

APPROVED

by Decision of the Board of Directors
of JSC TransContainer

Minutes No. ___ of _____ 2009

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Chairman of the Board of Directors

REGULATIONS
for the Internal Audit Service
of JSC TransContainer

1. General Provisions

1.1. This Regulation governs activities of the Internal Audit Service of JSC TransContainer (hereinafter the "Company").

1.2. The Internal Audit Service (hereinafter the "Service") is a department of the Company.

1.3. The Service shall be established by Director General of the Company by decision of the Company's Board of Directors to ensure higher efficiency of internal audit of the Company, to provide the Company's management bodies with true and complete information on the Company's activities and to reveal, prevent and restrict potential violations of the Company's officials.

1.4. The Service reports to the Audit Committee of the Company's Board of Directors (hereinafter the "Audit Committee") and falls within the authority of Director General of the Company.

1.5. The Service shall be governed by this Regulation and the laws of the Russian Federation, Articles of Association of the Company, Regulations for Audit Committee of the Company's Board of Directors and other by-laws of the Company, decisions of the General Meeting of the Shareholders and the Board of Directors of the Company as well as decrees and instructions of Director General of the Company.

2. Functions of the Service

2.1. The Service shall:

- 1) audit production and business activities of the Company;
- 2) participate in revelation and determination of essential strategic goals of the Company and business processes that are of importance for risk management purposes of production and business activities of the Company;
- 3) participate in improvement of the Company's organization and business processes to ensure their efficiency and compliance with the approved Company's strategic development plans;
- 4) carry out package and selection audits of production and business activities of the Company, compliance with by-laws governing key business processes of the Company including:
 - a) checking whether such business processes comply with regulations, local laws, Articles of Association and other by-laws of the Company;
 - b) monitoring of record-keeping and of safekeeping of the Company's assets (both current and non-current);
 - c) determination (prediction) of consequences of administrative decisions, transactions validity, efficiency of all kinds of resources usage during the realization of Company's industrial, financial and economic activity according to the strategy of its development, plans and budget, and also operating internal documents of the Company
 - d) auditing of the status of financial and other accounts, authenticity and completeness of all accounts of the Company;
 - e) monitoring of due and quality fulfillment of decisions of the General Meeting of the Shareholders and Board of Directors of the Company, instructions of the Company's Director General including on improvement of defects of production and business activities of the Company revealed during audits previously conducted by the Service, Audit Committee and External Auditor of the Company;
 - f) revelation of actually caused damage, of reasons for such damage, inefficient and (or) illegal actions or omissions of the Company's officials and employees.

5) prepare for the Company's Audit Committee and Director General reports (opinions) on results of regular audits including notify the Company's Audit Committee and Director General of defects revealed in production and business activities of the Company, of established actual cause of damage, revealed reasons for damage, inefficient and (or) illegal actions or omissions of the Company's officials and employees, prepare recommendations for Director General on improvement and prevention of such defects of production and business activities and on minimization of their adverse effects for the Company;

6) Prepare and submit for the consideration of Director General of the Company proposals on improvement and prevention of revealed defects of production and business activities of the Company as well as proposals on bringing of liable persons to disciplinary, financial and other liability in compliance with the laws and by-laws of the Company;

7) Participates in revealing and the prevention of financial, operational and other possible risks of the Company's activity, in estimation of its realization probability and the extent of damages from the revealed risks, participates in program formation on management of the revealed risks and submits on Audit Committee consideration and to the General director of the Company, estimates adequacy and efficiency of risks managing and the internal control processes;

8) cooperate with the Company's external auditor to the extent of its competence;

9) participate in working groups, commissions, committees and other events of consulting nature arranged by the Company to the extent of its competence;

10) submit to the Audit Committee for approval by the Company's Board of Directors the annual action plans of the service including the schedule of audits of production and business activities of the Company (with due consideration of proposals of Director General of the Company);

11) fulfill instructions of the Audit Committee, Board of Directors and Director General of the Company to the extent of its competence.

3. Rights of the Service

3.1. To the extent of fulfilled functions, the Service may:

1) request from the Company's officials and employees financial statements, certificates, estimates, revision and audit statements and other data on performance of the Company required for the Service's employees to perform their obligations;

2) have free access to the Company's assets (with due consideration of limitations set by regulations of the Russian Federation, the Company's Articles of Association and by-laws);

3) engage the Company's employees and external experts to perform work and audit business activities of the Company upon consent of Director General of the Company;

4) engage external experts, request consultations from the Company's external auditor to audit production and business activities of the Company (with due consideration of limitations set by regulations of the Russian Federation, the Company's Articles of Association and by-laws);

5) notify Director General and the Audit Committee of unreasonable restrictions from the Company's officials and employees that prevent the Service's employees from performance of their obligations.

4. Service Organization. Requirements for Service Employees

4.1. The headcount and organization of the service shall be approved by decree of Director General of the Company upon recommendation of the Company's Audit Committee.

4.2. Director of the Service, directors of departments and employees of the Service shall:

- a) have an excellent reputation;
- b) have the background of higher financial (economic) and (or) legal education;
- c) not be a shareholder of the Company;
- d) not take other positions (except for the position in the Service) in the Company of any other firm competing with the Company;
- e) not participate in any activity that might affect impartiality of their judgment;
- f) not have a record of non-expunged and (or) unexpired convictions, or record of bringing to administrative liability in a form of disqualification.

4.3. Directors and employees of the Service shall be appointed to their positions with due consideration of their educational background, professional training, experience in the area of internal audit and risk management and other knowledge required for Director of the Services, directors of departments and employees of the Service to perform their obligations.

4.4. Director of the Service shall have the work record of at least 5 (five) years according to a completed educational course (legal, economical, financial, internal audit and (or) general audit education). The Service's employees shall have the work record of at least 3 (three) years according to a completed educational course.

4.5. The Service's employees shall be appointed by decree of director general of the Company at the suggestion of Director of the Service and upon approval of the Audit Committee.

5. Director of the Service

5.1. The Service is headed by Director of the Service.

5.2. The Company's Board of Directors shall pass decision on appointment and termination of powers of Director of the Service by a majority vote of the Members of the Board of Directors participating in the meeting.

5.3. Director General shall enter into an employment contract with Director of the Service upon the terms approved by the Company's Audit Committee.

5.4. Director of the Service shall file quarterly reports to the Audit Committee on operating results of the Service for a reporting period and on the status of the internal audit and risk management systems of the Company.

5.5. Director of the Service shall attend meetings of the Audit Committee upon invitation of the Chairperson of the Audit Committee.

5.6. If Director of the Service is absent or cannot discharge its duties, deputy Director of the Service shall perform obligations of Director.

6. Liability of the Service

6.1. When exercising their rights and performing their obligations Director and employees of the Service shall act for the benefit of the Company, exercise their rights and perform their duties in relation to the Company in good faith.

6.2. Director and employees of the Service shall not disclose or use for private and (or) third-party interests or otherwise dispose of confidential information on the Company and insider information in violation of the laws of the Russian Federation.

6.3. Director and employees of the Service shall be responsible for discharging of their duties set forth herein, in applicable job descriptions and by-laws of JSC TransContainer in compliance with the laws of the Russian Federation.
