



OAO LUKOIL

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(prepared in accordance with US GAAP)

As of and for the three and nine month periods ended September 30, 2008

(unaudited)

These interim consolidated financial statements were prepared by OAO 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.

Independent Accountants' Review Report

The Board of Directors of OAO LUKOIL:

We have reviewed the accompanying consolidated balance sheet of OAO LUKOIL and its subsidiaries as of September 30, 2008, the related consolidated statements of income for the three-month and nine-month periods ended September 30, 2008 and 2007 and the related consolidated statements of stockholders' equity and comprehensive income and cash flows for the nine-month periods ended September 30, 2008 and 2007 in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the representation of the management of OAO LUKOIL.

A review consists principally of inquiries of company personnel and analytical procedures applied to financial data. It is substantially less in scope than an audit in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

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

ZAO KPMG

ZAO KPMG
Moscow, Russian Federation
December 8, 2008

OAo LUKOIL
Consolidated Balance Sheets
(Millions of US dollars, unless otherwise noted)

	Note	As of September 30, 2008 (unaudited)	As of December 31, 2007
Assets			
Current assets			
Cash and cash equivalents	4	2,134	841
Short-term investments		557	48
Accounts and notes receivable, net	6	8,003	7,467
Inventories		5,925	4,609
Prepaid taxes and other expenses		5,134	4,109
Other current assets		640	625
Assets held for sale	10	-	204
Total current assets		22,393	17,903
Investments	7	1,755	1,086
Property, plant and equipment	8	47,251	37,930
Deferred income tax assets		635	490
Goodwill and other intangible assets	9	1,031	934
Other non-current assets		1,251	1,289
Total assets		74,316	59,632
Liabilities and Stockholders' equity			
Current liabilities			
Accounts payable		4,269	4,554
Short-term borrowings and current portion of long-term debt	11	1,978	2,214
Taxes payable		2,875	2,042
Other current liabilities		1,872	918
Total current liabilities		10,994	9,728
Long-term debt	12, 15	6,724	4,829
Deferred income tax liabilities		2,623	2,079
Asset retirement obligations	8	804	811
Other long-term liabilities		529	395
Minority interest in subsidiary companies		682	577
Total liabilities		22,356	18,419
Stockholders' equity	14		
Common stock		15	15
Treasury stock, at cost		(276)	(1,591)
Additional paid-in capital		4,668	4,499
Retained earnings		47,604	38,349
Accumulated other comprehensive loss		(51)	(59)
Total stockholders' equity		51,960	41,213
Total liabilities and stockholders' equity		74,316	59,632

President of OAO LUKOIL
Alekperov V.Y.

Chief accountant of OAO LUKOIL
Khoba L.N.

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

OA O LUKOIL
Consolidated Statements of Income
(Millions of US dollars, unless otherwise noted)

	Note	For the three months ended September 30, 2008 (unaudited)	For the three months ended September 30, 2007 (unaudited)	For the nine months ended September 30, 2008 (unaudited)	For the nine months ended September 30, 2007 (unaudited)
Revenues					
Sales (including excise and export tariffs)	22	32,375	21,315	89,265	57,096
Equity share in income of affiliates	7	180	100	462	251
Total revenues		32,555	21,415	89,727	57,347
Costs and other deductions					
Operating expenses		(2,204)	(1,555)	(5,882)	(4,469)
Cost of purchased crude oil, gas and products		(10,837)	(7,384)	(31,956)	(19,504)
Transportation expenses		(1,494)	(1,116)	(4,048)	(3,251)
Selling, general and administrative expenses		(1,042)	(796)	(2,832)	(2,259)
Depreciation, depletion and amortization		(771)	(570)	(2,098)	(1,675)
Taxes other than income taxes		(4,372)	(2,486)	(11,124)	(6,529)
Excise and export tariffs		(6,566)	(3,954)	(16,342)	(10,623)
Exploration expenses		(188)	(51)	(273)	(176)
(Loss) gain on disposals and impairments of assets		(19)	1	(210)	(33)
Income from operating activities		5,062	3,504	14,962	8,828
Interest expense		(95)	(86)	(259)	(240)
Interest and dividend income		39	29	113	82
Currency translation (loss) gain		(292)	51	(216)	122
Other non-operating income (expense)		3	(56)	(115)	(137)
Minority interest		26	(48)	(77)	(118)
Income before income taxes		4,743	3,394	14,408	8,537
Current income taxes		(1,459)	(906)	(3,899)	(2,364)
Deferred income taxes		188	(6)	256	125
Total income tax expense	3	(1,271)	(912)	(3,643)	(2,239)
Net income		3,472	2,482	10,765	6,298
Per share of common stock (US dollars):					
Basic	14	4.09	3.01	12.85	7.60
Diluted	14	4.09	3.00	12.85	7.59

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

OA O LUKOIL
Consolidated Statements of Stockholders' Equity and Comprehensive Income (unaudited)
(Millions of US dollars, unless otherwise noted)

	Common stock	Treasury stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Total Stockholders' equity
Nine months ended September 30, 2008						
Balance as of December 31, 2007	15	(1,591)	4,499	38,349	(59)	41,213
Net income	-	-	-	10,765	-	10,765
Prior service cost	-	-	-	-	8	8
Comprehensive income						10,773
Dividends on common stock	-	-	-	(1,510)	-	(1,510)
Effect of stock compensation plan	-	-	77	-	-	77
Issue of non-outstanding common stock held by subsidiaries	-	-	20	-	-	20
Stock purchased	-	(213)	-	-	-	(213)
Stock disposed	-	1,528	72	-	-	1,600
Balance as of September 30, 2008	15	(276)	4,668	47,604	(51)	51,960

Nine months ended September 30, 2007						
Balance as of December 31, 2006	15	(1,098)	3,943	30,061	(21)	32,900
Net income	-	-	-	6,298	-	6,298
Prior service cost	-	-	-	-	5	5
Actuarial gain	-	-	-	-	(2)	(2)
Comprehensive income						6,301
Dividends on common stock	-	-	-	(1,223)	-	(1,223)
Effect of stock compensation plan	-	-	76	-	-	76
Stock purchased	-	(712)	-	-	-	(712)
Stock disposed	-	215	451	-	-	666
Balance as of September 30, 2007	15	(1,595)	4,470	35,136	(18)	38,008

