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WIMM BILL DANN FOODS OJSC
Form SC 13D
March 03, 2004

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

SCHEDULE 13D

under the Securities Exchange Act of 1934 as amended
(Amendment No. 2)

WIMM-BILL-DANN FOODS OJSC

(Name of Issuer)

ORDINARY SHARES, PAR VALUE 20 RUSSIAN RUBLES EACH

(Title of Class of Securities)

97263M10

(CUSIP Number)

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

Aleksandrs Timohins
c/o United Burlington Investments
Limited
Bol'shoi Zlatoustinskiy Lane 9
Moscow 101111 Russia
Tel: +7-095-722-9733
Fax: +7-095-232-5641

with a copy to:

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

with a copy to:

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

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

February 4, 2004; February 10, 2004; and February 20, 2004

(Date of Event Which Requires Filing of This Statement)

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

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(Continued on following pages)

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

Gavril A. Yushvaev

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

 (a) |_
 (b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

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

_

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER

27,009,049

9. SOLE DISPOSITIVE POWER

8,272,948

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

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

_

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

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61.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP NO. 97263M10

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1. NAME OF REPORTING PERSON

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

Mikhail V. Dubinin

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

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

27,009,049

9. SOLE DISPOSITIVE POWER

3,603,406

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

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

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|_ |

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

14. TYPE OF REPORTING PERSON
IN

CUSIP NO. 97263M10

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

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

3. SEC USE ONLY

4. SOURCE OF FUNDS
OO

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

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Russian Federation

7. SOLE VOTING POWER
None

NUMBER OF SHARES
BENEFICIALLY
OWNED BY
EACH

8. SHARED VOTING POWER
27,009,049

REPORTING
PERSON WITH

9. SOLE DISPOSITIVE POWER
5,351,421

10. SHARED DISPOSITIVE POWER
None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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27,009,049

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

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

61.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP NO. 97263M10

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1. NAME OF REPORTING PERSON

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

Alexander S. Orlov

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

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

00

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

27,009,049

9. SOLE DISPOSITIVE POWER

2,298,572

10. SHARED DISPOSITIVE POWER

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None

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

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

_

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

14. TYPE OF REPORTING PERSON
IN

CUSIP NO. 97263M10

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

David Iakobachvili

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

(a) |_ |
(b) |X |

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

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

_

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Kingdom of Sweden

7. SOLE VOTING POWER

None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER
27,009,049

9. SOLE DISPOSITIVE POWER
3,164,500

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10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

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

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

61.38%

14. TYPE OF REPORTING PERSON

IN

CUSIP NO. 97263M10

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1. NAME OF REPORTING PERSON

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

Mikhail I. Vishnyakov

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

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING

8. SHARED VOTING POWER

27,009,049

9. SOLE DISPOSITIVE POWER

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PERSON WITH

1,139,765

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,009,049

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

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

61.38%

14. TYPE OF REPORTING PERSON

IN

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NAME OF REPORTING PERSON

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

Evgeny L. Yaroslavskiy

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

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Russian Federation

7. SOLE VOTING POWER

None

NUMBER OF SHARES
BENEFICIALLY

8. SHARED VOTING POWER

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OWNED BY 27,009,049
EACH -----
REPORTING 9. SOLE DISPOSITIVE POWER
PERSON WITH 630,231

10. SHARED DISPOSITIVE POWER
None

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

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

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

14. TYPE OF REPORTING PERSON
IN

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

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

(a) |_ |
(b) |X |

3. SEC USE ONLY

4. SOURCE OF FUNDS
00

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

_
6. CITIZENSHIP OR PLACE OF ORGANIZATION
Russian Federation

7. SOLE VOTING POWER
None

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8. SHARED VOTING POWER
27,009,049

9. SOLE DISPOSITIVE POWER
221,948

10. SHARED DISPOSITIVE POWER
None

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

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

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

14. TYPE OF REPORTING PERSON
IN

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

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

3. SEC USE ONLY

4. SOURCE OF FUNDS

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Great Britain

7. SOLE VOTING POWER

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None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER

