

WIMM BILL DANN FOODS OJSC

Form 6-K

July 21, 2004

FORM 6-K

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Report of Foreign Issuer
July 12, 2004**

**Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

Commission file number: 333-14278

WIMM-BILL-DANN FOODS OJSC

(Exact name of Registrant as specified in its charter)

Russian Federation

(Jurisdiction of incorporation or organization)

**16, Yauzsky Boulevard
Moscow 109028
Russian Federation**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

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Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

QUARTERLY REPORT

of Issuer of Emissive Securities

for the first quarter of 2004

OPEN JOINT STOCK COMPANY WIMM-BILL-DANN FOODS

Issue s code 06005-A

*Location: 109028, Moscow, Yauzsky Boulevard, 16/15, office 306
Postal address: 109028, Moscow, Yauzsky Boulevard, 16/15, office 306*

Information contained in the present Quarterly Report is subject to disclosure in conformity with the legislation of Russian Federation relating to securities.

Representative by power of attorney
dated 06.10.2003 No. 06/10

/s/ R.V.Bolotovskiy

R.V. Bolotovskiy

14 May 2004

Chief Accountant

V.V. Khaminov

V.V. Khaminov

14 May 2004

(place for stamp)

Contact person: *Kolesnikov Ilya Michailovich*

Legal adviser

Tel.: (095) 733-9727

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Fax: (095) 733-9736

E-mail: **KolesnikovIM@wbd.ru**

Internet page(s) displaying information contained in this quarterly report:

http://www.wbd.ru/wbd/quarterly_report/

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A. DATA ON ISSUER

Issuer's full proprietary name.

Open Joint Stock Company Wimm-Bill-Dann Foods

Abbreviated name.

WBD Foods

Data on Issuer's contact tel. numbers and email

Tel (095) 105-58-05

Fax (095) 733-97-36

Data on the Issuer's Shares.

Issue Number: *1*

Category: *Common*

Form of Shares: *Registered, uncertificated*

Nominal Price of One Issue Share: *20*

Quantity of Issue Shares: *35,000,000*

Total Issue Amount: *700,000,000*

Data on the Issue State Registration:

Date of Registration: *15.06.2001*

Registration Number: *1-01-06005-A*

Body of State Registration: *Regional Office of the Federal Commission for Securities Market of Russia in the Central Federal Region*

Abbreviated name.

Issue Number: **2**

Category: ***Common***

Form of Shares: ***Registered, uncertificated***

Nominal Price of One Issue Share: **20**

Quantity of Issue Shares: **9,000,000**

Total Issue Amount: **180,000,000**

Data on the Issue State Registration:

Date of Registration: **30.10.2001**

Registration Number: **I-02-06005-A**

Body of State Registration: ***Federal Commission for Securities Market of Russia***

Other Material Information on the Issuer's Securities.

None

This quarterly report contains evaluations and forecasts of the issuer's authorized executive bodies regarding the future events and/or actions, perspective development in the industry branch where the issuer carries out its principal business, and the results of the issuer's activities, including the issuer's plans, probability of certain events and certain actions to be undertaken. Investors should not fully rely on the evaluations and forecasts made by the issuer's executive bodies, as the actual results of its activities in future might differ from those forecast due to various reasons. Acquisition of the issuer's securities is associated with risks described in this quarterly report.

Born: **1945**

Ernest Linwood Tipton

Born: **1934**

J. B. Mark Mobius

Born: **1936**

Issuer's individual and collective administrative/managerial staff.

Individual executive body and members of collective executive body:

Chairman of the Management board

Plastinin, Sergei Arkadievich

Born: **1968**

Members of the Management Board

Byrdin, Maxim Olegovich

Born: 1972

Preobrazhensky, Vladimir Vladimirovich

Born: 1961

Malyutin, Aleksandr Evgenyevich

Born: 1977

Yadegardjam Djamshid

Born: 1965

Person performing the functions of individual executive body of the Issuer:

Sergei Arkadievich Plastinin

Born: 1968

1.2 Information on the Issuer's bank accounts

Information on ruble accounts in banks and other financial institutions carrying out their activities in the territory of the Russian Federation, as at 01.04.2004

No.	Type of account	Account No.	Name of the Bank
1	2	3	4
1	Current	40702 810 1 00700 883 027	CB Citybank
2	Current	40702 810 4 00000 030 108	CB Expobank

Issuer's individual and collective administrative/managerial staff.

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3	<i>Current</i>	40702 810 4 00070 027 130	CB MDM-Bank
4	<i>Current</i>	40702 810 7 00070 000 569	Bank of Moscow
5	<i>Current</i>	40702 810 2 01500 000 016	Alfa bank
6	<i>Current</i>	40702 810 9 38000 110 483	Sberbank of Russia
7	<i>Current</i>	40702 810 6 38360 104 497	Sberbank of Russia
8	<i>Deposit</i>	42,104,810,000,070,000,000	AK MMB Bank of Moscow

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9	<i>Deposit</i>	52103 810 3 00000 402 674	OJSC Bank Petrocommerc
10	<i>Deposit</i>	52103 810 2 00000 502 674	OJSC Bank Petrocommerc
11	<i>Deposit</i>	52103 810 1 00000 602 674	OJSC Bank Petrocommerc
12	<i>Deposit</i>	52103 810 0 00000 702 674	OJSC Bank Petrocommerc
13	<i>Deposit</i>	42105 810 6 00090 000 004	Vneshtorgbank
14	<i>Current</i>	40702 810 4 00001 401 757	CJSC Raiffeisen Bank Austria

Information on foreign exchange accounts in banks and other financial institutions carrying out their activities in the territory of the Russian Federation and abroad, as at 01.04.2004

No.	Account number	Name of the Bank	Location of the Bank
1	2	3	4
1	40702 840 9 00700 883 019	CB Citybank	125047 Moscow, ul.Gasheka, 8-10 tel. 725-69-35
2	40702 840 9 00700 883 035	CB Citybank	125047 Moscow, ul.Gasheka, 8-10 tel. 725-69-35
3	40702 840 4 00700 883 043	CB Citybank	125047 Moscow, ul.Gasheka, 8-10 tel. 725-69-35
4	42102 840 7 03700 883 018	CB Citybank	125047 Moscow, ul.Gasheka, 8-10 tel. 725-69-35
5	40702 978 5 00700 883 051	CB Citybank	125047 Moscow, ul.Gasheka, 8-10 tel. 725-69-35
6	40702 978 8 00700 883 078	CB Citybank	125047 Moscow, ul.Gasheka, 8-10 tel. 725-69-35
7	40702 978 3 00700 883 086	CB Citybank	125047 Moscow, ul.Gasheka, 8-10 tel. 725-69-35
8	40702 840 4 00150 027 130	CB MDM-Bank	113035 Moscow, ul.Sadovnicheskaya, 3 Tel. 797-95-00
9	40702 840 7 00151 027 130	CB MDM-Bank	113035 Moscow, ul.Sadovnicheskaya, 3 Tel. 797-95-00
10	40702 840 0 00152 027 130	CB MDM-Bank	113035 Moscow, ul.Sadovnicheskaya, 3 Tel. 797-95-00
11	40702 840 8 01500 000 004	Alfa Bank	117049 Moscow, ul.Mytnaya, 1, building 1 Tel. 786-22-82
12	40702 840 7 01503 000 004	Alfa Bank	117049 Moscow, ul.Mytnaya, 1, building 1 Tel. 786-22-82
13	40702 840 0 01504 000 004	Alfa Bank	117049 Moscow, ul.Mytnaya, 1, building 1 Tel. 786-22-82

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14	40702 840 2 38000 110 483	Sberbank of Russia	117997 Moscow, ul. Vavilova, 19 Tel. 785-44-30
15	40702 840 1 38000 210 483	Sberbank of Russia	117997 Moscow, ul. Vavilova, 19 Tel. 785-44-30
16	40702 840 0 38000 310 483	Sberbank of Russia	117997 Moscow, ul. Vavilova, 19 Tel. 785-44-30
17	42105 840 7 38000 010 028	Sberbank of Russia	117997 Moscow, ul. Vavilova, 19 Tel. 785-44-30
18	42105 840 9 38000 010 022	Sberbank of Russia	117997 Moscow, ul. Vavilova, 19 Tel. 785-44-30
19	42105 840 2 38360 010 022	Sberbank of Russia	117997 Moscow, ul. Vavilova, 19 Tel. 785-44-30
20	40702 840 7 00000 012 592	CB Rosbank	107078, Moscow, ul. Mashy Poryvaevoy, d.11
21	40702 840 6 00003 012 592	CB Rosbank	107078, Moscow, ul. Mashy Poryvaevoy, d.11
22	40702 840 7 00000 012 592	CB Rosbank	107078, Moscow, ul. Mashy Poryvaevoy, d.11
23	42104 840 5 00000 012 592	CB Rosbank	107078, Moscow, ul. Mashy Poryvaevoy, d.11
24	40702 840 0 00070 000 569	MMB-Bank of Moscow	107996, Moscow, ul. Kuznetskij most, 15
25	40702 840 3 00071 000 569	MMB-Bank of Moscow	107996, Moscow, ul. Kuznetskij most, 15
26	40702 840 6 00072 000 569	MMB-Bank of Moscow	107996, Moscow, ul. Kuznetskij most, 15
27	42104 840 6 00070 000 006	MMB-Bank of Moscow	107996, Moscow, ul. Kuznetskij most, 15
28	42104 840 2 00150 027 130	CB Moscovskij Delovoy Mir	113035 Moscow, ul. Sadovnicheskaya, 3 tel. 797-95-00
29	42103 840 0 00090 000 003	Vneshtorgbank	106031, Moscow, ul. Kuznetskij most, 16
30	40702 978 3 00001 401 757	3AO Raiffeisen Bank Austria	129090 Moscow, ul. Troytskaya, 17/1
31	40702 978 0 00000 401 757	CJSC Raiffeisen Bank Austria	129090 Moscow, ul. Troytskaya, 17/1
32	40702 978 2 00004 401 757	CJSC Raiffeisen Bank Austria	129090 Moscow, ul. Troytskaya, 17/1
33	40702 840 7 00001 401 757	CJSC Raiffeisen Bank Austria	129090 Moscow, ul. Troytskaya, 17/1
34	40702 840 4 00000 401 757	CJSC Raiffeisen Bank Austria	129090 Moscow, ul. Troytskaya, 17/1
35	40702 840 6 00004 401 757	CJSC Raiffeisen Bank Austria	129090 Moscow, ul. Troytskaya, 17/1
36	40702 840 0 00002 401 757	CJSC Raiffeisen Bank Austria	129090 Moscow, ul. Troytskaya, 17/1
37	40702 840 3 00003 401 757	CJSC Raiffeisen Bank Austria	129090 Moscow, ul. Troytskaya, 17/1
38	45207 840 0 99911 401 757	CJSC Raiffeisen Bank Austria	129090 Moscow, ul. Troytskaya, 17/1
39	42102 840 0 01300 000 000	ALFA-Bank	107078 Moscow, ul. Kalanchevskaya, 27
40	42102 840 3 01300 000 001	ALFA-Bank	107078 Moscow, ul. Kalanchevskaya, 27

1.3. Data on Issuer's public accountant / auditor.

Name: *CJSC BDO UniconRuf*

Location: *113545, Moscow, Varshavskoe shosse, d. 125*

Taxpayer ID: *7716021332*

Postal address: *113545, Moscow, Varshavskoe shosse, d. 125*

Tel.: *(095) 319-6636*, Fax: *(095) 319-5909*

E-mail: *n/a*

Information on auditor's license

License number: *E 000547*

Date of issue of license: *June 25, 2002*

Period of validity: *June 24, 2007*

Organization that issued the license: *RF Ministry of Finance*

1.4 Information on the Issuer's appraiser

The appraiser has not been employed in the accounting quarter.

1.5 Information on the Issuer's consultants

Financial consultants for the purpose of the preparation and signing of the securities prospectus issue and this report have not been employed.

1.6 Information on other persons having signed the quarterly report

In relation to other persons having signed the quarterly report and not indicated in the previous articles of this section:

Vadim V. Khaminov

Tel: (095) 105 5805

Fax: (095) 105 5805 (ext. 10-85)

II BASIC INFORMATION ON THE ISSUER'S FINANCIAL AND ECONOMIC STATUS

2.1 Indicators of the Issuer's financial and economic activities

No.	Indicator	2001	2002	2003	1 quarter 2004
1	Value of issuer's net assets, thou. rubles	699 085	6 090 133	6184 396	6190 230
2	Ratio of attracted funds to capital and reserves, %	3.44	0.16	98.32	98.04
3	Ratio of short-term liabilities to capital and reserves, %	3.44	0.16	1.32	4.77
4	Coverage of debt service payments, rubles	0.002	25.39	0.22	0.03
5	Level of overdue debt, %	0	0	0	0
6	Net assets turnover, times	0.0031	0.00087	0.076	0.016
7	Payables turnover, times	0.0004	0.002	0.365	0.028
8	Receivables turnover, times	0.54	0.014	0.91	0.254
9	Profits tax as percentage of profits before taxes, %	0	27.01	38.11	53.85

2.2 Issuer's market capitalization

The arranger of the sales at the equity market is the New York Stock Exchange (NYSE). The Issuer's market capitalization calculated as the derivation of the number of shares expressed in ADRs and the price of one share (ADR), amounts to:

As of 31.12.2001 RUR 699 085 000 (as of the present date the issuer's market capitalization is calculated as the equivalent of the issuer's net assets value).

As of 31.12.2002 US\$17.95 x 44,000,000 = US\$789,800,000

As of 31.12.2003 US\$17.00 x 44,000,000 = US\$748,000,000

As of 31.03.2004 US\$19.45 x 44,000,000 = US\$855,800,000

The price of one share (ADR) corresponds to the price of the recent transactions contracted as at the last date of the accounting period.

2.3 Issuer's obligations

2.3.1. Accounts Payable

Liability	Total, thou. rubles	By due date					more than 1 year
		up to 30 days	30-60 days	60-90 days	90-180 days	180 days to 1 year	
Short-term and long-term liabilities	6,068,829	68,165	144,660		83,209		5,772,795
Accounts payable including:	76,166	66,312	9,854				
To suppliers and contractors, including:	24,177	24,177					
to affiliates of issuer	14,172	14,172					
Bills of exchange payable	0						
Wages and salaries	22,823	22,823					
Amounts owed to budget and extrabudgetary funds	19,312	19,312					
Other accounts payable, including:	9,854		9,854				
to affiliates of issuer	7,605	7,605					
Credits, total	4,405,800	1,853	131,152				4,272,795
Loans, total including:	1,583,209				83,209		1,500,000
bonded loans	1,583,209				83,209		1,500,000
Other liabilities	3,654		3,654				
	0						

**Overdue accounts payable
including:**

to budget and extrabudgetary funds	0
Overdue credit debt	0
Overdue loan debt	0

Of WBD Foods' accounts payable as at April 1, 2004, Lianozovo Dairy accounted for 14,134 thousand rubles, or 18.56% of total accounts payable (76,166 thousand rubles).

2.3.2 Issuer's credit history

The issuer's performance of its obligations under credit agreements and loan agreements in effect prior to and at the end of the reporting quarter, under which the principal represents 10% or more of the value of the issuer's net assets at the date of the last completed reporting quarter preceding the date of the agreement is being described below.

Obligation	Creditor	Amount of the principal sum	Maturity date Planned	Actual	Interest rate, %
Short-term dollar loan	Alfa-Bank OAO	2,920,00	17.04.2003	17.04.2003	4.75
Short-term dollar loan	Alfa-Bank OAO	974,000	07.05.2003	07.05.2003	4.75
Long-term dollar loan	UBS LUXEMBURG AG	150,000,000	2008		8.50
Bonded loan, thousand rubles	Arranger of the placement Troika-Dialog Investment Company ZAO, Moscow International Bank - payment agent	1,500,000	2006		12.9% and 64.32 rubles on the first coupon 11,98% - on the second coupon 9,38%-on the third coupon

2.3.3 Issuer's obligations from security granted to third parties

Agreements on granted sureties	Date of agreement		Amount of agreement	Currency of agreement	Sum in rubles as at 01.04.04
P/43	14.05.2002	MK OAO, Timashevsk	2,506,803	Euros	71 843
P/44	15.05.2002	MK OAO, Timashevsk	364,050	Euros	2 521
2-wbd	10.09.2001	LMK OAO	500,000,000	Rubles	500 000
P/45	05.06.2002	LMK OAO	2,348,476	Euros	57 210
P/48	09.09.2002	LMK OAO	779,250	Euros	11 284
P/46	10.06.2002	TsMK OAO	1,017,596	Euros	14 755
P/47	12.07.2002	Kharkov MK OAO	1,568,766	Euros	44554
P/52	05.12.2002	Kharkov MK OAO	582,750	Euros	5 058
53	04.01.2003	Kharkov MK OAO	418,045	Euros	8 880
P/49	28.10.2002	Siberian Milk OAO	2,259,144	Euros	69 884
54	25.03.2003	Siberian Milk OAO	523,877	Euros	9 894
Total					795 883

2.3.4 Other Issuer's obligations

There are no other Issuer's obligations.

2.4 Objectives of the issue and spheres where funds received from securities issue shall be used

No securities have been issued and no funds have been attracted in the reporting period.

2.5 Risks associated with acquisition of placed securities (securities to be placed)

We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties may not be the only ones we face. Additional risks and uncertainties, including those we currently do not know or deem immaterial, may also result in decreased revenues, increased expenses or other events that could result in a decline in the price of our ADSs and/or notes.

Due to the specifics of the issuer's principal business, its risks, which might lead to reduction of the securities price, are conditional, to a greater extent, on the consolidated risks of the companies controlled by the issuer directly or indirectly. For the purposes of this section the terms Company, our Company shall mean both the issuer separately, and together with the companies it controls.

2.5.1. Risks Relating to Industry

Our success depends in part on our continued ability to be an efficient producer in a highly competitive industry. If we cannot continue to control costs through productivity gains or by eliminating redundant costs resulting from acquisitions, our results of operations will suffer. In particular, price increases and shortages of packaging and raw materials could adversely affect our results of operations. For example, our results of operations may be affected by the availability and pricing of packaging materials, principally cardboard and plastic containers, and raw materials, principally raw milk and

juice concentrate. We are substantially dependent upon a single supplier of packaging materials, Tetra Pak, which may make us more vulnerable to changes in global supply and demand and their effect on price and availability of these materials. In addition, we are currently renegotiating certain pricing terms in our framework agreement with Tetra Pak pursuant to which we purchase packaging materials. Failure to conclude an agreement on commercially reasonable terms would have a material adverse effect on our results of operations. Additionally, weather conditions and other factors beyond our control significantly influence the price and availability of our raw materials. A number of our raw materials, such as juice concentrate and sugar, are international commodities and are subject to international price fluctuations.

Our success also depends on our continued ability to be an effective advertiser in a market where media inflation on leading national television channels exceeded 80% in 2002. A substantial increase in the prices of any of the foregoing, which we may not be able to pass on to customers through price increases, or a protracted interruption in supply with respect to packaging or raw materials, could have a material adverse effect on our financial condition and results of operations.

Economic downturns could hurt our turnover and materially and adversely affect our strategy to increase our sales of premium brands.

Demand for dairy and juice products, as well as bottled water, depends primarily on demographic factors and consumer preferences as well as factors relating to discretionary consumer spending, including the general condition of the economy and general levels of consumer confidence. The willingness of consumers to purchase branded food and beverage products depends in part on local economic conditions. In periods of economic uncertainty, consumers tend to purchase more economy brands and, to the extent that our business strategy depends on the expansion of the sales of premium brands, our results of operations could suffer. Reduced consumption of our products in any of our key markets could reduce our turnover and profitability.

Increased competition and consumer preference for low-price, lower-quality juice products primarily in the region outside of Moscow and St. Petersburg have resulted in declining profit margins in our juice segment, which have adversely affected and may continue to adversely affect our results of operations.