	Share activity (thousands of shares)	
	Common stock	Treasury stock
Nine months ended September 30, 2008		
Balance as of December 31, 2007	850,563	(23,321)
Stock purchased	-	(2,809)
Stock disposed	-	22,384
Balance as of September 30, 2008	850,563	(3,746)
Nine months ended September 30, 2007		
Balance as of December 31, 2006	850,563	(23,632)
Stock purchased	-	(8,756)
Stock disposed	-	8,841
Balance as of September 30, 2007	850,563	(23,547)

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

OA O LUKOIL
Consolidated Statements of Cash Flows
(Millions of US dollars)

	Note	For the nine months ended September 30, 2008 (unaudited)	For the nine months ended September 30, 2007 (unaudited)
Cash flows from operating activities			
Net income		10,765	6,298
Adjustments for non-cash items:			
Depreciation, depletion and amortization		2,098	1,675
Equity share in income of affiliates, net of dividends received		(359)	1
Dry hole write-offs		168	74
Loss on disposals and impairments of assets		210	33
Deferred income taxes		(256)	(125)
Non-cash currency translation (gain) loss		(105)	165
Non-cash investing activities		(19)	(16)
All other items – net		366	299
Changes in operating assets and liabilities:			
Accounts and notes receivable		(453)	(1,366)
Inventories		(1,241)	(911)
Accounts payable		(274)	771
Taxes payable		804	246
Other current assets and liabilities		(761)	107
Net cash provided by operating activities		10,943	7,251
Cash flows from investing activities			
Acquisition of licenses		(12)	(249)
Capital expenditures		(7,701)	(6,440)
Proceeds from sale of property, plant and equipment		143	53
Purchases of investments		(343)	(120)
Proceeds from sale of investments		397	82
Sale of subsidiaries, net of cash disposed		2	1,137
Acquisitions of subsidiaries and minority shareholding interest (including advances related to acquisitions), net of cash acquired		(2,189)	(939)
Net cash used in investing activities		(9,703)	(6,476)
Cash flows from financing activities			
Net movements of short-term borrowings		338	(27)
Cash received under sale-leaseback transaction		235	-
Proceeds from issuance of long-term debt		2,963	1,904
Principal repayments of long-term debt		(2,417)	(1,459)
Dividends paid on Company common stock		(725)	(536)
Dividends paid to minority		(129)	(50)
Financing received from related and third party minority shareholders		33	62
Purchase of Company's stock (including advances)		(213)	(712)
Proceeds from sale of Company's stock under compensation plan		-	129
Other – net		1	(15)
Net cash provided by (used in) financing activities		86	(704)
Effect of exchange rate changes on cash and cash equivalents		(33)	12
Net increase in cash and cash equivalents		1,293	83
Cash and cash equivalents at beginning of year		841	752
Cash and cash equivalents at end of period	4	2,134	835
Supplemental disclosures of cash flow information			
Interest paid		431	289
Income taxes paid		3,935	1,860

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

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, which 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.

The accompanying interim 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, 2007. 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 financial statements. These financial statements should be read in conjunction with the Group’s December 31, 2007 annual consolidated financial statements.

The results for the nine-month period ended September 30, 2008 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 interest shareholders 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 interest shareholders 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.

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. 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, hyperinflationary economies and other operations 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 the majority of operations outside the Russian Federation, the US dollar is the functional currency. 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.

Foreign currency transaction gains and losses are included in the consolidated statement of income.

As of September 30, 2008 and December 31, 2007, exchange rates of 25.25 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.

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

Inventories, consisting primarily of stocks of crude oil, petroleum products and materials and supplies, are stated at the lower of cost or market value. Cost 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.

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.

Note 2. Summary of significant accounting policies (continued)

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.

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.

Impairment of long-lived assets

Long-lived assets, such as oil and gas 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.

Note 2. Summary of significant accounting policies (continued)

Deferred income taxes

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 estimated effective tax rate reflects statutory tax rates for each jurisdiction, the deductibility of expenses and taxability of income, anticipated tax credits and other available tax planning alternatives. 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 that includes the enactment date and is not accounted for as an adjustment of the annual effective tax rate.

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.

Pension benefits

The expected costs in respect of pension obligations of Group companies are estimated by management based on pension obligations as of the most recent annual period, which are determined by an independent actuary. Obligations in respect of each employee are accrued over the reporting periods during which the employee renders service to 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 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.

Note 2. Summary of significant accounting policies (continued)

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.

Recent accounting pronouncements

In March 2008, the FASB issued SFAS No. 161, "*Disclosures about Derivative Instruments and Hedging Activities.*" This Statement 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 is required to adopt the provisions of SFAS No. 161 no later than the first quarter of 2009 and does not expect any material impact on its results of operations, financial position or cash flows upon adoption.

In December 2007, the FASB issued SFAS No. 141 (Revised), "*Business combinations.*" This Statement will apply to all transactions in which an entity obtains control of one or more businesses. SFAS No. 141 (Revised) requires an entity to recognize the 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 is required to prospectively adopt the provisions of SFAS No. 141 (Revised) for business combinations for which the acquisition date is on or after January 1, 2009. Early adoption of SFAS No. 141 (Revised) is prohibited.

In December 2007, the FASB issued SFAS No. 160, "*Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51.*" This Statement will apply to all entities that prepare consolidated financial statements (except not-for-profit organizations) and will affect those which have an outstanding noncontrolling interest (or minority interest) in their subsidiaries or which have to deconsolidate a subsidiary. This Statement 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 is required to prospectively adopt the provisions of SFAS No. 160 in the first quarter of 2009, except for the presentation and disclosure requirements which shall be applied retrospectively. Early adoption of SFAS No. 160 is prohibited.

Note 2. Summary of significant accounting policies (continued)

In February 2007, the FASB issued SFAS No. 159, “*The Fair Value Option for Financial Assets and Financial Liabilities.*” This Statement 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 SFAS No. 159 in the first quarter of 2008. The Group 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. Therefore the adoption of SFAS No. 159 did not have any impact on the Group’s results of operations, financial position or cash flows.