None

9. SOLE DISPOSITIVE POWER

None

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None

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

|_ |

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

None

14. TYPE OF REPORTING PERSON

CO

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1. NAME OF REPORTING PERSON

Aleksandrs Timohins

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

(a) |_ |

(b) |X |

3. SEC USE ONLY

4. SOURCE OF FUNDS

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

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Passport holder of the Republic of Latvia with the status of Alien

7. SOLE VOTING POWER

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None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER

None

9. SOLE DISPOSITIVE POWER

None

10. SHARED DISPOSITIVE POWER

None

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON1

None

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

|_ |

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

None

14. TYPE OF REPORTING PERSON

IN

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

I.M. Arteks Holdings Limited

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

(a) |_ |
(b) |X |

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

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

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cyprus

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	7.	SOLE VOTING POWER	None
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8.	SHARED VOTING POWER	27,009,049
	9.	SOLE DISPOSITIVE POWER	2,326,258
	10.	SHARED DISPOSITIVE POWER	None
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	27,009,049		
12.	CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
	_		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	61.38%		
14.	TYPE OF REPORTING PERSON		
	CO		

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SCHEDULE 13D

Item 1. Security and Issuer

This Amendment No. 2 (this "Amendment No. 2") amends the statement on Schedule 13D filed with the Securities and Exchange Commission on September 16, 2003 (the "Initial Schedule 13D"), as amended by Amendment No. 1 thereto filed with the Securities and Exchange Commission on November 21, 2003 (the Initial Schedule 13D, as so amended, being the "Schedule 13D"). This Amendment No. 2 is filed with respect to the ordinary shares, par value 20 Russian rubles per ordinary share (the "Ordinary Shares"), of Wimm-Bill-Dann Foods OJSC, a joint stock company organized under the laws of the Russian Federation (the "Issuer"), having its principal executive offices at 16/15 Yauzsky Boulevard, Moscow 109028, Russian Federation. The Ordinary Shares are traded on the New York Stock Exchange through an American Depositary Share facility in which each American Depositary Share of the Issuer (the "American Depositary Shares" or "ADSs") represents one Ordinary Share. Each reference in this Amendment No. 2 to Ordinary Shares refers also (where applicable) to the corresponding American Depositary Shares representing such Ordinary Shares. Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Schedule 13D.

Item 2. Identity and Background

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Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a)-(c) and (f) This statement on Schedule 13D is being filed by Gavril A. Yushvaev, Mikhail V. Dubinin, Sergei A. Plastinin, Alexander S. Orlov, David Iakobachvili, Mikhail I. Vishnyakov, Evgeny L. Yaroslavskiy, Victor E. Evdokimov and Aleksandrs Timohins (the "Natural Reporting Persons"), and United Burlington Investments Limited, a private limited company organized under the laws of England and Wales ("United Burlington", and together with the Natural Reporting Persons, the "Reporting Persons"). In connection with the disposal by United Burlington of all of its Ordinary Shares to I.M. Arteks Holdings Limited, a Cyprus limited liability company ("Arteks"), and Arteks' accession to the Shareholders Agreement as of February 4, 2004, as more fully described in Items 5(c) and 6 below, Arteks joins in this filing as a Reporting Person, and with effect from this filing, Aleksandrs Timohins will cease to be a Natural Reporting Person and a Reporting Person and United Burlington will cease to be a Reporting Person. All references to Natural Reporting Persons and Reporting Persons hereinafter set forth shall be construed accordingly.

Exhibit 1 sets forth the following information with respect to each Natural Reporting Person: (i) name; (ii) residence or business address; and (iii) present principal occupation or employment and the name of any corporation or other organization in which such employment is conducted. Please see Item 6 of the cover page to this Schedule 13D for the citizenship of each Natural Reporting Person.