Although juice consumption in Russia is increasing, our profit margins on our juice products decreased in 2002 due to vigorous market competition from domestic and foreign producers and to consumer preference for low-price, lower-quality juice products primarily in the regions outside of Moscow and St. Petersburg where per capita household incomes are generally lower. These factors put downward pressure on juice prices in all price categories in 2002. At the same time, prices for juice concentrate increased. A continuation of these trends may cause a further decline in our juice prices and profit margins and, consequently, have a further negative effect on our results of operations.

Independent distributors may export our products to countries where such products do not meet the requirements of applicable legislation. The consequent recalls of our products and the associated negative publicity may adversely affect our reputation in the Russian

Federation, the Commonwealth of Independent States, or CIS, and abroad, and adversely affect our results of operations.

In exporting our products, we attempt to meet the standards and requirements of applicable legislation governing the import of food products into the importing country. Independent distributors have, in some cases, attempted to export our products to countries where such products did not meet the requirements of applicable legislation.

Possible implementation of new federal or local government policies, or selective application of existing policies, affecting the food industry could substantially and negatively affect our turnover and operating margin.

Possible implementation of new federal or local government policies, or selective application of existing policies, affecting the food industry could have a significant impact on our business. For example, the federal and local governments have been known to implement trade barriers, subsidies and other policies favoring certain producers. Additionally, customs regulations in Russia are unclear, subject to frequent change and are applied inconsistently. The imposition of higher customs duties on products we import would increase the costs of our products and reduce our turnover, while the implementation of price controls on products we produce would reduce our operating margin. For example, federal customs regulations enacted during 2001 subject juice concentrate imports to the highest level of customs duties allowed for that particular category of imports. In addition, federal customs regulations enacted during 2002 stipulate minimum declaration amounts for imported goods. As a result of such regulations, we may be forced to declare a higher value for imported goods than the amount actually paid and, consequently, pay a higher tariff on such goods. Another example of a government regulation that has affected us is Government Regulation No. 988, which, as of January 1, 2004, requires food producers intending to develop and offer a new food product to the public to file an application for the product's state registration and incorporation into the State Register of Permitted Food Products. The implementation of this regulation may cause delays in the introduction of our new products and result in increased production costs.

2.5.2. Political risks

Since 1991, Russia has sought to transform itself from a one-party state with a centrally-planned economy to a pluralist democracy with a market-oriented economy. As a result of the sweeping nature of the reforms, and the failure of some of them, the Russian political system remains vulnerable to popular dissatisfaction, as well as to unrest by particular social and ethnic groups. Significant political instability could have a material adverse effect on the value of foreign investments in Russia, including the value of our ADSs and/or notes.

The composition of the Russian government—the prime minister and the other heads of federal ministries—has at times been highly unstable. Six different prime ministers, for example, headed governments between March 1998 and May 2000. On December 31, 1999, President Yeltsin resigned and Vladimir Putin was subsequently elected president on March 26, 2000. While President Putin has maintained governmental stability and policies generally oriented towards the continuation of economic reforms, no assurance

can be given that such conditions will continue over time. State Duma elections were held in December of 2003 and presidential elections were held in March 2004. The value of investments in Russia, including in our ADSs and notes, could be reduced and our prospects could be harmed if governmental instability recurs or if reform policies are reversed.

The Russian Federation is a federation of republics, territories, regions, cities of federal importance and autonomous areas. The delineation of authority among the members of the Russian Federation and the federal governmental authorities is, in many instances, uncertain and sometimes contested. Lack of consensus between the federal government and local or regional authorities often results in the enactment of conflicting legislation at various levels and may result in political instability. This lack of consensus hinders our long-term planning efforts and creates uncertainties in our operating environment, both of which may prevent us from efficiently carrying out our expansion plans. Additionally, ethnic, religious, historical and other divisions have, on occasion, given rise to tensions, and in certain cases, to military conflict. Russian military forces have been engaged in Chechnya in the past and are currently involved in ground and air operations there. The spread of violence, or its intensification, could have significant political consequences. These include the imposition of a state of emergency in some or all of the Russian Federation. These events could materially adversely affect the value of investments in Russia, including in the value of our ADSs and notes.

Since the dissolution of the Soviet Union, the Russian economy has experienced:

significant declines in gross domestic product;

hyperinflation;

an unstable currency;

high government debt relative to gross domestic product;

a weak banking system providing limited liquidity to Russian enterprises;

high levels of loss-making enterprises that continued to operate due to the lack of effective bankruptcy proceedings;

significant use of barter transactions and illiquid promissory notes to settle commercial transactions;

widespread tax evasion;

growth of a black and grey market economy;

pervasive capital flight;

high levels of corruption and the penetration of organized crime into the economy;

significant increases in unemployment and underemployment; and

the impoverishment of a large portion of the Russian population.

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The Russian economy has been subject to abrupt downturns. In particular, on August 17, 1998, in the face of a rapidly deteriorating economic situation, the Russian government defaulted on its ruble-denominated securities, the Central Bank of Russia stopped its support of the ruble and a temporary moratorium was imposed on certain hard currency payments. These actions resulted in an immediate and severe devaluation of the ruble and a sharp increase in the rate of inflation, a dramatic decline in the prices of Russian debt and equity securities and an inability of Russian issuers to raise funds in the international capital markets.

These problems were aggravated by the near collapse of the Russian banking sector after the events of August 17, 1998, as evidenced by the revocation of the banking licenses of a number of major Russian banks. This further impaired the ability of the banking sector to act as a consistent source of liquidity to Russian companies, and resulted in the losses of bank deposits in some cases. There can be no assurance that recent trends in the Russian economy such as the increase in the gross domestic product, a relatively stable ruble, and a reduced rate of inflation will continue or will not be abruptly reversed. Moreover, the recent fluctuations in international oil and gas prices, the strengthening of the ruble in real terms relative to the U.S. dollar and the consequences of a relaxation in monetary Russia's physical infrastructure is in very poor condition, which could disrupt normal business activity. As a general matter, Russia's physical infrastructure largely dates back to Soviet times and has not been adequately funded and maintained over the past decade. Particularly affected are the rail and road networks, power generation and transmission; communication systems; and building stock. For example, during the winter of 2000-2001, electricity and heating shortages in Russia's far-eastern Primorye region seriously disrupted the local economy. Road conditions throughout Russia are poor, with many roads not meeting minimum requirements for usability and safety. The deterioration of Russia's physical infrastructure harms the national economy, disrupts the transportation of goods and supplies, adds costs to doing business in Russia and can interrupt business operations, and this could have a material adverse effect on our business and the value of our ADSs and notes.

Russia's economy is vulnerable to market downturns and economic slowdowns elsewhere in the world. As has happened in the past, financial problems or an increase in the perceived risks associated with investing in emerging economies could dampen foreign investment in Russia and adversely affect the Russian economy. Additionally, because Russia produces and exports large amounts of natural gas and oil, the Russian economy is especially vulnerable to the price of natural gas and oil on the world markets and a decline in the price of natural gas and oil could slow or disrupt the Russian economy. These developments could severely limit our access to capital and could adversely affect the purchasing power of our customers and thus our business.

2.5.3. Risks Relating to Our Financial Condition

Inflation could increase our costs and decrease our operating margins.

The Russian economy has been characterized by high rates of inflation, including a rate of 84.4% in 1998, although, according to the Central Bank of Russia, it subsided to 15.1% during 2002. When the rate of inflation exceeds the rate of devaluation, resulting in real appreciation of the ruble against the U.S. dollar, we can experience inflation-driven increases in U.S. dollar terms of certain of our costs, such as salaries, which are sensitive to rises in the general price levels in Russia. In this situation, due to competitive pressures, we may not be able to raise the prices for our products sufficiently to preserve operating margins. Accordingly, high rates of inflation in Russia relative to the rate of devaluation could increase our costs and decrease our operating margins.

Changes in exchange rates could increase our costs, decrease the value of our ruble-denominated monetary assets, prevent us from repaying our debts, or increase competition from foreign producers.

Strengthening of the ruble results in a relative decrease in the price of imported products, as does a strengthening of the ruble in real terms (even if it declines in nominal terms). The strengthening of the ruble in nominal or real terms enhances our ability to import raw materials, to cover our U.S. dollar-denominated or U.S. dollar-linked costs and to repay our U.S. dollar-denominated indebtedness, but also increases the ability of foreign producers who export products to Russia to compete effectively with us in the Russian market.

Our inability to obtain permission from the Central Bank of Russia pursuant to currency control regulations may hinder our ability to enter into certain hard-currency-denominated transactions.

Certain payments in foreign currency are subject to prior permission by the Central Bank of Russia, including, with various exceptions, the following:

direct investments, except investments from abroad in the charter capital of a Russian company;

payments with respect to real estate, except acquisition of real estate by non-residents and lease payments by non-residents;

portfolio investments; and

payments for export-import transactions with settlement over 90 days following completion.

These regulations are subject to substantial changes and varying interpretations, complicating both the process of determining whether permission of the Central Bank of Russia is required and the process of obtaining permission. If we are unable to obtain Central Bank of Russia permissions for hard-currency-denominated transactions requiring such permissions, our ability to enter into such transactions may be hindered. In addition, in the event that we failed in the past to obtain Central Bank of Russia permissions for hard-currency-denominated transactions and borrowings requiring such permissions, such failure could result in severe penalties, including the unwinding of such transactions, fines and administrative penalties assessed against us and criminal and administrative penalties assessed against our management which, in turn, would negatively affect our business.

Restrictions on investments outside Russia or in hard-currency-denominated instruments in Russia expose our cash holdings to devaluation.

Though our ability to place foreign currency deposits in Russian banks is not limited, currency regulations established by the Central Bank of Russia restrict investments by Russian companies outside Russia and in most hard-currency-denominated instruments in Russia, and there are only a limited number of ruble-denominated instruments in which we may invest our excess cash. Any balances maintained in rubles will give rise to losses if the ruble devalues against the U.S. dollar. Moreover, defaults on our ruble-denominated investments may result in substantial losses for us.

Some of our customers and other debtors may fail to pay us or to comply with the terms of their agreements with us which could adversely affect our results of operations.

Russia's inexperience with a market economy relative to more developed economies poses numerous risks that could interfere with our business. For example, the failure to satisfy liabilities is widespread among Russian businesses and the government. Furthermore, it is difficult for us to gauge the creditworthiness of some of our customers, as there are no reliable mechanisms, such as reliable credit reports or credit databases, for evaluating their financial condition. Consequently, we face the risk that some of our customers or other debtors will fail to pay us or fail to comply with the terms of their agreements with us, which could adversely affect our results of operations.

Continued or increased limitations on the conversion of rubles to hard currency in Russia could increase our costs when making payments in hard currency to suppliers and creditors and could cause us to default on our obligations to them.

Our major capital expenditures are generally denominated and payable in various foreign currencies, including U.S. dollars and euro. To the extent such major capital expenditures involve the importation of equipment and related items, Russian legislation permits the conversion of ruble revenues into foreign currency. However, the market in Russia for the conversion of rubles into foreign currencies is limited. The scarcity of foreign currencies may tend to inflate their values relative to the ruble, and such a market may not continue to exist.

Additionally, any delay or other difficulty in converting rubles into a foreign currency to make a payment or delay or restriction in the transfer of foreign currency could limit our ability to meet our payment and debt obligations, which could result in the loss of suppliers, acceleration of debt obligations and cross-defaults.

If the various initiatives we have used to reduce our tax burden are successfully challenged by the Russian tax authorities, we will face significant losses associated with the assessed amount of tax underpaid and related interest and penalties, which would have a material impact on our financial condition and results of operations.

We have used, and continue to use, various initiatives to reduce our tax burden. As described below, several of our tax initiatives have recently been challenged by the Russian tax authorities. There have also been press reports of instances in which the Russian tax authorities have successfully challenged structures similar to those we use. If any of our initiatives are successfully challenged by the Russian tax authorities, we would face significant losses associated with the assessed amount of tax underpaid and related interest and penalties. These losses could have a material impact on our financial condition and results of operations.

We are only able to conduct banking transactions with a limited number of creditworthy Russian banks as the Russian banking system remains underdeveloped. Consequently, we face increased risk in our domestic banking transactions, including potential tax liabilities.

Russia's banking and other financial systems are not well developed or regulated and Russian legislation relating to banks and bank accounts is subject to varying interpretations and inconsistent applications. In addition, the 1998 financial crisis resulted in the bankruptcy and liquidation of many Russian banks. Most creditworthy Russian

banks are located in Moscow and there are fewer in the regions. Although we have tried to reduce our risk by receiving and holding funds in a number of Russian banks, including subsidiaries of foreign banks, another prolonged banking crisis or insolvency of some of our banks could adversely affect our business and our ability to complete banking transactions in Russia.

Vaguely drafted Russian transfer pricing rules and lack of reliable pricing information may potentially impact the financial results of our business activities.

Russian transfer pricing rules entered into force in 1999, giving Russian tax authorities the right to make transfer pricing adjustments and impose additional tax liabilities in respect of all controlled transactions, provided that the transaction price differs from the market price by more than 20.0%. Controlled transactions include transactions between related entities and certain other types of transactions between independent parties, such as foreign trade transactions or transactions with significant (by more than 20.0%) price fluctuations. The Russian transfer pricing rules are vaguely drafted, leaving wide scope for interpretation by Russian tax authorities and arbitration courts. Due to the uncertainties in interpretation of transfer pricing legislation, the tax authorities may challenge our prices and propose adjustments. If such price adjustments are upheld by the Russian arbitration courts and implemented, our future financial results could be adversely affected. In addition, we could face significant losses associated with the assessed amount of prior tax underpaid and related interest and penalties, which would have an adverse impact on our financial condition and results of operations.

We are exposed to market risk from changes in both foreign currency exchange rates and interest rates.

Foreign currency exchange risks exist to the extent that our revenues are primarily denominated in Russian rubles and our costs are denominated in currencies other than Russian rubles. We are subject to market risk deriving from changes in interest rates on our floating and fixed rate debts, which may affect the cost of our financing. We do not use financial instruments, such as foreign exchange forward contracts, foreign currency options, interest rate swaps and forward rate agreements, to manage these market risks. We do not hold or issue derivatives or other financial instruments for trading purposes. We do not use derivatives or other financial instruments to limit our currency and interest rate risk exposures because the market for these types of financial instruments in Russia is not well developed and the costs of these instruments is relatively high. We are monitoring the market for these instruments and will consider their use if the related costs become lower.

Our interest rate exposure results mainly from debt obligations. Our fixed-rate bank debt consists entirely of short-term bank obligations, which we roll over on a continuous basis at current market rate and, thus, are able to manage our interest rate risk exposure.

We have not entered into transactions designed to hedge against interest rate risks, which may exist under our current, or future, indebtedness. Once the market in Russia for hedging instruments matures, we will assess our options for hedging interest rate risk and may enter into such arrangements.

We have not experienced significant changes in the market risks associated with our debt obligations subsequent to December 31, 2002, except for the issuance of 1.5 billion of ruble-denominated bonds on April 15, 2003.

The carrying amounts of short-term loans approximate their fair values due to their short maturity. We believe that the carrying value of our long-term debt approximates its fair value.

We are exposed to movements in the ruble and euro exchange rates relative to the U.S. dollar.

2.5.4. Risks Relating to the Russian Legal System and Russian Legislation

Weaknesses relating to the Russian legal system and Russian legislation create an uncertain environment for investment and for business activity.

Russia is still developing the legal framework required by a market economy. Several fundamental Russian laws have only recently become effective. The recent nature of much of Russian legislation, the lack of consensus about the scope, content and pace of economic and political reform and the rapid evolution of the Russian legal system in ways that may not always coincide with market developments place the enforceability and underlying constitutionality of laws in doubt and result in ambiguities, inconsistencies and anomalies. In addition, Russian legislation often contemplates implementing regulations that have not yet been promulgated, leaving substantial gaps in the regulatory infrastructure.

Among the risks of the current Russian legal system are:

since 1991, Soviet law has been largely, but not entirely, replaced by a new legal regime as established by the 1993 Federal Constitution, the 1995 Civil Code, by other federal laws, and by decrees, orders and regulations issued by the president, the government and federal ministries, which are, in turn, complemented by regional and local rules and regulations. These legal norms, at times, overlap or contradict one another. In addition, certain important bills remain to be adopted in Russia;

there is a lack of judicial and administrative guidance on interpreting Russian legislation;

corruption within the judiciary;

the relative inexperience of judges and courts in interpreting Russian legislation;

a high degree of discretion on the part of governmental authorities; and

bankruptcy procedures are not well developed and are subject to abuse.

All of these weaknesses could affect our ability to enforce our rights to intellectual property or under contracts, or to defend ourselves against claims by others. Furthermore, we cannot assure you the regulators, judicial authorities or third parties will not challenge our compliance with applicable laws, decrees and regulations.

Lack of independence and the inexperience of the judiciary, the difficulty of enforcing court decisions and governmental discretion in instigating, joining and enforcing claims could prevent us or you from obtaining effective redress in a court proceeding, materially adversely affecting an investment in our ADSs and notes.

The independence of the judicial system and its immunity from economic, political and nationalistic influences in Russia remains largely untested. The court system is understaffed and underfunded. Judges and courts are generally inexperienced in the area of business and corporate law. Judicial precedents generally have no binding effect on subsequent decisions. Not all Russian legislation and court decisions are readily available to the public or organized in a manner that facilitates understanding. The Russian judicial system can be slow. Enforcement of court orders can in practice be very difficult in Russia. All of these factors make judicial decisions in Russia difficult to predict and effective redress uncertain.

Additionally, court claims are often used in furtherance of political aims. We may be subject to such claims and may not be able to receive a fair hearing. Additionally, court orders are not always enforced or followed by law enforcement agencies.

These uncertainties also extend to property rights. During Russia's transformation from a centrally planned economy to a market economy, legislation has been enacted to protect private property against expropriation and nationalization. However, it is possible that due to the lack of experience in enforcing these provisions and due to potential political changes, these protections would not be enforced in the event of an attempted expropriation or nationalization, or if our business is reorganized. Some government entities have tried to renationalize privatized businesses. Expropriation or nationalization of any of our entities, their assets or portions thereof, potentially without adequate compensation, would have a material adverse effect on our business and on the value of our ADSs and notes.

Shareholder liability under Russian legislation could cause us to become liable for the obligations of our subsidiaries.

The Civil Code and the Federal Law on Joint Stock Companies generally provide that shareholders in a Russian joint stock company are not liable for the obligations of the joint stock company and bear only the risk of loss of their investment.

This may not be the case, however, when one person or entity is capable of determining decisions made by another. The person or entity capable of determining such decisions is called an effective parent. The person or entity whose decisions are capable of being so determined is called an effective subsidiary. The effective parent bears joint and several responsibility for transactions concluded by the effective subsidiary in carrying out these decisions if

 this decision-making capability is provided for in the charter of the effective subsidiary or in a contract between the companies, and

 the effective parent gives obligatory directions to the effective subsidiary.

In addition, an effective parent is secondarily liable for an effective subsidiary's debts if an effective subsidiary becomes insolvent or bankrupt resulting from the action or inaction of an effective parent. This is the case no matter how the effective parent's capability to determine decisions of the effective subsidiary arises. For example, this liability could arise through ownership of voting securities or by contract. In these instances, other shareholders of the effective subsidiary may claim compensation for the effective subsidiary's losses from the effective parent, which caused the effective subsidiary to take action(s) or fail to take action(s) knowing that such action(s) or failure to take action(s) would result in losses. Accordingly, in our position as effective parent of

the subsidiaries in which we own, directly or indirectly, more than 50% of the charter capital, we could be liable, in the cases described above, for their debts.

The taxation system in Russia is subject to frequent changes and inconsistent enforcement at the federal, regional and local levels.