In September 2006, the FASB issued 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. In February 2008, the FASB issued Staff Position FSP No. 157-2, “*Effective date of FASB Statement No. 157,*” which defers the effective date of SFAS No. 157 for certain nonfinancial assets and nonfinancial liabilities to the first quarter of 2009. The Group elected to adopt SFAS No. 157 with deferral permitted by FSP No. 157-2. The deferral applies to nonfinancial assets and liabilities measured in a business combination; long-lived assets, intangible assets and goodwill measured at fair value upon impairment and liabilities for asset retirement obligations. The Group does not expect any material impact on its results of operations, financial position or cash flows on adoption of SFAS No. 157 for these assets and liabilities. The initial adoption of SFAS No. 157 is limited to commodity derivative instruments (refer to Note 15. Financial and derivative instruments).

The initial adoption of the provisions of SFAS No. 157 did not have a material impact on the Group’s results of operations, financial position or cash flows.

In June 2006, the FASB issued FASB Interpretation No. 48, “*Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109.*” This Interpretation clarifies the accounting for uncertainty in income taxes recognized in an enterprise’s financial statements in accordance with FASB Statement No. 109, “*Accounting for Income Taxes.*” The Group adopted the provisions of FIN No. 48 in the first quarter of 2007. The adoption of the provisions of FIN No. 48 did not have a material impact on the Group’s results of operations, financial position or cash flows.

Note 3. Taxes

Operations in the Russian Federation are currently subject to Federal income tax rate of 6.5% and a regional income tax rate that varies from 13.5% to 17.5% 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. Starting on January 1, 2009, the Federal income tax rate will be decreased to 2.5%.

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.

The Group’s accounting policy is to record penalties and interest related to unrecognized tax benefits as components of income tax expense.

Note 4. Cash and cash equivalents

	As of September 30, 2008	As of December 31, 2007
Cash held in Russian rubles	582	285
Cash held in other currencies	1,183	417
Cash of a banking subsidiary in other currencies	76	47
Cash held in related party banks in Russian rubles	236	80
Cash held in related party banks in other currencies	57	12
Total cash and cash equivalents	2,134	841

Note 5. Non-cash transactions

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

	For the nine months ended September 30, 2008	For the nine months ended September 30, 2007
Non-cash investing activity	19	16
Settlement of stock-based compensation plan liability	-	537
Non-cash acquisition of a subsidiary	1,969	-
Total non-cash transactions	1,988	553

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

	For the nine months ended September 30, 2008	For the nine months ended September 30, 2007
Net cash used in investing activity	9,703	6,476
Non-cash investing activity	19	16
Non-cash acquisition of a subsidiary	1,969	-
Total investing activity	11,691	6,492

Note 6. Accounts and notes receivable, net

	As of September 30, 2008	As of December 31, 2007
Trade accounts and notes receivable (net of provisions of \$124 million and \$69 million as of September 30, 2008 and December 31, 2007, respectively)	6,205	5,962
Current VAT and excise recoverable	1,232	1,196
Other current accounts receivable (net of provisions of \$51 million and \$48 million as of September 30, 2008 and December 31, 2007, respectively)	566	309
Total accounts and notes receivable, net	8,003	7,467

Note 7. Investments

	As of September 30, 2008	As of December 31, 2007
Investments in equity method affiliates and joint ventures	1,305	836
Long-term loans given by non-banking subsidiaries	418	232
Other long-term investments	32	18
Total long-term investments	1,755	1,086

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 and crude oil production and marketing in Kazakhstan.

	For the three months ended September 30, 2008		For the three months ended September 30, 2007	
	Total	Group's share	Total	Group's share
Revenues	1,422	683	871	395
Income before income taxes	487	283	393	184
Less income taxes	(206)	(103)	(160)	(84)
Net income	281	180	233	100

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Notes to Interim Consolidated Financial Statements (unaudited)
(Millions of US dollars, unless otherwise noted)

Note 7. Investments (continued)

	For the nine months ended September 30, 2008		For the nine months ended September 30, 2007	
	Total	Group's share	Total	Group's share
Revenues	3,690	1,770	2,182	1,012
Income before income taxes	1,538	772	988	457
Less income taxes	(621)	(310)	(405)	(206)
Net income	917	462	583	251

	As of September 30, 2008		As of December 31, 2007	
	Total	Group's share	Total	Group's share
Current assets	1,904	914	1,320	618
Property, plant and equipment	2,033	1,048	2,082	1,082
Other non-current assets	491	245	181	88
Total assets	4,428	2,207	3,583	1,788
Short-term debt	93	38	204	89
Other current liabilities	776	376	682	329
Long-term debt	896	442	1,005	511
Other non-current liabilities	92	46	47	23
Net assets	2,571	1,305	1,645	836

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

	At cost		Net	
	As of September 30, 2008	As of December 31, 2007	As of September 30, 2008	As of December 31, 2007
Exploration and Production:				
Western Siberia	21,321	19,424	12,388	10,811
European Russia	20,995	18,776	15,233	13,303
International	5,624	4,360	4,744	3,716
Total	47,940	42,560	32,365	27,830
Refining, Marketing, Distribution and Chemicals:				
Western Siberia	71	22	60	16
European Russia	10,160	9,216	7,065	6,292
International	5,873	4,855	4,116	3,241
Total	16,104	14,093	11,241	9,549
Other:				
Western Siberia	180	156	90	69
European Russia	3,576	399	3,405	338
International	199	181	150	144
Total	3,955	736	3,645	551
Total property, plant and equipment	67,999	57,389	47,251	37,930

In June 2008, the Company performed impairment testing 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.