Arteks has its principal offices at Naousis 1, Karapatakis Building, P.C. 6018 Larnaca, Cyprus, and it is principally engaged in the business of investments. The executive officers and directors of Arteks, the persons controlling Arteks, and the directors and executive officers of the persons controlling Arteks are set forth on Exhibit 2 hereto. Exhibit 2 sets forth the following information with respect to each such person that is a natural person: (i) name; (ii) residence or business address; (iii) present principal occupation or employment and the name of any corporation or other organization in which such employment is conducted; and (iv) citizenship. Exhibit 2 sets forth the following information with respect to each such person that is a legal entity: (i) name; (ii) jurisdiction of organization; (iii) principal business; and (iv) principal office.

(d) During the last five years, none of the Reporting Persons nor, to the knowledge of the Reporting Persons, any person identified in Exhibit 2 has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

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(e) During the last five years, none of the Reporting Persons nor, to the knowledge of the Reporting Persons, any person identified in Exhibit 2 was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Paragraph (2) of Item 3 is hereby amended and restated in its entirety as follows:

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Arteks issued a promissory note to United Burlington in the amount of the purchase price of all the Ordinary Shares it acquired from United Burlington, as consideration for such Ordinary Shares.

Item 4. Purpose of Transaction

Each of the Natural Reporting Persons acquired his Ordinary Shares before the Ordinary Shares were registered under the Securities Exchange Act of 1934, as amended. The purpose of the acquisition by each Reporting Person of the Ordinary Shares has been to make an investment in the Issuer. The Reporting Persons may acquire or dispose of Ordinary Shares in the future depending upon market conditions, personal objectives and other facts and circumstances.

Item 5. Interest in Securities of the Issuer

Paragraphs (a) and (b) of Item 5 are hereby amended and restated in its entirety as follows:

(a) and (b) Amount and Nature of Beneficial Ownership Reported

The Reporting Persons collectively have, by virtue of the Shareholders Agreement, beneficial ownership of and shared voting power over an aggregate of 27,009,049 Ordinary Shares, representing approximately 61.38% of the aggregate amount of the Issuer's shares. The percentage amounts are calculated based upon 44,000,000 Ordinary Shares outstanding as of May 10, 2003, based on information contained in the Issuer's Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 30, 2003. The Ordinary Shares beneficially owned by the Reporting Persons are directly held as follows:

- (i) Gavril A. Yushvaev is a direct holder of 8,272,948 Ordinary Shares, as to which Gavril A. Yushvaev possesses sole investment power;
- (ii) Mikhail V. Dubinin is a direct holder of 3,603,406 Ordinary Shares, as to which Mikhail V. Dubinin possesses sole investment power;
- (iii) Sergei A. Plastinin is a direct holder of 5,351,421 Ordinary Shares, as to which Sergei A. Plastinin possesses sole investment power;
- (iv) Alexander S. Orlov is a direct holder of 2,298,572 Ordinary Shares, as to which Alexander S. Orlov possesses sole investment power;
- (v) David Iakobachvili is a direct holder of 3,164,500 Ordinary Shares, as to which David Iakobachvili possesses sole investment power;
- (vi) Mikhail I. Vishnyakov is a direct holder of 1,139,765 Ordinary Shares, as to which Mikhail I. Vishnyakov possesses sole investment power;

- (vii) Evgeny L. Yaroslavskiy is a direct holder of 630,231 Ordinary Shares, as to which Evgeny L. Yaroslavskiy possesses sole

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investment power;

- (viii) Victor E. Evdokimov is a direct holder of 221,948 Ordinary Shares, as to which Victor E. Evdokimov possesses sole investment power; and
- (ix) Arteks is a direct holder of 2,326,258 Ordinary Shares, as to which Arteks possesses sole investment power.
- (c) As of February 4, 2004 United Burlington sold the 2,771,264 Ordinary Shares, representing approximately 6.28% of the Ordinary Shares, which it directly owned (and of which Mr. Timohins may have been deemed to be the beneficial owner) in a private transaction under Regulation S at a price per share of \$19.00 in exchange for a promissory note issued by Arteks to United Burlington.