In some instances, new tax rules have been given retroactive effect. In addition to our substantial tax burden, these conditions complicate our tax planning and related business decisions. For example, tax laws are unclear with respect to the deductibility of certain expenses and at times we have taken a position that is aggressive in this regard, but that we consider to be in compliance with current law. This uncertainty exposes us to significant fines and penalties and to enforcement measures despite our best efforts at compliance, and could result in a greater than expected tax burden. To date, the system of tax collection has been relatively ineffective, resulting in the continual imposition of new taxes in an attempt to raise government revenues. These factors raise the risk of a sudden imposition of arbitrary or onerous taxes on us. This could adversely affect the value of our ADSs and notes. There is a risk of imposition of new taxes on us, which could adversely affect the price or value of our ADSs and notes. During 2000, 2001 and 2002, the Russian government undertook a revision of the Russian tax system and passed certain laws implementing tax reform. The new laws reduce the number of taxes and the overall tax burden on businesses and simplify the tax laws. However, the new tax laws continue to rely heavily on the judgments of local tax officials and fail to address many existing problems. Many issues associated with the practical application of new legislation are unclear and this complicates our tax planning and related business decisions. This uncertainty may expose us to fines and penalties. Even if further reforms of the Tax Code are enacted, they may not result in significant reduction of the tax burden for Russian companies and the establishment of a more efficient tax system. Conversely, additional tax collection measures may be introduced. Accordingly, we may have to pay significantly higher taxes, which could have a material adverse effect on our business.

In the event that minority shareholders were to contest successfully existing, or were to prevent future, approval of transactions among our subsidiaries which require special approval in accordance with Russian legislation, this could limit our operational flexibility and adversely affect our results of operations.

We own less than 100% of a number of our subsidiaries, including our most important subsidiary, Lianozovo Dairy Plant. Under Russian law, certain transactions defined as interested party transactions require approval by disinterested directors or shareholders of the companies involved. Interested party transactions include transactions in which a member of the board of directors, an officer of a company or any person that owns, together with any affiliates of that person, at least 20% of a company's voting shares, or any person that is entitled to give binding instructions to a company, is interested, if that person, or that person's relatives or affiliates, is:

a party to, or a beneficiary of, a transaction with the company, whether directly or as a representative or intermediary;

the owner of at least 20% of the issued voting shares of a legal entity that is a party to, or a beneficiary of, a transaction with the company, whether directly or as a representative or intermediary; or

a member of the board of directors or an officer of a company which is a party to, or a beneficiary of, a transaction with the company, whether directly or as a representative or intermediary.

In addition, certain transactions between members of a consolidated corporate group may be considered interested party transactions under Russian law even when the companies involved are wholly owned by the parent company. While we generally endeavor to obtain all corporate approvals required under Russian law to consummate transactions, we have not always applied special approval procedures in connection with our consummation of transactions with or between our subsidiaries. In the event that a claim is filed in relation to certain transactions with or between our subsidiaries, such transactions are found to have been interested party transactions, and we are found to have failed to obtain the appropriate approvals therefore, such transactions may be declared invalid. The unwinding of any transactions concluded with or between our subsidiaries may have a negative impact on our business and results of operation.

2.5.5. Risks Relating to Our Business

At present, however, we do not carry insurance for business interruption or for third party liability in respect of property or environmental damage arising from accidents. In the event that a major event were to affect one of our facilities, we could experience substantial property loss and significant disruptions in our production capacity, which, in turn, could cause significant harm to our operations and profitability. For example, if substantial production capacity were lost at Lianozovo Dairy Plant, which is our primary production facility, we would not be able to replace a substantial portion of this capacity with capacity from our other plants, potentially resulting in the interruption of the production of a number of our products. We do not maintain separate funds or otherwise set aside reserves for these types of events.

A number of our subsidiaries purchase equipment, which they then, in turn, lease to raw material producers. In addition, many of our dairy plants that also produce juice products, including the Lianozovo Dairy Plant, lease equipment to juice producers. Prior to February 11, 2002, when the new Federal Law on Licensing of Certain Types of Activities became effective, Russian legislation required a license for financial leasing activities, but it is unclear whether this requirement extended to our leasing activities. Although leasing activities are no longer subject to licensing, in the event that the relevant governmental authorities were to successfully claim that a license was required for our past leasing activities, we would be subject to significant negative consequences such as the potential liquidation of the leasing entity and invalidation of the relevant contracts.

If any of our subsidiaries is forced into liquidation due to negative net equity, our results of operations could suffer.

In accordance with Russian legislation, in the event that a company's net assets, as stated in the annual balance sheet prepared under Russian accounting standards, fall below the minimum charter capital required by law, the company must voluntarily liquidate. Should the company fail to act, its creditors may accelerate their claims or demand early performance of obligations and demand payment of damages, and governmental authorities may seek the involuntary liquidation of the company.

Our expansion strategy depends, in part, on funding growth in additional markets, on our ability to identify attractive opportunities in markets that will grow and on our ability to manage the operations of acquired or newly established businesses. Should growth decline in our existing markets, not increase as anticipated in markets in which we have recently acquired or established businesses, or not increase in markets into which we subsequently expand, our geographic expansion strategy may not be successful and our business and profitability may suffer.

Our strategy depends on us being a large manufacturer in the dairy and juice sectors so that we can benefit from economies of scale, better satisfy customer needs and compete effectively against other producers. Our growth will suffer if we are unable to implement our acquisition strategy, whether because we fail to identify suitable targets, outbid competing bidders or finance acquisitions on acceptable terms or for any other reason. Furthermore, any acquisitions or similar arrangements may harm our business if we are unsuccessful in our integration process or fail to achieve the synergies and savings we expect.

Our business expansion strategy contemplates our entry into new product categories, development of new products and marketing new brands in existing product lines. This strategy is designed to increase our market share and revenues by increasing consumer demand in our existing markets and entering into new market segments. The success of this strategy depends, in part, on our ability to anticipate the tastes and dietary habits of consumers and to offer products that appeal to their preferences. Our failure to anticipate, identify or react to changes in consumer preferences and consequent failure successfully to develop new brands, products and product categories could negatively affect our expansion strategy and have a significant adverse effect on our revenues.

The food industry's growth potential is constrained by population growth, which has been falling in Russia. Our success depends in part on our ability to expand our business faster than populations are growing in the markets that we serve, or notwithstanding declines in the populations in those markets. One way to achieve that growth is to enhance our portfolio by adding products and greater production capacity in faster growing and more profitable categories. If we do not succeed in making these enhancements, our results of operations may suffer.

The demand for our dairy products is significantly higher during the winter months, when Russian raw milk production is at its lowest. Conversely, during the summer months we generally experience depressed demand for dairy products in many markets, while raw

milk production is at its peak. If we are unable to mitigate this inverse relationship successfully, either through the purchase of raw milk during the winter at commercially competitive prices or through the use of dry milk, our production costs will increase significantly in the winter, reducing our profitability.

We also compete with other brands for shelf space in retail stores and marketing focus by our independent distributors and retailers, and our independent distributors and retailers offer other products, sometimes including their own brands, that compete directly with our products. If independent distributors and retailers give higher priority to other brands, purchase less of, or even refuse to buy, our products, seek substantial discounts, or devote inadequate promotional support to our brands, it could materially and adversely affect our turnover and reduce our competitiveness and profitability.

Our management information system is significantly less developed in certain respects than those of food producers in more developed markets and may not provide our management with as much or as accurate information as those in more developed markets. In addition, we may encounter difficulties in the ongoing process of implementing and enhancing our management information system. Our inability to maintain an adequate management information system may adversely affect our business.

Given the importance of brand recognition to our business, we have invested considerable effort in protecting our portfolio of intellectual property rights, including trademark registration. However, we cannot be certain that the steps we have taken will be sufficient or that third parties will not infringe or misappropriate our proprietary rights. Moreover, Russia and the other countries of the CIS in which we operate generally offer less intellectual property protection than in Western Europe or North America.

Increased domestic production by our foreign competitors could reduce our competitive advantages against them, which would adversely affect our market share and results of operations.

A number of our foreign competitors, such as Danone, Parmalat, Campina, Ehrmann, Onken, and Pascuale, have begun to invest in domestic production facilities, beginning to reduce the competitive advantages that we have over foreign competitors without domestic production capability. If this trend continues, we will lose a significant advantage that we currently have, as a domestic producer, over our foreign competitors, which would adversely affect our market share and results of operation.

III Detailed information on the Issuer

3.1. Issuer s background and development

3.1.1. Data on Issuer s proprietary name

Issuer s full proprietary name.

Open Joint Stock Company Wimm-Bill-Dann Foods

Abbreviated name.

WBD Foods

Data on Issuer's name and organizational & legal changes.

Limited liability Company Wimm-Bill-Dann Foods

WBD Foods

Introduced: *April 16, 2001*

The present name introduced: *May 31, 2001*

3.1.2. Data on Issuer's state registration record

Issuer's state registration date: *May 31, 2001*

State registration certificate No. (or other document verifying Issuer's state registration) *P-15968.16*

Organization that performed Issuer's state registration: State Registration Chamber attached to Ministry of Justice of the Russian Federation, Moscow Registration Chamber

OGRN **1037700236738**

The date of entry into the Unified State Register of Legal Entities: 19.02.2003. The name of the registrar: Inderdistrict Inspectorate of the Ministry of Taxes and Levies No. 39, Moscow

3.1.3. Data on Issuer's establishment and development.

Term of Issuer's existence: **since 31.05.2003**

Issuer is established for an indefinite term

History of the Issuer's Foundation and Activities.

Open Joint-Stock Company Wimm-Bill-Dann Foods (hereinafter referred to as the Issuer or the Company) was registered on May 31, 2001. The purpose of its creation was to consolidate several production and trading companies, whose shares had been privately owned by a group of persons and were transferred to the Company by including them in authorized capital during its creation in 2001. Control over and management

Abbreviated name.

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of the WBD Group are the Issuer's principal areas of activity. In keeping with Article 4 of the Issuer's Charter, The main purpose of the Company is to fully satisfy the demand of legal entities and private persons in products (works, services), produced (performed, provided) in accordance with its charter activity, and to receive profits. On February 14, 2002, OJSC Wimm-Bill- Dann Foods completed the public issue of and registered common shares represented by American depository receipts (ADR) at the New York Stock Exchange under the WBD symbol. Each ADR represents one basic common share of the Company.

The story of WBD Group began in 1992, when the first company owned by a group of persons rented a production line at the Lianozovo Dairy and purchased the first lot of juice concentrates and packaging materials. November 25, 1992 WBD Group produced its first pack of juice under the Wimm-Bill-Dann brand. This name had been chosen in order to attract consumers, who at that point preferred imported products due to their novelty to the market, and also because of the prevailing belief in the higher quality of imported goods. From the very first appearance on the market the name Wimm-Bill-Dann turned into a brand, known to and popular among the majority of Russian consumers.

3.1.4. Contact data

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Tel.: *(095) 733-9727*

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Internet page(s) displaying information contained in this quarterly report: www.wbd.ru

3.1.5. Taxpayer s identification number.

7709342399

3.1.6. Issuer s branches and representative offices

None

3.2. Description of Issuer s primary areas of operations

3.2.1. Issuer s branch/sectorial affiliation.

OKWED Codes:

15.98, 15.51.13, 15511, 51.34.1, 51.38.22, 74.13.1, 15.32, 55.51, 52.25.2, 15.88, 22.13, 74.14, 74.84.

3.2.2. Issuer s primary activity

Food industry has gained maximum advantages as a result of devaluation of the ruble in 1998 and steady growth of the population's real earnings in the last three years. Besides, the increasing flow of direct investment in the industry has led to a better quality of Russian-made products and their higher competitiveness. Regardless of the rising rate of the ruble in real terms, the share of imported goods in the consumption structure is about 3%. Thus competition in food industry is mainly centered around Russian brands. As a result, the rate of growth in food industry was the highest in the Russian economy, amounting to 11.5% in 2000 and 11.2% in 2001. Mindful of the expected GDP growth by 4-4.5% and 8% rise of the population's real earnings in 2002, growth in food industry may exceed 9.5%.

There are sufficient grounds to hope that the industry's consolidation, higher quality of products, and expected annual 5-6% rise in real earnings will help food industry remain among the leaders of Russia's economic growth. The flow of foreign investment in the industry that has amounted to two-thirds of the total direct foreign investments in Russia in the last two years also confirms this assumption.

Recent industrial developments show that the consolidation of food industry is likely to bring about the emergence of large domestic producers capable of competing effectively on the market.

On the other hand, one may expect increasing competition on the part of foreign companies such as Danone, Parmalat, Campina and Erhmann that have set up the production of dairy products in Russia. Their market advantages include a large

advertisement budget, advanced know-how for new products promotion, and access to cheap financial resources.

Foreign companies have also been expanding the variety of products. In the past their products were basically oriented toward the narrow premium segment (in the upper price bracket) whereas today foreign companies' products are also designated for the mass consumer with an average income.

The primary area of the Company's operations is control over and management of a group of its subsidiaries and other affiliated companies specified in this Prospectus, which manufacture and sell milk (dairy) products and juices (drinks, nectars) (hereinafter, in combination with the Company, referred to as the WBD Group). The Issuer also offers licensing agreements on the use of trademarks in its ownership. At that, the Issuer's current and future operations plans are inseparably linked up with those of the WBD Group.

The Wimm-Bill-Dann Group is a major manufacturer of dairy products and juices. Around 70% of its revenue comes from the sales of dairy products and the rest 30%, from the sales of juices.

Since its establishment in 1992, the WBD Group has been a leader on the Russian market of dairy and juice-containing products. According to the study conducted by AC Nielsen in nine large Russian cities, including Moscow and St. Petersburg, in December 2001-January 2002, the WBD Group was in the lead on all packaged dairy products markets (with the exception of pasteurized milk): its share on the domestic market of traditional dairy products constituted 33%, in enriched milk products sales, 41%, and in yogurt and milk desserts sales, 46%. AC Nielsen's study carried out in eleven large Russian cities showed that in 2001 the WBD Group's share in the total domestic sales of juices reached 37.5% and 49.1% in Moscow, the main Russian juice consumer. The twenty manufacturing facilities of the WBD Group are located in fifteen Russian and CIS cities; its distribution network covers 26 cities in the CIS, Germany, Israel, and Netherlands.

The main objective of the WBD Group is to provide consumers with top-quality food by way of a careful selection of raw materials, use of modern production technologies, and strict quality controls. All its products are manufactured on the basis of the Company's own recipes mindful of domestic consumers' preferences and tastes.

1. Forecast of Future Developments on the Dairy Market.

The further consolidation of dairy and juice industry and stronger competition with foreign companies operating in Russia are likely to be major market tendencies. Given below is a segment-based market development forecast.

Milk is one of the most widespread food products in Russia popular among all age groups regardless of location and income. The milk market as a whole will develop steadily with a 5-percent annual consumption growth resulting from a rise in the gross yield and processing of milk in all categories of producers.

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In spite of all its advantages, pasteurized milk prevalent on the market has an essential drawback – a short shelf life, which makes it less attractive for retail trade. Consequently, the share of this type of milk is expected to go down in favor of sterilized milk. In addition, sterilized milk will be replaced by a new generation of the product without the specific sterilization after-taste, its shelf life over two weeks without cooling or cold storage.

Kefir (fermented milk, a traditional Russian dairy product). It is the most popular dairy product in Russia. Growth in the segment will result from changes in the consumption structure in favor of biokefirs, their production currently organized by local manufacturers. The consumption of traditional kefir is expected to decline

Curds (cottage cheese). The market is stable. An average 2-percent rise will be determined by the development of dairy production in general. Consumers are likely to switch over to curds desserts, which may reduce the consumption of traditional curds.

Rural and small town dwellers are primary consumers of ryazhenka (fermented baked milk) and bonnyclabber. Unlike bonnyclabber, ryazhenka is also popular among the population of large cities. The bonnyclabber segment is expected to shrink due to the reduction of rural population and decrease in the regional consumption of the product.

Cream. The main feature of the market is the reduction of the share of pasteurized cream in the total output because of a short shelf life and the growing share of sterilized cream. Consumption rise will mainly depend on the rate of income growth.

Butter. As a whole, the market development rate is expected to be 2-4% a year. A rise in butter consumption is unlikely to exceed 1-2%, the main growth factor being an increase in the production of margarine and combined varieties of butter, spreads, by 4-5% a year.

Viscous yogurt. It is one of the most dynamic segments of the dairy market. The development and growth of the viscous yogurt market in 2002-2003 will result from developing local production, Western producers coming out on the market (Pascual and Onken), and a rise in regional consumption. Unique products with new flavors, additives, useful properties, and biocultures will be the most dynamic part of the segment.

Potable yogurt. The segment is expected to develop dynamically since the market is still far from saturation, youth and teenagers consumption culture is still taking shape, and consumers are switching over to the product from traditional flavored kefir.

Viscous milk desserts. The market is still underdeveloped. It has more imported products than other markets. Yet, gradually, Russian manufacturers are turning to the production of viscous milk desserts. Underdeveloped consumption culture restrains consumption growth.

Liquid desserts. The market is sufficiently developed. Major consumers include both young people and children as well as adults. The segment will develop as a result of a rise in consumption among teenagers.

Juice and dairy products. It is the most dynamic category of milk products. It has a considerable growth potential due to the population's striving for a healthy life style and consumption of low-fat vitamin-fortified products.

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Curds desserts. The segment is developing rapidly given the traditional character of curds. A rise in the segment will mainly depend on the rate of growth of real earnings and consumers switching over from traditional cottage cheese to curds desserts.

Chocolate-coated cheese curds. Consumption culture in large cities is well-developed. Producers regional expansion and a wider variety of the products are expected to provide for the segment s growth.

Condensed milk. It is a traditional food product used in pastry cooking. The market is developed. There are large and well-known producers. Growth can be achieved through a wider variety of products, new flavors, and new types of packaging.

2. Forecast of Future Developments on the Juice and Juice-Containing Products Market.

The market's growth will continue although the rate of growth may slow down. Yet it will remain high enough. Market capacity in 2001 was 1,100,000,000 liters – a 44-percent rise in comparison with the previous year. In 2002 juice consumption was supposed to increase by 26-30% and reach around 1,400,000,000 liters. The expected rise for 2003 is 20%.

The juice market's growth results from the improvement of the economic situation in Russia, rising per capita income, and emergence of consumption culture with juice regarded as tasty and healthy food. Per capita consumption rose from 8 liters in 2001 to 10 liters in 2002. In large cities (Moscow, St. Petersburg) juice consumption is nearing European standards while Russia's average per capita consumption of juices is twice lower than in Europe.

Stronger competition provoked by major manufacturers' considerably expanded capacities will be the main market tendency in 2003. Consequently, the juice market is expected to consolidate further in the hands of four principal players that are likely to increase their market share at the expense of small regional producers whose share may go down to 5%.

Through license agreements, Wimm-Bill-Dann Foods Open Joint Stock Company grants the right to use:

trademarks owned by it;

the RAT and LIASOFT computer programs.