OAo LUKOIL**Notes to Interim Consolidated Financial Statements (unaudited)**
(Millions of US dollars, unless otherwise noted)**Note 8. Property, plant and equipment and asset retirement obligations (continued)**

As of September 30, 2008 and December 31, 2007, the asset retirement obligation amounted to \$814 million and \$821 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 nine-month periods ended September 30, 2008 and 2007, asset retirement obligations changed as follows:

	For the nine months ended September 30, 2008	For the nine months ended September 30, 2007
Asset retirement obligations as of January 1	821	618
Accretion expense	69	50
New obligations	37	27
Changes in estimates of existing obligations	(84)	33
Spending on existing obligations	(7)	(3)
Property dispositions	-	(2)
Foreign currency translation and other adjustments	(22)	36
Asset retirement obligations as of September 30	814	759

Note 9. Goodwill and other intangible assets

The carrying value of goodwill and other intangible assets as of September 30, 2008 and December 31, 2007 was as follows:

	As of September 30, 2008	As of December 31, 2007
Amortized intangible assets		
Software	471	410
Licenses and other assets	124	56
Goodwill	436	468
Total goodwill and other intangible assets	1,031	934

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

Note 10. Dispositions of assets

In April 2008, the Company entered into an agreement to sell 49.99% of the share capital of OAO Archangelskgeoldobycha (“AGD”) to De Beers and Archangel Diamond (“ADC”) for \$100 million, which is subject to the finalization of a working capital adjustment and additional components of contingent purchase consideration.

On December 8, 2008, ADC gave the Company a notice that may result in termination of the agreement by ADC. The Company is currently evaluating the effect of this notice.

In December 2007, a Group company committed to a plan to sell 162 petrol stations, located in Pennsylvania and southern New Jersey, USA, previously acquired from ConocoPhillips in 2004. In February 2008, this company entered into an agreement to sell these petrol stations to a third party investor. As of December 31, 2007, the Group classified these petrol stations, with the carrying value of \$134 million, as assets held for sale in the consolidated balance sheet. Additionally the Group had a liability related to assets held for sale with the carrying value of \$14 million included in “Other current liabilities” of the consolidated balance sheet. In June 2008, the agreement between the Group company and the investor was cancelled. Therefore these petrol stations were not classified as assets held for sale as of September 30, 2008.

OA O LUKOIL**Notes to Interim Consolidated Financial Statements (unaudited)**
(Millions of US dollars, unless otherwise noted)**Note 10. Dispositions of assets (continued)**

In December 2005, the Company made a decision to sell ten tankers. A Group company finalized the sale of eight tankers in May 2006, for a price that approximated their carrying value of \$190 million. The sale of the remaining two tankers was finalized in April 2008, for a price that approximated their carrying value of \$70 million. As of December 31, 2007, the Group classified these tankers as assets held for sale in the consolidated balance sheet.

In April 2007, a Group company completed the sale of 50% of its interest in Caspian Investment Resources Ltd. (formerly Nelson Resources Limited), which has exploration and production operations in western Kazakhstan, to Mittal Investments S.A.R.L. for \$980 million. In addition, Mittal Investments S.A.R.L. paid a liability in the amount of approximately \$175 million, which represented 50% of Caspian Investment Resources Ltd. outstanding debt to Group companies.

Note 11. Short-term borrowings and current portion of long-term debt

	As of September 30, 2008	As of December 31, 2007
Short-term borrowings from third parties	1,582	938
Short-term borrowings from related parties	53	-
Current portion of long-term debt	343	1,276
Total short-term borrowings and current portion of long-term debt	1,978	2,214

Short-term borrowings are unsecured and primarily payable in US dollars. The weighted-average interest rate on short-term borrowings from third parties was 5.91% and 5.97% per annum as of September 30, 2008 and December 31, 2007, respectively.

Note 12. Long-term debt

	As of September 30, 2008	As of December 31, 2007
Long-term loans and borrowings from third parties	2,720	2,439
Long-term loans and borrowings from related parties	2,252	1,745
6.356% US dollar bonds, maturing 2017	500	500
6.656% US dollar bonds, maturing 2022	500	500
7.25% Russian ruble bonds, maturing 2009	238	244
7.10% Russian ruble bonds, maturing 2011	317	326
8.00% Russian ruble bonds, maturing 2012	9	-
7.40% Russian ruble bonds, maturing 2013	238	244
Capital lease obligations	293	107
Total long-term debt	7,067	6,105
Current portion of long-term debt	(343)	(1,276)
Total non-current portion of long-term debt	6,724	4,829

Long-term loans and borrowings

Long-term loans and borrowings are primarily repayable in US dollars, maturing from 2008 through 2038. Approximately 7% of this debt is secured by export sales and property, plant and equipment. The weighted-average interest rate on long-term loans and borrowings from third parties was 4.57% and 5.77% per annum as of September 30, 2008 and December 31, 2007, respectively.

US dollar bonds

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 nominal value and have a half year coupon period.

Note 12. Long-term debt (continued)

Russian ruble bonds

In January 2007, OAO UGK TGK-8 (“TGK-8”), a newly acquired subsidiary (refer to Note 16. Business combinations and acquisitions of assets) 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 they have a half year coupon period. In June 2008, after the acquisition, TGK-8 redeemed approximately 3.26 million bonds in accordance with the conditions of the bonds 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 have a half year coupon period and bear interest at 7.25% per annum.

Note 13. 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 7% 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.

Components of net periodic benefit cost were as follows:

	For the three months ended September 30, 2008	For the three months ended September 30, 2007	For the nine months ended September 30, 2008	For the nine months ended September 30, 2007
Service cost	5	3	17	10
Interest cost	5	4	14	11
Less expected return on plan assets	(3)	(2)	(8)	(6)
Amortization of prior service cost	3	2	9	6
Actuarial gain	-	(1)	-	(3)
Total net periodic benefit cost	10	6	32	18

Note 14. Stockholders’ equity

Common stock

	As of September 30, 2008 (thousands of shares)	As of December 31, 2007 (thousands of shares)
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)	(1,248)
Treasury stock	(3,746)	(23,321)
Outstanding common stock	846,735	825,994

Note 14. Stockholders' equity (continued)

Earnings per share

There is no potential dilution in earnings available to common stockholders for the three and nine months ended September 30, 2008. The calculation of diluted earnings per share for the reporting periods was as follows:

	For the three months ended September 30, 2008	For the three months ended September 30, 2007	For the nine months ended September 30, 2008	For the nine months ended September 30, 2007
Net income	3,472	2,482	10,765	6,298
Total diluted net income	3,472	2,482	10,765	6,298
Weighted average number of outstanding common shares (thousands of shares)	848,219	825,828	837,908	829,183
Add back treasury shares held in respect of convertible debt (thousands of shares)	-	183	-	183
Weighted average number of outstanding common shares, after dilution (thousands of shares)	848,219	826,011	837,908	829,366

Dividends

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. Dividends payable by the Company of \$738 million and \$14 million are included in "Other current liabilities" in consolidated balance sheets as of September 30, 2008 and December 31, 2007, respectively.

