

APPROVED

by Decision of Extraordinary General
Meeting of the Shareholders
of JSC TransContainer
(Minutes No. __)
of _____, 2009

Chairperson of the General Meeting of
the Shareholders of JSC TransContainer

**Regulations
for Director General of JSC TransContainer**

1. General Provisions

1.1. These Regulations of Joint-Stock Company Centre for the Transport of Goods in Containers (TransContainer) (hereinafter the 'Company') are developed in compliance with the laws of the Russian Federation, Articles of Association and by-laws of the Company.

1.2. These Regulations govern the legal status, reserved matters, obligations and liability of the Company's Director General and the procedure for election and termination of powers of Director General.

2. Status of Director General

2.1. Director General is the sole executive body of the Company.

2.2. Director General reports to the General Meeting of the Shareholders and Board of Directors of the Company.

2.3. Director General represents the Company before third parties and acts on behalf of the Company without any power of attorney.

2.4. Director General may also occupy positions in management bodies of other companies and other paid positions in other companies only by consent of the Company's Board of Directors.

2.5. Rights and obligations of Director General related to management of the Company are set forth in the laws of the Russian Federation, Articles of Association of the Company and an employment agreement executed with Director General.

3. Procedure for Election and Termination of Powers of Director General

3.1. A candidate shall be nominated for the position of Director General to be elected by the Board of Directors pursuant to the Regulations for the Board of Directors of Joint-Stock Company Centre for the Transport of Goods in Containers (TransContainer).

3.2. The Company's Board of Directors shall elect Director General by majority vote of the members of the Board of Directors participating in the meeting.

3.3. The Company's Board of Directors shall exercise rights and perform obligations of the employer on behalf of the Company in relation to Director General.

3.4. Chairperson of the Board of Directors or a person authorized by the Board of Directors shall execute the employment agreement on behalf of the Company.

3.5. A candidate for the position of Director General shall satisfy the following requirements:

higher professional education;

high qualification, wide experience of managing a large company of at least 5 (five) years;

excellent personal reputation;

absence of records of convictions as well as of actual bringing to administrative liability for violations in area of business, finance, taxes and levies, securities market

3.6. A person that is a participant, official or another employee of a legal entity competing with the Company may not be elected Director General.

3.7. A member of the Board of Directors nominating a candidate for the position of Director General shall submit to the Board of Directors information in writing on positions occupied by such candidate in other organizations and in organizations where such candidate together with his/her affiliates, including his/her spouse, parents, blood and half siblings, holds at least 20 percent of voting shares (interests) in the organization, the written consent of the candidate to his/her nomination for the position of Director General and data on circumstances that may affect performance by the candidate of the obligations of Director General.

3.8. Board of Directors may at any time pass decision on termination of powers of Director General.

Powers of Director General may be terminated upon grounds set forth in the laws of the Russian Federation and in the employment agreement executed with Director General.

3.9. Director General may, at any time at his/her discretion, terminate his/her employment agreement by sending an applicable written notice to the Board of Directors not later than one month before such termination. After the end of such month Director General may stop working after transferring all documents, property and information available to Director General due to performance of his/her obligations to the Board of Directors under a delivery certificate. The Company shall deliver to Director General his/her service record and perform settlements with such Director General.

3.10. Director General may be reelected for an unlimited number of times.

3.11. For a period of his/her vacation, disease or business trip Director General shall appoint acting Director General that shall manage daily operations of the Company within the competence of Director General set forth in the Articles of Association unless the Board of Directors approves otherwise.

4. Reserved Matters of Director General

4.1. Reserved matters of Director General include all matter related to management of daily operations of the Company except for matters reserved for the General Meeting of the Shareholders and Board of Directors of the Company.

4.2 Director General shall act on behalf of the Company, including with due consideration for restrictions set forth in the laws of the Russian Federation, Articles of Association and decisions passed by the Board of Directors, and shall:

4.2.1. Ensure fulfillment of action plans of the Company required to achieve its goals;

4.2.2. Arranges for maintenance of accounts and reports of the Company;

4.2.3. Dispose of the Company's assets, execute transactions on behalf of the Company, issues powers of attorney, opens settlement and other accounts with banks, other credit organizations (and when set forth in the laws of the Russian Federation with professional participants of securities market);

4.2.4. Issue by-laws and other internal documents of the Company on matters reserved for Director General, gives instructions that are binding upon all employees of the Company;

4.2.5. Represent interests of the Company in the Russian Federation and abroad in national, public and business organizations;

4.2.6. Approve regulations on branches and representative offices of the Company;

4.2.7. Approve the staff schedule and determine remuneration system of the Company.

4.2.8. Exercise rights and perform obligations of the employer in relation to the Company's employees including hire, promote and fire employees of the Company, execute employment agreements, charges disciplinary sanctions against and grant incentive payments to the Company's employees in compliance with the labor laws of the Russian Federation;

4.2.9. Allocate obligations between deputies Director General, directors, chief engineer and chief accountant of the Company;

4.2.10. Submit to the Board of Directors for consideration the annual report, balance sheet, profit and loss statement and profit and loss appropriation report of the Company not later than 45 (forty five) days before the date of the annual General Meeting of the Shareholders;

4.2.11. Submit to the Board of Directors for consideration reports on business activities of affiliates and subsidiaries which shares (interests) the Company holds and information on other organizations where the Company participates;

4.2.12. Arranges for and takes measures to ensure mobilization training, civil defense and to fulfill mobilization assignments allotted to the Company;

4.2.13. Ensure protection of the State Secret, technical protection of information, takes measures to counteract foreign technical intelligence and maintenance of security records;

4.2.14. Address other issues associated with daily operations of the Company except for matters reserved for the General Meeting of the Shareholders and Board of Directors of the Company.

5. Obligations of Director General

5.1. When performing his/her obligations, Director General shall:

5.2.1. Act for the benefit of the Company reasonably and in good faith, act with care and prudence and take all reasonable measures to duly perform his/her obligations;

5.2.2. Ensure efficient and uninterrupted work of the Company and fulfillment of plans, ensure completion of tasks and performance of functions set forth in the Company's Articles of Association;

5.2.3. Ensure compliance with the Articles of Association, by-laws of the Company, decisions of the General Meeting of the Shareholders and Board of Directors of the Company;

5.2.4. Ensure overall protection of economic interests of the Company;

5.2.5. Refrain from actions that might lead to conflict between his/her interests and the Company's interests and, if such conflict of interests occurs, he/she shall immediately notify the Company's Board of Directors thereof.

6. Liability of Director General

6.1. Director General shall be held liable pursuant to the procedure and upon terms set forth in the laws of the Russian Federation, by-laws of the Company and his/her employment agreement including for failure to perform or undue performance of his/her obligations, for consequences of his/her decisions beyond his/her authority, for arrangement of protecting national security information and for performance of the Company and safety of its assets.

6.2. Director General shall be responsible for ensuring the duly and quality development and fulfillment of the Company's business plan and preparation of reports on its fulfillment.
