

**Public Limited Company “Interregional Distribution Grid Company of Center and North Caucasus”
55 Kalinin Ave, Tver, 170001**

MINUTES

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

June 17, 2005

No004/05

Moscow

Meeting mode: **postal voting**

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

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

Failed to submit enquiry forms: **none**

Quorum **secured**

Agenda:

1. On the determination of the credit policy of the Society in the part of concluding a loan contract with “Ivenergo”.

Item No1: On the determination of the credit policy of the Society in the part of concluding a loan contract with “Ivenergo”PLC

Resolution:

To approve the conclusion of the loan contract between “Ivenergo” PLC and “IDGC of the Center and Northern Caucasus” PLC on the following essential terms:

1. The parties of the Contract: “Lender” - “Ivenergo” PLC, “Borrower” - “IDGC of the Center and Northern Caucasus” PLC.

2. Subject of the Contract: The Lender shall transfer monetary funds to the Borrower in the sum of 50,000,000.00 (fifty million Rubles) for a period of 90 (ninety) calendar days calculated from the date of the loan value transfer, and the Lender shall be liable to pay back the given sum in the agreed period of time and pay interest. The loan value shall be transferred to the Borrower in a lump during 10 (ten) calendar days calculated from the date of concluding the contract by transferring the monetary funds to its operating account.

3. The payment for using the monetary funds by the loan contract shall be 10 (ten) percent per year. The interest shall be added from the moment of receiving the loan sum by the Borrower till the moment of its return to the Lender.

4. Other terms of the Contract: payback of the loan sum in a lump and interest shall be executed by the Borrower on the working day following the day of the expiry of the date mentioned in the loan contract. The loan sum can be paid back by the Borrower ahead of schedule. The Lender shall be entitled to partially pay back the debt on the credit before the expiry of the date of paying back the loan value with the interest being calculated for the remaining debt after the partial return of the debt.

Voting results:

Rappoport Andrei Natanovich	“yes”
Branis Alexander Markovich	“no”
Burnashev Dmitry Aleksandrovich	“yes”
Demin Andrei Aleksandrovich	“yes”
Makarov Evgeny Fedorovich	“yes”
Nikulov Aleksandr Evgenievich	“abstained”
Tuzov Mikhail Yurievich	“yes”
Chikunov Aleksandr Vasilievich	“yes”
Chistyakov Aleksandr Nikolaevich	“yes”

Total:

“YES”	7
“NO”	1
“Abstained”	1

The resolution is agreed.

Chairperson of the Board of Directors

A.N. Rappoport

Secretary of the Board of Directors

K.V. Kotikov