows.

**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 2. Summary of significant accounting policies (continued)**

In January 2010, the FASB issued ASU No. 2010-02, *Accounting and Reporting for Decreases in Ownership of a Subsidiary - A Scope Clarification* to clarify the scope of ASC Subtopic No. 810-10, *Consolidation Overall*. This ASU specifies that the guidance in ASC Subtopic No. 810-10 on accounting for decreases in ownership of a subsidiary applies to: (1) a subsidiary or group of assets that constitutes a business or nonprofit activity; (2) a subsidiary that is a business or a nonprofit activity that is transferred to an equity method investee or a joint venture; and (3) an exchange of a group of assets that constitute a business or nonprofit activity for a noncontrolling interest in an entity. If a company's ownership interest in a subsidiary that is not a business or nonprofit activity decreases, then other accounting guidance generally would be applied based on the nature of the transaction. The new pronouncement also clarifies that the recent guidance on accounting for decreases in ownership of a subsidiary does not apply if the transaction is a sale of in-substance real estate or a conveyance of oil and gas properties. This ASU is effective for interim and annual periods ending after December 15, 2009 and the guidance should be applied on a retrospective basis to the first period in which the company adopted ASC No. 810. The Group adopted ASU No. 2010-02 for the 2009 annual financial statements. This adoption did not have a material impact on the Group's results of operations, financial position or cash flows.

In January 2010, the FASB issued ASU No. 2010-03, *Extractive activities - Oil and Gas (Topic 932): Oil and Gas Reserve Estimation and Disclosures*. The main provisions of ASU No. 2010-03 are the following: (1) expanding the definition of oil- and gas-producing activities to include the extraction of saleable hydrocarbons, in solid, liquid, or gaseous state, from oil sands, shale, coalbeds, or other nonrenewable resources that are intended to be upgraded into synthetic oil or gas, and activities undertaken with a view to such extraction; (2) entities should use first-day-of-the-month price during the 12-month period (the 12-months average price) in calculating proved oil and gas reserves and estimating related standardized measure of discounted net cash flows; (3) requiring entities to disclose separately information about reserves quantities and financial statement amounts for geographic areas that represent 15 percent or more of proved reserves; (4) separate disclosure for consolidated entities and equity method investments. ASU No. 2010-03 is effective for annual reporting periods ending on or after December 31, 2009. The Group adopted ASU No. 2010-03 for the 2009 annual financial statements. This adoption did not have a material impact on the Group's reported reserves evaluation, results of operations, financial position or cash flows.

In June 2009, the FASB issued amendments to ASC No. 810 (former FASB Interpretation No. 46(R), *Consolidation of Variable Interest Entities*) to address the effects of the elimination of the qualifying special purpose entity concept. More specifically, it requires a qualitative rather than a quantitative approach to determine the primary beneficiary of a variable interest entity, it amends certain guidance pertaining to the determination of the primary beneficiary when related parties are involved, and it amends certain guidance for determining whether an entity is a variable interest entity. Additionally, these amendments require continuous assessment of whether an enterprise is the primary beneficiary of a variable interest entity. Amendments are effective on January 1, 2010, and the Group does not expect any material impact on its results of operations, financial position or cash flows upon adoption.

In June 2009, the FASB issued ASC No. 105 (former SFAS No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles*). The FASB Accounting Standards Codification (Codification) is the exclusive authoritative reference for US GAAP recognized by the FASB and applied by nongovernmental entities, except for SEC rules and interpretive releases, which are also authoritative US GAAP for SEC registrants. The change established by ASC No. 105 divides nongovernmental US GAAP into authoritative Codification and guidance that is not authoritative. The contents of the Codification carry the same level of authority, eliminating the four-level US GAAP hierarchy previously set forth in SFAS No. 162. The Codification supersedes all non-SEC accounting and reporting standards. All other non-grandfathered, non-SEC accounting literature not included in the Codification became nonauthoritative. This Statement is effective for financial statements issued for

interim and annual periods ending after September 15, 2009. The Group adopted ASC No. 105 starting from the third quarter of 2009. This adoption did not have any impact on the Group's results of operations, financial position or cash flows.

**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 2. Summary of significant accounting policies (continued)**

In December 2008, the FASB amended ASC Nos. 310, 320, 323, 405, 460, 470, 712, 715, 810, 815, 860, 954 and 958 (former FSP FAS 140-4 and FIN 46(R)-8, *Disclosures about Transfers of Financial Assets and Interest in Variable Interest Entities* ). It requires additional disclosures about transfers of financial assets and requires public entities, including sponsors that have a variable interest in a variable interest entity, to provide additional disclosures about their involvement with variable interest entities. The Group adopted new provisions starting from the fourth quarter of 2008. This adoption did not have a material impact on the Group's results of operations, financial position or cash flows.

In March 2008, the FASB issued ASC No. 815 (former SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities* ). This ASC improves financial reporting about derivative instruments and hedging activities by enhanced disclosures of their effects on an entity's financial position, financial performance and cash flows. The Group adopted the provisions of ASC No. 815 starting from the first quarter of 2009. This adoption did not have any impact on the Group's results of operations, financial position or cash flows.

In December 2007, the FASB issued ASC No. 805 (former SFAS No. 141 (Revised), *Business combinations* ). This ASC applies to all transactions in which an entity obtains control of one or more businesses. In April 2009, this ASC was amended and requires an entity to recognize the total fair value of assets acquired and liabilities assumed in a business combination; to recognize and measure the goodwill acquired in the business combination or gain from a bargain purchase and modifies the disclosure requirements. The Group adopted the provisions of ASC No. 805 for business combinations for which the acquisition date is after December 31, 2008. This adoption did not have any impact on the Group's results of operations, financial position or cash flows.

In December 2007, the FASB issued ASC No. 810 (former SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51* ). This ASC applies to all entities that prepare consolidated financial statements (except not-for-profit organizations) and affects those which have an outstanding noncontrolling interest (or minority interest) in their subsidiaries or which have to deconsolidate a subsidiary. This ASC changes the classification of a non-controlling interest; establishing a single method of accounting for changes in the parent company's ownership interest that does not result in deconsolidation and requires a parent company to recognize a gain or loss when a subsidiary is deconsolidated. The Group prospectively adopted the provisions of ASC No. 810 in the first quarter of 2009, except for the presentation and disclosure requirements which were applied retrospectively. This adoption did not have any impact on the Group's results of operations, financial position or cash flows.

In February 2007, the FASB issued ASC Nos. 470, 825 and 954 (former SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* ). These ASC expands the possibility of using fair value measurements and permits enterprises to choose to measure certain financial assets and financial liabilities at fair value. Enterprises shall report unrealized gains and losses on items for which the fair value option has been elected in earnings in each subsequent period. The Group adopted the provisions of ASC Nos. 470, 825 and 954 in the first quarter of 2008 and elected not to use the fair value option for its financial assets and financial liabilities not already carried at fair value in accordance with other standards. This adoption did not have any impact on the Group's results of operations, financial position or cash flows.

In September 2006, the FASB issued ASC No. 820 (former SFAS No. 157, *Fair Value Measurements* ), which establishes a single authoritative definition of fair value, sets out a framework for measuring fair value and requires additional disclosures about fair value measurements. Effective January 1, 2009, the Group fully adopted ASC No. 820. Because there usually is a lack of quoted market prices for long-lived assets, the Group determines fair value using the present value of estimated future net cash flows from using these assets or by using historical data of market transactions with similar assets where possible. Fair value used in the initial recognition of asset retirement obligations is determined using the present value of expected future dismantlement costs, which are estimated based on the costs

for dismantlement services for similar assets providing by third parties. This adoption did not have a material impact on the Group's results of operations, financial position or cash flows.

**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 3. Cash and cash equivalents**

|  | <b>As of<br/>December<br/>31, 2009</b> | <b>As of<br/>December<br/>31, 2008</b> |
|--|--|--|
| Cash held in Russian rubles                          | 557                                    | 444                                    |
| Cash held in other currencies                        | 1,384                                  | 1,425                                  |
| Cash of a banking subsidiary in other currencies     | 131                                    | 132                                    |
| Cash held in related party banks in Russian rubles   | 174                                    | 182                                    |
| Cash held in related party banks in other currencies | 28                                     | 56                                     |
| <b>Total cash and cash equivalents</b>               | <b>2,274</b>                           | <b>2,239</b>                           |

**Note 4. Non-cash transactions**

The consolidated statement of cash flows excludes the effect of non-cash transactions, which are described in the following table:

|   | <b>Year ended<br/>December 31,<br/>2009</b> | <b>Year ended<br/>December 31,<br/>2008</b> | <b>Year ended<br/>December 31,<br/>2007</b> |
|---|---|---|---|
| Non-cash investing activity                           | 20  | 29  | 36  |
| Non-cash acquisitions                                 | 100   | 1,969                                       | -   |
| Settlement of stock-based compensation plan liability | -   | -   | 537   |
| <b>Total non-cash transactions</b>                    | <b>120</b>                                  | <b>1,998</b>                                | <b>573</b>                                  |

The following table shows the effect of non-cash transactions on investing activity:

|  | <b>Year ended<br/>December 31,<br/>2009</b> | <b>Year ended<br/>December 31,<br/>2008</b> | <b>Year ended<br/>December 31,<br/>2007</b> |
|--|---|---|---|
|--|---|---|---|

|                                     |              |               |              |
|-------------------------------------|--------------|---------------|--------------|
| Net cash used in investing activity | 8,923        | 13,559        | 9,715        |
| Non-cash acquisitions               | 100          | 1,969         | -            |
| Non-cash investing activity         | 20           | 29            | 36           |
| <b>Total investing activity</b>     | <b>9,043</b> | <b>15,557</b> | <b>9,751</b> |

**Note 5. Accounts and notes receivable, net**

|   | <b>As of<br/>December<br/>31, 2009</b> | <b>As of<br/>December<br/>31, 2008</b> |
|---|--|--|
| Trade accounts and notes receivable (net of provisions of \$191 million and \$133 million as of December 31, 2009 and 2008, respectively) | 4,389                                  | 3,466                                  |
| Current VAT and excise recoverable  | 1,205                                  | 855                                    |
| Other current accounts receivable (net of provisions of \$41 million and \$38 million as of December 31, 2009 and 2008, respectively)     | 341                                    | 748                                    |
| <b>Total accounts and notes receivable</b>  | <b>5,935</b>                           | <b>5,069</b>                           |

**Note 6. Inventories**

|                                       | <b>As of<br/>December<br/>31, 2009</b> | <b>As of<br/>December<br/>31, 2008</b> |
|---------------------------------------|--|--|
| Crude oil and petroleum products      | 4,391                                  | 2,693                                  |
| Materials for extraction and drilling | 387                                    | 439                                    |
| Materials and supplies for refining   | 37                                     | 35                                     |
| Other goods, materials and supplies   | 617                                    | 568                                    |
| <b>Total inventories</b>              | <b>5,432</b>                           | <b>3,735</b>                           |

50

**Table of Contents****OA O LUKOIL****Notes to Consolidated Financial Statements**

(Millions of US dollars, except as indicated)

**Note 7. Investments**

|  | <b>As of<br/>December<br/>31, 2009</b> | <b>As of<br/>December<br/>31, 2008</b> |
|--|--|--|
| Investments in equity method affiliates and joint ventures | 4,754                                  | 2,988                                  |
| Long-term loans given by non-banking subsidiaries          | 1,176                                  | 251                                    |
| Other long-term investments                                | 14                                     | 30                                     |
| <b>Total long-term investments</b>                         | <b>5,944</b>                           | <b>3,269</b>                           |

**Investments in equity method affiliates and corporate joint ventures**

The summarized financial information below is in respect of equity method affiliates and corporate joint ventures. The companies are primarily engaged in crude oil exploration, production, marketing and distribution operations in the Russian Federation, crude oil production and marketing in Kazakhstan, and refining operations in Europe.

|                            | <b>Year ended<br/>December 31, 2009</b> |                  | <b>Year ended<br/>December 31, 2008</b> |                  | <b>Year ended<br/>December 31, 2007</b> |                  |
|----------------------------|---|------------------|---|------------------|---|------------------|
|                            | Total                                   | Group s<br>share | Total                                   | Group s<br>share | Total                                   | Group s<br>share |
| Revenues                   | 5,139                                   | 2,275            | 4,590                                   | 2,144            | 2,930                                   | 1,382            |
| Income before income taxes | 1,305                                   | 478              | 1,602                                   | 807              | 1,398                                   | 650              |
| Less income taxes          | (407)                                   | (127)            | (869)                                   | (432)            | (605)                                   | (303)            |
| <b>Net income</b>          | <b>898</b>                              | <b>351</b>       | <b>733</b>                              | <b>375</b>       | <b>793</b>                              | <b>347</b>       |

|  | <b>As of December 31,<br/>2009</b> |                  | <b>As of December 31,<br/>2008</b> |                  |
|--|------------------------------------|------------------|------------------------------------|------------------|
|  | Total                              | Group s<br>Share | Total                              | Group s<br>share |



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|                               |               |              |              |              |
|-------------------------------|---------------|--------------|--------------|--------------|
| Current assets                | 6,796         | 1,524        | 2,023        | 982          |
| Property, plant and equipment | 18,877        | 5,284        | 5,872        | 2,841        |
| Other non-current assets      | 607           | 240          | 544          | 269          |
| Total assets                  | 26,280        | 7,048        | 8,439        | 4,092        |
| Short-term debt               | 442           | 274          | 158          | 47           |
| Other current liabilities     | 3,982         | 817          | 1,188        | 557          |
| Long-term debt                | 7,769         | 732          | 890          | 392          |
| Other non-current liabilities | 1,633         | 471          | 220          | 108          |
| <b>Net assets</b>             | <b>12,454</b> | <b>4,754</b> | <b>5,983</b> | <b>2,988</b> |

In December 2009, the Group acquired the remaining a 46.0% interest in its equity affiliate LUKARCO B.V. for \$1.6 billion, thereby increasing the ownership stake to 100%. LUKARCO B.V. is a holding company, which owns a 5% share in Tengizchevroil, a joint venture which develops the Tengiz and Korolevskoe fields in Kazakhstan, and a 12.5% share in the Caspian Pipeline Consortium (CPC), which carries Kazakhstani and Russian oil to Novorossiysk marine terminal. Therefore the Group increased the ownership in Tengizchevroil from 2.7% to 5% and the ownership in CPC from 6.75% to 12.5%. The first installment in the amount of \$300 million was paid in December 2009; the remaining amount should be paid no later than two years after the acquisition. The Group is using the equity method of accounting for investments in Tengizchevroil and CPC.

**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements**

(Millions of US dollars, except as indicated)

**Note 7. Investments (continued)**

In June 2009, a Group company entered into an agreement with Total to acquire a 45% interest in the TRN refinery in the Netherlands. The transaction was finalized in September 2009 in the amount of approximately \$700 million. The Group supplies crude oil and market refined products in line with its equity stake in the refinery. The refinery has the flexibility to process Urals blend crude oil as well as significant volumes of straight-run fuel oil and vacuum gasoil, which will allow the Group to integrate the plant into its crude oil supply and refined products marketing operations. This plant with a Nelson complexity index of 9.8 has an annual topping capacity of 7.9 million tonnes and an annual capacity of a hydro-cracking unit of approximately 3.4 million tonnes. This acquisition was made in accordance with the Group's plans to develop its refining capacity in Europe.

In June 2008, a Group company signed an agreement with ERG S.p.A. to establish a joint venture to operate the ISAB refinery complex in Priolo, Italy. In December 2008, the Group completed the acquisition of a 49% stake in the joint venture for 1.45 billion (approximately \$1.83 billion) and paid 600 million (approximately \$762 million) as a first installment. The remaining amount was paid in February 2009. The seller has a put option, the effect of which would be to increase the Group's stake in the company operating the ISAB refinery complex up to 100%. As of December 31, 2009, the fair value of this option for the Group is zero. The agreement states that each partner is responsible for procuring crude oil and marketing refined products in line with its equity stake in the joint venture. The ISAB refinery complex has the flexibility to process Urals blend crude oil, and the Group integrated its share of the ISAB refinery complex capacity into its crude oil supply and refined products marketing operations. The ISAB refinery complex includes three jetties and storage tanks totaling 3,700 thousand cubic meters and has an annual refining capacity of 16 million tonnes.