On February 4, 2004 and February 10, 2004, certain of the Natural Reporting Persons sold an aggregate of 1,754,994 Ordinary Shares, representing in the aggregate approximately 4% of the Ordinary Shares, in private sales arranged by a broker located in Russia. The following Natural Reporting Persons individually sold the following number of Ordinary Shares on the dates and at the prices indicated below:

Natural Reporting Person	Date of Sale	Number of Shares	Price per Share
Mikhail V. Dubinin	February 4, 2004	63,215	\$15.75
	February 4, 2004	462,205	\$15.33
	February 10, 2004	342,595	\$15.60
Alexander S. Orlov	February 4, 2004	17,622	\$15.75
	February 4, 2004	212,283	\$15.33
	February 10, 2004	209,805	\$15.60
Mikhail I. Vishnyakov	February 10, 2004	218,033	\$15.60
Evgeny L. Yaroslavskiy	February 4, 2004	90,173	\$15.33
	February 10, 2004	96,606	\$15.60
Victor E. Evdokimov	February 4, 2004	1702	\$15.75
	February 4, 2004	20,499	\$15.33
	February 10, 2004	20,256	\$15.60

On February 4, 2004, Arteks sold 214,840 Ordinary Shares at a price of \$15.33 per share, and on February 10, 2004 Arteks sold 230,166 Ordinary Shares at a price of \$15.60 per share, in private sales to a company with its registered address in Cyprus. In the aggregate, Arteks disposed of approximately 1% of the Ordinary Shares in such sales.

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On February 20, 2004, Evgeny L. Yaroslavskiy sold 346,153 Ordinary Shares, representing approximately 0.79% of the Ordinary Shares, to David Iakobachvili in a private sale in Russia at a price of \$13.00 per share.

- (d) So far as the Reporting Persons are aware, except as set forth in this Amendment, no other person has the right to receive or the power to direct the receipt of dividends, or the proceeds from the sale of, any Ordinary Shares beneficially owned by the Reporting Persons.
- (e) United Burlington and Mr. Timohins ceased to be beneficial owners of any Ordinary Shares as of February 4, 2004.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect

to Securities of the Issuer

Paragraph 1 of Item 6 is amended to add the following at the end of the introductory paragraph:

As of February 4, 2004 United Burlington sold the 2,771,264 Ordinary Shares that it directly owned. As a result of the sale, United Burlington ceased to be a party to the Shareholders Agreement. In connection with its acquisition of such Ordinary Shares from United Burlington, Arteks confirmed its accession to the Shareholders Agreement as of February 4, 2004, by executing an accession letter (the "Accession Letter"), a copy of which is attached hereto as Exhibit 3.

Item 7. Material to be Filed as Exhibits

- (1) Information Concerning Natural Reporting Persons
- (2) Information Concerning Directors and Executive Officers of Arteks, Control Persons of Arteks, and Directors and Executive Officers of such Control Persons
- (3) Accession Letter
- (4) Specific Power of Attorney, dated November 17, 2003, by I.M.Arteks Holdings Limited, appointing Natalia V. Elizarova as attorney-in-fact
- (5) Power of Attorney, dated September 4, 2003 by each of the Natural Reporting Persons (excluding, for the avoidance of doubt, Aleksandrs Timohins), appointing Roman V. Bolotovskiy and Tatiana A. Mikhaylova as attorneys-in-fact (incorporated herein by reference to the Initial Schedule 13D)

SIGNATURES

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

Date: March 3, 2004 By /s/ Roman V. Bolotovskiy

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[GRAPHIC OMITTED]
Name: Roman V. Bolotovskiy
as Attorney-in-Fact for Gavril A. Yushvaev

Date: March 3, 2004 By /s/ Roman V. Bolotovskiy

[GRAPHIC OMITTED]
Name: Roman V. Bolotovskiy
as Attorney-in-Fact for Mikhail V. Dubinin

