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WIMM BILL DANN FOODS OJSC  
Form SC 13D  
March 30, 2004

-----  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
-----

SCHEDULE 13D

under the Securities Exchange Act of 1934 as amended  
(Amendment No. 3)

WIMM-BILL-DANN FOODS OJSC

-----  
(Name of Issuer)

ORDINARY SHARES, PAR VALUE 20 RUSSIAN RUBLES EACH

-----  
(Title of Class of Securities)

97263M10

-----  
(CUSIP Number)

Roman V. Bolotovskiy  
Wimm-Bill-Dann Foods OJSC  
16/15 Yauzskiy Blvd. Moscow 109028  
Russia  
Tel: +7-095-105-5805  
Fax: +7-095-105-5800

Natalya V. Elizarova  
c/o I.M. Arteks Holdings Limited  
Karapatakis Building, 1 Naousis Street  
P.O. Box 40634  
Larnaca 6018 Republic of Cyprus  
Tel: + 7-095-923-0194  
Fax: + 7-095-232-5641

with a copy to:

William S. Lamb, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
125 West 55th St., New York, NY 10019  
Tel.: 1-212-424-8000  
Fax: 1-212-424-8500

with a copy to:

Joseph G. Connolly, Jr..  
Hogan Hartson L.L.P.  
555 Thirteenth Street, NW,  
Washington, DC 20004  
Tel: 1-202-637-5600  
Fax: 1-202-637-5910

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications)

March 24, 2004  
-----

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(Date of Event Which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13 G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ]

(Continued on following pages)

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1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Gavril A. Yushvaev

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER

27,009,049

9. SOLE DISPOSITIVE POWER

8,272,948

10. SHARED DISPOSITIVE POWER

None

-----

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%

14. TYPE OF REPORTING PERSON

IN

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1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Mikhail V. Dubinin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8. SHARED VOTING POWER

27,009,049

9. SOLE DISPOSITIVE POWER

3,005,152

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10. SHARED DISPOSITIVE POWER

None

-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049  
-----

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

|\_ |  
-----

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%  
-----

14. TYPE OF REPORTING PERSON

IN  
-----

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-----  
1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Sergei A. Plastinin  
-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |\_ |

(b) |X |  
-----

3. SEC USE ONLY  
-----

4. SOURCE OF FUNDS

OO  
-----

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)  
OR 2(e)

|\_ |  
-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation  
-----

7. SOLE VOTING POWER

None  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

8. SHARED VOTING POWER

27,009,049  
-----

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EACH REPORTING PERSON WITH 9. SOLE DISPOSITIVE POWER  
5,351,421

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%

14. TYPE OF REPORTING PERSON

IN

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1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Alexander S. Orlov

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER  
27,009,049

9. SOLE DISPOSITIVE POWER  
1,932,203

10. SHARED DISPOSITIVE POWER  
None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
61.38%

14. TYPE OF REPORTING PERSON  
IN

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1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
David Iakobachvili

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS  
OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Kingdom of Sweden

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7. SOLE VOTING POWER

None

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8. SHARED VOTING POWER

27,009,049

9. SOLE DISPOSITIVE POWER

4,164,500

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%

14. TYPE OF REPORTING PERSON

IN

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1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Mikhail I. Vishnyakov

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)  
OR 2(e)

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

-----  
7. SOLE VOTING POWER  
None  
-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
8. SHARED VOTING POWER  
27,009,049  
-----  
9. SOLE DISPOSITIVE POWER  
1,139,765  
-----  
10. SHARED DISPOSITIVE POWER  
None  
-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

|\_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%

14. TYPE OF REPORTING PERSON

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1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Evgeny L. Yaroslavskiy

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |\_ |

(b) |X |

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)



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OR 2(e)

|\_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER

27,009,049

9. SOLE DISPOSITIVE POWER

630,231

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

|\_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%

14. TYPE OF REPORTING PERSON

IN

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1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Victor E. Evdokimov

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) |\_ |

(b) |X |

3. SEC USE ONLY

4. SOURCE OF FUNDS

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00

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER

27,009,049

9. SOLE DISPOSITIVE POWER

186,571

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%

14. TYPE OF REPORTING PERSON

IN

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1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