**Note 8. Property, plant and equipment and asset retirement obligations**

|                             | At cost                          |                               | Net                              |                               |
|-----------------------------|----------------------------------|-------------------------------|----------------------------------|-------------------------------|
|                             | As of<br>December<br>31,<br>2009 | As of<br>December<br>31, 2008 | As of<br>December<br>31,<br>2009 | As of<br>December<br>31, 2008 |
| Exploration and Production: |                                  |                               |                                  |                               |
| Western Siberia             | 23,465                           | 21,663                        | 13,878                           | 12,784                        |
| European Russia             | 24,908                           | 23,111                        | 17,761                           | 17,103                        |
| International               | 6,371                            | 5,910                         | 5,170                            | 5,009                         |
| Total                       | 54,744                           | 50,684                        | 36,809                           | 34,896                        |

Refining, Marketing, Distribution and  
Chemicals:

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|  |               |               |               |               |
|--|---------------|---------------|---------------|---------------|
| Western Siberia                            | 6             | 122           | 5             | 107           |
| European Russia                            | 10,228        | 9,752         | 6,923         | 6,829         |
| International                              | 6,849         | 6,462         | 4,783         | 4,633         |
| Total                                      | 17,083        | 16,336        | 11,711        | 11,569        |
| Other:                                     |               |               |               |               |
| Western Siberia                            | 186           | 178           | 94            | 89            |
| European Russia                            | 3,951         | 3,618         | 3,491         | 3,385         |
| International                              | 189           | 200           | 123           | 149           |
| Total                                      | 4,326         | 3,996         | 3,708         | 3,623         |
| <b>Total property, plant and equipment</b> | <b>76,153</b> | <b>71,016</b> | <b>52,228</b> | <b>50,088</b> |

In December 2009, the Company performed a regular annual impairment test of its exploration and production assets. The test was based on geological models and development programs, which are revised on a regular basis. As a result of the test, the Company recognized an impairment loss of \$238 million for certain properties in the Timan-Pechora and Central European regions of Russia. The fair value of these assets was determined using the present value of the expected cash flows. The Group also recognized an impairment loss of \$63 million related to the project in Iran due to incapability of undertaking further works because of the threat of economic sanctions of the US Government.

**Table of Contents****OA O LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 8. Property, plant and equipment and asset retirement obligations (continued)**

In June 2008, the Company performed an impairment test of certain exploration and production assets located in oil fields in the Timan-Pechora region of Russia, due to a revision of geological models. The revision resulted in a reduction of planned development activities on these oil fields. The fair value of these assets was determined using the present value of the expected cash flows. As a result, the Company recognized an impairment loss of \$156 million. In December 2008, the Group recognized an impairment loss of \$58 million relating to retail petrol stations in the USA. As of December 31, 2009 and 2008, the asset retirement obligations amounted to \$1,199 million and \$728 million, respectively, of which \$10 million was included in Other current liabilities in the consolidated balance sheets as of each balance sheet date. During 2009 and 2008, asset retirement obligations changed as follows:

|   | <b>2009</b>  | <b>2008</b> |
|---|--------------|-------------|
| Asset retirement obligations as of January 1          | 728          | 821         |
| Accretion expense                                     | 63           | 78          |
| New obligations                                       | 146          | 54          |
| Changes in estimates of existing obligations          | 311          | (88)        |
| Spending on existing obligations                      | (7)          | (8)         |
| Property dispositions                                 | (13)         | (3)         |
| Foreign currency translation and other adjustments    | (29)         | (126)       |
| <b>Asset retirement obligations as of December 31</b> | <b>1,199</b> | <b>728</b>  |

The asset retirement obligations incurred during 2009 and 2008 were Level 3 (unobservable inputs) fair value measurements.

**Note 9. Goodwill and other intangible assets**

The carrying value of goodwill and other intangible assets as of December 31, 2009 and 2008 was as follows:

|                             | <b>As of<br/>December<br/>31, 2009</b> | <b>As of<br/>December<br/>31, 2008</b> |
|-----------------------------|--|--|
| Amortized intangible assets |  |  |
| Software                    | 419                                    | 500                                    |

|   |              |              |
|---|--------------|--------------|
| Licenses and other assets                         | 465          | 335          |
| Goodwill  | 769          | 324          |
| <b>Total goodwill and other intangible assets</b> | <b>1,653</b> | <b>1,159</b> |

All goodwill amounts relate to the refining, marketing and distribution segment.

In the fourth quarter of 2009, the Group recognized goodwill related to acquisitions of a 100% interest in the Akpet group, 100% interests in OOO Smolenskneftesnab, OOO IRT Investment, OOO PM Invest and OOO Retaier House and 100% interests in ZAO Association Grand and OOO Mega Oil M in the amount of \$114 million, \$165 million and \$196 million, respectively (refer to Note 16. Business combinations).

In December 2008, the Group recognized an impairment loss of \$100 million relating to goodwill on the acquisition of Beopetrol due to the change in the economic environment. Beopetrol is a marketing and distribution company operating a chain of retail petrol stations in Serbia. The fair value of Beopetrol was determined using the present value of the expected cash flows.

**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 10. Short-term borrowings and current portion of long-term debt**

|  | <b>As of<br/>December<br/>31, 2009</b> | <b>As of<br/>December<br/>31, 2008</b> |
|--|--|--|
| Short-term borrowings from third parties                                 | 442                                    | 2,301                                  |
| Short-term borrowings from related parties                               | 77                                     | -                                      |
| 13,50% Russian ruble bonds   | 496                                    | -                                      |
| Current portion of long-term debt  | 1,043                                  | 931                                    |
| <b>Total short-term borrowings and current portion of long-term debt</b> | <b>2,058</b>                           | <b>3,232</b>                           |

Short-term borrowings from third parties are unsecured and include amounts repayable in US dollars of \$282 million and \$1,529 million, amounts repayable in Euro of \$76 million and \$676 million and amounts repayable in Russian rubles of \$18 million and \$70 million as of December 31, 2009 and 2008, respectively. The weighted-average interest rate on short-term borrowings from third parties was 2.02% and 5.15% per annum as of December 31, 2009 and 2008, respectively.

***Russian ruble bonds***

In June 2009, the Company issued 15 million short-term stock exchange bonds with a face value of 1,000 Russian rubles each. Bonds were placed at the face value with a maturity of 364 days. The coupon yield is 13.5% per annum and is paid at the maturity date.

**Note 11. Long-term debt**

|  | <b>As of<br/>December<br/>31, 2009</b> | <b>As of<br/>December<br/>31, 2008</b> |
|--|--|--|
| Long-term loans and borrowings from third parties (including loans from banks in the amount of \$3,967 million and \$3,333 million as of December 31, 2009 and 2008, respectively) | 4,043                                  | 3,384                                  |
| Long-term loans and borrowings from related parties  | 1,939                                  | 2,165                                  |
| 6.375% US dollar bonds, maturing 2014  | 895                                    | -                                      |
| 6.356% US dollar bonds, maturing 2017  | 500                                    | 500                                    |
| 7.250% US dollar bonds, maturing 2019  | 595                                    | -                                      |

|  |              |              |
|--|--------------|--------------|
| 6.656% US dollar bonds, maturing 2022              | 500          | 500          |
| 7.25% Russian ruble bonds, maturing 2009           | -            | 204          |
| 7.10% Russian ruble bonds, maturing 2011           | 265          | 272          |
| 8.00% Russian ruble bonds, maturing 2012           | -            | 8            |
| 13.35% Russian ruble bonds, maturing 2012          | 827          | -            |
| 9.20% Russian ruble bonds, maturing 2012           | 331          | -            |
| 7.40% Russian ruble bonds, maturing 2013           | 198          | 204          |
| Capital lease obligations                          | 215          | 271          |
| Total long-term debt                               | 10,308       | 7,508        |
| Current portion of long-term debt                  | (1,043)      | (931)        |
| <b>Total non-current portion of long-term debt</b> | <b>9,265</b> | <b>6,577</b> |

***Long-term loans and borrowings***

Long-term loans and borrowings from third parties include amounts repayable in US dollars of \$3,493 million and \$2,844 million, amounts repayable in Euro of \$487 million and \$375 million and amounts repayable in Russian rubles of \$42 million and \$112 million as of December 31, 2009 and 2008, respectively. This debt has maturity dates from 2010 through 2021. The weighted-average interest rate on long-term loans and borrowings from third parties was 2.77% and 4.09% per annum as of December 31, 2009 and 2008, respectively. A number of long-term loan agreements contain certain financial covenants due levels of which are being met by the Group. Approximately 15% of total long-term debt is secured by export sales and property, plant and equipment.

**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 11. Long-term debt (continued)**

The Company has a secured loan agreement with Deutsche Bank AG with an outstanding amount of \$1,200 million as of December 31, 2009, maturing up to 2012. Borrowings under this agreement bear interest at three month LIBOR plus 4.0% per annum.

A Group company has an unsecured syndicated loan agreement with an outstanding amount of \$860 million as of December 31, 2009, with maturity dates up to 2013. The loan was arranged by ABN AMRO Bank, Banco Bilbao Vizcaya Argentaria, BNP Paribas, The Bank of Tokyo-Mitsubishi UFJ, ING Bank, Mizuho Corporate Bank and WestLB. Borrowings under this agreement bear interest from three month LIBOR plus 0.85% to three month LIBOR plus 0.95% per annum.

Two Group companies have unsecured loan agreements with an outstanding amount of \$424 million as of December 31, 2009, maturing up to 2011. The loans were arranged by ABN AMRO Bank, The Bank of Tokyo-Mitsubishi UFJ, Barclays Capital, BNP Paribas, Citibank, Dresdner Kleinwort, ING Bank and WestLB. Borrowings under these agreements bear interest at three month LIBOR plus 3.25% per annum.

The Company has an unsecured syndicated loan agreement with the European Bank for Reconstruction and Development with an outstanding amount of \$258 million as of December 31, 2009, maturing up to 2017. Borrowings under this agreement bear interest from six month LIBOR plus 0.45% to six month LIBOR plus 0.65% per annum.

A Group company has a secured loan agreement, arranged by Credit Suisse, supported by an Overseas Private Investment Corporation guarantee, with an outstanding amount of \$175 million as of December 31, 2009. Borrowings under this agreement bear interest at six month LIBOR plus 4.8% per annum and have maturity dates up to 2015.

A Group company has an unsecured loan agreement with Citibank with an outstanding amount of \$129 million as of December 31, 2009, maturing up to 2019. Borrowings under this agreement bear interest at euribor plus 0.125% per annum.

The Company has an unsecured syndicated loan agreement, arranged by ABN AMRO Bank and CALYON with an outstanding amount of \$125 million as of December 31, 2009, maturing up to 2012. Borrowings under this agreement bear interest at three month LIBOR plus 0.40% per annum.

A Group company has an unsecured loan agreement with BNP Paribas with an outstanding amount of \$119 million as of December 31, 2009, maturing up to 2018. Borrowings under this agreement bear interest at six month euribor plus 0.15% per annum.

A Group company has an unsecured loan agreement with Citibank with an outstanding amount of \$100 million as of December 31, 2009, maturing in 2011. Borrowings under this agreement bear interest at one month LIBOR plus 0.90% per annum.

As of December 31, 2009, the Group has a number of other loan agreements with fixed rates with a number of banks and other organizations totaling \$239 million, maturing from 2010 to 2021. The weighted average interest rate under these loans was 4.12% per annum.

As of December 31, 2009, the Group has a number of other floating rate loan agreements with a number of banks and other organizations totaling \$414 million, maturing from 2010 to 2017. The weighted average interest rate under these loans was 2.16% per annum.



**Table of Contents****OA O LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 11. Long-term debt (continued)**

A Group company has a number of loan agreements nominated in Russian rubles with ConocoPhillips, the Group's related party, with an outstanding amount of \$1,939 million as of December 31, 2009. This amount includes \$1,660 million loaned by ConocoPhillips to a joint venture OOO Narianmarneftegaz ( NMNG ) (refer to Note 17. Consolidation of Variable Interest Entity). Borrowings under these agreements bear interest at fixed rates ranging from 6.8% to 8.2% per annum and have maturity dates up to 2038. These agreements are a part of the Company's broad-based strategic alliance with ConocoPhillips and this financing is used to develop oil production and the distribution infrastructure in the Timan-Pechora region of the Russian Federation.

***US dollar bonds***

In November 2009, a Group company issued two tranches of non-convertible bonds totaling \$1.5 billion. The first tranche totaling \$900 million with a coupon yield of 6.375% per annum was placed with a maturity of 5 years at a price of 99.474% of the bond's face value. The resulting yield to maturity for the first tranche is 6.500%. The second tranche totaling \$600 million with a coupon yield of 7.250% per annum was placed with a maturity of 10 years at a price of 99.127% of the bond's face value. The resulting yield to maturity for the second tranche is 7.375%. These tranches have a half year coupon period.

In June 2007, a Group company issued non-convertible bonds totaling \$1 billion. \$500 million were placed with a maturity of 10 years and a coupon yield of 6.356% per annum. Another \$500 million were placed with a maturity of 15 years and a coupon yield of 6.656% per annum. All bonds were placed at the face value and have a half year coupon period.

***Russian ruble bonds***

In December 2009, the Company issued 10 million stock exchange bonds with a face value of 1,000 Russian rubles each. Bonds were placed at the face value with a maturity of 1,092 days. The bonds have a 182 days coupon period and bear interest at 9.20% per annum.

In August 2009, the Company issued 25 million stock exchange bonds with a face value of 1,000 Russian rubles each. Bonds were placed at the face value with a maturity of 1,092 days. The bonds have a 182 days coupon period and bear interest at 13.35% per annum.

In January 2007, OA O UGK TGK-8 ( TGK-8 ), a subsidiary acquired in 2008 (refer to Note 16. Business combinations) issued 3.5 million non-convertible bonds with a face value of 1,000 Russian rubles each. These bonds were placed at the face value with a maturity of 5 years, with a coupon yield of 8.0% per annum and a half year coupon period. By the end of May 2009, TGK-8 redeemed all issued bonds in accordance with the conditions of the bond issue.

In December 2006, the Company issued 14 million non-convertible bonds with a face value of 1,000 Russian rubles each. Eight million bonds were placed with a maturity of 5 years and a coupon yield of 7.10% per annum and six million bonds were placed with a maturity of 7 years and a coupon yield of 7.40% per annum. All bonds were placed at the face value and have a half year coupon period.

In November 2004, the Company issued 6 million non-convertible bonds with a face value of 1,000 Russian rubles each, maturing on November 23, 2009. The bonds had a half year coupon period and bear interest at 7.25% per annum. In November 2009, the Company redeemed all issued bonds in accordance with the conditions of the bond issue.

***Maturities of long-term debt***

Annual maturities of total long-term debt during the next five years, including the portion classified as current, are \$1,043 million in 2010, \$1,890 million in 2011, \$2,105 million in 2012, \$524 million in 2013, \$1,094 million in 2014 and \$3,652 million thereafter.



**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 12. Taxes**

The Group is taxable in a number of jurisdictions within and outside of the Russian Federation and, as a result, is subject to a variety of taxes as established under the statutory provisions of each jurisdiction.

The total cost of taxation to the Group is reported in the consolidated statement of income as Total income tax expense for income taxes, as Excise and export tariffs for excise taxes, export tariffs and petroleum products sales taxes and as Taxes other than income taxes for other types of taxation. In each category taxation is made up of taxes levied at various rates in different jurisdictions.

Until January 1, 2009, operations in the Russian Federation were subject to a Federal income tax rate of 6.5% and a regional income tax rate that varied from 13.5% to 17.5% at the discretion of the individual regional administration. Starting on January 1, 2009, the Federal income tax rate is 2.0% and regional income tax rate varies from 13.5% to 18.0%. The Group's foreign operations are subject to taxes at the tax rates applicable to the jurisdictions in which they operate.

As of January 1, 2009 and 2008, and during 2009, 2008 and 2007, the Group did not have any unrecognized tax benefits and thus, no interest and penalties related to unrecognized tax benefits were accrued. The Group's policy is to record interest and penalties related to unrecognized tax benefits as components of income tax expense. In addition, the Group does not expect that the amount of unrecognized tax benefits will change significantly within the next 12 months.

The Company and its Russian subsidiaries file standalone income tax returns in Russia. With a few exceptions, income tax returns in Russia are open to examination by the Russian tax authorities for the tax years beginning in 2007.