WBD Foods also provides comprehensive management consulting services. The sales volume of WBD Foods for 2001 through 1st quarter 2004 is presented in the following tables:

2001

No.	Income	TOTAL, thou. rubles	Share of total revenue, %
1	Sales income, exclusive of VAT	2,198	100
1.1.	including: sale of services in respect of granting use of trademarks	2,198	100

2002

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No.	Income	TOTAL, thou. rubles	Share of total revenue, %
1	Sales income, exclusive of VAT	5,310	100
1.1.	including: sale of services in respect of granting use of trademarks	5,310	100

2003

No.	Income	TOTAL, thou. rubles	Share of total revenue, %
1	Sales income, exclusive of VAT	470,528	100
1.1.	including: sale of services in respect of granting use of trademarks	392,075	83.33
1.2.	consulting services	63,808	13.56
1.3.	sale of management consulting services	14,296	3.04
1.4.	compensation for granting suretyship guarantees	9	0.00
1.5.	software implementation services	340	0.07

1st quarter 2004

No.	Income	TOTAL, thou. rubles	Share of total revenue, %
1	Sales income, exclusive of VAT	100,583	100
1.1.	including: sale of services in respect of granting use of trademarks	96,616	96.06
1.2.	consulting services	21	0.02
1.3.	sale of management consulting services	1,808	1.8
1.4.	other	90	0.09
1.5.	software implementation services	2,048	2.03

3.2.3 Main types of products (works, services)

See also section 3.2.2 of this report

Cost Price of Services Rendered, thou. rubles

No.	Expense	2001	2002	2003	1st quarter 2004
1	Depreciation of intangible assets	7	22	227	42
2	Wages and salaries with deductions			27,353	707
3	Travel expenses			2,137	1,307
4	Goods				62
	TOTAL	7	22	29,717	2,118

Issuer's Administrative Expenses, thou. rubles

No.	Expense	2001	2002	2003	1st quarter 2004
1	Depreciation of fixed assets			2,966	1,798
2	Office stationery and business supplies			1,679	337
3	Depreciation of intangible assets			1,588	1,482
4	Amortization of commercials			3,429	
5	Wages and salaries	102	10,965	158,764	60,415
6	Allocations to Pension Fund	36		7,423	10,614
7	Unified Social Tax	22	1,208	13,027	2,858
8	Reserves for future leave			10,930	5,585
9	Rent	6	11	126,229	39,995
10	Travel expenses			8,020	4,522
11	Representative expenses		34	2,123	795
12	Audit services		22,929	25,772	5,581
13	Recruitment services			2,844	198
14	Legal and notary services	174	118	43,188	6,945

3.2.3 Main types of products (works, services)

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15	Advertising		16,427	2,423
16	Informational and consulting services	17,218	68,736	1,835
17	Communications		4,912	1,736
18	other	999	16,517	2,964
19	Expenses associated with securities issue	14,332		
20	Expenses for organization administration	836		
	TOTAL	340	68,650	514,574

3.2.4 Issuer's suppliers whose share amounts to 10% or more from the total inventory supplies, with the indication of their shares in the total supplies volume

No.	Supplier of works, services	Thousand rubles	%
1	Latham&Watkins Partnership	2 893	3.57
2	Lianozovo Dairy PJSC	42 452	52.31
3	Ernst & Young (CIS) Limited	5 809	7.16
4	LANIT ZAO	2 998	3.69
5	Other	27 005	33.27
	TOTAL	81 157	100

3.2.5. Markets for products (works, services) of the Issuer

Due to the specifics of the Issuer's primary activity, the market for its services is determined by the number and location of the WBD Group facilities. A decline in the financial position of WBD Group businesses may be the only negative factor influencing the Issuer's market of services. Today the WBD Group's main market is the territory of the Russian Federation. The Issuer intends to expand the market geographically. The only major factor of possible decrease in demand for the Group's products would be a sharp decrease in the population's purchasing capacity, since the Group's products belong to the convenience category. The possibility of stronger competition on the part of both domestic and foreign manufacturers of dairy and juice products is another negative factor.

Wimm-Bill-Dann Foods Open Joint-Stock Company provides consultation services, as well as grants rights to use trademarks it owns through conclusion of license agreement both in the territory of the Russian Federation and in CIS countries: Kirgystan and Ukraine.

Through license agreements, the Issuer grants the right to use:

trademarks owned by it;

the RAT and LIASOFT computer programs.

The volume of services rendered by WBD Foods since 2001 is presented by region in the following tables:

2001

No.	Country	Volume of services rendered, thou. rubles	% of total volume of services rendered
1	Russia	2,198	100

3.2.4

Issuer's suppliers whose share amounts to 10% or more from the total inventory supplies, with the

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2	CIS countries, total:		
	including:		
2.1.	Kyrgyzstan		
2.2.	Ukraine		
	TOTAL	2,198	100

2002

No.	Country	Volume of services rendered, thou. rubles	% of total volume of services rendered
1	Russia	5,156	97.1
2	CIS countries, total: including:		
2.1.	Kyrgyzstan		
2.2.	Ukraine		
3	other	154	2.9
	TOTAL	5,310	100

2003 r.

No.	Country	Volume of services rendered, thou. rubles	% of total volume of services rendered
1	Russia	462,943	98.39
2	CIS countries, total: including:	2,649	0.56
2.1.	Kyrgyzstan	417	0.09
2.2.	Ukraine	2,232	0.47
3	other	4,936	1.05
	TOTAL	470,528	100

1 quarter 2004 r.

No.	Country	Volume of services rendered, thou. rubles	% of total volume of services rendered
1	Russia	99,051	98.48
2	CIS countries, total: including:	1,532	1.52
2.1.	Kyrgyzstan	110	0.11
2.2.	Ukraine	1,422	1.41
	TOTAL	100,583	100

3.2.6 Practice in relation to working capital and reserves

The issuer's policies with regard to working capital consist of increasing working capital turnover and keeping working capital at the minimum level necessary for current activity.

No.	Item	For 1st quarter 2004
1	Inventory turnover ratio	2.77

3.2.6 Practice in relation to working capital and reserves

Inventory turnover ratio based on sales volume (Rn):

$Rn = \text{Revenue from services sold (line 010 on Form 2)} / 0.5 (\text{inventory at start of year} + \text{inventory at end of year})$
according to line 210 on Form 1

Turnover time in days = Length of the reporting period in days / Rn

3.2.7. Raw materials

Our success depends in part on our continued ability to be an efficient producer in a highly competitive industry. If we cannot continue to control costs through productivity gains or by eliminating redundant costs resulting from acquisitions, our results of operations will suffer. In particular, price increases and shortages of packaging and raw materials could adversely affect our results of operations. For example, our results of operations may be affected by the availability and pricing of packaging materials, principally cardboard and plastic containers, and raw materials, principally raw milk and juice concentrate. We are substantially dependent upon a single supplier of packaging materials, Tetra Pak, which may make us more vulnerable to changes in global supply and demand and their effect on price and availability of these materials. In addition, we are currently renegotiating certain pricing terms in our framework agreement with Tetra Pak pursuant to which we purchase packaging materials. Failure to conclude an agreement on commercially reasonable terms would have a material adverse effect on our results of operations. Additionally, weather conditions and other factors beyond our control significantly influence the price and availability of our raw materials. A number of our raw materials, such as juice concentrate and sugar, are international commodities and are subject to international price fluctuations.

A substantial increase in the prices of any of the foregoing, which we may not be able to pass on to customers through price increases, or a protracted interruption in supply with respect to packaging or raw materials, could have a material adverse effect on our financial condition and results of operations.

The main raw materials we use to produce our dairy and juice products include the following:

- raw milk, which we generally obtain from domestic farmers;
- dry milk, which we generally obtain from small domestic producers or import;
- bacteria cultures, which we generally import, although we have begun to develop our own cultures;
- flavorings and sweeteners, which we generally import;
- juice concentrate and juice puree, which we primarily import, but also purchase domestically; and
- other ingredients such as frozen fruits and stabilizers.

The prices of each of the foregoing raw materials are generally volatile.

Our purchasing policy is to increase the share of locally produced food raw materials that satisfy our quality standards.

We have focused on developing partnerships with established leaders in the field of local food production, including the leading Russian raw milk, dry milk, fruit and sugar producers. In each region where we require raw milk, we establish direct supply contracts with local individual

farmers and collective farms. We have also begun entering into more purchasing arrangements with Russian suppliers of raw materials in the juice sector. In 2002 we also acquired Depsona, a fruit juice and concentrate producer in Central Russia, which will allow us to reduce our dependence on imported juice concentrates. We purchase substantially all of our raw materials directly and do not engage in a significant amount of barter transactions. We also purchase certain raw materials such as bacteria cultures, juice concentrate and flavorings from foreign manufacturers due to the

unavailability of products of appropriate quality locally. We use quality raw materials, supplied by producers from approximately 25 countries such as Cargill (U.S.), Quatral (Brazil), Jahncke (Germany), Givaudan (Germany), Hahn (Germany), Wild (Germany), and Firmenich (Switzerland). Our flagship J-7 juice line, the best-selling juice brand in Russia, was created with consulting assistance from Cargill - the world's largest supplier of juice concentrates.

3.2.8. Major Competitors.

By virtue of its primary mission - control, management, and services in the interests of the WBD Group - the Issuer does not have competitors. Consequently, it would be impossible to analyze the Issuer's market share and its competitiveness factors in terms of their importance and with an allowance for factor ratings.

The principal competitors of the WBD Group on traditional and enriched dairy products markets include Russian producers such as Petmol (St. Petersburg), Ostankinsky, Ochakovsky, and Cherkizovsky Dairies (Moscow) as well as small manufacturers in Russian regions. On the market of vitamin-fortified dairy products, the WBD Group competes mainly with Danone. As for yogurts, milk desserts, and, to some extent, dairy products for children, the main competitors of the WBD Group are foreign companies such as Danone, Campina, Onken and Ehrmann.

In the Issuer's opinion, the WBD Group is expected to compete with the following companies on the dairy market in the near future:

1) Danone of France: the most active foreign company in Russia, pursuing an aggressive advertisement policy. It owns a dairy in the Volga region that produces natural yogurt, fruit-flavored yogurt, and kefir and a dairy in the Moscow region. The company's products, both imported and made in Russia, are sold under the Danone trademark all over the Russian Federation through its own distribution network. According to the study conducted by AC Nielsen in nine Russian cities, in 2002 Danone's sales in the yogurt and milk dessert segment amounted to 11.7% and in enriched dairy products - 9.7%;

2) Petmol of St. Petersburg: produces a wide variety of dairy products, concentrating however on yogurts and desserts. Petmol's shares are publicly quoted at the Russian stock exchange. According to the study conducted by AC Nielsen in nine Russian cities, in 2002 the company's share was 7.6% in the traditional dairy segment and 9.7% in enriched dairy products, 6.3% - in the yogurt and milk dessert segment while the share of Parmalat in the traditional dairy segment reached 1.5%;

3) Ochakovsky Dairy of Moscow: a major dairy producer in Russia and principal competitor of the WBD Group in Moscow. Its products are very popular among consumers. According to the study conducted by AC Nielsen in nine Russian cities, in 2002 the company's share was 5.1% in the traditional dairy segment and 3.3% - in the enriched products segment.

The shares of the WBD Group and its principal competitors for enlarged product categories on the dairy market, % (for the 2003, according to AC Nielsen Retail Audit research):

3.2.8. Major Competitors.

Item	WBD Group	Danone	Petmol	Ochakovsky Dairy
Yogurts and milk desserts	43.3	14.3	5.2	
Traditional dairy products	32.5		7	5.7
Enriched products	46.7	11.8	7.5	6.9
The market s total	35.8	3.9	6.8	5.5

The principal competitors of the WBD Group on the domestic juice market include Parmalat of Italy and medium- and small-size Russian producers such as:

1) Multon of St. Petersburg: its share on market for the 2003 was 29.3% as shown by the study conducted by Business Analitika Retail Audit in eleven largest Russian cities. Dobry and Niko juice brands and other products of the company appeared on the Moscow market in 1998 and have won considerable market shares since then, primarily, due to an aggressive pricing policy;

2) Lebedyansky of the Lipetsk region: the company s share on market for the 2003 was 22.8% as shown by the study conducted by Business Analitika Retail Audit in eleven Russian cities. Its Tonus and Ya brands have become very popular among consumers and effectively compete with juices produced by local manufacturers;

3) Nidan-Ekofrukt of Novosibirsk: a Russian-US joint venture whose share on market for the 2003 was 9.7% according to Business Analitika Retail Audit s study carried out in eleven largest Russian cities.

The shares of the WBD Group and its principal competitors on the juice market, % (as for the 2003, according to Business Analitika Retail Audit s study conducted in eleven large Russian cities):

Juice market	WBD Group	Multon	Lebedyansky	Nidan	Others
Market share	32.8	29.3	22.8	9.7	5.4

The WBD Group gets mineral water from an underground spring in Valdai. The region is famous for top-quality mineral water. There is a facility in Nizhny Novgorod that bottles mineral water. The WBD Group started a serial production of mineral water in March 2003 and sales of mineral water under the Zapovednik.Valday trademark started in May 2003.

Historically, the consumption of noncarbonated mineral water has not been widespread in Russia. The situation, however, is radically changing under the effect of environmental factors. The consumption of bottled drinking water is growing rapidly in large Russian cities. The mineral water market is expanding not only in terms of volume but also in terms of a wider variety of products and new trademarks. Furthermore, the

number of Russian superior quality brands is growing, and the share of imported brands is going down. In the Issuer's opinion, the WBD Group's principal competitors include Aqua Minerale (Pepsi trademark), BonAqua (Coca-Cola trademark) as well as Borzhomi, Narzan, and Svyatoi Istochnik, Shishkin Les produced at CIS facilities. The WBD Group is planning to position its new trademark Zapovednik.Valday in modern style by emphasizing the mineral origin of the water and produce it with different degrees of carbonation (still, medium-carbonated, and highly carbonated) in bottles of different sizes for consumers' better choice.

Analysis of the WBD Group's Competitive Factors.

The WBD Group has a number of advantages over other Russian producers: high productive capacity, superior quality of products, high-level innovation, and opportunities for new products development and marketing. Other competitive advantages which, in the Issuer's opinion, enable the WBD Group to retain its leading position on the Russian market, include: strong and diversified trademarks, unobstructed access to raw material sources, extensive sales network, emphasis on the development of new products, modern manufacturing facilities and technologies, external financing opportunities, and efficient leadership. The WBD Group intends to take advantage of those opportunities by pursuing a sales promotion strategy focused on superior quality products and development of new products that would not be inferior to their Western analogs in taste and consistence.

Some Russian producers, however, have certain advantages over the WBD Group, related to a lower cost of production and lower advertisement and shipment expenses. Recent industrial tendencies also show that the consolidation of the industry may lead to the emergence of large domestic producers capable of competing with the WBD Group on the market.

Foreign dairy producers have a large advertisement budget and advanced manufacturing know-how permits them to offer top-quality products made on the basis of up-to-date technologies through well-established sales systems. In the past foreign companies focused on concrete market niches, more often than not, on the premium segment (upper price range) whereas today they are increasingly turning to products for the average consumer with an average income. Besides, such companies as Danone, Parmalat, Campina, and Erhmann have begun investing in Russian manufacturing businesses, which may reduce the competitiveness of WBD Group products, for the competitors now have an opportunity to produce their commodities in Russia. For example, Danone, owning two Russian dairies, has put several yogurt brands on the Russian market, some of them developed specifically for Russian consumers. Campina of Netherlands, also owning a dairy in Russia, makes fresh yogurts and yogurts with a long shelf life. Erhmann of Germany makes yogurt at a Russian dairy, and Onken and Pascual, also foreign companies, are planning to open manufacturing facilities in Russia. As a result of the growing output of yogurts and milk desserts in Russia, the above foreign companies have become the WBD Group's principal competitors in this market segment.

Values of market shares that, in the Issuer's opinion, it and its competitors have had (percentage) in the three full fiscal years preceding the date of approval of the decision to

issue the bonds, or for each full fiscal year following the date of foundation provided the Issuer has been operating for less than three years:

Shares on market of Dairy production* Shares on market of Juice production

	2001	2002	2003		2001*	November-December 2002**	November-December 2003**
WBD Group	37.0	36.2	35.8	WBD Group	37.5	34.9	29.3
Petmol	9.1	7.6	6.8	Multon	29.0	29.4	29.3
Ochakovsky Dairy	3.0	4.4	5.5	Lebedyansky	10.9	19.7	24.8
Ostankinsky Dairy	3.2	2.3	2.5	Nidan-Ekofrukt	6.4	9.4	11.0
PARMALAT	2.0	1.4	1.3				
Campina	1.8	2.0	1.8				
Piskarevsky Dairy	6.4	5.4	4.8				
DANONE	2.5	3.3	3.9				
EHRMANN	0.8	1.4	1.4				

*as per data provided by AC Nielsen Retail Audit (9 cities)

** as per data provided by Business Analitika Retail Audit (11 cities)

3.2.9. Data in Issuer's licences held

Issuer holds no licences

3.2.10. Data on Issuer's joint operation

None during reporting period

3.4. Plans of the Issuer's Future Activities.

Due to the specifics of the Issuer's primary area of operations, the Issuer's future activities plans should include a higher efficiency of WBD Group management. The Issuer's future activities plans are closely connected with the plans of WBD Group. The use of trademarks by WBD Group businesses, offered on the basis of licensing agreements, will constitute the Issuer's main source of future income.

The WBD Group is constantly striving to dynamically develop its business and achieve further competitive advantages.

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The growing dairy market demands an increase in production volumes without a decline in quality. An increase in juice production capacity is also planned.

One of the main competitive advantages of the WBD Group is its powerful and well-established network of independent distributors. In order to support the steady growth of sales, the construction of Cash&Carry stores will continue. The growth of additional

income is planned through both promoting the primary brands of the WBD Group on the regional markets, and expanding the product range in order to fill major consumer segments, both in terms of flavors and prices.

In general, the plans of future activities of the Issuer and the WBD Group include an intention to fully satisfy the demand of legal entities and private persons in products (works, services), produced (performed, provided) in accordance with its Charter, and to receive profits.

To achieve these goals, the WBD Group will concentrate on the following areas of activity:

1) production of dairy products and juices. The Issuer is positive that the WBD Group has enough potential to retain and strengthen its leading position in this area;

2) higher efficiency of production. The WBD Group intends to improve the quality of its products, reduce costs, increase cash flows, and achieve a higher efficiency of work of its employees;

3) business growth resulting from the production of cheese. Domestic brands of cheese in the Russian Federation are mainly manufactured by small facilities producing traditional cheeses for mass consumption, characterized by low prices and inferior quality. Superior quality brands of hard and soft cheese are imported from Baltic states and other European countries. The WBD Group is planning to start the production of top-quality branded hard and soft cheeses in 2003.

4) business growth resulting from the production of mineral water. The WBD Group intends to concentrate on the primary areas of its activity. Yet it is also going to start the production of mineral water early in 2003. The WBD Group believes that despite relatively strong competition, this market segment has an essential potential given a correct marketing approach. The growth of mineral water consumption in summer is expected to make up for the declining seasonal demand for dairy products.

3.5. Issuer's participation in industrial, banking and financial groups, holdings, concerns and associations.

None

3.6. Issuer's Subsidiaries and dependent companies.

The issuer's activity is inextricably linked and determined by the needs and requirements of its subsidiaries and dependent companies.

Name: *Public Joint-Stock Company Lianozovo Dairy*

Abbreviated name: *LMK PJSC*

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Location: *127591, Moscow, Dmitrovskoe shosse, d. 108*

The grounds to consider the company a subsidiary of the issuer: **prevailing share of the issuer in the authorized stock of the company**

Issuer's share in the charter capital of the legal entity: **85.26%**

Issuer's share of the ordinary shares of the subsidiary: **85.26%**

This entity's share in the Issuer's charter capital: **none**

This entity's share of the ordinary shares of the issuer: **none**

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

Name: *Open Joint-Stock Company Dairy*

Location: *353760, Timashevsk, Krasnodar Region. ul. Gibridnaya, d. 2*

The grounds to consider the company a subsidiary of the issuer: **prevailing share of the issuer in the authorized stock of the company**

Issuer's share in the charter capital of the legal entity: **70.31%**

Issuer's share of the ordinary shares of the subsidiary: **70,31%**

This entity's share in the Issuer's charter capital: **none**

This entity's share of the ordinary shares of the issuer: **none**

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

Name: *Closed Joint-Stock Company Production and Analytical Group Rodnik*

Location: *103009, Moscow, Bryusov per., d. 8/10, str. 2, 2nd floor, room 13a*

The grounds to consider the company a subsidiary of the issuer: **prevailing share of the issuer in the authorized stock of the company**

Issuer's share in the charter capital of the legal entity: **100%**

Issuer's share of the ordinary shares of the subsidiary: **100%**

This entity's share in the Issuer's charter capital: **none**

This entity's share of the ordinary shares of the issuer: **none**

Description of the principal subsidiary's activities: production and sale of juice and juice containing products.

