

APPROVED
By Annual General Shareholders'
Meeting of JSC TransContainer
(Addendum № 3
to Minutes № 2 dated 4 July 2007)

**Alterations and Amendments to the Articles of Association
of JSC “Center for Cargo Container Freight
“TransContainer”**

Moscow
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1. Sub-clause 9 of clause 3.2. shall be considered sub-clause 10 of clause 3.2.;
sub-clause 9 of clause 3.2. shall be altered as follows:
9) organization and implementation of security measures;
2. Sub-clause 18 of clause 10.2. shall be altered as follows:
18) decision-making about participation in financial and industrial holding groups, associations and other types of commercial alliances;
3. Sub-clause 10.5 shall be amended by adding sub-clauses 9 and 10, which run as follows:
9) decision-making about reduction of the authorized capital of the Company through reduction in the Company share par value;
10) decision-making about reduction of the Company's authorized capital below the Company's net asset value in the event an audit inspection shall reveal that the Company's net asset value falls below its authorized capital.
4. clauses 10.6. and 10.7. shall be altered as follows:
10.6. Any decision relative to approval of a interested-party transaction pursuant to article 81 of the Federal Law "On Joint-Stock Companies" as well as fixation of property price (monetary value), in the event the number of independent directors is below the quorum set forth in the Articles of Association as requisite for convening the Company's Board of Directors and (or) in the event all the members of the Company's Board of Directors are not independent directors, shall be carried out by the majority of uninterested holders of voting shares at the General Shareholders' Meeting.

10.7. Any issues set forth in sub-clauses 2, 5, 7, 8, 12-19 of clause 10.2. of section 10 in the present Articles of Association as well as reduction of the Company's authorized capital through reduction in the Company share par value shall be put to a vote of the General Shareholders' Meeting only upon a proposition of the Company's Board of Directors.
5. Paragraph 2 of clause 11.3. shall be amended as follows: «In the event of a General Shareholders' Meeting whose quorum and vote allow for participation of voting ballots received by the Company no later than 2 days prior to the date of the General Shareholders' Meeting, the list of persons entitled to participate in the General Shareholders' Meeting shall be drawn no less than 35 days prior to the date of General Shareholders' Meeting.»

6. The Articles of Association shall be amended by clause 11.12., which runs as follow:

11.12. In case one of the items on the General Shareholders' Meeting agenda contains the issue of Company reorganization by means of consolidation, spin-off, or split, and the issue of election of the Board of Directors of the new Company to be established as the result of such consolidation, spin-off, or split shareholder(s) that own in aggregate 2 percent or more of the voting shares in the Company may nominate candidates to such new Company's Board of Directors, collegiate governance body, revision commission, or a candidate to that Company's internal auditor position, and the number of such candidates shall not be greater than the total number of memberships on the respective governance body which shall be mentioned in the General Shareholders' Meeting notice on the basis of the new company's draft of Articles of Association, and may further nominate a candidate to the position of the new company's chief executive officer.

If the proposed agenda of the General Shareholders' Meeting contains the issue of Company reorganization by means of merger, shareholder(s) that own in aggregate 2 percent or more of the voting shares in the Company subject to reorganization, may nominate candidates for election to the Board of Directors of the Company to be established as the result of such merger, and the number of such candidates shall not be greater than the number of the new Company's Board Members elected by the respective company, as shall be mentioned in the notice of that Company's General Shareholders' Meeting in accordance with the Merger Agreement.

Proposals nominating any candidates shall be received by the Company at least 45 days before the date on which the General Shareholders' Meeting of the Company is to be held.

7. Paragraph 2 of clause 12.3. shall be altered as follows:

The list of persons entitled to participate in the absentee vote on the agenda items of the General Shareholders' Meeting shall be drawn not until the date of the decision to convene the General Shareholders' Meeting and no less than 35 days prior to the date of the General Shareholders' Meeting.

8. Clause 13.3. shall be altered as follows:

13.3. Any proposal to include issues in the General Shareholders' Meeting agenda shall contain the proposed language of each issue proposed, whereas any such proposal concerning nomination of candidates shall contain the name of each nominee shareholder, details of a proof of identity (such as document series and/or

number, date and place of issue, and issuing authority) and the designation of the governance body to which he or she is nominated.

9. Sub-clause 14.9.4. shall be altered as follows:

14.9.4. The notification of the Extraordinary General Shareholders' Meeting shall be delivered to all the parties concerned no later than 70 days prior to the date of the meeting;

10. Clause 18.8. shall be altered as follows:

18.8. The Board of Directors' decisions concerning approval of a major transaction or proposal of reduction of the Company's authorized capital below the Company's net asset value, which is to be submitted to consideration of the General Shareholders' Meeting, shall be adopted unanimously by all Board members.

The decision-making shall require a three-quarter majority vote of all the members of the Board of Directors with regard to the following:

1) suspension of authority of the executive body (executive officer) and appointment of the acting General Director;

2) convention of an extraordinary General Shareholders' Meeting in case provided for by clauses 19.14, 19.15 hereof;

3) inclusion of the nominees proposed by shareholders or the Company's Board of Directors on the list of members of the collegiate governance body and revision commission or approval of candidates to internal auditor and chief executive officer positions in each of the companies reorganized by means of consolidation, spin-off, or split.

When taking decisions listed by the clause hereinabove the Board of Directors shall not take into account votes of its exiting members.