At the annual stockholders' meeting on June 28, 2007, dividends were declared for 2006 in the amount of 38.00 Russian rubles per common share, which at the date of the decision was equivalent to \$1.47.

Note 15. Financial and derivative instruments

Commodity derivative instruments

The Group uses derivative instruments in its international petroleum products marketing and trading operations. The types of derivative instruments used include futures and swap contracts, used for hedging purposes, and purchase and sale contracts that qualify as derivative instruments. The Group maintains a system of controls over these activities that includes policies covering the authorization, reporting and monitoring of derivative activity.

In the first quarter of 2008, the Group adopted SFAS No. 157, "Fair Value Measurements" with the deferral permitted by FSP No. 157-2, "Effective date of FASB Statement No. 157." SFAS No. 157 requires disclosures that categorize assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs employed in the measurement.

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 inputs are observable inputs, other than quoted prices included within Level 1, for the asset or liability, either directly or indirectly through market-corroborated inputs.

Level 3 inputs are unobservable inputs for the asset or liability reflecting assumptions about pricing by market participants.

Commodity purchase and sale contracts are generally valued using quotations provided by brokers and price index developers such as Platts and Oil Price Information Service. These are classified as Level 2.

OA O LUKOIL**Notes to Interim Consolidated Financial Statements (unaudited)**
(Millions of US dollars, unless otherwise noted)**Note 15. Financial and derivative instruments (continued)**

Futures and swap contracts are valued using industry standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors and contractual prices for the underlying instruments, as well as other relevant economic measures. The degree to which these inputs are observable in the forward markets determines whether the option is classified as Level 2 or Level 3.

The Group recognized the following financial results from the use of derivative instruments: income of \$623 million, expense of \$136 million, expense of \$96 million and expense of \$334 million during the three months ended September 30, 2008 and 2007 and during the nine months ended September 30, 2008 and 2007, respectively. The result is included in "Cost of purchased crude oil, gas and products" in the consolidated statements of income. The fair value of derivative contracts outstanding and recorded on the consolidated balance sheets was a net asset of \$186 million and a net liability of \$50 million as of September 30, 2008 and December 31, 2007, respectively.

The fair value hierarchy of commodity derivative instruments accounted for at fair value on a recurring basis as of September 30, 2008, was:

	Level 1	Level 2	Level 3	Total
Assets	-	280	-	280
Liabilities	-	(94)	-	(94)
Net assets	-	186	-	186

Fair value

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

The fair value of long-term receivables included in other non-current assets approximates the amounts 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.

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 September 30, 2008 and December 31, 2007 was \$5,327 million and \$6,250 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.

Note 16. Business combinations and acquisitions of assets

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. The amended agreement provided for three payments of purchase consideration: the first payment in amount of \$250 million was paid at the date of finalization; second and third deferred payments should be paid by the end of April 2009 and October 2009, respectively. The Akpet group operates 693 petrol filling stations on the basis of dealer agreements and owns eight refined product terminals, five LNG storage tanks, three jet fuel terminals and a lubricant production plant in Turkey.

OA O LUKOIL**Notes to Interim Consolidated Financial Statements (unaudited)**
(Millions of US dollars, unless otherwise noted)**Note 16. Business combinations and acquisitions of assets (continued)**

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. On December 1, 2008, the Group completed the acquisition of a 49% stake in the joint venture for €1,347 million (approximately \$1,743 million as of December 1, 2008), which is subject to finalization of working capital and other adjustments. The seller has a put option, the effect of which would be to increase the Group's stake in the joint venture. The agreement states that each partner will be responsible for procuring crude oil and marketing refined products in line with its equity stake in the joint venture. On December 1, 2008, the Group company paid €600 million (approximately \$776 million). The remaining amount will be paid by three deferred payments by the end of September 2009. The ISAB refinery complex has the flexibility to process Urals blend crude oil, and the Group intends to fully integrate its share of the ISAB refinery complex capacity into its crude oil supply and refining products marketing operations. The ISAB refinery complex has an annual refining capacity of 16 million tonnes. The ISAB refinery complex also includes three jetties and storage tanks totaling 3,700 thousand cubic meters.

In March 2008, a Group company acquired 100% of the share capital of the SNG Holdings Ltd. group for \$578 million. The purchase agreement provides for an additional two components of contingent purchase consideration.

- The first contingent payment, of \$100 million, was based on an agreed level of proved and probable hydrocarbon reserves as verified by an independent petroleum engineer. This condition was met and the amount was paid in June 2008.
- The second contingent payment, of \$100 million, is payable both upon approval of the agreed development program by the Uzbekistan authorities and if an agreed minimum production volume of crude oil is achieved by March 2009.

The SNG Holdings Ltd. group holds a 100% interest in a production sharing agreement in oil and gas condensate fields located in the South-Western Gissar and Ustyurt regions of Uzbekistan. The purpose of the acquisition was to increase the Group's presence in the Uzbekistan oil and gas sector.

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 preliminary estimated fair value of the assets acquired and liabilities assumed of TGK-8 at the date of acquisition. The Company is currently evaluating the fair value of property, plant and equipment and the amount of goodwill, relating to the acquisition of TGK-8.

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

Note 16. Business combinations and acquisitions of assets (continued)

By the end of September 2008, a Group company acquired an additional interest in TKG-8 for \$1,070 million. These acquisitions increased the Group's ownership to 95.43%. TKG-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 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 accounted for this acquisition as a business combination and estimated the fair value of assets acquired. As a result the Group recognized property, plant and equipment of \$367 million.