Date: March 3, 2004 By /s/ Roman V. Bolotovskiy

[GRAPHIC OMITTED]
Name: Roman V. Bolotovskiy
as Attorney-in-Fact for Sergei A. Plastinin

Date: March 3, 2004 By /s/ Roman V. Bolotovskiy

[GRAPHIC OMITTED]
Name: Roman V. Bolotovskiy
as Attorney-in-Fact for Alexander S. Orlov

Date: March 3, 2004 By /s/ Roman V. Bolotovskiy

[GRAPHIC OMITTED]
Name: Roman V. Bolotovskiy
as Attorney-in-Fact for David Iakobachvili

Date: March 3, 2004 By /s/ Roman V. Bolotovskiy

[GRAPHIC OMITTED]
Name: Roman V. Bolotovskiy
as Attorney-in-Fact for
Mikhail I. Vishnyakov

Date: March 3, 2004 By /s/ Roman V. Bolotovskiy

[GRAPHIC OMITTED]
Name: Roman V. Bolotovskiy
as Attorney-in-Fact for Victor E. Evdokimov

Date: March 3, 2004 By /s/ Roman V. Bolotovskiy

[GRAPHIC OMITTED]
Name: Roman V. Bolotovskiy

as Attorney-in-Fact for
Evgeny L. Yaroslavskiy

CUSIP NO. 97263M10

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Date: February 19, 2004 By United Burlington Investments Limited
/s/ Aleksandrs Timohins

[GRAPHIC OMITTED]
Name: Aleksandrs Timohins
Title: Director

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Date: February 19, 2004 By /s/ Aleksandrs Timohins

 [GRAPHIC OMITTED]
 Aleksandrs Timohins

Date: March 3, 2004 By I.M. Arteks Holdings Limited
 /s/ Natalia V. Elizarova

 [GRAPHIC OMITTED]
 Name: Natalia V. Elizarova
 Title: Attorney-in-Fact

CUSIP NO. 97263M10

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Exhibit Index

- Exhibit 1 Information Concerning Natural Reporting Persons.
- Exhibit 2 Information Concerning Directors and Executive Officers of Arteks, Control Persons of Arteks, and Directors and Executive Officers of such Control Persons.
- Exhibit 3 Accession Letter.
- Exhibit 4 Specific Power of Attorney, dated November 17, 2003, by I.M.Arteks Holdings Limited, appointing Natalia V. Elizarova as attorney-in-fact.
- Exhibit 5 Power of Attorney, dated September 4, 2003, by each of the Natural Reporting Persons (excluding, for the avoidance of doubt, Aleksandrs Timohins), appointing each of Roman V. Bolotovskiy and Tatiana A. Mikhaylova as attorneys-in-fact (incorporated herein by reference to the Initial Schedule 13D).

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Exhibit 1

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

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

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

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Exhibit 2

Set forth below are the name, business address, present principal occupation or employment and the name of any corporation or other organization in which such employment is conducted and citizenship of each natural person that is a director or executive officer of Arteks, a control person of Arteks, or a director or executive officer of such a control person.

Name -----	Business Address -----	Employment and ----- Employer -----	Citizenship -----
Andreas Karapatakis	Naousis 1, Karapatakis Building, P.C. 6018 Larnaca, Cyprus	Business Consultant, I.M. Arteks Holdings Limited and Deerfield Management Limited	Cypriot
Jean-Pierre Haroutounian	Naousis 1, Karapatakis Building, P.C. 6018 Larnaca, Cyprus	Lawyer, I.M. Arteks Holdings Limited	Cypriot
Yiannakis Papatheodorou	Naousis 1, Karapatakis Building, P.C. 6018 Larnaca, Cyprus	Business Consultant, Deerfield Management Limited	Cypriot

Set forth below are the name, jurisdiction of organization, principal business and principal office of each legal entity that is a director or executive officer of Arteks, a control person of Arteks, or a director or executive officer of such a control person.