Name: *Closed Joint Stock Company Wimm-Bill-Dann Trading Company*

Location: *103009, Moscow, Bryusov per., d. 8/10, str. 2, 2nd floor, room 17*

The grounds to consider the company a subsidiary of the issuer: **prevailing share of the issuer in the authorized stock of the company**

Issuer's share in the charter capital of the legal entity: **83.19%**

Issuer's share of the ordinary shares of the subsidiary: **83.19%**

This entity's share in the Issuer's charter capital: **none**

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This entity's share of the ordinary shares of the issuer: **none**

Description of the principal subsidiary's activities: production and sale of juice and juice containing products.

Name: **Limited Liability Company Annino Milk**

Location: **Russia, Voronezh Region, rabochii poselok Anna, ul. Sevastopolskaya, d. 4**

The grounds to consider the company a subsidiary of the issuer: **prevailing share of the issuer in the authorized stock of the company**

Issuer's share in the charter capital of the legal entity: **78.56%**

This entity's share in the Issuer's charter capital: **none**

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

Name: *Closed Joint Stock Company Gulkevichi Creamery*

Location: *352150, Krasnodar Region, Gulkevichi, ul. Korotkova, d. 155*

The grounds to consider the company a subsidiary of the issuer: **prevailing share of the issuer in the authorized stock of the company**

Issuer's share in the charter capital of the legal entity: **52.24%**

Issuer's share of the ordinary shares of the subsidiary: **52.24%**

This entity's share in the Issuer's charter capital: **none**

This entity's share of the ordinary shares of the issuer: **none**

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

Name: *Open Joint Stock Company Kharkov Dairy*

Location: *60172, Ukraine, Kharkov, ul. Roganskaya, d. 149*

The grounds to consider the company a subsidiary of the issuer: **prevailing share of the issuer in the authorized stock of the company**

Issuer's share in the charter capital of the legal entity: **75.075%**

Issuer's share of the ordinary shares of the subsidiary: **75.075%**

This entity's share in the Issuer's charter capital: **none**

This entity's share of the ordinary shares of the issuer: **none**

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

Name: *Open Joint Stock Company Baltic milk Dairy (former Roska OJSC)*

Location: *St. Petersburg, Russia*

The grounds to consider the company a subsidiary of the issuer: **prevailing share of the issuer in the authorized stock of the company**

Issuer's share in the charter capital of the legal entity: **100%**

Issuer's share of the ordinary shares of the subsidiary: **100%**

This entity's share in the Issuer's charter capital: **none**

This entity's share of the ordinary shares of the issuer: **none**

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

Name: *Closed Joint Stock Company Darya*

Location: *310172, Ukraine, Kharkov, ul. Roganskaya, d. 149*

The grounds to consider the company a subsidiary of the issuer: **prevailing share of the issuer in the authorized stock of the company**

Issuer's share in the charter capital of the legal entity: **98.84%**

Issuer's share of the ordinary shares of the subsidiary: **98.84%**

This entity's share in the Issuer's charter capital: **none**

This entity's share of the ordinary shares of the issuer: **none**

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

Name: *Limited Liability Company Wimm-Bill-Dann Mineral Water*

Location: *109028, Moscow, Yauzsky Boulevard, d. 16/15*

The grounds to consider the company a subsidiary of the issuer: **prevailing share of the issuer in the authorized stock of the company**

Issuer's share in the charter capital of the legal entity: **100%**

This entity's share in the Issuer's charter capital: **none**

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

Name: ***Closed Joint Stock Company Bury Milk powder Plant***

Location: ***245710, Ukraine, Sumy Region, Bury, Konotopske shose, d. 1***

The grounds to consider the company a subsidiary of the issuer: **prevailing share of the issuer in the authorized stock of the company**

Issuer's share in the charter capital of the legal entity: **76%**

Issuer's share of the ordinary shares of the subsidiary: **76%**

This entity's share in the Issuer's charter capital: **none**

This entity's share of the ordinary shares of the issuer: **none**

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

Name: ***Open Joint Stock Company Tuimazy Milk Plant***

Location: ***Republic of Bashkortostan, Tuimazy, ul. Severnaya, d. 9***

The grounds to consider the company a subsidiary of the issuer: **prevailing share of the issuer in the authorized stock of the company**

Issuer's share in the charter capital of the legal entity: **85%**

Issuer's share of the ordinary shares of the subsidiary: **85%**

This entity's share in the Issuer's charter capital: **none**

This entity's share of the ordinary shares of the issuer: **none**

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

Name: ***Open Joint Stock Company Vladivostok dairy***

Location: ***Russia, 690087, Vladivostok, ul. Strelochnaya, d.19***

The grounds to consider the company a subsidiary of the issuer: **prevailing share of the issuer in the authorized stock of the company**

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Issuer's share in the charter capital of the legal entity: **97,44%**

Issuer's share of the ordinary shares of the subsidiary: **97,44%**

This entity's share in the Issuer's charter capital: **none**

This entity's share of the ordinary shares of the issuer: **none**

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

Issuer's dependent companies

Name: *Open Joint Stock Company Tsaritsino Dairy*

Location: *115201, Moscow, 1 Varshavsky proezd, d. 6/10*

The grounds to consider the company a dependent company of the issuer: **share of the issuer in the authorized stock of the company exceeds 20%**

Issuer's share in the charter capital of the legal entity: **28.74%**

Issuer's share of the ordinary shares of the subsidiary: **28.74%**

This entity's share in the Issuer's charter capital: **none**

This entity's share of the ordinary shares of the issuer: **none**

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

Name: ***Open Joint Stock Company Children's Dairy Products Factory***

Location: ***127591, Moscow, Dmitrovskoe shosse, d. 108-A***

The grounds to consider the company a dependent company of the issuer: **share of the issuer in the authorized stock of the company exceeds 20%**

Issuer's share in the charter capital of the legal entity: **25.1%**

Issuer's share of the ordinary shares of the subsidiary: **25.1%**

This entity's share in the Issuer's charter capital: **none**

This entity's share of the ordinary shares of the issuer: **none**

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

Organization: ***OJSC Ufamolagroprom***

Location: 450038, Ufa, Internationalnaya street, d.129-a

The grounds to consider the company a dependent company of the issuer: **share of the issuer in the authorized stock of the company exceeds 20%**

Issuer's share in the charter capital of the legal entity: **47.7%**

Issuer's share of the ordinary shares of the subsidiary: **47.7%**

This entity's share in the Issuer's charter capital: **none**

This entity's share of the ordinary shares of the issuer: **none**

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

Name: ***Open Joint-Stock Company Bishkeksut***

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Location: *Kyrgyz Republic, Bishkek, Prospekt Chuy, d. 12A*

The grounds to consider the company a dependent company of the issuer: **share of the issuer in the authorized stock of the company exceeds 20%**

Issuer's share in the charter capital of the legal entity: **39,66%**

Issuer's share of the ordinary shares of the subsidiary: **39,66%**

This entity's share in the Issuer's charter capital: **none**

This entity's share of the ordinary shares of the issuer: **none**

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

Name: Open Joint Stock Company *Nizhny Novgorod Dairy*

Location: **603309, Nizhny Novgorod, ul.Larina, d. 19**

The grounds to consider the company a dependent company of the issuer: **share of the issuer in the authorized stock of the company exceeds 20%**

Issuer's share in the charter capital of the legal entity: **44.59%**

Issuer's share of the ordinary shares of the subsidiary: **44.59%**

This entity's share in the Issuer's charter capital: *none*

This entity's share of the ordinary shares of the issuer: *none*

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

Name: *Closed Joint Stock Company Karasuk Milk*

Location: *Russia, Novosibirskaya oblasti, Karasuk, Radischeva street, d.16*

The grounds to consider the company a dependent company of the issuer: **share of the issuer in the authorized stock of the company exceeds 20%**

Issuer's share in the charter capital of the legal entity: *37.97%*

Issuer's share of the ordinary shares of the subsidiary: *37.97%*

This entity's share in the Issuer's charter capital: *none*

This entity's share of the ordinary shares of the issuer: *none*

Description of the principal subsidiary's activities: production and sale of milk and sour milk products.

3.7. Composition, structure and cost of the Issuer's fixed assets, information on acquisition, replacement, withdrawal of the fixed assets, as well as on all encumbrances of the Issuer's fixed assets

3.7.1 Fixed assets

At January 1, 2002, and January 1, 2003, the issuer had no fixed assets on its balance sheet.

2003, thou. rubles

No.	Fixed assets group	Full value before reappraisal	Residual value (after depreciation) before reappraisal	Date of reappraisal	Full value after reappraisal	Residual value (after depreciation) after reappraisal
1	Over 3 years to 5 years, inclusive	19,149	17,348	none	19,149	17,348
2	Over 5 years to 7 years, inclusive	3,325	3,224	none	3,325	3,224

3	Over 7 years to 10 years, inclusive	186	181	none	186	181
4	Value less than 10,000 rubles	1,082	0	none	1,082	0
TOTAL		23,742	20,753		23,742	20,753

1st quarter 2004, thou. rubles

No.	Fixed assets group	Full value before reappraisal	Residual value (after depreciation) before reappraisal	Date of reappraisal	Full value after reappraisal	Residual value (after depreciation) after reappraisal
1	Over 3 years to 5 years, inclusive	20,656	16,670	none	20,656	16,670
2	Over 5 years to 7 years, inclusive	3,749	2,967	none	3,749	2,967
3	Over 7 years to 10 years, inclusive	186	176	none	186	176
4	Over 10 years to 15 years, inclusive	31	30	none	31	30
5	Over 20 years to 25 years, inclusive	11	0	none	11	0
6	Value less than 10,000 rubles	6	0	none	6	0
TOTAL		24,639	19,843		24,639	19,843

3.7.2 Cost of the Issuer's immovable property

The Issuer owns no immovable property.

IV INFORMATION ON FINANCIAL AND ECONOMIC ACTIVITIES OF THE ISSUER**4.1 Results of the financial and economic activities of the Issuer****4.1.1 Profits and losses**

The indicators reflecting profitability and losses for the relevant accounting period, are given in the table below:

Indicator	2001	2002	2003	1 quarter 2004
Proceeds, thousand rubles	2 198	5310	470 528	100 583
Gross profit, thousand rubles	2 191	5 288	440 811	98 465
Net profit (retained profit (non-covered losses), thousand rubles	-915	252 427	94 263	5 834
Labor productivity, thousand rubles/man	439,6	1062,00	1589,62	345,65
Yield of capital investments, %			22,67	5,07
Assets profitability, %	-0.1	4.14	0.77	0.05
Equity profitability, %	-0.1	4.14	1.52	0.09
Products profitability (sales), %	-0.42	47.54	20.03	5.8
Non-covered loss as at the accounting date, thousand rubles	915	915	0	0
Correlation between non-covered loss as at the accounting date and the balance currency	0.1	0.01	0	0

4.1.2 Factors having affected the amount of the proceeds from sale of goods, products, works, services and the amount of profits (losses) from the Issuer's principal business.

Services	2001	2002	2003	1st quarter 2004
Licensing of trademarks under license agreements	2,198	5,310	392,075	96,616
Management consulting services			14,296	1,808
Consulting services			63,808	21
Software implementation services			340	2,048
other			9	
Total	2,198	5,310	470,528	100,583

The Issuer's primary activity is the licensing of trademarks under license agreements. Royalty earnings depend on the total value of goods sold under trademarks owned by WBD Foods. License revenue increased in 2003 by 389,877,000 rubles relative to 2001, and continues to hold the top spot in sales volume for the 1st quarter of 2004. The increase is a result of higher production volumes of dairy and juice products sold under the Issuer's trademarks.

4.2. Liquidity of the Issuer

The following indicators are given to define the issuer's liquidity in the appropriate accounting period:

Indicators	2001	2002	2003	1 quarter 2004]
Own working capital, thousands RUR	-19 327	4 015 347	3 156 375	-358 069
Capital gearing	0.03	0.002	0.98	0.98
Equity ratio	0.97	0.998	0.50	0.50
Rate of stock security by own working capital	109.84	423.94	36.87	31.45
Fixed asset ratio	1.03	0.34	1.78	1.78
Liquidity ratio	0.20	404.63	15.05	4.17
Quick ratio	0.19	403.44	14.56	4.03

4.3. The Issuer's Capital and Current Assets, their Structure and Adequacy**4.3.1. Size, structure and adequacy of the issuer's equity and working capital**

Acct No. old/new	Description, thousands RUR	Balance as per January 1, 2002	Balance as per January 1, 2003	Balance as per January 1, 2004	Balance as per April 1, 2004
1	Authorized stock	700 000	880 000	880 000	880 000
2	Reserve capital			12 621	12 621
3	Additional capital		4 958 621	4 958 622	4 958 622
5	Retained earnings in the current year			95 078	5 834
6	Retained earnings in the previous years		252 427	238 075	333 153
6	Loss in the previous years	-915	-915		
7	Targeted financing and revenues				
8	Reserves for deferred expenses and payments				3 118
	Total:	699 085	6 090 134	6 184 396	6 193 348

4.3.2. Adequacy of the Issuer's equity and working capital

Item, thou. rubles	2001	2002	2003	1st quarter 2004
Issuer's operating expenses	1,444	810,917	5,673,379	137,215
Owners' equity	699,085	6,090,133	6,184,396	6,190,230
Issuer's short-term liabilities	24,050	9,948	81,788	295,498

From 2001 through the 1st quarter of 2004 (inclusive) the level of owner's equity has been sufficient to meet short-term liabilities and cover the Issuer's current operating expenses.

4.3.3. Cash funds

In 2004 the Company will need external financing for its investment activities. The amount of the financing needed shall be contingent on the Company operating profit, revenues of its enterprises, and capital expenditures in the period.

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The main sources of external financing shall be the Bank loans. Currently, the Company has a good credit history and borrowing facilities with RF biggest banks that considerably exceed the Company needs.

Moreover the investment attractiveness of the Company is facilitated by the high investment ratings given by international rating agencies: Moody's and Standart&Poors.

Currently, the Company has no sequestrated accounts and debts on the bank file.

4.3.4. Investments of the Issuer

4.3.4.1. Long-Term Investments

No.	Company Name	Long-Term Investment Type	Total Loans as per December 31, 2003, in thousands RUR	Amount (%) as per December 31, 2003, in thousands RUR	Repayment Date
1	2	3	4	5	6
1	TK WBD ZAO	revolving credit	1417 488	11682	31.12.2006
2	Nizhny Novgorod Dairy OAO	revolving credit	47 265	0	31.12.2005
3	Dairy, OAO	revolving credit	782 638	6 341	31.12.2005
4	Novokuybyshevskmoloko OAO	revolving credit	13 619	110	31.12.2005
5	OAO Ramensky Dairy	revolving credit	292 939	2 974	31.12.2005
6	Siberian Milk OJSC	revolving credit	666 901	27 383	31.12.2005
7	TSMK OJSC	revolving credit	1109 352	10 144	31.12.2005
8	Valdai Sanctuaries Ltd	revolving credit	147 582	77	31.12.2005
	TOTAL:		4 477 784	58 711	

Balance as per April 01, 2004					
No.	COMPANY NAME	in thousands RUR	Quantity of Securities	Type of Securities	Share in authorized stock, %
	1	2	3	4	5
	JSC Bishkeksut	32 007	1 166 480	Shares	39.66
	JSC Kharykov Dairy	153 104	1 485 587	Shares	75.08
1	Karasuk Milk CJSC	4 408	350 437	0	0.00
	<i>Gulkevichsky</i>				
3	Maslozavod ZAO	9 266	1 574	Shares	52.24
4	CLSC Darya	4 762	5 116	Shares	98.84
5	Rodnik PAG ZAO	346 108	20 000	Shares	100.00
6	CJSC TK WBD	240 207	985	Shares	83.19
	<i>Burynsky Powdered Milk-Producing Plant OJSC</i>				
7	Vladivostok Dairy OJSC	54 825	13 038 478	Shares	76.00
8	OJSC	31 119	670 995	Shares	97.44
9	ZDMP OJSC	157 416	4 666	Shares	25.10
	Lianozovo Dairy OJSC	708 752	176 609	Shares	85.26
	<i>Nizhny Novgorod Dairy OJSC</i>				
11	OJSC	9 417	232 500	Shares	44.59

4.3.4. Investments of the Issuer

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12	Dairy OJSC	406 891	1 254 392	Shares	70.47
13	Roska OJSC	367 262	2 500 000	Shares	100.00
14	<i>Tuymazinsky Milk Plant</i> OAo	47 445	40 067 779	Shares	85.00
15	Ufamolagroprom OJSC	96 062	29 563 200	Shares	47.70
16	TSMK OJSC	239 786	24 186	Shares	28.74
17	Depsona CJSC	796 859	80	Promissory note	
18	Rubtsovsk Dairy plant CJSC	229 301	23	Promissory note	
19	Lianozovo Dairy OJSC	1 916 227	192	Promissory note	
	Baltic Milk Dairy OJSC	279 892	28	Promissory note	
	Valdai Sanctuaries Ltd	294 849	30	Promissory note	
	Annino Milk Ltd	70 015	0	Contribution to the authorized stock	78.56
	WBD Mineral water Ltd	10	0	Contribution to the authorized stock	100.00
	Total	6 495 990	90 563 347		

4.3.5. Intangible Assets of the Issuer

No.	Intangible Assets	Original Cost of Intangible Assets, thousand rubles	Depreciation of Intangible Assets in 2003, thousand rubles	Depreciated Cost of Intangible Assets, thousand rubles
1	Trademarks	10 882	1016	9 866
2	2003611243 RAT 2003610674	6 716	1580	5 136
3	LIASOFT 2003611822 automated information system	7 710	1542	6 168
4	Copyright for ANNUAL REPORT	625	21	604
5	Inner Web site	134	2	132

4.4. Information on the Issuer's R&D Policies and Expenses, Including Licenses, Patents, New Products, and Research

The Company employs considerable financial and manpower resources to develop new product types, with particular emphasis put on projects expected to produce new products and technologies. As per December 31, 2002, our Product Development Department at Lianozovo Milk Plant in Moscow had a staff of 22 employees. The said Department often cooperates with third parties, such as Russian scientific and research institutes, research companies, and suppliers. In 1999-2000, we spent about USD 1.4 million to set up a new product development department. In 2001, approximately USD 1.3 million was spent to finance activities related to development of new product types, with USD 0.5 million allocated directly for development of new product types, and USD 0.8 million for expansion of our own scientific and research center. In 2002, we spent about USD 0.9 million for development of new product types.

Protection of intellectual property rights is one of the key elements of the Issuer's R&D policies.