There are not currently, and have not been during the three years ended December 31, 2009, any provisions in the taxation legislation of the Russian Federation to permit the Group to reduce taxable profits in a Group company by offsetting tax losses in another Group company against such profits. Tax losses of a Group company in the Russian Federation may, however, be used fully or partially to offset taxable profits in the same company in any of the ten years following the year of loss.

Domestic and foreign components of income before income taxes were:

|                                   | <b>Year ended<br/>December 31,<br/>2009</b> | <b>Year ended<br/>December 31,<br/>2008</b> | <b>Year ended<br/>December 31,<br/>2007</b> |
|-----------------------------------|---|---|---|
| Domestic                          | 9,013                                       | 12,767                                      | 11,699                                      |
| Foreign                           | 50  | (73)  | 1,316                                       |
| <b>Income before income taxes</b> | <b>9,063</b>                                | <b>12,694</b>                               | <b>13,015</b>                               |

Domestic and foreign components of income taxes were:

|  | <b>Year ended<br/>December 31,<br/>2009</b> | <b>Year ended<br/>December 31,<br/>2008</b> | <b>Year ended<br/>December 31,<br/>2007</b> |
|--|---|---|---|
|--|---|---|---|

|                                       |              |              |              |
|---------------------------------------|--------------|--------------|--------------|
| Current                               |              |              |              |
| Domestic                              | 1,677        | 3,614        | 2,940        |
| Foreign                               | 245          | 553          | 470          |
| Current income tax expense            | 1,922        | 4,167        | 3,410        |
| Deferred                              |              |              |              |
| Domestic                              | 98           | (523)        | 77           |
| Foreign                               | (26)         | (177)        | (38)         |
| Deferred income tax expense (benefit) | 72           | (700)        | 39           |
| <b>Total income tax expense</b>       | <b>1,994</b> | <b>3,467</b> | <b>3,449</b> |
|                                       |              |              | 57           |

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**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 12. Taxes (continued)**

The following table is a reconciliation of the amount of income tax expense that would result from applying the Russian combined statutory income tax rate to income before income taxes to total income taxes:

|   | <b>Year ended<br/>December 31,<br/>2009</b> | <b>Year ended<br/>December 31,<br/>2008</b> | <b>Year ended<br/>December 31,<br/>2007</b> |
|---|---|---|---|
| Income before income taxes                    | 9,063                                       | 12,694                                      | 13,015                                      |
| Notional income tax at Russian statutory rate | 1,813                                       | 3,047                                       | 3,123                                       |
| Increase (reduction) in income tax due to:    |   |   |   |
| Non-deductible items, net                     | 252   | 792   | 372   |
| Foreign rate differences                      | 68  | 159   | 84  |
| Effect of enacted tax rate changes            | -   | (299)                                       | -   |
| Domestic regional rate differences            | (251)                                       | (261)                                       | (237)                                       |
| Change in valuation allowance                 | 112   | 29  | 107   |
| <b>Total income tax expense</b>               | <b>1,994</b>                                | <b>3,467</b>                                | <b>3,449</b>                                |

Taxes other than income taxes were:

|                                | <b>Year ended<br/>December 31,<br/>2009</b> | <b>Year ended<br/>December 31,<br/>2008</b> | <b>Year ended<br/>December 31,<br/>2007</b> |
|--------------------------------|---|---|---|
| Mineral extraction tax         | 5,452                                       | 12,267                                      | 8,482                                       |
| Social taxes and contributions | 399   | 512   | 442   |
| Property tax                   | 470   | 405   | 313   |
| Other taxes and contributions  | 153   | 280   | 130   |

|                                      |              |               |              |
|--------------------------------------|--------------|---------------|--------------|
| <b>Taxes other than income taxes</b> | <b>6,474</b> | <b>13,464</b> | <b>9,367</b> |
|--------------------------------------|--------------|---------------|--------------|

Deferred income taxes are included in the consolidated balance sheets as follows:

|   | <b>As of<br/>December<br/>31, 2009</b> | <b>As of<br/>December<br/>31, 2008</b> |
|---|--|--|
| Other current assets                        | 66                                     | 92                                     |
| Deferred income tax assets non-current      | 549                                    | 521                                    |
| Other current liabilities                   | (50)                                   | (49)                                   |
| Deferred income tax liabilities non-current | (2,080)                                | (2,116)                                |
| <b>Net deferred income tax liability</b>    | <b>(1,515)</b>                         | <b>(1,552)</b>                         |

The following tables set out the tax effects of each type of temporary differences which give rise to deferred income tax assets and liabilities:

|  | <b>As of<br/>December<br/>31, 2009</b> | <b>As of<br/>December<br/>31, 2008</b> |
|--|--|--|
| Accounts receivable                    | 42                                     | 50                                     |
| Long-term liabilities                  | 295                                    | 208                                    |
| Inventories                            | 5                                      | 17                                     |
| Property, plant and equipment          | 209                                    | 226                                    |
| Accounts payable                       | 28                                     | 10                                     |
| Operating loss carry forwards          | 555                                    | 578                                    |
| Other                                  | 132                                    | 166                                    |
| Total gross deferred income tax assets | 1,266                                  | 1,255                                  |
| Less valuation allowance               | (397)                                  | (285)                                  |
| <b>Deferred income tax assets</b>      | <b>869</b>                             | <b>970</b>                             |



**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 12. Taxes (continued)**

|  | <b>As of<br/>December<br/>31, 2009</b> | <b>As of<br/>December<br/>31, 2008</b> |
|--|--|--|
| Property, plant and equipment            | (2,189)                                | (2,226)                                |
| Accounts payable                         | (6)                                    | (4)                                    |
| Accounts receivable                      | (7)                                    | (21)                                   |
| Long-term liabilities                    | (58)                                   | (118)                                  |
| Inventories                              | (68)                                   | (57)                                   |
| Investments                              | (16)                                   | -                                      |
| Other                                    | (40)                                   | (96)                                   |
| <b>Deferred income tax liabilities</b>   | <b>(2,384)</b>                         | <b>(2,522)</b>                         |
| <b>Net deferred income tax liability</b> | <b>(1,515)</b>                         | <b>(1,552)</b>                         |

As a result of acquisitions and business combinations during 2009 and 2008 the Group recognized a net deferred tax liability of \$35 million and \$891 million, respectively. Also, in 2009, the Group finalized purchase price allocation related to prior year acquisitions which resulted in a \$140 million decrease of deferred tax liability.

As of December 31, 2009, retained earnings of foreign subsidiaries included \$17,261 million for which deferred taxation has not been provided because remittance of the earnings has been indefinitely postponed through reinvestment and, as a result, such amounts are considered to be indefinitely invested. It is not practicable to estimate the amount of additional taxes that might be payable on such undistributed earnings.

In accordance with ASC No. 830 (former SFAS No. 52, *Foreign currency translation* ) and ASC No. 740 (former SFAS No. 109, *Accounting for Income Taxes* ) deferred tax assets and liabilities are not recognized for the changes in exchange rate effects resulting from the translation of transactions and balances from the Russian rubles to the US dollar using historical exchange rates. Also, in accordance with ASC No. 740, no deferred tax assets or liabilities are recognized for the effects of the related statutory indexation of property, plant and equipment.

Based upon the levels of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes it is more likely than not that Group companies will realize the benefits of the deductible temporary differences and loss carry forwards, net of existing valuation allowances as of December 31, 2009 and 2008.



As of December 31, 2009, the Group had operating loss carry forwards of \$2,273 million of which \$757 million expire during 2010, \$82 million expire during 2011, \$196 million expire during 2012, \$322 million expire during 2013, \$58 million expire during 2014, \$58 million expire during 2015, \$9 million expire during 2016, \$2 million expire during 2017, \$12 million expire during 2018, \$31 million expire during 2019, \$1 million expire during 2020, \$67 million expire during 2026, \$77 million expire during 2027, \$202 million expire during 2028, \$2 million expire during 2035 and \$397 million have an indefinite carry forward.

**Note 13. Pension benefits**

The Company sponsors a postretirement benefits program. The primary component of the post employment and post retirement benefits program is a defined benefit pension plan that covers the majority of the Group's employees. This plan is administered by a non-state pension fund, LUKOIL-GARANT, and provides pension benefits primarily based on years of service and final remuneration levels. The Company also provides several long-term employee benefits such as death-in-service benefit and lump-sum payments upon retirement of a defined benefit nature and other defined benefits to certain old age and disabled pensioners who have not vested any pensions under the pension plan.

**Table of Contents****OA O LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 13. Pension benefits (continued)**

The Company's pension plan primarily consists of a defined benefit plan enabling employees to contribute a portion of their salary to the plan and at retirement to receive a lump sum amount from the Company equal to all past contributions made by the employee up to 2% (prior to 2009 7%) of their annual salary. Employees also have the right to receive upon retirement the benefits accumulated under the previous pension plan that was replaced in December 2003. These benefits have been fixed and included in the benefit obligation as of December 31, 2009 and 2008. The amount was determined primarily based on a formula including past pensionable service and relative salaries as of December 31, 2003.

The Company uses December 31 as the measurement date for its post employment and post retirement benefits program. An independent actuary has assessed the benefit obligations as of December 31, 2009 and 2008.

The following table provides information about the benefit obligations and plan assets as of December 31, 2009 and 2008. The benefit obligations below represent the projected benefit obligation of the pension plan.

|  | <b>2009</b> | <b>2008</b> |
|--|-------------|-------------|
| <b>Benefit obligations</b>                   |             |             |
| Benefit obligations as of January 1          | 288         | 328         |
| Effect of exchange rate changes              | (7)         | (56)        |
| Service cost                                 | 17          | 22          |
| Interest cost                                | 23          | 19          |
| Plan amendments                              | 6           | 21          |
| Actuarial gain                               | (3)         | (5)         |
| Acquisitions                                 | 8           | 1           |
| Benefits paid                                | (30)        | (42)        |
| Curtailement gain                            | (11)        | -           |
| <b>Benefit obligations as of December 31</b> | <b>291</b>  | <b>288</b>  |
| <b>Plan assets</b>                           |             |             |
| Fair value of plan assets as of January 1    | 88          | 108         |

|  |             |             |
|--|-------------|-------------|
| Effect of exchange rate changes  | (1)         | (18)        |
| Return on plan assets  | 12          | 6           |
| Employer contributions   | 45          | 35          |
| Divestiture  | (6)         | (1)         |
| Benefits paid  | (30)        | (42)        |
| <b>Fair value of plan assets as of December 31</b>   | <b>108</b>  | <b>88</b>   |
| Funded status  | (183)       | (200)       |
| <b>Amounts recognized in the consolidated balance sheet as of December 31, 2009 and 2008</b>         |             |             |
| Accrued benefit liabilities included in Other long-term liabilities                                  | (143)       | (164)       |
| Accrued benefit liabilities included in Other current liabilities                                    | (40)        | (36)        |
| Weighted average assumptions used to determine benefit obligations as of December 31, 2009 and 2008: |             |             |
|  | <b>2009</b> | <b>2008</b> |
| Discount rate  | 8.70%       | 9.00%       |
| Rate of compensation increase  | 8.10%       | 8.61%       |
|  |             | 60          |

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**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 13. Pension benefits (continued)**

Weighted average assumptions used to determine net periodic benefit costs for the year ended December 31, 2009 and 2008:

|  | <b>2009</b> | <b>2008</b> |
|--|-------------|-------------|
| Discount rate                          | 9.00%       | 6.34%       |
| Rate of compensation increase          | 8.61%       | 8.12%       |
| Expected rate of return on plan assets | 10.89%      | 10.49%      |

Included in accumulated other comprehensive loss as of December 31, 2009 and 2008, are the following before-tax amounts that have not yet been recognized in net periodic benefit cost:

|                                | <b>2009</b> | <b>2008</b> |
|--------------------------------|-------------|-------------|
| Unamortized prior service cost | 96          | 92          |
| Unrecognized actuarial gain    | (10)        | (5)         |
| <b>Total costs</b>             | <b>86</b>   | <b>87</b>   |

Amounts recognized in other comprehensive loss during the year ended December 31, 2009 and 2008:

|   | <b>2009</b> | <b>2008</b> |
|---|-------------|-------------|
| Additional gain arising during the period         | (5)         | (1)         |
| Additional prior service cost from plan amendment | 6           | 21          |
| Re-classified prior service cost amortization     | (2)         | (11)        |
| <b>Net amount recognized for the period</b>       | <b>(1)</b>  | <b>9</b>    |

The real returns on bonds and equities are based on what is observed in the international markets over extended periods of time. In the calculation of the expected return on assets no use is made of the historical returns LUKOIL-GARANT has achieved.

In addition to the plan assets, LUKOIL-GARANT holds assets in the form of an insurance reserve. The purpose of this insurance reserve is to satisfy pension obligations should the plan assets not be sufficient to meet pension

obligations. The Group's contributions to the pension plan are determined without considering the assets in the insurance reserve.

The plans are funded on a discretionary basis through a solidarity account, which is held in trust with LUKOIL-GARANT. LUKOIL-GARANT does not allocate separately identifiable assets to the Group or its other third party clients. All funds of plan assets and other individual pension accounts are managed as a pool of investments.

**Table of Contents****OA O LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 13. Pension benefits (continued)**

The asset allocation of the investment portfolio maintained by LUKOIL-GARANT for the Group and its clients was as follows:

| <b>Type of assets</b>                | <b>As of<br/>December<br/>31, 2009</b> | <b>As of<br/>December<br/>31, 2008</b> |
|--------------------------------------|--|--|
| Promissory notes of Russian issuers  | 3%                                     | 6%                                     |
| Russian corporate bonds              | 25%                                    | 36%                                    |
| Russian municipal bonds              | 4%                                     | 2%                                     |
| Bank deposits                        | 42%                                    | 22%                                    |
| Equity securities of Russian issuers | 8%                                     | 10%                                    |
| Shares of OA O LUKOIL                | 2%                                     | 2%                                     |
| Shares in investment funds           | 14%                                    | 20%                                    |
| Other assets                         | 2%                                     | 2%                                     |
|                                      | 100%                                   | 100%                                   |

The investment strategy employed by LUKOIL-GARANT includes an overall goal to attain a maximum investment return, while guaranteeing the principal amount invested. The strategy is to invest with a medium-term perspective while maintaining a level of liquidity through proper allocation of investment assets. Investment policies include rules and limitations to avoid concentrations of investments.

The investment portfolio is primarily comprised of investments: bank deposits, securities with fixed yield and equity securities. The securities with fixed yield include mainly high yield corporate bonds and promissory notes of banks with low and medium risk ratings. Maturities range from one to three years.

Components of net periodic benefit cost were as follows:

|              | <b>Year ended<br/>December 31,<br/>2009</b> | <b>Year ended<br/>December 31,<br/>2008</b> | <b>Year ended<br/>December 31,<br/>2007</b> |
|--------------|---|---|---|
| Service cost | 17  | 22  | 15  |

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|  |           |           |           |
|--|-----------|-----------|-----------|
| Interest cost                          | 23        | 19        | 16        |
| Less expected return on plan assets    | (10)      | (11)      | (9)       |
| Amortization of prior service cost     | 2         | 11        | 8         |
| Actuarial gain                         | -         | -         | (1)       |
| Curtailment gain                       | (11)      | -         | -         |
| <b>Total net periodic benefit cost</b> | <b>21</b> | <b>41</b> | <b>29</b> |

Total employer contributions for 2010 are expected to be \$40 million. An amount of \$13 million before-tax is included in other comprehensive income and expected to be recognized in the net periodic benefit cost in 2010.