Name -----	Jurisdiction of -----	Principal Business -----	Principal Office -----
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Organization

Deerfield
Management
Limited

Cyprus

Investment business

Naousis 1, Karapatakis
Building, P.C. 6018
Larnaca, Cyprus

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Exhibit 3

Accession Letter

I.M. ARTEKS HOLDINGS LIMITED

Naousis, 1 Karapatakis building
P.C. 6018, Larnaka, Cyprus

04.02.2004

To the Board of Directors of
OJSC "WIMM-BILL-DANN Food Products"

Hereby private limited liability company "I.M. ARTEKS HOLDINGS LIMITED", registered in Republic of Cyprus on October 6, 2003 under the number No. 141751, according to the Companies Law, as a shareholder of OJSC "WIMM-BILL-DANN FOOD PRODUCTS" intends to comply with the terms of the agreement of shareholders of January 16, 2002 regarding the order of election of directors and the unified order of voting, and as well, in connection with the fact, that the Company "I.M. ARTEKS HOLDINGS LIMITED", owns more than 5% of shares of abovementioned OJSC, deems it expedient to file information with the American securities commission on form 13D jointly with other shareholders of the Company.

/s/ N.V. Elizarova

Attorney in fact

N.V. Elizarova

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Exhibit 4

Specific Power of Attorney

The Republic of Cyprus, the city of Larnaca on the 17th November,
Two Thousand and Three

KNOW ALL MEN BY THESE PRESENTS that

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I.M. Arteks Holdings Limited

a company incorporated and registered under and pursuant to the Laws of the Republic of Cyprus under Reg. No. 141751 with Registered Office at Naousis 1, Karapatakis Building, P.O. 6018, Larnaca, Cyprus, (hereinafter called "the Grantor") has made, constituted and appointed and by these presents does make, constitute and appoint

Elizarova Natalia Vladimirovna,
born on December 09, 1949 (passport No. 45 05 119606, issued by Passport Office No. 1 of OVD of Taganskiy district of Moscow on April 16, 2003),
residing at: Moscow, B. Fakelnyy pereulok, 2/22,
apt. 75

(hereinafter called "the Attorney") its Attorney, for it and in its name, place and stead to do all or any of the following acts and deeds:

1. To represent the Grantor before any other person, persons, corporations, organizations, agencies, governmental authorities, security or stock exchanges, depositaries or any other authority or legal entity or registrar with regards to the purchase and sale of shares/securities and/or participatory interests of any company or corporation (hereinafter the "Shares");
2. To negotiate, enter into, sign any contract or sale agreement on behalf of the Grantor and to carry into effect and perform all such agreements entered into by the Grantor with any other person, persons, corporations, organizations or agencies with regards to the purchase and sale of Shares;
3. To execute and sign on behalf of the Grantor any transfers, assignments, deeds and instruments whatsoever and perform any and all acts and formalities deemed necessary with relation to the purchase and sale of Shares;
4. To execute, sign, deliver, submit and receive any and all documents and notices necessary or advisable for proper performing or causing to be performed of all and any acts which the Attorney is by these presents empowered to do; and,

AND the Grantor hereby undertakes to ratify everything which the Attorney in that behalf hereinbefore contained shall do or purport to do in virtue of this Power of Attorney.

IN WITNESS WHEREOF the Common Seal of the Company was affixed to this deed in the presence of Dr. Andreas Karapatakis, Mr. Jean-Pierre Haroutounian and A.J.K. Management Services Limited, this 17th day of November, 2003.

For and on Behalf of I.M. Arteks Holdings Limited

/s/ Andreas Karapatakis

Dr. Andreas Karapatakis
Director

[I.M. Arteks Holdings Limited Seal]

/s/ Jean-Pierre Haroutounian

Mr. Jean-Pierre Haroutounian
Director

/s/ for and on behalf of A.J.K. Management Services Limited

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A.J.K. Management Services Limited, Secretary [A.J.K. Management Services Limited Seal]

This Power of Attorney is valid for the period of one year.