1. Information on the creation of intellectual property

1.1. Trademarks

No.	Application No.	Country of filing	Application filing date	Applicant	Description of trademark
1	2004701004	Russia	22 Jan 2004	WBD Foods	Sim-Bio (verbal)
2	2004701005	Russia	22 Jan 2004	WBD Foods	Bene-Fit (verbal)
3	2004702357	Russia	10 Feb 2004	WBD Foods	Twobio (verbal)
4	2004702359	Russia	10 Feb 2004	WBD Foods	Two-bio (verbal)
5	2004704336	Russia	03 Mar 2004	WBD Foods	<i>chudo-fruktiko</i> (verbal)
6	2004704868	Russia	10 Mar 2004	WBD Foods	product of the Wimm-Bill-Dann company (verbal)
7	2004705230	Russia	15 Mar 2004	WBD Foods	<i>Panteleimon</i> (combined)
8	2004705747	Russia	19 Mar 2004	WBD Foods	<i>Wimm-Bill-Dann</i> (verbal)
9	2004705748	Russia	19 Mar 2004	WBD Foods	Image of spoons in an arc (image)
10	2004706164	Russia	24 Mar 2004	WBD Foods	<i>(chudo-voda)</i> (verbal)
11	2004706165	Russia	24 Mar 2004	WBD Foods	<i>(bio-maks)</i> (verbal)
12	2004706419	Russia	26 Mar 2004	WBD Foods	NEO (combined)
13	2004706420	Russia	26 Mar 2004	WBD Foods	<i>(glazurok)</i> (verbal)
14	2004706541	Russia	29 Mar 2004	WBD Foods	<i>(tubio)</i> (verbal)
15	25989	Kazakhstan	09 Jan 2004	WBD Foods	J-7 (three-dimensional)
16		China	12 Mar 2004	WBD Foods	J-7 (hieroglyph transcription) (verbal)
17		China	12 Mar 2004	WBD Foods	Wimm-Bill-Dann (hieroglyph pronunciation) (verbal)
18		China	12 Mar 2004	WBD Foods	Wimm-Bill-Dann (hieroglyph transcription) (verbal)
19		Ukraine	14 Jan 2004	WBD Foods	J-7 (three-dimensional)
20		Ukraine	05 Feb 2004	WBD Foods	NEO BioVit (combined)
21		Ukraine	24 Mar 2004	WBD Foods	NEO Bio Vit (combined)
22		WIPO	06 Jan 2004	WBD Foods	Small child with spoon (image)

1.2. No applications for patents for inventions, utility models, or industrial designs were filed in the 1st quarter of 2004.

2. *Information on legal protection obtained for intellectual property*

2.1. Trademarks

No.	Certificate No.	Date of registration	Country of filing	Owner	Description of trademark	Valid Until
1	36739	15 Jan 2004	Ukraine	WBD Foods	Wonder Berry/Mors (cherry, red currant) (combined)	15 Jun 2011
2	261571	12 Jan 2004	Russia	WBD Foods	0.1 liter bottle (three-dimensional)	27 Nov 2012
3	262687	30 Jan 2004	Russia	WBD Foods	(Enriched products is what you want) (verbal)	23 Sep 2012
4	262692	30 Jan 2004	Russia	WBD Foods	(Lamber) (verbal)	01 Nov 2012
5	262726	30 Jan 2004	Russia	WBD Foods	FRESH-PREMIUM unique technology (combined)	03 Jul 2012
6	263831	19 Feb 2004	Russia	WBD Foods	Milaya Mila (combined)	19 Sep 2012
7	263884	20 Feb 2004	Russia	WBD Foods	baia (verbal)	19 Mar 2013
8	263889	20 Feb 2004	Russia	WBD Foods	Dzhoifit (verbal)	08 Apr 2013
9	263941	25 Feb 2004	Russia	WBD Foods	Ryzhii Ap (combined)	21 Jun 2012
10	263942	25 Feb 2004	Russia	WBD Foods	Ryzhii Ap (combined)	21 Jun 2012
11	263947	25 Feb 2004	Russia	WBD Foods	Berenika (combined)	08 Apr 2013
12	264376	26 Feb 2004	Russia	WBD Foods	Lafresh (verbal)	15 Apr 2013
13	264442	28 Feb 2004	Russia	WBD Foods	Vivat, my city! (verbal)	08 May 2012
14	264602	02 Mar 2004	Russia	WBD Foods	Ryzhii Ap (refrain) (audio)	16 Jan 2013
15	264603	02 Mar 2004	Russia	WBD Foods	J -7 FREEDOM (audio)	16 Jan 2013
16	265306	16 Mar 2004	Russia	WBD Foods	MAGICAL LAND (verbal)	27 Apr 2013
17	265623	22 Mar 2004	Russia	WBD Foods	J-7 (three-dimensional)	13 Oct 2013
18	266518	05 Apr 2004	Russia	WBD Foods	(Ryzhii Ap) (three-dimensional)	16 Apr 2013
19	266583	06 Apr 2004	Russia	WBD Foods	(Freshi) (verbal)	31 Dec 2012
20	266859	10 Apr 2004	Russia	WBD Foods	M milk package (three-dimensional)	30 Jan 2013

2.2. No patents were received for inventions, utility models, or industrial designs in the 1st quarter of 2004.

4.5. *Analysis of the trends of development in the area of primary activity of Issuer.*

In several recent years an economic growth is observed in Russia. In 2000, the growth of Gross Domestic Product was 9%, in 2001 - 5,0 %, in 2002 the expected growth is about 4%. The development of the food industry is especially rapid. The increase of population s effective demand maintains the appeal of investments in Russia food industry, making it one of most dynamically developing economic sectors. The economic crisis of 1998, which closed the Russian market for import of foodstuff, however allowed to Russian companies to grow high and this made impossible the resumption of the same volumes of the delivery of foreign foodstuff, even if one takes into consideration a

4.4. Information on the Issuer s R&D Policies and Expenses, Including Licenses, Patents, New Products, and Rese

constant increase of the real rate of the Russian rouble. Presently, an average part of food imported into RF forms about 3% of the common consumption. By experts' view, today the food sector is one most rapidly developing branches of the Russian economy. Networks of supermarkets prefer to lay in a stock Russian goods since they have lower prices and do not loose against their western analogues by the quality (and are even more attractive in some cases). The creation of large holding companies with widely developed commercial networks and large production capacities and facilities in various regions is vitally important for food companies whose products cannot be transported for large distances and transport expenses often compose an essential part of the costs.

However, nobody can ensure that the last trends observed in the Russian economy, e.g., the increment of the Gross Domestic Product, relative stability of the rouble, and an insignificant inflation, will continue and that no sharp changes will take place in future. The oil and gas price fluctuations, strengthening of the real rouble rate with respect to US dollar, and consequences of a certain relaxation in the monetary politics may reflect adversely on the state of the Russian economy, the development of the food industry, and the future Issuer's activities.

For a growth of the food industry the developed infrastructure is of large importance. The infrastructure objects of Russia, basically, were created in Soviet time and did not receive significant investments during the last decade. The infrastructure objects of railroads and transport roads, objects of power supply, communications, and housing stock infrastructure objects are in the most complicated state and situation. Federal Government carries out active work on reorganisation of the system of railroad, electric power, and telephone communications of the country. Any reorganisation of that kind may result in growth of tariff level on railroad transportation, electric power, and telephone services in combination with an impossibility to receive the expected income as concerns the investments necessary for carrying out repairs, technical maintenance, and modernisation of such systems. The ill-being of the Russian infrastructure objects deteriorates the country economy, results in stoppage in delivery of goods and services, an increase of expenses related to business activities in Russia. A deterioration of the situation in the industry and situation of the Issuer in the industry can be a result of:

- 1) lowering effective demand of the population with respect to the products of WBD Group in view of deterioration of the financial and economic situation of population in the regions, consumers of food industry products produced by the WBD Group;
- 2) possible deterioration of the fulfilment of the Budget of Russian Federation due to large volume of payments implied by the external debt of Russia in 2003 and decrease of incomes of workers of budget sphere;
- 3) growth of the business competition in the industry. By Issuer's estimates, industrial risks are minimal for WBD Group companies. In the production of milk products and juices Wimm-Bill-Dann- Group is the leader of industry, controlling significant parts of market. To minimise the industry risks, Wimm-Bill-Dann Group acts as follows:
 - 1) orientation to diversification of production;
 - 2) long-term programs of production;
 - 3) development of programs for lowering expenses related to production, active investment politics as concerns the technical and technological rearrangement of

manufacturing capabilities and production basis in order to augment the competitive abilities and capacities of group companies.

Issuer is characterised by high level of credit quality and low level of credit risk. During 2001 and 9 months of 2002, the part of debt capital with respect to proper capital and reserves reduced from 3.44% to 0.07%. The creditworthiness of Issuer is ensured by high values of supplementary capital and also by the amount of the net wealth. Within 9 months of 2002 an almost 9 times increase of net wealth of Issuer took place with respect to 2001, the authorised capital stock risen from 700 million roubles up to 880 million roubles. Thus, Issuer improved significantly its financial situation.

Although juice consumption in Russia is increasing, our profit margins on our juice products decreased in 2002 due to vigorous market competition from domestic and foreign producers and to consumer preference for low-price, lower-quality juice products primarily in the regions outside of Moscow and St. Petersburg where per capita household incomes are generally lower. These factors put downward pressure on juice prices in all price categories in 2002. At the same time, prices for juice concentrate increased. A continuation of these trends may cause a further decline in our juice prices and profit margins and, consequently, have a further negative effect on our results of operations.

We sell our products either directly to retailers, including supermarkets, grocery shops and restaurants, or to wholesalers for resale to retail outlets. We expect sales to independent retailers and wholesalers to continue to represent a significant portion of our revenues. Our operations and distribution costs could be affected by the increasing consolidation of these entities, particularly as these customers become more sophisticated and attempt to force lower pricing and increased promotional programs. For example, in the spring of 2001, several Russian supermarket chains formed a loose alliance which publicly announced its intention not to purchase our products. Although these supermarket chains now purchase our products, there can be no assurance that they will continue to do so or that other supermarket chains will not attempt a similar consolidation of market power. This alliance also intends to seek price discounts from manufacturers. Additionally, a number of large Western retailers, such as the Turkish retailer Ramenka, the German retailer Metro and the French retailer Auchan, have already opened stores in the Moscow region, and we expect that these retailers will increase price competition.

See also the analysis of trends of development in the primary Issuer's activity in Section 2.5.5. (Risks relating to our business).

V. Detailed information on the persons in the Issuer's management and its business activities monitoring bodies and brief information on the Issuer's staff (employees)

5.1. Data on structure and authority of Issuer's management/administration

Structure of Issuer's management / administration.

1. General Meeting of Shareholders;

2. Board of Directors;

3. Chairman of the Management Board;

4. Management Board

Competence of the Issuer's general meeting of shareholders (participants) pursuant to its charter (constituent documents):

The following are assigned to the competence of the General Meeting of Shareholders:

- 1) amendment of the Company's charter or approval of a restated version of the Company's charter;
- 2) reorganization of the Company;
- 3) liquidation of the Company, appointment of a liquidation committee, and approval of interim and final liquidation balance sheets;
- 4) determination of the number of seats on the Board of Directors, election of its members, and early termination of their powers;
- 5) determination of the number, par value, and category (class) of authorized shares and the rights granted by such shares;
- 6) increasing the charter capital by means of an increase in the par value of shares or by means of placement of additional shares, unless increases in the charter capital by means of placement of additional shares are assigned by this charter in accordance with the JSC Law to the competence of the Board of Directors;
- 7) decreasing the charter capital by means of a decrease in the par value of shares, by acquisition of some shares by the Company for the purpose of reducing their total number, or by cancellation of shares acquired or redeemed by the Company;
- 8) election of members of the Audit Committee and early termination of their powers;
- 9) approval of the Company's auditor;
- 10) approval of annual balance sheets and annual financial statements, including reports on profits and losses (profit and loss statements) of the Company; distribution of profits, including payment (declaration) of dividends, and losses of the Company on the basis of results of the fiscal year;

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- 11) determination of the procedure for holding the General Meeting of Shareholders;
- 12) election of members of the Counting Committee and early termination of their authorities;
- 13) splitting and consolidation of shares;
- 14) adoption of resolutions approving transactions in the cases provided for by article 83 of the JSC Law;
- 15) adoption of resolutions approving major transactions in the cases provided for by article 79 of the JSC Law;
- 16) acquisition by the Company of placed shares in the cases provided for by the JSC Law;
- 17) adoption of resolutions concerning participation in holding companies, financial-industrial groups, associations, and other unions of commercial organizations;
- 18) approval of internal documents regulating the activity of the Company bodies;
- 19) decision of other questions provided for by the JSC Law.

Competence of the Issuer's Board of Directors pursuant to its charter (constitutive documents):

The following are assigned to the competence of the Board of Directors (Supervisory Board) :

- 1) determination of the priority directions of the Company's activities;
- 2) calling of annual and extraordinary General Meetings of Shareholders, except in the cases provided for by article 55.8 of the JSC Law;
- 3) approval of the agenda of the General Meeting of Shareholders;
- 4) determination of the date of preparation of the list of persons entitled to participate in the General Meeting of Shareholders, and other issues, assigned to the competence of the Board of Directors in accordance with the provisions of chapter VII of the JSC Law and associated with preparation for and holding of the General Meeting of Shareholders;
- 5) placement of bonds and other issued securities by the Company in the cases provided for by the JSC Law;
- 6) determination of the price (monetary value) of property and the price of placement and redemption of issued securities in the cases provided for by the JSC Law;
- 7) acquisition of shares, bonds, and other securities placed by the Company in the cases provided for by the JSC Law;
- 8) formation of the executive bodies of the Company and early termination of their authorities election of the Chairman of the Management Board and appointment of the members of the Management Board,
- 9) determination of the amounts of compensation and reimbursement to be paid to the executive bodies of the Company the Chairman of the Management Board and the members of the Management Board;
- 10) recommendations on the amounts of compensation and reimbursement to be paid to members of the Audit Committee and determination of the amount to be paid for the services of the auditor;
- 11) recommendations on the amount of the dividend on shares and the procedure for its payment;
- 12) utilization of the reserve fund and other funds of the Company;
- 13) approval of internal documents of the Company, with the exception of internal documents whose approval is assigned by the JSC Law to the competence of the General Meeting of Shareholders or assigned by this Charter to the competence of the Company's executive bodies;
- 14) creation of branches and opening of representative offices of the Company;
- 15) approval of major transactions in the cases provided for by chapter X of the JSC Law;
- 16) approval of the transactions provided for by chapter XI of the JSC Law;

- 17) approval of the Company's registration body and the terms of the contract with the registration body, and termination of the contract with the registration body;
- 18) other issues provided for by the JSC Law and Company's charter .

Competence of the Issuer's individual and collective executive bodies in accordance with its charter (constitutive documents):

17.1. Management of the Company's current activities shall be carried out by the individual executive body of the Company – the Director (Chairman of the Management Board) – and by the collective executive body of the Company – the Management Board. The executive bodies of the Company (the Chairman of the Management Board and the Management Board) shall be accountable to the Board of Directors and the General Meeting of Shareholders.

17.2. The Chairman of the Management Board shall perform the functions of Director of the Company and chairman of the collective executive body of the Company (the Management Board). The Chairman of the Management Board shall be the manager of the Company.

17.3. Assigned to the competence of the individual executive body of the Company are all issues of management of the Company's current activities, with the exception of issues assigned to the competence of the General Meeting of Shareholders and the Board of Directors. The individual executive body of the Company shall organize the fulfillment of resolutions of the General Meeting of Shareholders and the Board of Directors.

17.4. The Chairman of the Management Board without a power of proxy shall act on behalf of the Company, including:

- 1) carry out operative management of the Company's activities;
- 2) have the right of first signature on financial documents;
- 3) direct and dispose of the Company's property for the purpose of assuring its current activity, within the limits established by this charter and current Russian legislation;
- 4) represent the Company's interests both in the Russian Federation and elsewhere, including in foreign states;
- 5) approve staff lists, conclude employment contracts with the Company's employees, and offer incentives to and impose penalties on the Company's employees;
- 6) direct the work of the Management Board and preside at its meetings;
- 7) recommend candidates for the Management Board to the Board of Directors for approval;
- 8) complete transactions in the Company's name, except in the cases provided for by the JSC Law and the Company's charter;
- 9) issue powers of attorney on in the Company's name;
- 10) open bank accounts of the Company;
- 11) organize the Company's accounting and reporting;
- 12) issue orders and instructions binding upon all employees of the Company;
- 13) perform other functions necessary for achievement of the goals of the Company's activities and assurance of its normal operation in accordance with current legislation and the Company's charter, with the exception of the functions assigned by the JSC Law and the Company's charter to other management bodies of the Company.

17.5. The Chairman of the Management Board shall be elected by the Board of Directors at its first meeting (after the election of a new Board of Directors at the annual General Meeting of Shareholders) for a term of 3 (three) years.

The term of office of the Chairman of the Management Board shall be counted from the time of his election by the Board of Directors to the time of election (reelection) of the Chairman of the Management Board three years later at the first meeting of the new Board of Directors (after the election of a new Board of Directors at the annual General Meeting of Shareholders).

17.6. In the event of early termination of the powers of the Chairman of the Management Board, the powers of the newly elected Chairman of the Management Board shall be effective until the election (reelection) of the Chairman of the Management Board at the first meeting of its new Board of Directors (after the election of a new Board of Directors at the annual General Meeting of Shareholders) 3 (three) years after the meeting of the Board of Directors at which the Chairman of the Board of Directors whose powers were terminated was elected.

17.7. The Management Board shall be the collective executive body of the Company and under the direction of the Chairman of the Management Board shall make decisions on the following issues pertaining to current management of the Company's activities in the period between General Meetings of Shareholders and meetings of the Board of Directors:

17.7.1. organization of the Company's accounting and reporting, preparation and submission of annual reports and balance sheets of the Company to the Board of Directors for approval;

17.7.2. decisions on issues pertaining to interaction with suppliers of goods and services for the Company and with consumers of its products;

17.7.3. establishment of prices, rates, and commissions under contracts with suppliers and consumers;

17.7.4. ensuring supplies of materials and equipment to the Company and supporting the sale of its products and services;

17.7.5. keeping personnel records in accordance with current Russian legislation;

17.7.6. monitoring the condition of buildings, premises, and equipment of the Company, as well as the movement of tangible and monetary valuables;

17.7.7. the book-keeping of the Company's archives, ensuring clerical work and the work of the Company's office, and organization of document storage at the Company in accordance with current legislation;

17.7.8. providing organizational and technical support for the activities of the General Meeting of Shareholders, the Board of Directors, and the Audit Committee;

17.7.9. organizing the fulfillment of resolutions of the General Meeting of Shareholders and the Board of Directors;

17.7.10. performance of orders and/or instructions of the Chairman of the Management Board in other matters associated with the current activities of the Company .

The Issuer does not have a single internal document to regulate its corporate conduct.