The following benefit payments, which reflect expected future services, as appropriate, are expected to be paid:

|   | 2010      | 2011      | 2012      | 2013      | 2014      | 5-year<br>period<br>2010-2014 | 5-year<br>period<br>2015-2019 |
|---|-----------|-----------|-----------|-----------|-----------|-------------------------------|-------------------------------|
| Pension benefits                              | 54        | 13        | 14        | 13        | 13        | 107                           | 49                            |
| Other long-term<br>employee benefits          | 40        | 19        | 19        | 19        | 20        | 117                           | 106                           |
| <b>Total expected benefits<br/>to be paid</b> | <b>94</b> | <b>32</b> | <b>33</b> | <b>32</b> | <b>33</b> | <b>224</b>                    | <b>155</b>                    |

62

**Table of Contents****OA O LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 14. Stockholders' equity*****Common stock***

|  | <b>As of<br/>December<br/>31, 2009<br/>(thousands of<br/>shares)</b> | <b>As of<br/>December<br/>31, 2008<br/>(thousands of<br/>shares)</b> |
|--|--|--|
| Authorized and issued common stock, par value of 0.025 Russian rubles each | 850,563  | 850,563  |
| Common stock held by subsidiaries, not considered as outstanding           | (82)   | (82)   |
| Treasury stock   | (3,836)  | (3,836)  |
| Outstanding common stock   | <b>846,645</b>   | <b>846,645</b>   |

***Dividends and dividend limitations***

Profits available for distribution to common stockholders in respect of any reporting period are determined by reference to the statutory financial statements of the Company prepared in accordance with the laws of the Russian Federation and denominated in Russian rubles. Under Russian Law, dividends are limited to the net profits of the reporting year as set out in the statutory financial statements of the Company. These laws and other legislative acts governing the rights of shareholders to receive dividends are subject to various interpretations.

The Company's net profits were 45,148 million Russian rubles, 66,926 million Russian rubles and 64,917 million Russian rubles respectively for 2009, 2008 and 2007, pursuant to the statutory financial statements, which at the US dollar exchange rates as of December 31, 2009, 2008 and 2007, amounted to \$1,493 million, \$2,278 million and \$2,645 million, respectively.

At the annual stockholders' meeting on June 25, 2009, dividends were declared for 2008 in the amount of 50.00 Russian rubles per common share, which at the date of the meeting was equivalent to \$1.61.

At the annual stockholders' meeting on June 26, 2008, dividends were declared for 2007 in the amount of 42.00 Russian rubles per common share, which at the date of the meeting was equivalent to \$1.78.

At the annual stockholders' meeting on June 28, 2007, dividends were declared for 2006, in the amount of 38 Russian rubles per common share, which at the date of the decision was equivalent to \$1.47.

***Earnings per share***

The weighted average number of outstanding common shares was 846,646 thousand shares, 840,108 thousand shares and 828,501 thousand shares for years ended December 31, 2009, 2008 and 2007, respectively. There is no potential dilution in earnings available to common stockholders and as such diluted earnings per share are not disclosed.

**Note 15. Financial and derivative instruments*****Fair value***

The fair values of cash and cash equivalents, current accounts and notes receivable, long-term receivables and liquid securities are approximately equal to their value as disclosed in the consolidated financial statements. The fair value of



long-term receivables was determined by discounting with estimated market interest rates for similar financing arrangements.

**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 15. Financial and derivative instruments (continued)**

The fair value of long-term debt differs from the amount disclosed in the consolidated financial statements. The estimated fair value of long-term debt as of December 31, 2009 and 2008 was \$9,976 million and \$5,425 million, respectively, as a result of discounting using estimated market interest rates for similar financing arrangements. These amounts include all future cash outflows associated with the long-term debt repayments, including the current portion and interest. Market interest rates mean the rates of raising long-term debt by companies with a similar credit rating for similar tenors, repayment schedules and similar other main terms. During the year ended December 31, 2009, the Group did not have significant transactions or events that would result in nonfinancial assets and liabilities measured at fair value on a nonrecurring basis.

**Derivative instruments**

The Group uses financial and commodity-based derivative contracts to manage exposures to fluctuations in foreign currency exchange rates, commodity prices, or to exploit market opportunities. Since the Group is not currently using ASC Nos. 220, 310, 440 and 815 (former SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activity*) hedge accounting, all gains and losses, realized or unrealized, from derivative contracts have been recognized in the consolidated income statement.

ASC No. 815 requires purchase and sales contracts for commodities that are readily convertible to cash (e.g., crude oil, natural gas and gasoline) to be recorded on the balance sheet as derivatives unless the contracts are for quantities the Group expects to use or sell over a reasonable period in the normal course of business (i.e., contracts eligible for the normal purchases and normal sales exception). The Group does apply the normal purchases and normal sales exception to certain long-term contracts to sell oil products. This normal purchases and normal sales exception is applied to eligible crude oil and refined product commodity purchase and sales contracts; however, the Group may elect not to apply this exception (e.g., when another derivative instrument will be used to mitigate the risk of the purchase or sale contract but hedge accounting will not be applied, in which case both the purchase or sales contract and the derivative contract mitigating the resulting risk will be recorded on the balance sheet at fair value).

The fair value hierarchy for the Group's derivative assets and liabilities accounted for at fair value on a recurring basis was:

|                       | As of December 31, 2009 |              |       |                | As of December 31, 2008 |              |       |                |
|-----------------------|-------------------------|--------------|-------|----------------|-------------------------|--------------|-------|----------------|
|                       | Level                   |              | Level |                | Level                   |              | Level |                |
|                       | 1                       | Level 2      | 3     | Total          | 1                       | Level 2      | 3     | Total          |
| Assets                |                         |              |       |                |                         |              |       |                |
| Commodity derivatives | -                       | 1,065        | -     | <b>1,065</b>   | -                       | 1,995        | -     | <b>1,995</b>   |
| <b>Total assets</b>   | -                       | <b>1,065</b> | -     | <b>1,065</b>   | -                       | <b>1,995</b> | -     | <b>1,995</b>   |
| Liabilities           |                         |              |       |                |                         |              |       |                |
| Commodity derivatives | -                       | (1,110)      | -     | <b>(1,110)</b> | -                       | (1,655)      | -     | <b>(1,655)</b> |

|                                 |   |                |   |                |   |                |   |                |
|---------------------------------|---|----------------|---|----------------|---|----------------|---|----------------|
| <b>Total liabilities</b>        | - | <b>(1,110)</b> | - | <b>(1,110)</b> | - | <b>(1,655)</b> | - | <b>(1,655)</b> |
| <b>Net (liabilities) assets</b> | - | <b>(45)</b>    | - | <b>(45)</b>    | - | <b>340</b>     | - | <b>340</b>     |

The derivative values above are based on an analysis of each contract as the fundamental unit of account as required by ASC No. 820; therefore, derivative assets and liabilities with the same counterparty are not reflected net where the legal right of offset exists. Gains or losses from contracts in one level may be offset by gains or losses on contracts in another level or by changes in values of physical contracts or positions that are not reflected in the table above.

64

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**Table of Contents****OA O LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 15. Financial and derivative instruments (continued)*****Commodity derivative contracts***

The Group operates in the worldwide crude oil, refined product, natural gas and natural gas liquids markets and is exposed to fluctuations in the prices for these commodities. These fluctuations can affect the Group's revenues as well as the cost of operating, investing and financing activities. Generally, the Group's policy is to remain exposed to the market prices of commodities. However, the Group uses futures, forwards, swaps and options in various markets to balance physical systems, meet customer needs, manage price exposures on specific transactions, and do a limited, immaterial amount of trading not directly related to the Group's physical business. These activities may move the Group's profile away from market average prices.

The fair value of commodity derivative assets and liabilities as of December 31, 2009 was:

|                     | <b>As of<br/>December<br/>31, 2009</b> |
|---------------------|--|
| <b>Assets</b>       |  |
| Accounts receivable | 1,065                                  |
| <b>Liabilities</b>  |  |
| Accounts payable    | 1,110                                  |

Hedge accounting has not been used for items in the table.

As required under ASC No. 815 the amounts shown in the preceding table are presented gross (i.e., without netting assets and liabilities with the same counterparty where the right of offset and intent to net exist). Derivative assets and liabilities resulting from eligible commodity contracts have been netted in the consolidated balance sheet and are recorded as accounts receivable in the amount of \$59 million and accounts payable in the amount of \$104 million.

The gains and losses from commodity derivatives were included in the consolidated income statements in "Cost of purchased crude oil, gas and products" and for the years ended December 31, 2009 and 2008 were in total amount of net loss of \$781 million (of which realized losses were \$406 million and unrealized losses were \$375 million) and net income of \$902 million (of which realized gain was \$502 million and unrealized gain was \$400 million), respectively.

As of December 31, 2009, the net position of outstanding commodity derivative contracts, primarily to manage price exposure on underlying operations, was not significant.

***Currency exchange rate derivative contracts***

The Group has foreign currency exchange rate risk resulting from its international operations. The Group does not comprehensively hedge the exposure to currency rate changes, although the Group selectively hedges certain foreign currency exchange rate exposures, such as firm commitments for capital projects or local currency tax payments and dividends.

The fair value of foreign currency derivatives assets and liabilities open at December 31, 2009 was not significant.

The impact from foreign currency derivatives during the year ended December 31, 2009 on the consolidated income statement was not significant. The net position of outstanding foreign currency swap contracts as of December 31, 2009 also was not significant.



**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 15. Financial and derivative instruments (continued)*****Credit risk***

The Group's financial instruments that are potentially exposed to concentrations of credit risk consist primarily of cash equivalents, over-the-counter derivative contracts and trade receivables. Cash equivalents are placed in high-quality commercial paper, money market funds and time deposits with major international banks and financial institutions.

The credit risk from the Group's over-the-counter derivative contracts, such as forwards and swaps, derives from the counterparty to the transaction, typically a major bank or financial institution. Individual counterparty exposure is managed within predetermined credit limits and includes the use of cash-call margins when appropriate, thereby reducing the risk of significant non-performance. The Group also uses futures contracts, but futures have a negligible credit risk because they are traded on the New York Mercantile Exchange or the ICE Futures.

Certain of the Group's derivative instruments contain provisions that require the Group to post collateral if the derivative exposure exceeds a threshold amount. The Group has contracts with fixed threshold amounts and other contracts with variable threshold amounts that are contingent on the Group's credit rating. The variable threshold amounts typically decline for lower credit ratings, while both the variable and fixed threshold amounts typically revert to zero if the Group falls below investment grade. Cash is the primary collateral in all contracts; however, many contracts also permit the Group to post letters of credit as collateral.

There were no derivative instruments with such credit-risk-related contingent features that were in a liability position on December 31, 2009. The Group posted \$21 million in collateral in the normal course of business for the over-the-counter derivatives. If the Group's credit rating were lowered one level from its BBB- rating (per Standard and Poors) on December 31, 2009, and it would be below investment grade, the Group would be required to post additional collateral of \$5 million to the Group's counterparties for the over-the-counter derivatives, either with cash or letters of credit. The maximum additional collateral based on the lowest downgrade would be \$14 million in total.

**Note 16. Business combinations**

During 2009, a Group company acquired the remaining 25.2% of share capital of OAO RITEK ( RITEK ) for \$235 million, thereby increasing the Group's share to 100%. RITEK is a crude oil producing company operating in European Russia and Western Siberia.

In the first quarter of 2009, the Group acquired 100% interests in OOO Smolenskneftesnab, OOO IRT Investment, OOO PM Invest and OOO Retaier House for \$238 million. These are holding companies, which between them own 96 petrol stations and plots of land in Moscow, the Moscow region and other regions of central European Russia. This acquisition was made in order to expand the Group's presence on the most advantageous retail market in the Russian Federation. The Group allocated \$165 million to goodwill, \$113 million to property, plant and equipment, \$15 million to other assets, \$8 million to deferred tax liability and \$47 million to other liabilities. The value of property, plant and equipment was determined by an independent appraiser.

In the fourth quarter of 2008, the Group acquired 100% interests in ZAO Association Grand and OOO Mega Oil M for \$493 million. ZAO Association Grand and OOO Mega Oil M are holding companies, owning 181 petrol stations in Moscow, the Moscow region and other regions of central European Russia. This acquisition was made in order to expand the Group's presence on the most advantageous retail market in the Russian Federation. The Group allocated \$196 million to goodwill, \$334 million to property, plant and equipment, \$46 million to other assets, \$14 million to deferred tax liability and \$69 million to other liabilities. The value of property, plant and equipment was determined by an independent appraiser.

**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 16. Business combinations (continued)**

In March 2008, a Group company entered into an agreement with a related party, whose management and directors include members of the Group's management and Board of Directors, to acquire a 64.31% interest in TGK-8 for approximately \$2,117 million. The purchase consideration partly consists of 23.55 million shares of common stock of the Company (at a market value of approximately \$1,620 million). The transaction was finalized in May 2008. The following table summarizes the determined fair value of the assets acquired and liabilities assumed of TGK-8 at the date of acquisition. The value of property, plant and equipment was determined by an independent appraiser.

|                                      |                |
|--------------------------------------|----------------|
| Cash and short-term investments      | 724            |
| Other current assets                 | 266            |
| Property, plant and equipment        | 2,092          |
| Other non-current assets             | 319            |
| <b>Total assets acquired</b>         | <b>3,401</b>   |
| Current liabilities                  | (196)          |
| Non-current deferred tax liabilities | (357)          |
| Long-term debt                       | (149)          |
| Minority interest                    | (582)          |
| <b>Total liabilities assumed</b>     | <b>(1,284)</b> |
| <b>Net assets acquired</b>           | <b>2,117</b>   |

From May to December 2008, a Group company acquired additional interests in TGK-8 for a total of \$1,075 million. These acquisitions increased the Group's ownership to 95.53%. As a result of this additional acquisition the Group recognized property, plant and equipment and a deferred tax liability amounting to \$802 million and \$192 million, respectively. From January to June 2009, a Group company acquired the remaining 4.47% of share capital of TGK-8 for approximately \$127 million. The acquisition increased the Group's ownership to 100%. TGK-8 is a power generating company which owns power plants located in the Astrakhan, Volgograd and Rostov regions, the Krasnodar and Stavropol Districts, and the Republic of Dagestan of the Russian Federation. This acquisition is made in accordance with the Company's plans to develop its electric power business.

In July 2008, a Group company signed an agreement to acquire a 100% interest in the Akpet group for \$555 million. The transaction was finalized in November 2008. Based on the agreement there were three payments of purchase consideration: the first payment in the amount of \$250 million was paid at the date of finalization; second and third deferred payments were paid in April and October 2009. The Akpet group operated 689 petrol filling stations on the basis of dealer agreements and owned eight refined product terminals, five LNG storage tanks, three jet fuel terminals and a lubricant production plant in Turkey. The Group allocated \$114 million to goodwill, \$271 million to intangible assets and \$241 million to property, plant and equipment. The value of intangible assets and property, plant and equipment was determined by an independent appraiser.

In March 2008, a Group company entered into an agreement to acquire 75 petrol stations and storage facilities in Bulgaria for approximately \$367 million. The transaction was finalized in the second quarter of 2008. The Group determined the fair value of assets acquired and as a result recognized property, plant and equipment of \$367 million. These business combinations did not have a material impact on the Group's consolidated operations for the years ended December 31, 2009 and 2008. Therefore, no pro-forma income statement information has been provided.



**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 17. Consolidation of Variable Interest Entity**

The Group and ConocoPhillips have a joint venture NMNG which develops oil reserves in the Timan-Pechora region of the Russian Federation. The Group and ConocoPhillips have equal voting rights over the joint venture's activity and effective ownership interests of 70% and 30%, respectively.

The Group determined that NMNG is a variable interest entity as the Group's voting rights are not proportionate to its ownership rights and all of NMNG's activities are conducted on behalf of the Group and ConocoPhillips, its related party. The Group is considered to be the primary beneficiary and has consolidated NMNG.

NMNG's total assets were approximately \$5.9 billion and \$7.1 billion as of December 31, 2009 and 2008, respectively.

The Group and ConocoPhillips agreed to provide financing to NMNG by means of long-term loans in proportion to their effective ownership interests. These loans mature from 2035 to 2038, with the option to be extended for a further 35 years with the agreement of both parties. As of December 31, 2009, borrowings under these agreements bear fixed interest in the range of 6.8% to 8.2% per annum.

As of December 31, 2009, the amount outstanding to ConocoPhillips from NMNG was \$1,660 million, which consists of a number of loans with a weighted-average interest rate of 7.79% per annum. This amount is presented within Long-term loans and borrowings from related parties.

**Note 18. Financial guarantees**

The Group has entered into various guarantee arrangements. These arrangements were entered into in order to optimize affiliated companies' financing terms. The undiscounted maximum amount of potential future payments for the guarantees issued in favour of equity companies was \$50 million and \$161 million as of December 31, 2009 and 2008, respectively.