In June 2007, the Group acquired a 100% interest in companies owning 376 petrol stations in Europe for \$444 million from ConocoPhillips, its related party. The Group acquired these petrol stations to expand its presence in the European market. The Group determined the fair value of the assets acquired and liabilities assumed at the date of acquisition. As a result the Group recognized goodwill, property, plant and equipment, other assets and liabilities amounting to \$25 million, \$499 million, \$166 million and \$246 million, respectively. Goodwill relates to the refinery, marketing and distribution segment and is non-deductible for tax purposes.

In January 2007, a Group company acquired the remaining 34% of the share capital of OOO Geoilbent for \$300 million. The acquisition increased the Group's ownership to 100%. Prior to this acquisition the Group accounted for its investment using the equity method of accounting due to the fact that minority shareholder held substantive participating rights. OOO Geoilbent was an exploration and production company operating in the West Siberian region of the Russian Federation.

The acquisition of the petrol stations and interests in the Akpet group, the SNG Holdings Ltd. group, TKG-8 and Geoilbent did not have a material impact on the Group's consolidated operations for the periods ended September 30, 2008 and 2007. Therefore, no pro-forma income statement information has been provided.

Note 17. Consolidation of Variable Interest Entity

The Group and ConocoPhillips have a joint venture OOO Narianmarneftegaz ("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 \$6.5 billion and \$5.1 billion as of September 30, 2008 and December 31, 2007, 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 2037, with the option to be extended for a further 35 years with the agreement of both parties. As of September 30, 2008, borrowings under these agreements bear fixed interest in the range of 6.8% to 8.2% per annum.

As of September 30, 2008, the amount outstanding to ConocoPhillips from NMNG was \$1,877 million, which consists of a number of loans with a weighted-average interest rate of 7.82% 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 \$227 million and \$361 million as of September 30, 2008 and December 31, 2007, respectively.

Guarantees on debt

LUKARCO, an investee recorded under the equity method of accounting has a loan facility on which \$285 million was drawn as of September 30, 2008. Borrowings under this loan bear interest at LIBOR plus 2.5% per annum, maturing by May 1, 2012. To enhance the credit standing of LUKARCO, the Company guarantees 54% of the interest payment as well as the repayment of 54% of the loan at maturity. As of September 30, 2008, the total amount of the Company's guarantee was \$156 million, which includes \$2 million related to accrued interest on the outstanding amount. Payments are due if the Company is notified that LUKARCO is not able to fulfill its obligations at maturity date. The Company's guarantee is secured by its 54% interest in LUKARCO with the carrying value of \$571 million and \$462 million as of September 30, 2008 and December 31, 2007, respectively. There are no material amounts being carried as liabilities for the Group's obligations under this guarantee.

Note 19. Commitments and contingencies

Capital expenditure, exploration and investment programs

The Group owns and operates a number of assets under which it has commitments for capital expenditure in relation to its exploration and investment programs. They mainly relate to existing license agreements in the Russian Federation, production sharing agreements and long-term service contracts. Group has a commitment on execution of investment program in TGK-8 (refer to Note 16. Business combinations and acquisitions of assets). In addition to these, the Group has commitments to comply with the requirements of European Union legislation in relation to the quality of produced petroleum products and environmental protection which require it to upgrade its Bulgarian and Romanian refineries.

During the three-month period ended September 30, 2008, there were no significant changes in these commitments from those disclosed in the Group's consolidated financial statements for the period ended June 30, 2008.

Operating lease obligations

Group companies have commitments of \$1,557 million primarily for the lease of vessels and petroleum distribution outlets. Commitments for minimum rentals under these leases as of September 30, 2008 are as follows:

	As of September 30, 2008
For the three-months ending December 31, 2008	149
2009 fiscal year	470
2010 fiscal year	267
2011 fiscal year	170
2012 fiscal year	146
beyond	355

Note 19. Commitments and contingencies (continued)

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.

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.

Note 19. Commitments and contingencies (continued)

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, ADC, a Canadian diamond development company, filed a lawsuit in the District Court of Denver, Colorado against 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 not holding 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. This petition has been rejected. 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. A status conference was held with the District Court on June 12, 2008, during which the District Court informally stayed the matter. The another status conference was scheduled for January 7, 2009. Management does not believe that the ultimate resolution of this matter will have a material adverse effect on the Group’s financial condition.

On February 20, 2004, the Stockholm District Court overturned the decision of the Arbitral Tribunal of the Arbitration Institute of the Stockholm Chamber of Commerce (“Arbitration Tribunal”), made on June 25, 2001, dismissing ADC’s action against AGD based on lack of jurisdiction. ADC’s lawsuit against AGD was initially filed with the Arbitral Tribunal claiming alleged non-performance under an agreement between the parties and its obligation to transfer the diamond exploration license to Almazny Bereg. This lawsuit claimed compensation of damages amounting to \$492 million. In March 2004, AGD filed an appeal against the Stockholm District Court decision with the Swedish Court of Appeals. On November 15, 2005, the Swedish Court of Appeals denied AGD’s appeal and affirmed the Stockholm District Court decision. On December 13, 2005, AGD filed an appeal against the Swedish Court of Appeals decision with the Swedish Supreme Court. On April 13, 2006, the Swedish Supreme Court denied the application of AGD for appeal against the Swedish Court of Appeal’s decision dated November 15, 2005. On May 6, 2006, a Notice of Arbitration was received on behalf of ADC. On December 20, 2006, the first session of the Arbitration Tribunal with participation of both parties took place in order to define procedural issues related to the tribunal. As a result of the hearing the Arbitration Tribunal issued a detailed procedural order setting out the rules and timetable for the conduct of the arbitration. In May 2007, ADC filed a statement of claim that requested the Tribunal to require AGD to transfer the diamond exploration license to Almazny Bereg. On October 22, 2007, AGD submitted a statement of defense. On December 21, 2007, the Arbitration Tribunal issued a procedural order on suspension of the arbitration for four months. Currently the arbitration is suspended until December 31, 2008. Management does not believe that the ultimate resolution of this matter will have a material adverse effect on the Group’s financial condition.