5.2. Information on the persons in the Issuer's management bodies

Board of Directors

Chairman: *David Iakobachvili*

Members of Board of Directors:

Dubinina, Mikhail Vladimirovich

Born: *1969*

Education: high

Positions over past 5 years:

Period: *1992-Present*

Organization: *TOO Universal Partnership Center*

Area of Operations: *Production of foods, juices, and beverages*

Position: *Acting general director*

Period: *1996-1999*

Organization: *ZAO Foods Production*

Area of Operations: *Production of foods, juices, and beverages*

Position: *Deputy Director*

Period: *1997 - Present*

Organization: *OJSC Lianozovo Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1997 - 2003*

Organization: *OJSC Ramenskoye Dairy*

Area of Operations: *Production and sale of dairy products*

Dubinina, Mikhail Vladimirovich

Position: *Member of Board of Directors*

Period: *1997 - 2002*

Organization: *ZAO Grande-V*

Area of Operations: *Production and sale of foods, juices and beverages*

Position: *Member of Board of Directors*

Period: *1997 - Present*

Organization: *OJSC Tsaritsino Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1997 - Present*

Organization: *OJSC Children's Dairy Products Factory*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1998 - 2001*

Organization: *CB Expobank LLC*

Area of Operations: *Banking services*

Position: *Member of Board of Directors*

Period: *1998 - 2003*

Organization: *OJSC Nizhny Novgorod Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1998 - 2003*

Organization: *OJSC Vladivostok Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1998 - Present*

Organization: *OJSC Siberian Milk*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2000 - 2003*

Organization: *OJSC Volga Brewery*

Area of Operations: *Production and sale of low alcohol content products*

Position: *Member of Board of Directors*

Period: *2000 - 2002*

Organization: *OJSC Beer Industry of Primorie*

Area of Operations: *Production and sale of beer, malt and kvass*

Position: *Member of Board of Directors*

Dubinina, Mikhail Vladimirovich

Period: **2000 - Present**

Organization: **OJSC Kiev City Dairy No. 3**

Area of Operations: **Production and sale of dairy products**

Position: **Member of Supervisory Board**

Period: **2000 - 2001**

Organization: **OJSC East-European Insurance Agency**

Area of Operations: **Insurance services**

Position: **Member of the Board of Directors**

Period: **2001 - 2003**

Organization: **OJSC Ufamolagroprom**

Area of Operations: **Production and sale of dairy products**

Position: **Member of Supervisory Board**

Period: **2001 - 2003**

Organization: **OJSC Moskvoretsky Brewery**

Area of Operations: **Production and sale of beer and malt**

Position: **Member of the Board of Directors**

Period: **2001 - 2003**

Organization: **OJSC Lianozovo Dairy**

Area of Operations: **Production and sale of dairy products**

Position: **Adviser to Executive Director**

Period: **2001 - Present**

Organization: **OJSC Dairy**

Area of Operations: **Production and sale of dairy products**

Position: **Member of Board of Directors**

Period: **2001 - Present**

Organization: **DZAO Karasuk Milk**

Area of Operations: **Production and sale of dairy products**

Position: **Member of Board of Directors**

Period: **2001 - Present**

Organization: **ZAO Rubtsovsk Dairy**

Area of Operations: **Production and sale of dairy products and consumer goods**

Position: **Member of Board of Directors**

Period: **2001 - Present**

Organization: **OJSC Bishkeksut**

Area of Operations: **Production and sale of dairy products**

Position: **Member of the Board of Directors**

Period: **2001 - Present**

Dubin, Mikhail Vladimirovich

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Organization: *Central European Brewing Company LLC*

Area of Operations: *Production and sale of beer, low alcohol content and alcohol-free beverages*

Position: *Member of Board of Directors*

Period: *2002 - Present*

Organization: *ZAO Gulkevichi Creamery*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2002 - Present*

Organization: *ZAO Buryl milk powder factory*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2002 - 2003*

Organization: *OJSC Novokubyshevsk Milk*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Share in the Issuer's charter capital: **6.83%**

Shares in Associated/Dependent Companies of the Issuer:

Name: ***PJSC Lianozovo Dairy***

Share: **0.049%**

Name: ***OJSC Tsaritsino Dairy***

Share: **0.659%**

Orlov, Alexander Sergueevich

Born: **1948**

Education: higher

Positions over past 5 years:

Period: **1997 - Present**

Organization: ***OJSC Tsaritsino Dairy***

Area of Operations: ***Production and sale of dairy products***

Position: ***Member of Board of Directors***

Period: **1997 - 2003**

Organization: ***OJSC Ramenskoye Dairy***

Area of Operations: ***Production and sale of dairy products***

Position: ***Member of Board of Directors***

Period: **1997 - Present**

Orlov, Alexander Sergueevich

Organization: *Children's Dairy Products Factory*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1997 - Present*

Organization: *OJSC Lianozovo Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1997 - 2002*

Organization: *ZAO Grande-V*

Area of Operations: *Production and sale of foods, juices and beverages*

Position: *Member of Board of Directors*

Period: *1998 - Present*

Organization: *OJSC Nizhny Novgorod Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1998 - 2001*

Organization: *CB Expobank LLC*

Area of Operations: *Banking services*

Position: *Member of the Board of Directors*

Period: *1998 - 2003*

Organization: *OJSC Vladivostok Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1998 - 2002*

Organization: *ZAO PTG WBD*

Area of Operations: *management and consulting services*

Position: *General Director*

Period: *1998 - Present*

Organization: *OJSC Siberian Milk*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1998 - Present*

Organization: *OJSC Kiev City Dairy No. 3*

Area of Operations: *Production and sale of dairy products*

Position: *Supervisory Board Member*

Period: *2000 - 2002*

Organization: *OJSC Beer Industry of Primorie*

Area of Operations: *Production and sale of beer, malt and kvass*

Position: *Member of Board of Directors*

Period: *2003 - Present*

Organization: *OJSC Beer Industry of Primorie*

Area of Operations: *Production and sale of beer, malt and kvass*

Position: *Member of Board of Directors*

Period: *2000 - Present*

Organization: *OJSC Volga Brewery*

Area of Operations: *Production and sale of low alcohol content products*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *OJSC Moskvoretsky Brewery*

Area of Operations: *Production and sale of beer and malt*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *Central European Brewing Company LLC*

Area of Operations: *Production and sale of beer, low alcohol content and alcohol-free beverages*

Position: *Member of the Board of Directors*

Period: *2001 - 2003*

Organization: *OJSC Lianozovo Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Adviser to Executive Director*

Period: *2001 - 2003*

Organization: *OJSC Ufamolagroprom*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Supervisory Board*

Period: *2003 - Present*

Organization: *OJSC Ufamolagroprom*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Supervisory Board*

Period: *2001 - Present*

Organization: *OJSC Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2001 - Present*

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Organization: *ZAO Rubtsovsk Dairy*

Area of Operations: *Production and sale of dairy products and consumer goods*

Position: *Member of Board of Directors*

Period: *2001 - 2003*

Organization: *OJSC Bishkeksut*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2002 - 2003*

Organization: *DZAO Karasuk Milk*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2002 - Present*

Organization: *ZAO Buryin milk powder factory*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2002 - Present*

Organization: *ZAO Gulkevichi Creamery*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2002 - Present*

Organization: *OJSC Novokubyshevsk Milk*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Share in the Issuer's charter capital: *4.391%*

Shares in Associated/Dependent Companies of the Issuer:

Name: *OJSC Lianozovo Dairy*

Share: *0.028%*

Name: *OJSC Tsaritsino Dairy*

Share: *0.373%*

Plastinin, Sergei Arkadievich

Born: *1968*

Education: high

Positions over past 5 years:

Period: *1993 - Present*

Plastinin, Sergei Arkadievich

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Organization: *OOO Experimental association Issa*

Area of Operations: *Production and sale of consumer goods, food products, and products intended for manufacturing purposes*

Position: *General Director*

Period: *1996 - Present*

Organization: *ZAO Production and Analytical Group Rodnik*

Area of Operations: *Production and sale of foods*

Position: *Executive Director*

Period: *1997 - Present*

Organization: *OJSC Tsaritsino Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1997 - Present*

Organization: *ZAO Grande-V*

Area of Operations: *Production and sale of foods, juices and beverages*

Position: *Member of Board of Directors*

Period: *1997 - Present*

Organization: *OJSC Ramenskoye Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1997 - Present*

Organization: *OJSC Lianozovo Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1997 - Present*

Organization: *OJSC Children's Dairy Products Factory*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1998 - 2002*

Organization: *ZAO PTG WBD*

Area of Operations: *Managerial and consulting services*

Position: *Deputy General Director*

Period: *1998 - 2001*

Organization: *CB Expobank LLC*

Area of Operations: *Banking services*

Position: *Member of Board of Directors*

Period: *1998 - Present*

Organization: *OJSC Vladivostok Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1998 - Present*

Organization: *OJSC Siberian Milk*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1998 - Present*

Organization: *OJSC Nizhny Novgorod Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2000 - 2002*

Organization: *OJSC Beer Industry of Primorie*

Area of Operations: *Production and sale of beer, malt, and kvass*

Position: *Member of Board of Directors*

Period: *2000 - Present*

Organization: *OJSC Volga Brewery*

Area of Operations: *Production and sale of low alcohol content products*

Position: *Member of Board of Directors*

Period: *2000 - Present*

Organization: *OJSC Kiev City Dairy No. 3*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Supervisory Board*

Period: *2001 - Present*

Organization: *OOO Central European Brewery*

Area of Operations: *Production and sale of beer, low alcohol and alcohol-free beverages*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *OJSC Ufamolagroprom*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Supervisory Board*

Period: *2001 - 2001*

Organization: *OOO Wimm-Bill-Dann Foods*

Area of Operations: *Production and sale of foods, juices and beverages*

Position: *General Director*

Period: *2001 - Present*

Organization: *OJSC Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *OJSC Moskvoretsky Brewery*

Area of Operations: *Production and sale of beer and malt*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *OJSC Bishkeksut*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *OJSC Lianozovo Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Adviser to Executive Director*

Period: *2001 - Present*

Organization: *ZAO Rubtsovsk Dairy*

Area of Operations: *Production and sale of dairy products and consumer goods*

Position: *Member of Board of Directors*

Period: *2002 - Present*

Organization: *ZAO Gulkevichi Creamery*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2002 - Present*

Organization: *DZAO Karasuk Milk*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2002 - Present*

Organization: *OJSC Novokubyshevsk Milk*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Share in the Issuer's charter capital: *12.16%*

Shares in Associated/Dependent Companies of the Issuer:

Name: *PJSC Lianozovo Dairy*

Share: *0.049%*

Name: *OJSC Tsaritsino Dairy*

Share: *0.659%*

David Iakobachvili

Born: *1957*

Education: higher (unfinished)

Positions over past 5 years:

Period: *2000 - 2001*

Organization: *OJSC Beer Industry of Primorie*

Area of Operations: *Production and sale of beer, malt, and kvass*

Position: *Member of Board of Directors*

Period: *2000 - Present*

Organization: *OJSC Kiev City Dairy No. 3*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Supervisory Board*

Period: *2000 - 2001*

Organization: *OJSC East-European Insurance Agency*

Area of Operations: *Insurance services*

Position: *Member of Board of Directors*

Period: *2000 - 2001*

Organization: *CB Expobank LLC*

Area of Operations: *Banking services*

Position: *Member of Board of Directors*

Period: *2000 - Present*

Organization: *OJSC Volga Brewery*

Area of Operations: *Production and sale of low alcohol products*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *OJSC Vladivostok Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *OJSC Ramenskoye Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *OJSC Tsaritsino Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: **2001 - 2003**

Organization: **OJSC Lianozovo Dairy**

Area of Operations: **Production and sale of dairy products**

Position: **Adviser to Executive Director**

Period: **2001 - Present**

Organization: **OJSC Lianozovo Dairy**

Area of Operations: **Production and sale of dairy products**

Position: **Member of Board of Directors**

Period: **2001 - Present**

Organization: **OJSC Nizhny Novgorod Dairy**

Area of Operations: **Production and sale of dairy products**

Position: **Member of Board of Directors**

Period: **2001 - Present**

Organization: **OJSC Children's Dairy Products Factory**

Area of Operations: **Production and sale of dairy products**

Position: **Member of Board of Directors**

Period: *2001 - Present*

Organization: *OJSC Siberian Milk*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *OJSC Bishkeksut*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *OJSC Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *OJSC Moskvoretsky Brewery*

Area of Operations: *Production and sale of beer and malt*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *OOO Central European Brewery*

Area of Operations: *Production and sale of beer, low alcohol and alcohol-free beverages*

Position: *Member of Board of Directors*

Period: *2001 - Present*

David Iakobachvili

Organization: *OJSC Ufamolagroprom*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Supervisory Board*

Period: *1997 - Present*

Organization: *Airport Financial Services Limited*

Area of Operations: *Financial services*

Position: *Director*

Period: *1997 - 2002*

Organization: *OOO Trinity*

Area of Operations: *Servicing and maintenance of machinery and equipment*

Position: *Member of Board of Directors*

Period: *1999 - 2003*

Organization: *OJSC Prospect*

Area of Operations: *Catering*

Position: *Member of Board of Directors*

Period: **2001 - 2002**

Organization: **ZAO Metelitsa-Club**

Area of Operations: **Organization and running of public catering establishments**

Position: **Member of Board of Directors**

Period: **2002 -Present**

Organization: **OOO Metelitsa-Club**

Area of Operations: **Organization and running of public catering establishments**

Position: **Member of Board of Directors**

Period: **2003 - Present**

Organization: **ZAO Auto-40**

Area of Operations: **Transport and expeditionary services**

Position: **Member of Board of Directors**

Period: **2001 - Present**

Organization: **ZAO Rubtsovsk Dairy**

Area of Operations: **Production and sale of food products and consumer goods**

Position: **Member of Board of Directors**

Period: **2002 - Present**

Organization: **ZAO Gulkevichi Creamery**

Area of Operations: **Production and sale of dairy products**

Position: **Member of Board of Directors**

Period: **2002 - Present**

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Organization: *OJSC Novokubyshevsk Milk*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Share in the Issuer's charter capital stock: *9.465%*

Shares in Associated/Dependent Companies of the Issuer:

Name: *PJSC Lianozovo Dairy*

Share: *0.025%*

Name: *OJSC Tsaritsino Dairy*

Share: *4.07%*

Scherbak, Vladimir Nikolaevich

Born: *1939*

Education: higher

Positions over past 5 years:

Period: *1996 - 1999*

Organization: *Ministry of Agriculture and Food of the Russian Federation*

Area of Operations: *Management in the sphere of the agro industrial complex and food supplies*

Position: *First Deputy Minister*

Period: *1999 - 2000*

Organization: *Government of the Russian Federation*

Area of Operations: *Executive functions*

Position: *Minister, Deputy Chairman of the Russian Federation Government*

Period: *2001 - 2003*

Organization: *OJSC Lianozovsky Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Adviser to Executive Director*

Share in the Issuer's charter capital: *none*

Shares in Associated/Dependent Companies of the Issuer: *none*

Tutelyan, Victor Alexandrovich

Born: *1942*

Education: higher

Positions over past 5 years:

Period: **1980 - 1999**

Organization: ***Institute of Nutrition of the Russian Academy of Medical Sciences***

Area of Operations: ***scientific research***

Position: ***Deputy Director***

Period: **2000 - Present**

Organization: ***Institute of Nutrition of the Russian Academy of Medical Sciences***

Area of Operations: ***scientific research***

Position: ***Director***

Share in the Issuer's charter capital stock: ***none***

Shares in Associated/Dependent Companies of the Issuer: ***none***

Yasin, Eugeny Grigorievich

Born: ***1934***

Education: higher

Positions over past 5 years:

Period: ***1994 - 1997***

Organization: ***Ministry of Economy of the Russian Federation***

Area of Operations: *Economics*

Position: *Minister*

Period: *1997 - 1998*

Organization: *Government of the Russian Federation*

Area of Operations: *Economics*

Position: *Minister*

Period: *1998 - Present*

Organization: *Moscow State University - Higher School of Economics*

Area of Operations: *Teaching*

Position: *Scientific adviser*

Share in the Issuer's charter capital stock: *none*

Shares in Associated/Dependent Companies of the Issuer: *none*

Guy de Selliers

Born: *1952*

Education: higher

Positions over past 5 years:

Period: *1990 - 1997*

Organization: *EBRD Bank*

Area of Operations: *Banking*

Position: *Deputy Vice-President*

Guy de Selliers

Period: **1997 - 1998**

Organization: **Mc. BBL, Investment Bank**

Area of Operations: **Banking**

Position: **Head of Department**

Period: **1999 - 2000**

Organization: **Fleming, Investment Bank**

Area of Operations: **Banking**

Position: **Head of European Department**

Period: **2001 - 2003**

Organization: **Leader Capital**

Area of Operations: **Private stock fund**

Position: **Chairman**

Period: **2002 - Present**

Organization: **Norilsk Nickel**

Area of Operations: **Metallurgy**

Position: **Member of the Board of Directors**

Period: *2003 - Present*

Organization: *HB Advisers (UK)*

Area of Operations: *Consulting services*

Position: **Chairman**

Period: *2003 - Present*

Organization: *Chatura Furniture*

Area of Operations: *no data*

Position: **Member of the Board of Directors**

Share in the Issuer's charter capital stock: *none*

Shares in Associated/Dependent Companies of the Issuer: *none*

Michael A. O Neill

Born: *1945*

Education: higher

Positions over past 5 years:

Period: *1997 - 2000*

Organization: *The Coca-Cola Company*

Area of Operations: *soft drinks*

Position: *President of Northern Eurasia Division*

Period: *2000 - Present*

Organization: *The Coca-Cola Company*

Michael A. O Neill

Area of Operations: *soft drinks*

Position: *Consultant*

Period: *2002 - Present*

Organization: *EFES Breweries International*

Area of Operations: *production and sale of beer*

Position: *Member of the Board of Directors*

Period: *2003 - Present*

Organization: *EFES Invest*

Area of Operations: *soft drinks*

Position: *Member of the Board of Directors*

Period: *2002 - Present*

Organization: *ZAO Torgoviy Dom Perekriostok*

Area of Operations: *retailing*

Position: *Member of the Board of Directors*

Share in the Issuer's charter capital: *none*

Shares in Associated/Dependent Companies of the Issuer: *none*

Ernest Linwood Tipton

Born: *1934*

Education: higher

Positions over past 5 years:

Period: *1987 - 2003*

Organization: *International Dairy Foods Association*

Area of Operations: *Agriculture*

Position: *President*

Share in the Issuer's charter capital: *none*

Shares in Associated/Dependent Companies of the Issuer: *none*

J. B. Mark Mobius

Born: *1936*

Education: higher

Positions over past 5 years:

Period: *1992 - Present*

Organization: *Templeton Asset Management Ltd.*

Area of Operations: *Provision of managerial services*

Position: *Managing Director*

Period: *2002 - Present*

Organization: *OAO Lukoil*

Area of Operations: *Oil and gas investigation ,production and sale of petrochemicals*

Position: *Member of the Board of Directors*

Share in the Issuer's charter capital: *none*

Shares in Associated/Dependent Companies of the Issuer: *none*

Individual executive body and members of collective executive body:

Plastinin, Sergei Arkadievich

Born: *1968*

Education: high

Positions over past 5 years:

Period: *1993 - Present*

Organization: *OOO Experimental association Issa*

Area of Operations: *Production and sale of consumer goods, food products, and products intended for manufacturing purposes*

Position: *General Director*

Period: *1996 - Present*

Organization: *ZAO Production and Analytical Group Rodnik*

Area of Operations: *Production and sale of foods*

Position: *Executive Director*

Period: *1997 - Present*

Organization: *OJSC Tsaritsino Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *1997 - Present*

Organization: *ZAO Grande-V*

Area of Operations: *Production and sale of foods, juices and beverages*

Position: *Member of Board of Directors*

Period: *1997 - Present*

Organization: *OJSC Ramenskoye Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: **1997 - Present**

Organization: **OJSC Lianozovo Dairy**

Area of Operations: **Production and sale of dairy products**

Position: **Member of Board of Directors**

Period: **1997 - Present**

Organization: **OJSC Children's Dairy Products Factory**

Area of Operations: **Production and sale of dairy products**

Position: **Member of Board of Directors**

Period: **1998 - 2002**

Organization: **ZAO PTG WBD**

Area of Operations: **Managerial and consulting services**

Position: **Deputy General Director**

Period: **1998 - 2001**

Organization: **CB Expobank LLC**

Area of Operations: **Banking services**

Position: **Member of Board of Directors**

Period: **1998 - Present**

Organization: **OJSC Vladivostok Dairy**

Area of Operations: **Production and sale of dairy products**

Position: **Member of Board of Directors**

Period: **1998 - Present**

Organization: **OJSC Siberian Milk**

Area of Operations: **Production and sale of dairy products**

Position: **Member of Board of Directors**

Period: **1998 - Present**

Organization: **OJSC Nizhny Novgorod Dairy**

Area of Operations: **Production and sale of dairy products**

Position: **Member of Board of Directors**

Period: **2000 - 2002**

Organization: **OJSC Beer Industry of Primorie**

Area of Operations: **Production and sale of beer, malt, and kvass**

Position: **Member of Board of Directors**

Period: **2000 - Present**

Organization: **OJSC Volga Brewery**

Area of Operations: **Production and sale of low alcohol content products**

Position: **Member of Board of Directors**

Period: **2000 - Present**

Organization: *OJSC Kiev City Dairy No. 3*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Supervisory Board*