**Note 19. Commitments and contingencies*****Capital expenditure, exploration and investment programs***

The Group owns and operates refineries in Bulgaria (LUKOIL Neftochim Bourgas AD) and Romania (Petrotel-LUKOIL S.A.). As a result of Bulgaria and Romania joining the European Union in 2007, LUKOIL Neftochim Bourgas AD and Petrotel-LUKOIL S.A. are required to upgrade their refining plants to comply with the requirements of European Union legislation in relation to the quality of produced petroleum products and environmental protection. These requirements are stricter than those which previously existed under Bulgarian and Romanian legislation. The Group estimates the amount of future capital commitment required to upgrade LUKOIL Neftochim Bourgas AD and Petrotel-LUKOIL S.A. to be approximately \$49 million and \$44 million, respectively.

Under the terms of existing exploration and production license agreements in Russia the Group has to fulfill certain operations: oil and gas exploration, wells drilling, fields development, etc., and the Group also has commitments to reach a defined level of extraction on the fields. Management believes that the Group's approved annual capital expenditure budgets fully cover all the requirements of the described license obligations.

**Table of Contents****ОАО LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 19. Commitments and contingencies (continued)**

Group companies have commitments for capital expenditure contributions in the amount of \$565 million related to various production sharing agreements over the next 28 years.

The Company has signed a three-year agreement for drilling services with ООО Eurasia Drilling Company. The volume of these services is based on the Group's capital construction program, which is re-evaluated on an annual basis. The Group estimates the amount of capital commitment under this agreement for 2010 to be approximately \$610 million.

The Company has signed a strategic agreement for the ongoing provision of construction, engineering and technical services with ЗАО Globalstroy-Engineering. The volume of these services is based on the Group's capital construction program, which is re-evaluated on an annual basis. The Group estimates the amount of capital commitment under this agreement for 2010 to be approximately \$126 million.

The Group has a commitment to purchase equipment for modernization of its petrochemical refinery Karpatnaftochim Ltd., located in Ukraine, during next two years in the amount of \$55 million.

The Group has a commitment to execute the capital construction program of TGK-8 (refer to Note 16. Business combinations) and under the terms of this program power plants with total capacity of 890 MW should be constructed. Currently the Group is approving certain amendments to the capital construction program, which included its extension by the end of 2013. As of December 31, 2009, the Group estimates the amount of this commitment to be approximately \$944 million.

***Operating lease obligations***

Group companies have commitments of \$974 million primarily for the lease of vessels and petroleum distribution outlets. Operating lease expenses were \$185 million and \$170 million during the years ended December 31, 2009 and 2008, respectively. Commitments for minimum rentals under these leases as of December 31, 2009 are as follows:

|        | <b>As of<br/>December<br/>31, 2009</b> |
|--------|--|
| 2010   | 276                                    |
| 2011   | 172                                    |
| 2012   | 135                                    |
| 2013   | 104                                    |
| 2014   | 93                                     |
| beyond | 194                                    |

***Insurance***

The insurance industry in the Russian Federation and certain other areas where the Group has operations is in the course of development. Management believes that the Group has adequate property damage coverage for its main production assets. In respect of third party liability for property and environmental damage arising from accidents on Group property or relating to Group operations, the Group has insurance coverage that is generally higher than

insurance limits set by the local legal requirements. Management believes that the Group has adequate insurance coverage of the risks, which could have a material effect on the Group's operations and financial position.

***Environmental liabilities***

Group companies and their predecessor entities have operated in the Russian Federation and other countries for many years and, within certain parts of the operations, environmental related problems have developed. Environmental regulations are currently under consideration in the Russian Federation and other areas where the Group has operations. Group companies routinely assess and evaluate their obligations in response to new and changing legislation.

**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 19. Commitments and contingencies (continued)**

As liabilities in respect of the Group's environmental obligations are able to be determined, they are charged against income. The likelihood and amount of liabilities relating to environmental obligations under proposed or any future legislation cannot be reasonably estimated at present and could become material. Under existing legislation, however, management believes that there are no significant unrecorded liabilities or contingencies, which could have a materially adverse effect on the operating results or financial position of the Group.

***Social assets***

Certain Group companies contribute to Government sponsored programs, the maintenance of local infrastructure and the welfare of their employees within the Russian Federation and elsewhere. Such contributions include assistance with the construction, development and maintenance of housing, hospitals and transport services, recreation and other social needs. The funding of such assistance is periodically determined by management and is appropriately capitalized or expensed as incurred.

***Taxation environment***

The taxation systems in the Russian Federation and other emerging markets where Group companies operate are relatively new and are characterized by numerous taxes and frequently changing legislation, which is often unclear, contradictory, and subject to interpretation. Often, differing interpretations exist among different tax authorities within the same jurisdictions and among taxing authorities in different jurisdictions. Taxes are subject to review and investigation by a number of authorities, which are enabled by law to impose severe fines, penalties and interest charges. In the Russian Federation a tax year remains open for review by the tax authorities during the three subsequent calendar years; however, under certain circumstances a tax year may remain open longer. Recent events within the Russian Federation suggest that the tax authorities are taking a more assertive position in their interpretation and enforcement of tax legislation. Such factors may create taxation risks in the Russian Federation and other emerging markets where Group companies operate substantially more significant than those in other countries where taxation regimes have been subject to development and clarification over long periods.

The tax authorities in each region may have a different interpretation of similar taxation issues which may result in taxation issues successfully defended by the Group in one region being unsuccessful in another region. There is some direction provided from the central authority based in Moscow on particular taxation issues.

The Group has implemented tax planning and management strategies based on existing legislation at the time of implementation. The Group is subject to tax authority audits on an ongoing basis, as is normal in the Russian environment and other republics of the former Soviet Union, and, at times, the authorities have attempted to impose additional significant taxes on the Group. Management believes that it has adequately met and provided for tax liabilities based on its interpretation of existing tax legislation. However, the relevant tax authorities may have differing interpretations and the effects on the financial statements, if the authorities were successful in enforcing their interpretations, could be significant.

***Litigation and claims***

On November 27, 2001, Archangel Diamond Corporation ( ADC ), a Canadian diamond development company, filed a lawsuit in the District Court of Denver, Colorado against OAO Archangelskgeoldobycha ( AGD ), a Group company, and the Company (together the Defendants ). ADC alleged that the Defendants interfered with the transfer of a diamond exploration license to Almazny Bereg, a joint venture between ADC and AGD. ADC claimed total damages of approximately \$4.8 billion, including compensatory damages of \$1.2 billion and punitive damages of \$3.6 billion. On October 15, 2002, the District Court dismissed the lawsuit for lack of personal jurisdiction.

**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 19. Commitments and contingencies (continued)**

This ruling was upheld by the Colorado Court of Appeals on March 25, 2004. On November 21, 2005, the Colorado Supreme Court affirmed the lower courts' ruling that no specific jurisdiction exists over the Defendants. By virtue of this finding, AGD (the holder of the diamond exploration license) was dismissed from the lawsuit. The Supreme Court found, however, that the trial court made a procedural error by failing to hold an evidentiary hearing before making its ruling concerning general jurisdiction regarding the Company, which is whether the Company had systematic and continuous contacts in the State of Colorado at the time the lawsuit was filed. In a modified opinion dated December 19, 2005, the Colorado Supreme Court remanded the case to the Colorado Court of Appeals (instead of the District Court) to consider whether the lawsuit should have been dismissed on alternative grounds (i.e., forum non conveniens). On June 29, 2006, the Colorado Court of Appeals declined to dismiss the case based on forum non conveniens. The Company filed a petition for certiorari on August 28, 2006, asking the Colorado Supreme Court to review this decision. On March 5, 2007, the Colorado Supreme Court remanded the case to the District Court. On June 11, 2007, the District Court ruled it would conduct an evidentiary hearing on the issue of whether the Company is subject to general personal jurisdiction in the State of Colorado. Discovery regarding jurisdiction was commenced. On June 26, 2009, three creditors of ADC filed an Involuntary Bankruptcy Petition putting ADC into bankruptcy. ADC ultimately confirmed entry of an Order For Relief and the matter was converted to a Chapter 11 Case by order dated September 29, 2009. On November 25, 2009, after adding a claim, ADC removed the case from the Colorado District Court to the US Bankruptcy Court. On December 22, 2009, the Company filed a motion seeking to have the case remanded to the Colorado District Court. On December 31, 2009, before there was a ruling on the motion seeking remand ADC filed a motion seeking withdrawal of the reference from the bankruptcy and the case be heard by US District Court. On February 3, 2010, the US Bankruptcy Court ordered the Motion For Withdrawal Of The Reference be transferred to the US District Court for further action. All pending motions as well as discovery are stayed pending further order of the Court. Management plans to vigorously defend the matter. Management does not believe that the ultimate resolution of this matter will have a material adverse effect on the Group's financial condition. In 2008 and 2009, the Federal Anti-monopoly Service of the Russian Federation ( FAS of Russia ) issued two decisions against major Russian oil companies, including the Company and the Group's refinery plants alleging abuse of their dominant position in the oil products wholesale market of the Russian Federation.

The Moscow Arbitration Court combined all refinery plants' appeals against the first decision. The next appeal hearing was scheduled for April 8, 2010.

The second decision of FAS of Russia was appealed by the refinery plants in their local courts. On February 8, 2010, the Arbitration Court of Nizhi Novgorod Region satisfied the request of OOO LUKOIL-Nizhgorodnefteorgsintez to recognize as illegal the decisions of FAS of Russia dated September 10, 2009 and the resolution to impose fines in the amount of \$80 million. The appeals of the other refinery plants are currently suspended.

In the second half of 2008 and first half of 2009, the FAS of Russia filed claims against several Group companies in relation to violation of the anti-monopoly regulation. The companies were accused of violations primarily involving abuse of their dominant market position via setting monopolistically high retail prices in coordination with other market participants. These claims are being appealed in the courts.

The total amount of penalties assessed under the administrative law for the violation of anti-monopoly regulation by the Group in 2008-2009 is \$290 million. Management believes that the Group complied with all regulatory and legal requirements and, consequently, believes that the ultimate resolution of the antimonopoly claims will lead to cancellation or significant reduction of these penalties and will not have a material adverse impact on the Group's operating results or financial condition.

**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 19. Commitments and contingencies (continued)**

The Group is involved in various other claims and legal proceedings arising in the normal course of business. While these claims may seek substantial damages against the Group and are subject to uncertainty inherent in any litigation, management does not believe that the ultimate resolution of such matters will have a material adverse impact on the Group's operating results or financial condition.

**Note 20. Related party transactions**

In the rapidly developing business environment in the Russian Federation, companies and individuals have frequently used nominees and other forms of intermediary companies in transactions. The senior management of the Company believes that the Group has appropriate procedures in place to identify and properly disclose transactions with related parties in this environment and has disclosed all of the relationships identified which it deemed to be significant. Related party sales and purchases of oil and oil products were primarily to and from affiliated companies and the Company's shareholder ConocoPhillips. Related party processing services were provided by affiliated refineries. Insurance services were provided by the related parties, whose management and directors include members of the Group's management.

Below are related party transactions not disclosed elsewhere in the financial statements. Refer also to Notes 3, 4, 7, 10, 11, 13, 16, 17, 18 and 21 for other transactions with related parties.

Sales of oil and oil products to related parties were \$1,152 million, \$436 million and \$652 million for the years ended December 31, 2009, 2008 and 2007, respectively.

Other sales to related parties were \$69 million, \$86 million and \$77 million for the years ended December 31, 2009, 2008 and 2007, respectively.

Purchases of oil and oil products from related parties were \$862 million, \$1,891 million and \$1,363 million for the years ended December 31, 2009, 2008 and 2007, respectively.

Purchases of processing services from related parties were \$539 million, nil and nil for the years ended December 31, 2009, 2008 and 2007, respectively.

Purchases of insurance services from related parties were nil, \$93 million and \$143 million during the years ended December 31, 2009, 2008 and 2007, respectively.

Other purchases from related parties were \$28 million, \$33 million and \$26 million for the years ended December 31, 2009, 2008 and 2007, respectively.

Amounts receivable from related parties, including loans and advances, were \$591 million and \$248 million as of December 31, 2009 and 2008, respectively. Amounts payable to related parties were \$97 million and \$36 million as of December 31, 2009 and 2008, respectively.

**Note 21. Compensation plan**

During the period from 2007 to 2009, the Company had a compensation plan available to certain members of management, which is based on assigned shares and provides compensation consisting of two parts.

The first part represented annual bonuses that are based on the number of assigned shares and amount of dividend per share. The payment of these bonuses is contingent on the Group meeting certain financial KPIs in each financial year.

The second is based upon the Company's common stock appreciation from 2007 to 2009, with rights vested in December 2009. The number of assigned shares is approximately 15.5 million shares. For the first part of the share plan the Group recognizes a liability based on expected dividends and number of assigned shares.

**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements****(Millions of US dollars, except as indicated)****Note 21. Compensation plan (continued)**

The second part of the share plan is classified as equity and the grant date fair value of the plan is estimated using the Black-Scholes-Merton option-pricing model. Related to this plan the Group recorded \$105 million, \$134 million and \$125 million of compensation expense during the years ended December 31, 2009, 2008 and 2007, respectively, of which \$20 million, \$103 million and \$103 million are recognized as an increase in additional paid-in capital in respective periods. Because of unfavorable market situation the conditions for exercising the second part of this share plan were not met therefore no payments or share transfers to employees took place.

In December 2009, the Company introduced a new compensation plan to certain members of management for the period from 2010 to 2012. Its conditions are similar to the conditions of the previous compensation plan. The number of assigned shares is approximately 17.3 million shares. The Group is currently finalizing the calculation of the grant date fair value of the new plan.

**Note 22. Segment information**

Presented below is information about the Group's operating and geographical segments for the years ended December 31, 2009, 2008 and 2007, in accordance with ASC No. 280 (former SFAS No. 131, *Disclosures about Segments of an Enterprise and Related Information* ).

The Group has four operating segments – exploration and production; refining, marketing and distribution; chemicals and other business segments. These segments have been determined based on the nature of their operations. Management on a regular basis assesses the performance of these operating segments. The exploration and production segment explores for, develops and produces primarily crude oil. The refining, marketing and distribution segment processes crude oil into refined products and purchases, sells and transports crude oil and refined petroleum products. The chemicals segment refines and sells chemical products. Activities of the other business operating segment include power generation business and development of businesses beyond the Group's traditional operations.

Geographical segments have been determined based on the area of operations and include three segments. They are Western Siberia, European Russia and International.