I.M. Arteks Holdings Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

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3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e)

|\_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cyprus

7. SOLE VOTING POWER

None

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8. SHARED VOTING POWER

27,009,049

9. SOLE DISPOSITIVE POWER

2,326,258

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

12. CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

|\_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.38%

14. TYPE OF REPORTING PERSON

CO

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SCHEDULE 13D

This Amendment No.3 (this "Amendment No.3") is being filed by the Reporting Persons to amend the statement on Schedule 13D filed with the Securities and Exchange Commission on September 16, 2003 (the "Initial Schedule 13D"), as amended by Amendment No.1 thereto filed with the Securities and

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Exchange Commission on November 21, 2003 ("Amendment No.1"), and Amendment No.2 thereto filed with the Securities and Exchange Commission on March 3, 2004 ("Amendment No.2"). The Initial Schedule 13D, as amended by Amendment No.1 and Amendment No.2, may be referred to herein as the "Schedule 13D".

### Item 1. Security and Issuer

This Amendment No.3 is filed with respect to the ordinary shares, par value 20 Russian rubles per ordinary share (the "Ordinary Shares"), of Wimm-Bill-Dann Foods OJSC, a joint stock company organized under the laws of the Russian Federation (the "Issuer"), having its principal executive offices at 16/15 Yauzsky Boulevard, Moscow 109028, Russian Federation. The Ordinary Shares are traded on the New York Stock Exchange through an American Depositary Share facility in which each American Depositary Share of the Issuer (the "American Depositary Shares" or "ADSs") represents one Ordinary Share. Each reference in this Amendment No.3 to Ordinary Shares refers also (where applicable) to the corresponding American Depositary Shares representing such Ordinary Shares. Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Schedule 13D.

### Item 2. Identity and Background

Paragraphs (a)-(c) and (f) of Item 2 of the Schedule 13D are hereby amended with respect to the Natural Reporting Persons by replacing Exhibit 1 to Amendment No. 2 in its entirety with Exhibit 1 to this Amendment No. 3.

### Item 3. Source and Amount of Funds or Other Consideration

Paragraph (1) of Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

David Iakobachvili acquired 346,153 Ordinary Shares on February 20, 2004, and an additional 1,000,000 Ordinary Shares on March 24, 2004, in each case using his personal funds to pay the purchase price of USD13.00 per share. All other Ordinary Shares owned by David Iakobachvili, and all Ordinary Shares owned by all other Natural Reporting Persons, were acquired in exchange for common registered shares of "Lianozovo dairy" OJSC and common registered shares of "Production and Analytical Group "Rodnik" ZAO, both of which thereby became and still remain subsidiaries of the Issuer.

### Item 5. Interest in Securities of the Issuer

Clauses (ii), (iv), (v) and (viii) of Paragraphs (a) and (b) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

- (ii) Mikhail V. Dubinin is a direct holder of 3,005,152 Ordinary Shares, as to which Mikhail V. Dubinin possesses sole investment power;
- (iv) Alexander S. Orlov is a direct holder of 1,932,203 Ordinary Shares, as to which Alexander S. Orlov possesses sole investment power;

- (v) David Iakobachvili is a direct holder of 4,164,500 Ordinary Shares, as to which David Iakobachvili possesses sole investment power; and

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(viii) Victor E. Evdokimov is a direct holder of 186,571 Ordinary Shares, as to which Victor E. Evdokimov possesses sole investment power.

- (c) On March 24, 2004, David Iakobachvili acquired 1,000,000 Ordinary Shares, representing approximately 2.27% of the Ordinary Shares in private transactions in Russia at a price of USD13.00 per share from other Natural Reporting Persons. Of those 1,000,000 Ordinary Shares, he acquired 598,254 from Mikhail V. Dubinin, 366,369 from Alexander S. Orlov and 35,377 from Victor E. Evdokimov.
- (e) As a result of the transaction described in Item 5(c) above, Alexander S. Orlov ceased to be the beneficial owner of more than 5% of the Ordinary Shares.

