

**Public Limited Company “Interregional Distribution Networks Company of
the Center and Northern Caucasus”
170001, City of Tver, prospect Kalinina, 55**

MINUTES

Meeting of the Board of Directors of
“IDGC of the Center and Northern Caucasus” PLC
(in the form of postal voting)

February 3, 2005

No 002/05

Moscow

Meeting mode: **postal voting**

Total number of the members of the Board of Directors: **9 people**

Participated in the voting: **A. Rappoport, A. Branis, D. Burnashev, A. Demin, E. Makarov, A. Nikulov, M. Tuzov, A. Chikunov, A. Chistyakov**

Failed to submit inquiry forms: **none**

Quorum secured

Agenda:

1. On the foundation of the affiliations of “IDGC of the Center and Northern Caucasus”PLC.

Item No1: On the foundation of the affiliations of “IDGC of the Center and Northern Caucasus”PLC.

Resolution:

1.1. Found the affiliations of “IDGC of the Center and Northern Caucasus”PLC.

Name	Location
Black Soil affiliation of “IDGC of the Center and Northern Caucasus”PLC	305029, City of Kursk, ul. K. Marksa # 27
Western affiliation of “IDGC of the Center and Northern Caucasus”PLC	248009, City of Kaluga, Grabtsevskoye shosse # 35
Upper-Volga affiliation of “IDGC of the Center and Northern Caucasus”PLC	603600, City of Nizhny Novgorod, ul. Rozhdestvenskaya # 33
Southern affiliation of “IDGC of the Center and Northern Caucasus”PLC	344002, City of Rostov-on- Don, ul B. Sadovaya, # 49

1.2. Make the following alterations in the Statute of the Company:

Include in the Statute of the Company the List of affiliations of the Company as in Annex 1 of the Statute of the Company.

1.3. Instruct the Director General of the Company to:

- work out and approve the Provisions on the affiliations;
- register the corresponding alterations in the Statute of the Company in accordance with the requirements of the law;

- appoint the directors of the created affiliations;
- inform the Board of Directors on the fulfillment of the given tasks.

Voting results:

“YES” 9

“NO” 0

“Abstained” 0

The resolution is passed.

Chairperson of the Board of Directors

A. Rappoport

Secretary of the Board of Directors

A. Vnukov