**Operating segments**

|               | <b>Exploration<br/>and<br/>production</b> | <b>Refining,<br/>marketing<br/>and<br/>distribution</b> | <b>Chemicals</b> | <b>Other</b> | <b>Elimination</b> | <b>Consolidated</b> |
|---------------|---|---|------------------|--------------|--------------------|---------------------|
| 2009          |   |   |                  |              |                    |                     |
| Sales         |   |   |                  |              |                    |                     |
| Third parties | 2,257                                     | 76,650  | 1,022            | 1,154        | -                  | 81,083              |
| Inter-segment | 22,096                                    | 784   | 162              | 1,765        | (24,807)           | -                   |
| Total sales   | 24,353                                    | 77,434  | 1,184            | 2,919        | (24,807)           | 81,083              |
|               | 3,668                                     | 55,943  | 812              | 2,346        | (23,668)           | 39,101              |

Operating expenses and  
total cost of purchases

|   |        |        |       |        |          |        |
|---|--------|--------|-------|--------|----------|--------|
| Depreciation, depletion<br>and amortization | 2,613  | 936    | 41    | 347    | -        | 3,937  |
| Interest expense                            | 886    | 1,205  | 14    | 407    | (1,845)  | 667    |
| Income tax expense                          | 1,221  | 821    | 12    | (1)    | (59)     | 1,994  |
| Net income                                  | 5,456  | 2,263  | (69)  | (310)  | (329)    | 7,011  |
| Total assets                                | 54,924 | 56,299 | 1,371 | 18,091 | (51,666) | 79,019 |
| Capital expenditures                        | 4,687  | 1,391  | 113   | 343    | -        | 6,534  |

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**Table of Contents****OAO LUKOIL****Notes to Consolidated Financial Statements**  
**(Millions of US dollars, except as indicated)****Note 22. Segment information (continued)**

| <b>2008</b>                                       | <b>Exploration<br/>and<br/>production</b> | <b>Refining,<br/>marketing<br/>and<br/>distribution</b> | <b>Chemicals</b> | <b>Other</b> | <b>Elimination</b> | <b>Consolidated</b> |
|---|---|---|------------------|--------------|--------------------|---------------------|
| Sales   |   |   |                  |              |                    |                     |
| Third parties                                     | 1,753                                     | 103,132   | 2,067            | 728          | -                  | 107,680             |
| Inter-segment                                     | 25,854                                    | 1,582   | 28               | 2,057        | (29,521)           | -                   |
| Total sales                                       | 27,607                                    | 104,714   | 2,095            | 2,785        | (29,521)           | 107,680             |
| Operating expenses and<br>total cost of purchases | 3,779                                     | 67,061  | 1,934            | 2,361        | (29,158)           | 45,977              |
| Depreciation, depletion<br>and amortization       | 1,938                                     | 817   | 34               | 169          | -                  | 2,958               |
| Interest expense                                  | 870                                       | 570   | 4                | 295          | (1,348)            | 391                 |
| Income tax expense                                | 955                                       | 2,510   | 14               | (66)         | 54                 | 3,467               |
| Net income  | 4,234                                     | 5,130   | (117)            | (160)        | 57                 | 9,144               |
| Total assets                                      | 47,130                                    | 45,039  | 940              | 12,751       | (34,399)           | 71,461              |
| Capital expenditures                              | 7,889                                     | 2,150   | 121              | 429          | -                  | 10,589              |
| <b>2007</b>                                       | <b>Exploration<br/>and<br/>production</b> | <b>Refining,<br/>marketing<br/>and<br/>distribution</b> | <b>Chemicals</b> | <b>Other</b> | <b>Elimination</b> | <b>Consolidated</b> |
| Sales   |   |   |                  |              |                    |                     |

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|  |        |        |       |       |          |        |
|--|--------|--------|-------|-------|----------|--------|
| Third parties                                  | 1,527  | 77,960 | 2,348 | 56    | -        | 81,891 |
| Inter-segment                                  | 22,331 | 2,191  | 19    | 325   | (24,866) | -      |
| Total sales                                    | 23,858 | 80,151 | 2,367 | 381   | (24,866) | 81,891 |
| Operating expenses and total cost of purchases | 3,813  | 52,032 | 1,904 | 206   | (23,801) | 34,154 |
| Depreciation, depletion and amortization       | 1,427  | 663    | 28    | 54    | -        | 2,172  |
| Interest expense                               | 611    | 621    | 4     | 218   | (1,121)  | 333    |
| Income tax expense                             | 1,783  | 1,639  | 23    | 4     | -        | 3,449  |
| Net income                                     | 4,686  | 4,770  | 148   | 243   | (336)    | 9,511  |
| Total assets                                   | 43,395 | 41,091 | 1,004 | 8,412 | (34,270) | 59,632 |
| Capital expenditures                           | 7,262  | 1,822  | 171   | 117   | -        | 9,372  |

**Geographical segments**

|  |  |  |  | <b>2009</b>   | <b>2008</b>    | <b>2007</b>   |
|--|--|--|--|---------------|----------------|---------------|
| Sales of crude oil within Russia   |  |  |  | 735           | 600            | 440           |
| Export of crude oil and sales of crude oil by foreign subsidiaries                   |  |  |  | 19,914        | 24,007         | 19,258        |
| Sales of petroleum products within Russia  |  |  |  | 8,101         | 13,872         | 9,583         |
| Export of petroleum products and sales of petroleum products by foreign subsidiaries |  |  |  | 46,888        | 62,542         | 47,154        |
| Sales of chemicals within Russia   |  |  |  | 514           | 880            | 733           |
| Export of chemicals and sales of chemicals by foreign subsidiaries                   |  |  |  | 574           | 1,232          | 1,569         |
| Other sales within Russia  |  |  |  | 2,235         | 2,335          | 1,644         |
| Other export sales and other sales by foreign subsidiaries                           |  |  |  | 2,122         | 2,212          | 1,510         |
| <b>Total sales</b>   |  |  |  | <b>81,083</b> | <b>107,680</b> | <b>81,891</b> |

**Table of Contents****OA O LUKOIL****Notes to Consolidated Financial Statements  
(Millions of US dollars, except as indicated)****Note 22. Segment information (continued)**

| <b>2009</b>                                    | <b>Western<br/>Siberia</b> | <b>European<br/>Russia</b> | <b>International</b> | <b>Elimination</b> | <b>Consolidated</b> |
|--|----------------------------|----------------------------|----------------------|--------------------|---------------------|
| Sales  |                            |                            |                      |                    |                     |
| Third parties                                  | 130                        | 13,750                     | 67,203               | -                  | 81,083              |
| Inter-segment                                  | 11,035                     | 26,918                     | 18                   | (37,971)           | -                   |
| Total sales                                    | 11,165                     | 40,668                     | 67,221               | (37,971)           | 81,083              |
| Operating expenses and total cost of purchases |                            |                            |                      |                    |                     |
|  | 2,035                      | 15,151                     | 59,061               | (37,146)           | 39,101              |
| Depletion, depreciation and amortization       |                            |                            |                      |                    |                     |
|  | 963                        | 2,223                      | 751                  | -                  | 3,937               |
| Interest expense                               |                            |                            |                      |                    |                     |
|  | 62                         | 643                        | 406                  | (444)              | 667                 |
| Income taxes                                   |                            |                            |                      |                    |                     |
|  | 624                        | 1,210                      | 219                  | (59)               | 1,994               |
| Net income                                     |                            |                            |                      |                    |                     |
|  | 2,873                      | 4,638                      | (168)                | (332)              | 7,011               |
| Total assets                                   |                            |                            |                      |                    |                     |
|  | 20,418                     | 43,890                     | 28,038               | (13,327)           | 79,019              |
| Capital expenditures                           |                            |                            |                      |                    |                     |
|  | 1,878                      | 3,186                      | 1,470                | -                  | 6,534               |
| <b>2008</b>                                    | <b>Western<br/>Siberia</b> | <b>European<br/>Russia</b> | <b>International</b> | <b>Elimination</b> | <b>Consolidated</b> |
| Sales  |                            |                            |                      |                    |                     |
| Third parties                                  | 138                        | 19,905                     | 87,637               | -                  | 107,680             |
| Inter-segment                                  | 15,436                     | 38,808                     | 40                   | (54,284)           | -                   |
| Total sales                                    | 15,574                     | 58,713                     | 87,677               | (54,284)           | 107,680             |

|  |                            |                            |                      |                    |                     |
|--|----------------------------|----------------------------|----------------------|--------------------|---------------------|
| Operating expenses and total cost of purchases | 2,011                      | 19,789                     | 78,220               | (54,043)           | 45,977              |
| Depletion, depreciation and amortization       | 832                        | 1,499                      | 627                  | -                  | 2,958               |
| Interest expense                               | 37                         | 196                        | 260                  | (102)              | 391                 |
| Income taxes                                   | 640                        | 2,397                      | 376                  | 54                 | 3,467               |
| Net income                                     | 1,848                      | 7,615                      | (449)                | 130                | 9,144               |
| Total assets                                   | 17,136                     | 37,598                     | 23,577               | (6,850)            | 71,461              |
| Capital expenditures                           | 2,915                      | 5,660                      | 2,014                | -                  | 10,589              |
| <b>2007</b>                                    | <b>Western<br/>Siberia</b> | <b>European<br/>Russia</b> | <b>International</b> | <b>Elimination</b> | <b>Consolidated</b> |
| Sales  |                            |                            |                      |                    |                     |
| Third parties                                  | 118                        | 13,226                     | 68,547               | -                  | 81,891              |
| Inter-segment                                  | 14,045                     | 31,781                     | 30                   | (45,856)           | -                   |
| Total sales                                    | 14,163                     | 45,007                     | 68,577               | (45,856)           | 81,891              |
| Operating expenses and total cost of purchases | 1,995                      | 17,323                     | 59,692               | (44,856)           | 34,154              |
| Depletion, depreciation and amortization       | 649                        | 969                        | 554                  | -                  | 2,172               |
| Interest expense                               | 22                         | 244                        | 239                  | (172)              | 333                 |
| Income taxes                                   | 973                        | 2,044                      | 432                  | -                  | 3,449               |
| Net income                                     | 3,587                      | 5,341                      | 884                  | (301)              | 9,511               |
| Total assets                                   | 16,227                     | 32,764                     | 20,805               | (10,164)           | 59,632              |
| Capital expenditures                           | 2,253                      | 5,448                      | 1,671                | -                  | 9,372               |
|  |                            |                            |                      |                    | 75                  |

**Table of Contents**

**OA O LUKOIL**

**Notes to Consolidated Financial Statements**

**(Millions of US dollars, except as indicated)**

**Note 22. Segment information (continued)**

The Group's international sales to third parties include sales in Switzerland of \$37,724 million, \$47,066 million and \$35,868 million for the years ended December 31, 2009, 2008 and 2007, respectively. The Group's international sales to third parties include sales in the USA of \$8,144 million, \$12,171 million and \$11,481 million for the years ended December 31, 2009, 2008 and 2007, respectively. These amounts are attributed to individual countries based on the jurisdiction of subsidiaries making the sale.

**Note 23. Subsequent events**

In accordance with the requirements of ASC No. 855, *Subsequent events*, the Group evaluated subsequent events through the date the financial statements were available to be issued. Therefore subsequent events were evaluated by the Group up to March 19, 2010.

In January 2010, the Company signed a development and production agreement at West Qurna-2 field located in the south of Iraq. The parties to the agreement are: Iraq's state-owned South Oil Company and the contracting consortium formed by the Iraqi state-owned North Oil Company, the Company and Norway's Statoil ASA. The Company's share in the project is 56.25%. As at the day of the agreement the Group has a commitment in the amount of approximately \$281 million. The West Qurna-2 field has recoverable reserves of about 12.9 billion barrels.

76

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**Table of Contents****OAO LUKOIL****Supplementary Information on Oil and Gas Exploration and Production Activities (Unaudited)**  
(Millions of US dollars, except as indicated)

This section provides unaudited supplemental information on oil and gas exploration and production activities in accordance with ASC No. 932 (former SFAS No. 69, *Disclosures About Oil and Gas Producing Activities*) in six separate tables:

- I. Capitalized costs relating to oil and gas producing activities
  - II. Costs incurred in oil and gas property acquisition, exploration, and development activities
  - III. Results of operations for oil and gas producing activities
  - IV. Reserve quantity information
  - V. Standardized measure of discounted future net cash flows
  - VI. Principal sources of changes in the standardized measure of discounted future net cash flows
- Amounts shown for equity companies represent the Group's share in its exploration and production affiliates, which are accounted for using the equity method of accounting.

***I. Capitalized costs relating to oil and gas producing activities***

| <b>As of December 31, 2009</b>                        | <b>International</b> | <b>Russia</b> | <b>Total consolidated companies</b> | <b>Group's share in equity companies</b> | <b>Total</b> |
|---|----------------------|---------------|-------------------------------------|--|--------------|
| Unproved oil and gas properties                       | 545                  | 305           | 850                                 | 285                                      | 1,135        |
| Proved oil and gas properties                         | 5,826                | 47,237        | 53,063                              | 1,998                                    | 55,061       |
| Accumulated depreciation, depletion, and amortization | (1,201)              | (16,460)      | (17,661)                            | (454)                                    | (18,115)     |
| Net capitalized costs                                 | 5,170                | 31,082        | 36,252                              | 1,829                                    | 38,081       |

Net capitalized costs related to asset retirement obligations in the amount of \$815 million, as of December 31, 2009, was included in net capitalized costs.

| <b>As of December 31, 2008</b>  | <b>International</b> | <b>Russia</b> | <b>Total consolidated companies</b> | <b>Group's share in equity companies</b> | <b>Total</b> |
|---------------------------------|----------------------|---------------|-------------------------------------|--|--------------|
| Unproved oil and gas properties | 519                  | 507           | 1,026                               | 158                                      | 1,184        |
| Proved oil and gas properties   | 5,391                | 42,248        | 47,639                              | 855                                      | 48,494       |
|                                 | (901)                | (14,649)      | (15,550)                            | (209)                                    | (15,759)     |

## Accumulated depreciation, depletion, and amortization

|                       |       |        |        |     |        |
|-----------------------|-------|--------|--------|-----|--------|
| Net capitalized costs | 5,009 | 28,106 | 33,115 | 804 | 33,919 |
|-----------------------|-------|--------|--------|-----|--------|

Net capitalized costs related to asset retirement obligations in the amount of \$439 million, as of December 31, 2008, was included in net capitalized costs.

| <b>As of December 31, 2007</b>                        | <b>International</b> | <b>Russia</b> | <b>Total consolidated companies</b> | <b>Group s share in equity companies</b> | <b>Total</b> |
|---|----------------------|---------------|-------------------------------------|--|--------------|
| Unproved oil and gas properties                       | 454                  | 446           | 900                                 | 20                                       | 920          |
| Proved oil and gas properties                         | 3,906                | 36,664        | 40,570                              | 677                                      | 41,247       |
| Accumulated depreciation, depletion, and amortization | (644)                | (13,813)      | (14,457)                            | (164)                                    | (14,621)     |
| Net capitalized costs                                 | 3,716                | 23,297        | 27,013                              | 533                                      | 27,546       |

Net capitalized costs related to asset retirement obligations in the amount of \$406 million, as of December 31, 2007, was included in net capitalized costs.

**Table of Contents****OAO LUKOIL****Supplementary Information on Oil and Gas Exploration and Production Activities (Unaudited)**  
(Millions of US dollars, except as indicated)*II. Costs incurred in oil and gas property acquisition, exploration, and development activities*

| <b>Year ended December 31, 2009</b>  | <b>International</b> | <b>Russia</b> | <b>Total consolidated companies</b> | <b>Group s share in equity companies</b> | <b>Total</b> |
|--------------------------------------|----------------------|---------------|-------------------------------------|--|--------------|
| Acquisition of properties - proved   | -                    | 17            | 17                                  | 1,154                                    | 1,171        |
| Acquisition of properties - unproved | -                    | 23            | 23                                  | 97                                       | 120          |
| Exploration costs                    | 221                  | 162           | 383                                 | 11                                       | 394          |
| Development costs                    | 549                  | 3,726         | 4,275                               | 146                                      | 4,421        |
| Total costs incurred                 | 770                  | 3,928         | 4,698                               | 1,408                                    | 6,106        |

| <b>Year ended December 31, 2008</b>  | <b>International</b> | <b>Russia</b> | <b>Total consolidated companies</b> | <b>Group s share in equity companies</b> | <b>Total</b> |
|--------------------------------------|----------------------|---------------|-------------------------------------|--|--------------|
| Acquisition of properties - proved   | 806                  | 6             | 812                                 | -  | 812          |
| Acquisition of properties - unproved | 49                   | 5             | 54                                  | 6  | 60           |
| Exploration costs                    | 357                  | 313           | 670                                 | 9  | 679          |
| Development costs                    | 719                  | 6,430         | 7,149                               | 139                                      | 7,288        |
| Total costs incurred                 | 1,931                | 6,754         | 8,685                               | 154                                      | 8,839        |

| <b>Year ended December 31, 2007</b> | <b>International</b> | <b>Russia</b> | <b>Total consolidated companies</b> | <b>Group s share in equity companies</b> | <b>Total</b> |
|-------------------------------------|----------------------|---------------|-------------------------------------|--|--------------|
|-------------------------------------|----------------------|---------------|-------------------------------------|--|--------------|



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|                                      |     |       |       |     |       |
|--------------------------------------|-----|-------|-------|-----|-------|
| Acquisition of properties - proved   | -   | 393   | 393   | -   | 393   |
| Acquisition of properties - unproved | 27  | 486   | 513   | -   | 513   |
| Exploration costs                    | 180 | 366   | 546   | 12  | 558   |
| Development costs                    | 670 | 5,887 | 6,557 | 103 | 6,660 |
| Total costs incurred                 | 877 | 7,132 | 8,009 | 115 | 8,124 |
|                                      |     |       |       |     | 78    |

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**Table of Contents****OAO LUKOIL****Supplementary Information on Oil and Gas Exploration and Production Activities (Unaudited)**  
(Millions of US dollars, except as indicated)**III. Results of operations for oil and gas producing activities**