Item 7. Material to be Filed as Exhibits

- (1) Information Concerning Natural Reporting Persons
- (2) Power of Attorney, dated September 4, 2003 by each of the Natural Reporting Persons, appointing Roman V. Bolotovskiy and Tatiana A. Mikhaylova as attorneys-in-fact (incorporated herein by reference to the Initial Schedule 13D)
- (3) Specific Power of Attorney, dated November 17, 2003, by I.M.Arteks Holdings Limited, appointing Natalia V. Elizarova as attorney-in-fact (incorporated herein by reference to Amendment No.2)

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we, the undersigned, hereby certify that the information set forth in this statement is true, complete and correct.

|                      |  |
|----------------------|--|
| Date: March 30, 2004 | By /s/ Roman V. Bolotovskiy<br>-----<br>Name: Roman V. Bolotovskiy<br>as Attorney-in-Fact for Gavril A.<br>Yushvaev  |
| Date: March 30, 2004 | By /s/ Roman V. Bolotovskiy<br>-----<br>Name: Roman V. Bolotovskiy<br>as Attorney-in-Fact for Mikhail V.<br>Dubinin  |
| Date: March 30, 2004 | By /s/ Roman V. Bolotovskiy<br>-----<br>Name: Roman V. Bolotovskiy<br>as Attorney-in-Fact for Sergei A.<br>Plastinin |

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Date: March 30, 2004 By /s/ Roman V. Bolotovskiy  
 -----  
 Name: Roman V. Bolotovskiy  
 as Attorney-in-Fact for Alexander S. Orlov

Date: March 30, 2004 By /s/ Roman V. Bolotovskiy  
 -----  
 Name: Roman V. Bolotovskiy  
 as Attorney-in-Fact for David Iakobachvili

Date: March 30, 2004 By /s/ Roman V. Bolotovskiy  
 -----  
 Name: Roman V. Bolotovskiy  
 as Attorney-in-Fact for Mikhail I. Vishnyakov

Date: March 30, 2004 By /s/ Roman V. Bolotovskiy  
 -----  
 Name: Roman V. Bolotovskiy  
 as Attorney-in-Fact for Victor E. Evdokimov

Date: March 30, 2004 By /s/ Roman V. Bolotovskiy  
 -----  
 Name: Roman V. Bolotovskiy  
 as Attorney-in-Fact for Evgeny L. Yaroslavskiy

Date: March 30, 2004 I.M. Arteks Holdings Limited  
 By /s/ Natalia V. Elizarova  
 -----  
 Name: Natalia V. Elizarova  
 Title: Attorney-in-Fact

CUSIP No. 97263M10

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Exhibit 1

Set forth below are the name, business address and present principal occupation or employment, and the name of any corporation or other organization in which such employment is conducted, for each of the Reporting Persons.

| Name<br>-----       | Business Address<br>-----  | Employment and Employer<br>-----   |
|---------------------|--|--|
| Gavril A. Yushvaev  | Wimm-Bill-Dann Foods OJSC<br>16/15 Yauzsky Blvd.<br>Moscow 109028 Russia | President of<br>"RusAgroProject" CJSC  |
| Mikhail V. Dubinin  | Wimm-Bill-Dann Foods OJSC<br>16/15 Yauzsky Blvd.<br>Moscow 109028 Russia | Member of the Board<br>of Directors of<br>Wimm-Bill-Dann Foods OJSC              |
| Sergei A. Plastinin | Wimm-Bill-Dann Foods OJSC<br>16/15 Yauzsky Blvd.<br>Moscow 109028 Russia | Director and Chairman<br>of the Management Board of<br>Wimm-Bill-Dann Foods OJSC |

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|                        |  |  |
|------------------------|--|--|
| Alexander S. Orlov     | Wimm-Bill-Dann Foods OJSC<br>16/15 Yauzsky Blvd.<br>Moscow 109028 Russia | Member of the Board<br>of Directors of<br>Wimm-Bill-Dann Foods OJSC                            |
| David Iakobachvili     | Wimm-Bill-Dann Foods OJSC<br>16/15 Yauzsky Blvd.<br>Moscow 109028 Russia | Chairman of the Board<br>of Directors of<br>Wimm-Bill-Dann Foods OJSC                          |
| Mikhail I. Vishnyakov  | Wimm-Bill-Dann Foods OJSC<br>16/15 Yauzsky Blvd.<br>Moscow 109028 Russia | Member of the Board<br>of Directors of<br>Tsaritsino Dairy" OJSC                               |
| Evgeny L. Yaroslavskiy | Wimm-Bill-Dann Foods OJSC<br>16/15 Yauzsky Blvd.<br>Moscow 109028 Russia | Deputy General<br>Director of "Trine" Co.<br>Ltd   |
| Victor E. Evdokimov    | Wimm-Bill-Dann Foods OJSC<br>16/15 Yauzsky Blvd.<br>Moscow 109028 Russia | Investment counselor<br>to Chairman of the<br>Management Board of<br>Wimm-Bill-Dann Foods OJSC |