Note 19. Commitments and contingencies (continued)

In July 2008, the Federal Anti-monopoly Agency commenced proceedings against some of the major Russian oil companies, including the Company, regarding breaches of the anti-monopoly regulation by abusing their dominant position on the fuel market of the Russian Federation. On October 27, 2008, a resolution declaring the Company guilty of breaches of the anti-monopoly regulation was announced. As of the date of these financial statements a copy of the resolution has not been received by the Company. Management considers that the Company fulfilled all requirements of the Russian legislation on competition and will appeal the resolution and the related order after their receipt. Management does not believe that the ultimate resolution of this matter will have a material adverse effect on the Group's 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 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 considers 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. Insurance services are 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 4, 5, 7, 11, 12, 13, 16, 17, 18 and 21 for other transactions with related parties.

Sales of oil and oil products to related parties were \$159 million, \$143 million, \$254 million and \$529 million during the three months ended September 30, 2008 and 2007 and during the nine months ended September 30, 2008 and 2007, respectively.

Other sales to related parties were \$24 million, \$21 million, \$69 million and \$55 million during the three months ended September 30, 2008 and 2007 and during the nine months ended September 30, 2008 and 2007, respectively.

Purchases of oil and oil products from related parties were \$579 million, \$388 million, \$1,608 million and \$991 million during the three months ended September 30, 2008 and 2007 and during the nine months ended September 30, 2008 and 2007, respectively.

Purchases of insurance services from related parties were \$37 million, \$35 million, \$117 million and \$108 million during the three months ended September 30, 2008 and 2007 and during the nine months ended September 30, 2008 and 2007, respectively.

Other purchases from related parties were \$5 million, \$7 million, \$28 million and \$18 million during the three months ended September 30, 2008 and 2007 and during the nine months ended September 30, 2008 and 2007, respectively.

Amounts receivable from related parties, including loans and advances, were \$278 million and \$599 million as of September 30, 2008 and December 31, 2007, respectively. Amounts payable to related parties were \$99 million and \$128 million as of September 30, 2008 and December 31, 2007, respectively.

Note 21. Compensation plan

During the period from 2003 to 2006, the Company had a compensation plan available for certain members of management, which provided compensation based upon share appreciation rights on the Company's common stock. The number of shares or rights allocated to individuals under the plan was 8.8 million shares. These rights vested in December 2006. In February 2007, the Group settled the plan. As a result of this settlement employees purchased 8.8 million shares held by the Group as treasury stock at the grant price for \$129 million and resold 1.5 million shares back to the Group for \$134 million. The accrued liability in relation to this plan of \$537 million was extinguished through the issuance of 7.3 million shares.

In December 2006, the Company introduced a new compensation plan to certain members of management for the period from 2007 to 2009, which is based on assigned phantom shares and provides compensation consisting of two parts (the "Phantom share plan"). The first part represents annual bonuses that are based on the number of assigned phantom 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 vesting after the date of the compensation plan's termination. The number of assigned phantom shares is approximately 15.5 million shares.

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

The second part of the Phantom share plan is classified as equity. The grant date fair value of the plan is estimated at \$289 million. The fair value was estimated using the Black-Sholes-Merton option-pricing model, assuming a risk-free interest rate of 6.00% per annum, an expected dividend yield 1.59% per annum, expected term of three years and a volatility factor of 30.07%. The expected volatility factor was estimated based on the historical volatility of the Company's shares for the previous three year period up to January 2007.

Related to this plan the Group recorded \$33 million, \$32 million, \$102 million and \$93 million of compensation expenses during the three months ended September 30, 2008 and 2007 and during the nine months ended September 30, 2008 and 2007, respectively, of which \$26 million, \$26 million, \$77 million and \$76 million, respectively, are recognized as an increase in additional paid-in capital. As of September 30, 2008 and December 31, 2007, \$20 million and \$22 million related to this plan 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 September 30, 2008 and 2007 and during the nine months ended September 30, 2008 and 2007, is \$7 million, \$8 million, \$24 million and \$23 million, respectively.

As of September 30, 2008, there was \$109 million of total unrecognized compensation cost related to unvested benefits. This cost is expected to be recognized periodically by the Group up to December 2009.

Note 22. Segment information

Presented below is information about the Group's operating and geographical segments for the nine months ended September 30, 2008 and 2007, in accordance with 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 the development of businesses beyond the Group's traditional operations.

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Notes to Interim Consolidated Financial Statements (unaudited)
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Note 22. Segment information (continued)

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

For the three months ended September 30, 2008

	Exploration and production	Refining, marketing and distribution	Chemicals	Other	Elimination	Consolidated
Sales						
Third parties	614	31,065	505	191	-	32,375
Inter-segment	7,629	431	6	619	(8,685)	-
Total sales	8,243	31,496	511	810	(8,685)	32,375
Operating expenses and total cost of purchases						
	786	20,088	466	696	(8,995)	13,041
Depreciation, depletion and amortization						
	509	196	8	58	-	771
Interest expense						
	227	140	1	84	(357)	95
Income tax expense						
	292	1,013	7	(15)	(26)	1,271
Net income						
	1,212	2,011	(7)	(286)	542	3,472
Total assets						
	50,084	48,448	1,104	12,836	(38,156)	74,316
Capital expenditures						
	2,058	550	48	39	-	2,695

For the three months ended September 30, 2007

	Exploration and production	Refining, marketing and distribution	Chemicals	Other	Elimination	Consolidated
Sales						
Third parties	330	20,386	596	3	-	21,315
Inter-segment	6,048	573	6	112	(6,739)	-
Total sales	6,378	20,959	602	115	(6,739)	21,315
Operating expenses and total cost of purchases						
	989	14,028	493	44	(6,615)	8,939
Depreciation, depletion and amortization						
	374	170	7	19	-	570
Interest expense						
	164	157	1	61	(297)	86
Income tax expense						
	497	410	2	3	-	912
Net income						
	1,202	1,216	36	99	(71)	2,482
Total assets						
	40,293	38,553	984	8,101	(32,567)	55,364
Capital expenditures						
	1,873	502	30	22	-	2,427

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Notes to Interim Consolidated Financial Statements (unaudited)
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Note 22. Segment information (continued)