The Group's results of operations for oil and gas producing activities are presented below. In accordance with ASC No. 932, sales and transfers to Group companies are based on market prices. Income taxes are based on statutory rates. The results of operations exclude corporate overhead and interest costs.

| <b>Year ended December 31, 2009</b>                  | <b>International</b> | <b>Russia</b> | <b>Total consolidated companies</b> | <b>Group's share in equity companies</b> | <b>Total</b> |
|--|----------------------|---------------|-------------------------------------|--|--------------|
| Revenue  |                      |               |                                     |  |              |
| Sales  | 1,472                | 13,870        | 15,342                              | 824                                      | 16,166       |
| Transfers  | -                    | 11,850        | 11,850                              | 17                                       | 11,867       |
| Total revenues                                       | 1,472                | 25,720        | 27,192                              | 841                                      | 28,033       |
| Production costs (excluding production taxes)        | (195)                | (2,592)       | (2,787)                             | (98)                                     | (2,885)      |
| Exploration expense                                  | (147)                | (71)          | (218)                               | (10)                                     | (228)        |
| Depreciation, depletion, and amortization            | (323)                | (2,235)       | (2,558)                             | (105)                                    | (2,663)      |
| Accretion expense                                    | -                    | (43)          | (43)                                | -  | (43)         |
| Taxes other than income taxes                        | (206)                | (12,830)      | (13,036)                            | (186)                                    | (13,222)     |
| Related income taxes                                 | (198)                | (1,399)       | (1,597)                             | (203)                                    | (1,800)      |
| Total results of operations for producing activities | 403                  | 6,550         | 6,953                               | 239                                      | 7,192        |
| <b>Year ended December 31, 2008</b>                  | <b>International</b> | <b>Russia</b> | <b>Total consolidated companies</b> | <b>Group's share in equity companies</b> | <b>Total</b> |

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|  |       |          |          |       |          |
|--|-------|----------|----------|-------|----------|
| Revenue  |       |          |          |       |          |
| Sales  | 1,839 | 24,307   | 26,146   | 1,112 | 27,258   |
| Transfers  | -     | 17,941   | 17,941   | 11    | 17,952   |
| Total revenues                                       | 1,839 | 42,248   | 44,087   | 1,123 | 45,210   |
| Production costs (excluding production taxes)        | (202) | (3,006)  | (3,208)  | (74)  | (3,282)  |
| Exploration expense                                  | (356) | (131)    | (487)    | (7)   | (494)    |
| Depreciation, depletion, and amortization            | (313) | (1,572)  | (1,885)  | (52)  | (1,937)  |
| Accretion expense                                    | -     | (25)     | (25)     | -     | (25)     |
| Taxes other than income taxes                        | (61)  | (24,668) | (24,729) | (170) | (24,899) |
| Related income taxes                                 | (294) | (3,272)  | (3,566)  | (481) | (4,047)  |
| Total results of operations for producing activities | 613   | 9,574    | 10,187   | 339   | 10,526   |

| <b>Year ended December 31, 2007</b>           | <b>International</b> | <b>Russia</b> | <b>Total consolidated companies</b> | <b>Group s share in equity companies</b> | <b>Total</b> |
|---|----------------------|---------------|-------------------------------------|--|--------------|
| Revenue                                       |                      |               |                                     |  |              |
| Sales   | 1,351                | 15,232        | 16,583                              | 883                                      | 17,466       |
| Transfers                                     | -                    | 15,444        | 15,444                              | 79                                       | 15,523       |
| Total revenues                                | 1,351                | 30,676        | 32,027                              | 962                                      | 32,989       |
| Production costs (excluding production taxes) | (140)                | (2,638)       | (2,778)                             | (76)                                     | (2,854)      |
| Exploration expense                           | (158)                | (149)         | (307)                               | (13)                                     | (320)        |
| Depreciation, depletion, and amortization     | (259)                | (1,130)       | (1,389)                             | (33)                                     | (1,422)      |
| Accretion expense                             | -                    | (21)          | (21)                                | -  | (21)         |

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|  |       |          |          |       |          |
|--|-------|----------|----------|-------|----------|
| Taxes other than income taxes                        | (7)   | (17,087) | (17,094) | (134) | (17,228) |
| Related income taxes                                 | (384) | (2,378)  | (2,762)  | (336) | (3,098)  |
| Total results of operations for producing activities | 403   | 7,273    | 7,676    | 370   | 8,046    |
|  |       |          |          |       | 79       |

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**Table of Contents**

**OA O LUKOIL**

**Supplementary Information on Oil and Gas Exploration and Production Activities (Unaudited)  
(Millions of US dollars, except as indicated)**

***IV. Reserve quantity information***

Proved reserves are the estimated quantities of oil and gas reserves which geological and engineering data demonstrate will be recoverable with reasonable certainty in future years from known reservoirs under existing economic and operating conditions. In accordance with ASC No. 932 existing economic and operating conditions are based on the 12-months average price (for the year 2009) or year-end price (for the periods before 2009) and the year-end costs. Proved reserves do not include additional quantities of oil and gas reserves that may result from applying secondary or tertiary recovery techniques not yet tested and determined to be economic.

Proved developed reserves are the quantities of proved reserves expected to be recovered through existing wells with existing equipment and operating methods.

Due to the inherent uncertainties and the necessarily limited nature of reservoir data, estimates of reserves are inherently imprecise, require the application of judgment and are subject to change as additional information becomes available.

Management has included within proved reserves significant quantities which the Group expects to produce after the expiry dates of certain of its current production licenses in the Russian Federation. The Subsoil Law of the Russian Federation states that, upon expiration, a license is subject to renewal at the initiative of the license holder provided that further exploration, appraisal, production or remediation activities are necessary and provided that the license holder has not violated the terms of the license. Since the law applies both to newly issued and old licenses and the Group has currently renewed nearly 50% of its licenses, management believes that licenses will be renewed upon their expiration for the remainder of the economic life of each respective field.

In January 2010, the FASB issued ASU No. 2010-03, *Extractive activities – Oil and Gas (Topic 932): Oil and Gas Reserve Estimation and Disclosures*. The adoption of ASU No. 2010-03 did not have a significant impact on the Group's proved reserves and standardized measure of discounted future net cash flows.

Estimated net proved oil and gas reserves and changes thereto for the years ended December 31, 2009, 2008 and 2007, are shown in the tables set out below.

**Table of Contents****OAO LUKOIL****Supplementary Information on Oil and Gas Exploration and Production Activities (Unaudited)**

(Millions of US dollars, except as indicated)

| Millions of barrels                | Consolidated subsidiaries |         |         | Group's share<br>in equity<br>companies | Total   |
|------------------------------------|---------------------------|---------|---------|---|---------|
|                                    | International             | Russia  | Total   |   |         |
| <b>Crude oil</b>                   |                           |         |         |   |         |
| January 1, 2007                    | 410                       | 15,183  | 15,593  | 334                                     | 15,927  |
| Revisions of previous estimates    | 2                         | 35      | 37      | (23)                                    | 14      |
| Purchase of hydrocarbons in place* | -                         | 178     | 178     | (104)                                   | 74      |
| Extensions and discoveries         | 20                        | 463     | 483     | 35                                      | 518     |
| Production                         | (26)                      | (668)   | (694)   | (19)                                    | (713)   |
| Sales of reserves                  | (105)                     | -       | (105)   | -                                       | (105)   |
| December 31, 2007                  | 301                       | 15,191  | 15,492  | 223                                     | 15,715  |
| Revisions of previous estimates    | 80                        | (1,205) | (1,125) | 1                                       | (1,124) |
| Purchase of hydrocarbons in place  | 17                        | 19      | 36      | 5                                       | 41      |
| Extensions and discoveries         | 30                        | 493     | 523     | 6                                       | 529     |
| Production                         | (24)                      | (660)   | (684)   | (19)                                    | (703)   |
| December 31, 2008                  | 404                       | 13,838  | 14,242  | 216                                     | 14,458  |
| Revisions of previous estimates    | (85)                      | (636)   | (721)   | 15                                      | (706)   |
| Purchase of hydrocarbons in place  | -                         | 39      | 39      | 102                                     | 141     |
| Extensions and discoveries         | 37                        | 503     | 540     | -                                       | 540     |
| Production                         | (27)                      | (673)   | (700)   | (20)                                    | (720)   |
| Table of Contents                  |                           |         |         |   | 142     |

|                           |            |               |               |            |               |
|---------------------------|------------|---------------|---------------|------------|---------------|
| Sales of reserves         | -          | (17)          | (17)          | -          | (17)          |
| <b>December 31, 2009</b>  | <b>329</b> | <b>13,054</b> | <b>13,383</b> | <b>313</b> | <b>13,696</b> |
| Proved developed reserves |            |               |               |            |               |
| December 31, 2007         | 164        | 9,715         | 9,879         | 180        | 10,059        |
| December 31, 2008         | 208        | 8,806         | 9,014         | 156        | 9,170         |
| <b>December 31, 2009</b>  | <b>186</b> | <b>8,442</b>  | <b>8,628</b>  | <b>199</b> | <b>8,827</b>  |

\* Purchase of hydrocarbons in place for equity companies includes transfers of reserves to the consolidated group upon those equity companies becoming subject to consolidation.

The minority interest share included in the above total proved reserves was 242 million barrels, 426 million barrels and 559 million barrels as of December 31, 2009, 2008 and 2007, respectively. The minority interest share included in the above proved developed reserves was 135 million barrels, 203 million barrels and 228 million barrels as of December 31, 2009, 2008 and 2007, respectively. Substantially all minority interests relate to the reserves in the Russian Federation.

**Table of Contents****OA O LUKOIL****Supplementary Information on Oil and Gas Exploration and Production Activities (Unaudited)**

(Millions of US dollars, except as indicated)

| Billions of cubic feet             | Consolidated subsidiaries |         |         | Group s<br>share<br>in equity<br>companies | Total   |
|------------------------------------|---------------------------|---------|---------|--|---------|
|                                    | International             | Russia  | Total   |  |         |
| <b>Natural gas</b>                 |                           |         |         |  |         |
| January 1, 2007                    | 4,276                     | 22,128  | 26,404  | 193  | 26,597  |
| Revisions of previous estimates    | 506                       | 550     | 1,056   | (2)  | 1,054   |
| Purchase of hydrocarbons in place* | -                         | 19      | 19      | (14)                                       | 5       |
| Extensions and discoveries         | 207                       | 630     | 837     | 7  | 844     |
| Production                         | (87)                      | (482)   | (569)   | (10)                                       | (579)   |
| December 31, 2007                  | 4,902                     | 22,845  | 27,747  | 174  | 27,921  |
| Revisions of previous estimates    | 566                       | (386)   | 180     | 4  | 184     |
| Purchase of hydrocarbons in place  | 1,395                     | 4       | 1,399   | -  | 1,399   |
| Extensions and discoveries         | 118                       | 310     | 428     | 7  | 435     |
| Production                         | (175)                     | (500)   | (675)   | (11)                                       | (686)   |
| December 31, 2008                  | 6,806                     | 22,273  | 29,079  | 174  | 29,253  |
| Revisions of previous estimates    | (294)                     | (6,081) | (6,375) | (3)  | (6,378) |
| Purchase of hydrocarbons in place  | -                         | 13      | 13      | 130  | 143     |
| Extensions and discoveries         | 294                       | 164     | 458     | -  | 458     |
| Production                         | (175)                     | (436)   | (611)   | (15)                                       | (626)   |



|                            |              |               |               |            |               |
|----------------------------|--------------|---------------|---------------|------------|---------------|
| <b>December 31, 2009</b>   | <b>6,631</b> | <b>15,933</b> | <b>22,564</b> | <b>286</b> | <b>22,850</b> |
| Proved developed reserves: |              |               |               |            |               |
| December 31, 2007          | 1,369        | 6,553         | 7,922         | 133        | 8,055         |
| December 31, 2008          | 1,912        | 5,893         | 7,805         | 114        | 7,919         |
| <b>December 31, 2009</b>   | <b>2,002</b> | <b>5,636</b>  | <b>7,638</b>  | <b>157</b> | <b>7,795</b>  |

\* Purchase of hydrocarbons in place for equity companies includes transfers of reserves to the consolidated group upon those equity companies becoming subject to consolidation.

The minority interest share included in the above total proved reserves was 36 billion cubic feet, 34 billion cubic feet and 49 billion cubic feet as of December 31, 2009, 2008 and 2007, respectively. The minority interest share included in the above proved developed reserves was 23 billion cubic feet, 24 billion cubic feet and 30 billion cubic feet as of December 31, 2009, 2008 and 2007, respectively. Substantially all minority interests relate to the reserves in the Russian Federation.

As a result of changes to development plans and commissioning dates, the Company transferred part of its gas reserves from the category of proved reserves into lower reserve categories and into resources. Management believes that these volumes will be returned into the proved reserves category as their development start date draws nearer or some new technologies are applied.

**Table of Contents****OAO LUKOIL****Supplementary Information on Oil and Gas Exploration and Production Activities (Unaudited)**  
(Millions of US dollars, except as indicated)***V. Standardized measure of discounted future net cash flows***

The standardized measure of discounted future net cash flows, related to the above oil and gas reserves, is calculated in accordance with the requirements of ASC No. 932. Estimated future cash inflows from production are computed by applying the 12-months average price (for the year 2009) or year-end price (for the periods before 2009) for oil and gas to year-end quantities of estimated net proved reserves. Adjustment in this calculation for future price changes is limited to those required by contractual arrangements in existence at the end of each reporting year. Future development and production costs are those estimated future expenditures necessary to develop and produce year-end estimated proved reserves based on year-end cost indices, assuming continuation of year-end economic conditions. Estimated future income taxes are calculated by applying appropriate year-end statutory tax rates. These rates reflect allowable deductions and tax credits and are applied to estimated future pre-tax net cash flows, less the tax bases of related assets. Discounted future net cash flows have been calculated using a ten percent discount factor. Discounting requires a year-by-year estimate of when future expenditures will be incurred and when reserves will be produced. The information provided in the tables set out below does not represent management's estimate of the Group's expected future cash flows or of the value of the Group's proved oil and gas reserves. Estimates of proved reserve quantities are imprecise and change over time as new information becomes available. Moreover, probable and possible reserves, which may become proved in the future, are excluded from the calculations. The arbitrary valuation prescribed under ASC No. 932 requires assumptions as to the timing and amount of future development and production costs. The calculations should not be relied upon as an indication of the Group's future cash flows or of the value of its oil and gas reserves.

|  | International | Russia    | Total<br>consolidated<br>companies | Group's<br>share<br>in equity<br>companies | Total     |
|--|---------------|-----------|------------------------------------|--|-----------|
| <b>As of December 31, 2009</b>                         |               |           |                                    |  |           |
| Future cash inflows                                    | 31,025        | 385,266   | 416,291                            | 14,816                                     | 431,107   |
| Future production and development costs                | (18,778)      | (254,811) | (273,589)                          | (7,692)                                    | (281,281) |
| Future income tax expenses                             | (2,337)       | (22,285)  | (24,622)                           | (1,489)                                    | (26,111)  |
| Future net cash flows                                  | 9,910         | 108,170   | 118,080                            | 5,635                                      | 123,715   |
| Discount for estimated timing of cash flows (10% p.a.) | (6,468)       | (66,015)  | (72,483)                           | (3,013)                                    | (75,496)  |
| Discounted future net cash flows                       | 3,442         | 42,155    | 45,597                             | 2,622                                      | 48,219    |
|  | -             | 1,370     | 1,370                              | -  | 1,370     |

Minority share in discounted future net  
cash flows

Included as a part of the \$281 billion of future production and development costs are \$6.5 billion of future dismantlement, abandonment and rehabilitation costs.