Period: *2001 - Present*

Organization: *OOO Central European Brewery*

Area of Operations: *Production and sale of beer, low alcohol and alcohol-free beverages*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *OJSC Ufamolagroprom*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Supervisory Board*

Period: *2001 - 2001*

Organization: *OOO Wimm-Bill-Dann Foods*

Area of Operations: *Production and sale of foods, juices and beverages*

Position: *General Director*

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Period: *2001 - Present*

Organization: *OJSC Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *OJSC Moskvoretsky Brewery*

Area of Operations: *Production and sale of beer and malt*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *OJSC Bishkeksut*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2001 - Present*

Organization: *OJSC Lianozovo Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Adviser to Executive Director*

Period: *2001 - Present*

Organization: *ZAO Rubtsovsk Dairy*

Area of Operations: *Production and sale of dairy products and consumer goods*

Position: *Member of Board of Directors*

Period: *2002 - Present*

Organization: *ZAO Gulkevichi Creamery*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2002 - Present*

Organization: *DZAO Karasuk Milk*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2002 - Present*

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Organization: *OJSC Novokubyshevsk Milk*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Share in the Issuer's charter capital: *12.16%*

Shares in Associated/Dependent Companies of the Issuer:

Name: *PJSC Lianozovo Dairy*

Share: *0.049%*

Name: *OJSC Tsaritsino Dairy*

Share: *0.659%*

Byrdin, Maxim Olegovich

Born: *1972*

Education: higher

Positions over past 5 years:

Period: *1998 - Present*

Organization: *OJSC Lianozovo Dairy*

Area of Operations: *Production and sale of milk and dairy products*

Position: *Executive Director, Chairman of the Management Board*

Period: *2002 - Present*

Organization: *Roska OAO*

Area of Operations: *Production and sale of foods*

Position: *Member of Board of Directors*

Period: *2002 - 2003*

Organization: *OJSC Ufamolagroprom*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Supervisory Board*

Period: *2002 - 2003*

Organization: *OJSC Kharkov Dairy*

Byrdin, Maxim Olegovich

Area of Operations: *Production and sale of milk and dairy products*

Position: *Member of Board of Directors*

Period: *2003 - Present*

Organization: *OJSC Nizhny Novgorod Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2003- Present*

Organization: *OJSC Vladivostok Dairy*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2003 - Present*

Organization: *OJSC Novokubyshevsk Milk*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Period: *2003 - Present*

Organization: *Open Joint Stock Company Tuimazy Milk Plant*

Area of Operations: *Production and sale of dairy products*

Position: *Member of Board of Directors*

Share in the Issuer's charter capital: *none*

Shares in Associated/Dependent Companies of the Issuer: *none*

Preobrazhensky, Vladimir Vladimirovich

Born: *1961*

Education: higher

Positions over past 5 years:

Period: *1999 - 2000*

Organization: *Vypel Communications OAO*

Area of Operations: *Telecommunication services*

Position: *Deputy General Director*

Period: *2000 - 2000*

Organization: *BeeOnLine-Portal ZAO*

Area of Operations: *Telecommunication services*

Position: *General Director*

Period: *2000 - 2000*

Organization: *Vypel Communications OAO*

Area of Operations: *Telecommunication services*

Preobrazhensky, Vladimir Vladimirovich

Position: *Vice President*

Period: *2000 - 2002*

Organization: *Ward Howell International ZAO*

Area of Operations: *Consulting services*

Position: *Consultant*

Period: *2002 - Present*

Organization: *Wimm-Bill-Dann Foods OJSC*

Area of Operations: *Production and sale of foods, juices, and beverages*

Position: *Chief Financial Officer*

Period: *2003 - Present*

Organization: *OJSC Kharkov Dairy*

Area of Operations: *Production and sale of milk and dairy products*

Position: *Member of Board of Directors*

Share in the Issuer's charter capital: *none*

Share in Associated/Dependent Companies of the Issuer: *none*

Malyutin Aleksandr Evgenyevich

Born: *1977*

Education: higher

Positions over past 5 years:

Period: *1998 -2000*

Organisation: *CJSC Tetra Pak*

Area of Operations: *production and selling of packing production*

Position: *commercial representative*

Period: *2000 -2004*

Organisation: *CJSC Tetra Pak*

Area of Operations: *production and selling of packing production*

Position: *sales department manager*

Period: *2004 -2004*

Organisation: *CJSC Tetra Pak*

Area of Operations: *production and selling of packing production*

Position: *business development manager*

Period: *2004 -Present*

Organisation: *Wimm-Bill-Dann Foods OJSC*

Area of Operations: *Production and sale of foods, juices, and beverages*

Position: *Head of the Juice Business Segment*

Period: **2004 -Present**

Organisation: *Trading Company Wimm-Bill-Dann CJSC*

Area of Operations: *Production and sale of juice production*

Position: *Executive director*

Shares in Issuer's Authorised Capital Stock **none**

Shares in Associated Companies/ Affiliated Companies: **none**

Yadegardjam Djamshid

Born: 1965

Education: higher

Positions over past 5 years:

Period: **2003 -Present**

Organisation: *Wimm-Bill-Dann Foods OJSC*

Area of Operations: *Production and sale of foods, juices, and beverages*

Position: *Head of the investor relations Department*

Shares in Issuer's Authorised Capital Stock **none**

Shares in Associated Companies/ Affiliated Companies: *none*

Person performing the functions of individual executive body of the Issuer: *Sergei Arkadievich Plastinin*

5.3. Information on remunerations, benefits and/or reimbursements per each management body of the Issuer

Total remunerations paid to the Board of Directors members in the 2003 financial year amounted to 25 892 391, 93 RUR

Total remunerations paid to the members of the collective executive body (Management Board) in the 2003 financial year amounted to: 19 129 438, 10 RUR

5.4. Information on the bodies monitoring the Issuer's business activities, their structure and powers

The structure and powers of the bodies monitoring the Issuer's business activities under the Issuer's Article of Association (constitutive documents).

Internal Audit Committee

Auditor

As per Art. 21 of the Issuer's Charter the Company's business activities shall be monitored by an Internal Audit Committee.

The Internal Audit Committee shall be elected at annual general meetings of the Company shareholders for a period of 1 (one) year and shall include at least 7 (seven) members. The shares of the BOD members and the officers in the Company management bodies cannot vote for election of the Internal Audit Committee members.

The term of the Internal Audit Committee shall start at the moment it is elected by the annual general meeting of the Company shareholders and shall expire at the moment the following annual general meeting of Company shareholders elects (re-elects) the Audit Committee.

The powers of individual Internal Audit Committee members or of the whole of it can be terminated by the general meeting of the Company shareholders on the grounds and according to the procedure provided for by the internal documents of the Company.

In case the number of the Internal Audit Committee members is less than that twice as small as provided for in the Company Charter, then the Board shall convene an extraordinary general meeting of the Company shareholders for the purpose of electing a new Internal Audit Committee.

5.3. Information on remunerations, benefits and/or reimbursements per each management body of the Issuer

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The remaining Internal Audit Committee members shall fulfill their functions until a new Audit Committee is elected at an extraordinary general meeting of the Company shareholders.

In case the powers of the Internal Audit Committee are terminated, the term of the new Internal Audit Committee shall expire at the moment the following annual general meeting of the Company shareholders elects (re-elects) the Audit Committee.

A shareholder or any person nominated by a shareholder can be a member of the Internal Audit Committee. Members of the Company Internal Audit Committee can not simultaneously act as the Company BOD members, a solely independent executive body, Management Committee and Liquidation Committee members.

The Internal Audit Committee shall elect Chairman and Secretary.

The Company's business activities shall be audited on the basis of the Company performance within appropriate year.

An audit of the Company's business activities shall be initiated at any time:

by the Internal Audit Committee of the Company itself;

upon the decision of the shareholders' general meeting;

by the Board of Directors of the Company;

upon decision of the Chairman of the Company Management Committee;

upon demand of Company shareholder (shareholders) who, as per the date the demand is submitted, owns in total at least 10% of the shares that can vote on any issues within the competence of the General Shareholders' Meeting.

Upon the request of the Company Internal Audit Committee officers in the Company management bodies shall provide documents on the Company's business activities.

The Internal Audit Committee of the Company can convene an extraordinary General Shareholders' Meeting according to the procedure set by the Articles of Association of the Company.

Proceeding from the results yielded by an audit of the Company's business activities the Internal Audit Committee of the Company shall make a report, which shall:

confirm that data contained in the reports and other financial documents of the Company are true;

contain information on violations of the accounting and financial reporting procedures set by legal acts of the Russian Federation and of other legal acts of the Russian Federation regulating business activities.

Upon decision of the General Shareholders' Meeting the Internal Audit Committee members, within their term, may be paid remunerations and/or have the expenses incurred in connection with the fulfillment of their duties reimbursed. The amount of such remunerations and reimbursements shall be determined by the general meeting of shareholders.

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The procedures the Internal Audit Committee shall follow when acting on other issues not provided for in these Articles may be set by the internal documents of the Company.

As per Art. 22 of the Issuer's Articles of Association the Auditor effects the revision of the Issuer's business activities according to the legal acts of the Russian Federation and on the basis of an appropriate contract concluded with the Issuer.

The Company auditor shall be approved by the General Shareholders' Meeting. The remuneration payable shall be determined by the Board of Directors.

Proceeding from the results yielded by an audit of the Company's business activities the Company auditor shall make a report, which shall:

confirm that data contained in the reports and other financial documents of the Company are true;

contain information on violations of the accounting and financial reporting procedures set by legal acts of the Russian Federation and of other legal acts of the Russian Federation regulating business activities.

22.4. An internal audit of the Company shall be carried out by the Company Internal Audit Committee.

Information on Internal Audit Service, its Working Period, and Key Personnel

The Internal Audit Service and the Company Audit Committee are responsible for internal control of the Company's business operations.

The Internal Audit Service is a structural division of the Issuer.

The Internal Audit Service shall report to the Chief Financial Director, and the Audit Committee shall report to the General Shareholders Meeting of the Issuer.

The Head of the Internal Audit Service shall be solely independent in managing the Service.

As per the end of the accounting quarter, the Internal Audit Service has, apart from its head, a staff of 7 employees, who have an extensive audit experience.

The staff of the Service have been working since January 1, 2003.

Basic Functions of the Internal Audit Service

Make all necessary arrangements for establishment and implementation of an effective internal control system in the group of enterprises, which are directly or indirectly controlled by the Issuer (hereinafter referred to as the Group) and in certain enterprises and divisions, which meets the development goals of the said group and legal requirements

Make all necessary arrangements for and carry out audits of the divisions and enterprises of the Group

Create and implement a single corporate procedure for assessment of the internal control system and components thereof

Make all necessary arrangements for optimization of the internal control system and components thereof

Accountability of the Internal Audit Service, Cooperation with the Issuer's Executive Bodies and Board of Directors (Supervisory Board)

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The Head of the Internal Audit Service shall be appointed and dismissed by the Chairman of the Management Committee subject to approval of the Chairman of the Board of Directors.

The Head of the Service shall be subordinate and accountable directly to the Chief Financial Officer.

The Internal Audit Service shall, within the time limits set, prepare an overall annual plan for development of internal control systems and an annual report on the existing internal control systems and submit the said documents to the Chief Financial Officer and the Management Board for their approval.

The Internal Audit Service shall discuss with the BOD Audit Committee issues related to functioning of internal control tools, development of rules and procedures for business risks assessment and coordination.

Cooperation with Executive Bodies

The Internal Audit Service shall receive from the divisions of the enterprises:

quarterly and annual accounting reports in the form approved by the regulation of the Ministry of Finance of the Russian Federation, basic documents; statements on the production cost of the products, sale thereof, etc.

monthly and quarterly reports of the enterprises in the form developed by the Service; other data upon requests;

approved financial plans and budgets of the divisions; reporting on execution thereof;

improvement plan for the internal control systems; report on execution thereof.

The Internal Audit Service shall prepare and send to the enterprises and divisions of the Group:

recommendations on implementation of internal control in the enterprises and the divisions;

information on methods of initial assessment of the internal control systems and individual control tools.

Cooperation between the Internal Audit Service and the Issuer's External Auditor

The Internal Audit Service shall receive from the auditors audit reports, statements and recommendations on individual issues, materials on new legislations and auditing standards.

The Internal Audit Service shall, in cooperation with other divisions, participate in the development of plans aimed at eliminating the drawbacks identified by the auditors, monitoring execution thereof and notifying the auditors of the implementation results.

The Issuer does not have any internal document to prevent unauthorized use of the Company insider information.

5.5. Information on the persons in the bodies monitoring the Issuer's business activities

The Audit Committee:

Elena B. Kuznetsova

Year of birth: *1955*

Education: *higher*

Positions over past 5 years:

1997-2002

Enterprise: ***PTG WBD ZAO***

Position: ***Head of the Internal Control and Analysis Department***

2002-2002

Enterprise: ***TsMK OAO***

Position: ***Director of the Internal Control Department***

2003-Present

Enterprise: ***WBD Foods***

Position: ***Head of the Internal Audit Service***

Share in the Issuer's charter capital: ***none***

Share in Associated/Dependent Companies of the Issuer: *none*

Elena V. Gorshechnikova

Year of birth: ***1966***

Education: ***higher***

Positions over past 5 years:

1997-2002

Enterprise: ***PTG WBD ZAO***

Position: ***economist, analyst, Deputy Head of the Managerial Accounting and Analysis Department***

2002-2002

Enterprise: ***TsMK OAO***

Position: ***Deputy Director of the Internal Control Department***

2003-Present

Enterprise: ***WBD Foods***

Position: ***Deputy Head of the Internal Audit Service***

Share in the Issuer's charter capital: *none*

Share in Associated/Dependent Companies of the Issuer: *none*

Natalia V. Romanova

Year of birth: ***1962***

Education: ***higher***

Positions over past 5 years:

1995-1999

Enterprise: *Moscow State Industrial University of the State Committee for Higher Education of the Russian Federation*

Position: *senior instructor*

1999-2002

Enterprise: **PTG WBD ZAO**

Position: *economist, analyst, Managerial Accounting and Analysis Department*

2002-2002

Enterprise: *TsMK OAO*

Position: *financial and business analyst, Internal Control Department*

2003-Present

Enterprise: **WBD Foods**

Position: *Deputy Head of the Internal Audit Service*

Share in the Issuer's charter capital: *none*

Share in Associated/Dependent Companies of the Issuer: *none*

Elena V. Smirnova

Year of birth: *1967*

Education: *higher*

Positions over past 5 years:

1997-2002

Enterprise: *PTG WBD ZAO*

Position: *economist, analyst, Deputy Head of the Managerial Accounting and Analysis Department*

2002-2002

Enterprise: *LMK OAO*

Position: *Deputy Director of the Internal Control Department*

2003-Present

Enterprise: *WBD Foods*

Position: *Deputy Head of the Internal Audit Service*

Share in the Issuer's charter capital: *none*

Share in Associated/Dependent Companies of the Issuer: *none*

Natalia N. Kolesnikova

Year of birth: *1973*

Education: *higher*

Positions over past 5 years:

1997-2002

Enterprise: *PTG WBD ZAO*

Position: *economist, analyst, Deputy Head of the Managerial Accounting and Analysis Department*

2001-2002

Enterprise: *TsMK OAO*

Position: *financial and business analyst, Internal Control Department, economist, analyst, General Department (part-time)*

2003-Present

Enterprise: *WBD Foods*

Position: *Deputy Head of the Internal Audit Service*

Share in the Issuer's charter capital: *none*

Share in Associated/Dependent Companies of the Issuer: *none*

Inna N. Bocharova

Year of birth: *1977*

Education: *higher*

Positions over past 5 years:

1997- 2000.

Enterprise: *LIKUB Firm LLC*

Position: *Deputy Chief Accountant*

2000- 2001

Enterprise: *Russkaya Imperskaya Kompaniya LLC*

Position: *Deputy Chief Accountant*

2001-2002

Enterprise: *PTG WBD ZAO*

Position: *economist, analyst*

2001-2002

Enterprise: *LMK OAO*

Position: *economist, analyst (part-time)*

2003-Present

Enterprise: *WBD Foods OAO*

Position: *financial and business analyst*

Share in the Issuer's charter capital: *none*

Share in Associated/Dependent Companies of the Issuer: *none*

Marina A. Naumova

Year of birth: *1977*

Education: *higher*

Positions over past 5 years:

2000-2002

Enterprise: *PTG WBD ZAO*

Position: *economist, analyst, Deputy Head of the Managerial Accounting and Analysis Department*

1997-2002

Enterprise: *PTG WBD ZAO*

Position: *economist, analyst, Deputy Head of the Managerial Accounting and Analysis Department*

2002-2002

Enterprise: *LMK OAO*

Position: *Deputy Director of the Internal Control Department*

2003-Present

Enterprise: *WBD Foods OAO*

Position: *Deputy Head of the Internal Audit Service*

Share in the Issuer's charter capital: *none*

Share in Associated/Dependent Companies of the Issuer: *none*

5.6. Information on remunerations, benefits and/or reimbursements for the body monitoring the Issuer's business operations

Total remunerations paid to the members of the body monitoring the Issuer's business operations in the 2003 financial year amounted to 7 992 887, 22 RUR.

The amount of remunerations to be paid to the Internal Audit Committee members was not determined by the Issuer's General shareholder's meeting.

5.7. Information on the Issuer's staff (employees), its educational background and structure, and changes in the numbers of the Issuer's staff (employees)

Indicator	1 quarter 2004	2003	2002	2001
The average number of the employees on the Issuer's payroll	291	310	7	2
Allocations for remunerations, RUR	636 360 041.39	236 972 543.47	10 939 217.53	101 575.00
Allocations for social security payments, RUR	14144438,32	29628754,92	1190121,01	36160,70
Total expenditures, RUR	77780479,71	266601298,39	12129338,54	137 735,70

Information on age and educational background of the Issuer's staff

Indicator	1 quarter 2004	2003	2002	2001
Staff (employees) under 25, %	8,9	13	0	0

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Staff (employees) above 25 and under 35, %	59,5	51	42,9	100
Staff (employees) above 35 and under 55, %	27,5	33	57,1	0
Staff (employees) above 55, %	4,1	3	0	0
Total:	100	100	100	100
among them those, who finished secondary (high) and/or senior schools, %	3,7	14	28,6	100
those, who finished primary and/or vocational schools, %	15	3	0	0
those, who have university degrees, %	69,7	67	71,4	0
those, who completed postgraduate courses, %	11,6	16	0	0

5.8. Information on any obligations of the Issuer before its staff (employees) related to their possible participation in the Issuer's authorized stock (share fund)

There are no obligations and agreements of the kind.

There are no data to testify to the fact that the Issuer's staff were provided or may be provided with the Issuer's options.

VI. Data on Issuer's shareholders and on the interested party transactions been made.

6.1. Data on the amount of Issuer's participants/shareholders

Total number of persons, being registered in the share register as of the last date of the reporting quarter: 16

Total number of nominee holders: 8

6.2. Shareholders (participants), owning not less than 5% of Issuer's charter capital and/or not less than 5% of its outstanding ordinary shares and data on shareholders (members) owning not less than 20% of charter capital and/ or 20% of total amount of outstanding ordinary shares of such Issuer's shareholders.

Name: *Limited Liability Company Deutsche Bank*

Location: *129090 Moscow, ul. Schepkina, 4*

Share of the Issuer's charter capital: *32,70% (nominee shareholder)*

Share of Issuer's ordinary shares owned: 32,70%

Shareholders (participants) owning not less than 20% of the Issuer's shareholder's charter capital and/or 20% of total amount of outstanding ordinary shares of such Issuer's shareholders:

None

Yushvaev, Gavril Abramovich

Share of the Issuer's charter capital: ***18.8%***

Share of the Issuer's ordinary shares held: ***18.8%***

Plastinin, Sergey Arkadievich

Share of the Issuer's charter capital: ***12.16%***

Share of the Issuer's ordinary shares held: ***12.16%***