For the nine months ended September 30, 2008

	Exploration and production	Refining, marketing and distribution	Chemicals	Other	Elimination	Consolidated
Sales						
Third parties	1,410	85,638	1,786	431	-	89,265
Inter-segment	23,879	1,284	19	1,484	(26,666)	-
Total sales	25,289	86,922	1,805	1,915	(26,666)	89,265
Operating expenses and total cost of purchases	3,301	57,526	1,596	1,615	(26,200)	37,838
Depreciation, depletion and amortization	1,352	596	26	124	-	2,098
Interest expense	630	427	2	209	(1,009)	259
Income tax expense	1,603	2,059	18	(11)	(26)	3,643
Net income	4,947	5,960	16	(115)	(43)	10,765
Total assets	50,084	48,448	1,104	12,836	(38,156)	74,316
Capital expenditures	6,151	1,439	93	87	-	7,770

For the nine months ended September 30, 2007

	Exploration and production	Refining, marketing and distribution	Chemicals	Other	Elimination	Consolidated
Sales						
Third parties	1,082	54,324	1,661	29	-	57,096
Inter-segment	15,328	1,579	16	243	(17,166)	-
Total sales	16,410	55,903	1,677	272	(17,166)	57,096
Operating expenses and total cost of purchases	2,824	36,393	1,341	125	(16,710)	23,973
Depreciation, depletion and amortization	1,133	487	19	36	-	1,675
Interest expense	421	456	3	158	(798)	240
Income tax expense	1,126	1,089	16	8	-	2,239
Net income	2,957	3,390	121	213	(383)	6,298
Total assets	40,293	38,553	984	8,101	(32,567)	55,364
Capital expenditures	5,258	1,169	119	56	-	6,602

Note 22. Segment information (continued)

Geographical segments

	For the three months ended September 30, 2008	For the three months ended September 30, 2007	For the nine months ended September 30, 2008	For the nine months ended September 30, 2007
Sales of crude oil within Russia	229	121	559	315
Export of crude oil and sales of oil of foreign subsidiaries	7,286	4,831	20,353	13,860
Sales of refined products within Russia	4,441	2,584	11,139	6,737
Export of refined products and sales of refined products of foreign subsidiaries	18,590	12,469	51,982	32,464
Sales of chemicals within Russia	249	180	730	502
Export of chemicals and sales of chemicals of foreign subsidiaries	285	396	1,089	1,126
Other sales within Russia	689	354	1,779	1,073
Other export sales and other sales of foreign subsidiaries	606	380	1,634	1,019
Total sales	32,375	21,315	89,265	57,096

For the three months ended September 30, 2008

	Western Siberia	European Russia	International	Elimination	Consolidated
Sales					
Third parties	31	6,394	25,950	-	32,375
Inter-segment	4,466	11,187	9	(15,662)	-
Total sales	4,497	17,581	25,959	(15,662)	32,375
Operating expenses and total cost of purchases	423	5,549	23,066	(15,997)	13,041
Depletion, depreciation and amortization	194	404	173	-	771
Interest expense	8	45	69	(27)	95
Income tax expense	146	815	158	152	1,271
Net income	319	2,543	238	372	3,472
Total assets	19,175	41,794	25,231	(11,884)	74,316
Capital expenditures	765	1,379	551	-	2,695

For the three months ended September 30, 2007

	Western Siberia	European Russia	International	Elimination	Consolidated
Sales					
Third parties	25	3,389	17,901	-	21,315
Inter-segment	3,784	8,402	5	(12,191)	-
Total sales	3,809	11,791	17,906	(12,191)	21,315
Operating expenses and total cost of purchases	488	4,699	15,833	(12,081)	8,939
Depletion, depreciation and amortization	167	250	153	-	570
Interest expense	5	62	59	(40)	86
Income tax expense	287	525	100	-	912
Net income	1,009	1,384	162	(73)	2,482
Total assets	14,720	30,312	19,973	(9,641)	55,364
Capital expenditures	552	1,445	430	-	2,427

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(Millions of US dollars, unless otherwise noted)**Note 22. Segment information (continued)****For the nine months ended September 30, 2008**

	Western Siberia	European Russia	International	Elimination	Consolidated
Sales					
Third parties	109	16,020	73,136	-	89,265
Inter-segment	14,420	33,059	25	(47,504)	-
Total sales	14,529	49,079	73,161	(47,504)	89,265
Operating expenses and total cost					
of purchases	1,743	17,737	65,481	(47,123)	37,838
Depletion, depreciation and amortization	568	1,036	494	-	2,098
Interest expense	24	139	173	(77)	259
Income tax expense	867	2,295	507	(26)	3,643
Net income	3,000	6,992	744	29	10,765
Total assets	19,175	41,794	25,231	(11,884)	74,316
Capital expenditures	2,241	4,166	1,363	-	7,770

For the nine months ended September 30, 2007

	Western Siberia	European Russia	International	Elimination	Consolidated
Sales					
Third parties	86	9,102	47,908	-	57,096
Inter-segment	9,679	22,338	20	(32,037)	-
Total sales	9,765	31,440	47,928	(32,037)	57,096
Operating expenses and total cost					
of purchases	1,515	12,168	41,928	(31,638)	23,973
Depletion, depreciation and amortization	528	705	442	-	1,675
Interest expense	15	176	175	(126)	240
Income tax expense	604	1,380	255	-	2,239
Net income	2,275	3,753	643	(373)	6,298
Total assets	14,720	30,312	19,973	(9,641)	55,364
Capital expenditures	1,631	3,898	1,073	-	6,602

The Group's international sales to third parties include sales in Switzerland of \$13,821 million, \$9,290 million, \$39,595 million and \$25,190 million for the three months ended September 30, 2008 and 2007 and for the nine months ended September 30, 2008 and 2007, respectively. The Group's international sales to third parties include sales in USA of \$3,125 million, \$2,912 million, \$10,232 million and \$8,065 million for the three months ended September 30, 2008 and 2007 and for the nine months ended September 30, 2008 and 2007, respectively. These amounts are attributed to individual countries based on the jurisdiction of subsidiaries making the sale.