**Table of Contents****OAO LUKOIL****Supplementary Information on Oil and Gas Exploration and Production Activities (Unaudited)**

(Millions of US dollars, except as indicated)

|  | <b>International</b> | <b>Russia</b> | <b>Total<br/>consolidated<br/>companies</b> | <b>Group s<br/>share<br/>in equity<br/>companies</b> | <b>Total</b> |
|--|----------------------|---------------|---|--|--------------|
| <b>As of December 31, 2008</b>                         |                      |               |   |  |              |
| Future cash inflows                                    | 26,612               | 312,334       | 338,946                                     | 5,546  | 344,492      |
| Future production and development costs                | (18,647)             | (185,733)     | (204,380)                                   | (3,074)  | (207,454)    |
| Future income tax expenses                             | (318)                | (21,250)      | (21,568)                                    | (516)  | (22,084)     |
| Future net cash flows                                  | 7,647                | 105,351       | 112,998                                     | 1,956  | 114,954      |
| Discount for estimated timing of cash flows (10% p.a.) | (6,132)              | (64,296)      | (70,428)                                    | (950)  | (71,378)     |
| Discounted future net cash flows                       | 1,515                | 41,055        | 42,570                                      | 1,006  | 43,576       |
| Minority share in discounted future net cash flows     | -                    | 1,333         | 1,333                                       | -  | 1,333        |

Included as a part of the \$207 billion of future production and development costs are \$6.4 billion of future dismantlement, abandonment and rehabilitation costs.

|   | <b>International</b> | <b>Russia</b> | <b>Total<br/>consolidated<br/>companies</b> | <b>Group s<br/>share<br/>in equity<br/>companies</b> | <b>Total</b> |
|---|----------------------|---------------|---|--|--------------|
| <b>As of December 31, 2007</b>          |                      |               |   |  |              |
| Future cash inflows                     | 34,051               | 660,363       | 694,414                                     | 17,892   | 712,306      |
| Future production and development costs | (13,015)             | (442,801)     | (455,816)                                   | (4,639)  | (460,455)    |
| Future income tax expenses              | (2,414)              | (48,552)      | (50,966)                                    | (3,568)  | (54,534)     |

|  |         |           |           |         |           |
|--|---------|-----------|-----------|---------|-----------|
| Future net cash flows                                  | 18,622  | 169,010   | 187,632   | 9,685   | 197,317   |
| Discount for estimated timing of cash flows (10% p.a.) | (9,576) | (106,185) | (115,761) | (4,857) | (120,618) |
| Discounted future net cash flows                       | 9,046   | 62,825    | 71,871    | 4,828   | 76,699    |

Minority share in discounted future net cash flows - 1,379 1,379 - 1,379

Included as a part of the \$460 billion of future production and development costs are \$7.8 billion of future dismantlement, abandonment and rehabilitation costs.

**Table of Contents****OAO LUKOIL****Supplementary Information on Oil and Gas Exploration and Production Activities (Unaudited)**  
**(Millions of US dollars, except as indicated)***VI. Principal sources of changes in the standardized measure of discounted future net cash flows*

| <b>Consolidated companies</b>  | <b>2009</b>   | <b>2008</b>   | <b>2007</b>   |
|--|---------------|---------------|---------------|
| Discounted present value as at January 1                             | 42,570        | 71,871        | 45,568        |
| Net changes due to purchases and sales of minerals in place          | 86            | (279)         | (46)          |
| Sales and transfers of oil and gas produced, net of production costs | (11,151)      | (15,663)      | (11,848)      |
| Net changes in prices and production costs estimates                 | 36,633        | (113,710)     | 75,908        |
| Net changes in mineral extraction taxes                              | (27,376)      | 79,317        | (43,384)      |
| Extensions and discoveries, less related costs                       | 1,878         | 1,423         | 2,947         |
| Development costs incurred during the period                         | 3,201         | 3,528         | 2,308         |
| Revisions of previous quantity estimates                             | (4,495)       | (3,520)       | 980           |
| Net change in income taxes   | (1,104)       | 11,054        | (6,562)       |
| Other changes  | 70            | 123           | 185           |
| Accretion of discount  | 5,285         | 8,426         | 5,815         |
| <b>Discounted present value at December 31</b>                       | <b>45,597</b> | <b>42,570</b> | <b>71,871</b> |
| <b>Group's share in equity companies</b>                             | <b>2009</b>   | <b>2008</b>   | <b>2007</b>   |
| Discounted present value as at January 1                             | 1,006         | 4,828         | 2,888         |
| Net changes due to purchases and sales of minerals in place          | 1,182         | 17            | (367)         |
| Sales and transfers of oil and gas produced, net of production costs | (547)         | (872)         | (739)         |
| Net changes in prices and production costs estimates                 | 2,129         | (6,343)       | 3,622         |
| Net changes in mineral extraction taxes                              | (1,086)       | 901           | (643)         |
| Table of Contents  |               |               | 150           |

|  |               |               |               |
|--|---------------|---------------|---------------|
| Extensions and discoveries, less related costs                       | 3             | 38            | 1,020         |
| Development costs incurred during the period                         | 31            | 51            | 74            |
| Revisions of previous quantity estimates                             | 137           | 13            | (716)         |
| Net change in income taxes   | (442)         | 1,553         | (629)         |
| Other changes  | 95            | 239           | (38)          |
| Accretion of discount  | 114           | 581           | 356           |
| <b>Discounted present value at December 31</b>                       | <b>2,622</b>  | <b>1,006</b>  | <b>4,828</b>  |
| <b>Total</b>   | <b>2009</b>   | <b>2008</b>   | <b>2007</b>   |
| Discounted present value as at January 1                             | 43,576        | 76,699        | 48,456        |
| Net changes due to purchases and sales of minerals in place          | 1,268         | (262)         | (413)         |
| Sales and transfers of oil and gas produced, net of production costs | (11,698)      | (16,535)      | (12,587)      |
| Net changes in prices and production costs estimates                 | 38,762        | (120,053)     | 79,530        |
| Net changes in mineral extraction taxes                              | (28,462)      | 80,218        | (44,027)      |
| Extensions and discoveries, less related costs                       | 1,881         | 1,461         | 3,967         |
| Development costs incurred during the period                         | 3,232         | 3,579         | 2,382         |
| Revisions of previous quantity estimates                             | (4,358)       | (3,507)       | 264           |
| Net change in income taxes   | (1,546)       | 12,607        | (7,191)       |
| Other changes  | 165           | 362           | 147           |
| Accretion of discount  | 5,399         | 9,007         | 6,171         |
| <b>Discounted present value at December 31</b>                       | <b>48,219</b> | <b>43,576</b> | <b>76,699</b> |
|  |               |               | 85            |

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**Table of Contents****CONOCOPHILLIPS  
INDEX TO EXHIBITS**

| <u>Exhibit<br/>Number</u> | <u>Description</u>   |
|---------------------------|--|
| 3.1                       | Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Quarterly Report of ConocoPhillips on Form 10-Q for the quarterly period ended June 30, 2008; File No. 001-32395).  |
| 3.2                       | Certificate of Designations of Series A Junior Participating Preferred Stock of ConocoPhillips (incorporated by reference to Exhibit 3.2 to the Current Report of ConocoPhillips on Form 8-K filed on August 30, 2002; File No. 000-49987).  |
| 3.3                       | By-Laws of ConocoPhillips, as amended on December 12, 2008 (incorporated by reference to Exhibit 3.1 to the Current Report of ConocoPhillips on Form 8-K filed on December 12, 2008; File No. 001-32395).  |
| 4.1                       | Rights agreement, dated as of June 30, 2002, between ConocoPhillips and Mellon Investor Services LLC, as rights agent, which includes as Exhibit A the form of Certificate of Designations of Series A Junior Participating Preferred Stock, as Exhibit B the form of Rights Certificate and as Exhibit C the Summary of Rights to Purchase Preferred Stock (incorporated by reference to Exhibit 4.1 to the Current Report of ConocoPhillips on Form 8-K filed on August 30, 2002; File No. 000-49987). |
|                           | ConocoPhillips and its subsidiaries are parties to several debt instruments under which the total amount of securities authorized does not exceed 10 percent of the total assets of ConocoPhillips and its subsidiaries on a consolidated basis. Pursuant to paragraph 4(iii)(A) of Item 601(b) of Regulation S-K, ConocoPhillips agrees to furnish a copy of such instruments to the SEC upon request.  |
| 10.1                      | 1986 Stock Plan of Phillips Petroleum Company (incorporated by reference to Exhibit 10.11 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2002; File No. 000-49987).   |
| 10.2                      | 1990 Stock Plan of Phillips Petroleum Company (incorporated by reference to Exhibit 10.12 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2002; File No. 000-49987).   |
| 10.3                      | Annual Incentive Compensation Plan of Phillips Petroleum Company (incorporated by reference to Exhibit 10.13 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2002; File No. 000-49987).  |
| 10.4                      | Incentive Compensation Plan of Phillips Petroleum Company (incorporated by reference to Exhibit 10(g) to the Annual Report of ConocoPhillips Company on Form 10-K for the year ended December 31, 1999; File No. 1-720).   |
| 10.5                      | ConocoPhillips Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.7 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2005; File No. 001-32395).  |



**Table of Contents**

| <u>Exhibit<br/>Number</u> | <u>Description</u>   |
|---------------------------|--|
| 10.6                      | Non-Employee Director Retirement Plan of Phillips Petroleum Company (incorporated by reference to Exhibit 10.18 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2002; File No. 000-49987).     |
| 10.7                      | Omnibus Securities Plan of Phillips Petroleum Company (incorporated by reference to Exhibit 10.19 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2002; File No. 000-49987).                   |
| 10.8                      | Key Employee Missed Credited Service Retirement Plan of ConocoPhillips (incorporated by reference to Exhibit 10.10 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2005; File No. 001-32395).  |
| 10.9                      | Phillips Petroleum Company Stock Plan for Non-Employee Directors (incorporated by reference to Exhibit 10.22 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2002; File No. 000-49987).        |
| 10.10.1                   | ConocoPhillips Key Employee Supplemental Retirement Plan (incorporated by reference to Exhibit 10.11 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2008; File No. 001-32395).                |
| 10.10.2*                  | First Amendment to the ConocoPhillips Key Employee Supplemental Retirement Plan.   |
| 10.11.1                   | Defined Contribution Make-Up Plan of ConocoPhillips Title I (incorporated by reference to Exhibit 10.13.1 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2005; File No. 001-32395).           |
| 10.11.2                   | Defined Contribution Make-Up Plan of ConocoPhillips Title II (incorporated by reference to Exhibit 10.12.2 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2008; File No. 001-32395).          |
| 10.12                     | 2002 Omnibus Securities Plan of Phillips Petroleum Company (incorporated by reference to Exhibit 10.26 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2002; File No. 000-49987).              |
| 10.13                     | 1998 Stock and Performance Incentive Plan of ConocoPhillips (incorporated by reference to Exhibit 10.27 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2002; File No. 000-49987).             |
| 10.14                     | 1998 Key Employee Stock Performance Plan of ConocoPhillips (incorporated by reference to Exhibit 10.28 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2002; File No. 000-49987).              |
| 10.15                     | Deferred Compensation Plan for Non-Employee Directors of ConocoPhillips (incorporated by reference to Exhibit 10.17 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2005; File No. 001-32395). |

- 10.16 ConocoPhillips Form Indemnity Agreement with Directors (incorporated by reference to Exhibit 10.34 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2002; File No. 000-49987).

**Table of Contents**

| <u>Exhibit<br/>Number</u> | <u>Description</u>   |
|---------------------------|--|
| 10.17.1                   | Rabbi Trust Agreement dated December 17, 1999 (incorporated by reference to Exhibit 10.11 of the Annual Report of ConocoPhillips Holding Company on Form 10-K for the year ended December 31, 1999; File No. 001-14521).                               |
| 10.17.2                   | Amendment to Rabbi Trust Agreement dated February 25, 2002 (incorporated by reference to Exhibit 10.39.1 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2002; File No. 000-49987).                                |
| 10.18.1                   | ConocoPhillips Directors Charitable Gift Program (incorporated by reference to Exhibit 10.40 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2003; File No. 000-49987).  |
| 10.18.2                   | First and Second Amendments to the ConocoPhillips Directors Charitable Gift Program (incorporated by reference to Exhibit 10 to the Quarterly Report of ConocoPhillips on Form 10-Q for the quarterly period ended June 30, 2008; File No. 001-32395). |
| 10.19                     | ConocoPhillips Matching Gift Plan for Directors and Executives (incorporated by reference to Exhibit 10.41 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2003; File No. 000-49987).                              |
| 10.20.1                   | Key Employee Deferred Compensation Plan of ConocoPhillips Title I (incorporated by reference to Exhibit 10.23.1 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2005; File No. 001-32395).                         |
| 10.20.2                   | Key Employee Deferred Compensation Plan of ConocoPhillips Title II (incorporated by reference to Exhibit 10.21.2 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2008; File No. 001-32395).                        |
| 10.20.3*                  | First Amendment to the Key Employee Deferred Compensation Plan of ConocoPhillips Title II.   |
| 10.20.4*                  | Second Amendment to the Key Employee Deferred Compensation Plan of ConocoPhillips Title II.  |
| 10.21                     | ConocoPhillips Key Employee Change in Control Severance Plan (incorporated by reference to Exhibit 10.22 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2008; File No. 001-32395).                                |
| 10.22                     | ConocoPhillips Executive Severance Plan (incorporated by reference to Exhibit 10.23 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2008; File No. 001-32395).   |
| 10.23                     | 2004 Omnibus Stock and Performance Incentive Plan of ConocoPhillips (incorporated by reference to Appendix C of ConocoPhillips Proxy Statement on Schedule 14A relating to the 2004 Annual Meeting of Shareholders; File No. 000-49987).               |
| 10.24                     | Aircraft Time Sharing Agreement by and between James J. Mulva and ConocoPhillips (incorporated by reference to Exhibit 10 of the Quarterly Report of ConocoPhillips on Form 10-Q for the quarterly period ended June 30, 2007; File No. 001-32395).    |

- 10.25 Form of Stock Option Award Agreement under the ConocoPhillips Stock Option and Stock Appreciation Rights Program (incorporated by reference to Exhibit 10.26 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2008; File No. 001-32395).

**Table of Contents**

| <u>Exhibit<br/>Number</u> | <u>Description</u>  |
|---------------------------|---|
| 10.26                     | Form of Restricted Stock Unit Award Agreement under the ConocoPhillips Performance Share Program (incorporated by reference to Exhibit 10.27 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2008; File No. 001-32395). |
| 10.27                     | Omnibus Amendments to certain ConocoPhillips employee benefit plans, adopted December 7, 2007 (incorporated by reference to Exhibit 10.30 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2007; File No. 001-32395).    |
| 10.28                     | Annex to Nonqualified Deferred Compensation Arrangements of ConocoPhillips (incorporated by reference to Exhibit 10.30 to the Annual Report of ConocoPhillips on Form 10-K for the year ended December 31, 2008; File No. 001-32395).                       |
| 10.29                     | 2009 Omnibus Stock and Performance Incentive Plan of ConocoPhillips (incorporated by reference to Appendix A of ConocoPhillips Proxy Statement on Schedule 14A relating to the 2009 Annual Meeting of Shareholders; File No. 001-32395).                    |
| 12*                       | Computation of Ratio of Earnings to Fixed Charges.  |
| 21*                       | List of Subsidiaries of ConocoPhillips.   |
| 23.1*                     | Consent of Ernst & Young LLP.   |
| 23.2*                     | Consent of DeGolyer and MacNaughton.  |
| 23.3**                    | Consent of ZAO KPMG, Independent Auditors of OAO LUKOIL.  |
| 31.1*                     | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.  |
| 31.2*                     | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.  |
| 31.3**                    | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.  |
| 31.4**                    | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.  |
| 32*                       | Certifications pursuant to 18 U.S.C. Section 1350.  |
| 32.1**                    | Certifications pursuant to 18 U.S.C. Section 1350.  |
| 99*                       | Report of DeGolyer and MacNaughton.   |

**Table of Contents**

| <u>Exhibit<br/>Number</u> | <u>Description</u>                   |
|---------------------------|--------------------------------------|
| 101.INS*                  | XBRL Instance Document.              |
| 101.SCH*                  | XBRL Schema Document.                |
| 101.CAL*                  | XBRL Calculation Linkbase Document.  |
| 101.DEF*                  | XBRL Definition Linkbase Document.   |
| 101.LAB*                  | XBRL Labels Linkbase Document.       |
| 101.PRE*                  | XBRL Presentation Linkbase Document. |

\* Included as part of the original 2010 Form 10-K filed on February 23, 2011.  
\*\* Filed herewith as part of this Amendment No. 1 on Form 10-K/A.

**Table of Contents**

**SIGNATURE**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

March 25, 2011

**CONOCOPHILLIPS**

/s/ Glenda M. Schwarz

*Glenda M. Schwarz*  
Vice President and Controller

91