

[TRANSLATION FROM RUSSIAN]

[Federal Service  
for Financial Markets  
MAIL OFFICE]

[V. S. Chukhrova]  
*Signature*  
September 12, 2008

MANDATORY OFFER TO ACQUIRE SECURITIES  
IN AN OPEN JOINT STOCK COMPANY

**LIMITED LIABILITY COMPANY**  
**"Lebedyansky Holdings"**

(name of a person making the mandatory offer (the "offeror"))

**Open Joint Stock Company**  
**"Lebedyansky Experimental Cannery"**

(full official name of the open joint stock company the securities of which are subject to  
the mandatory offer)

Type, category (class) and series of the securities being the subject of the mandatory acquisition offer	Quantity of the securities of such type, category (class) and series, which are subject to the mandatory acquisition offer (pcs)
Common registered shares, issuance state registration number 1-04-40982-A	Three million eight hundred seventy-eight thousand one hundred and twenty (3,878,120) shares

Location of the offeror	5 Mezheninova Street, City of Kashira, Moscow Region, 142900, Russian Federation
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Contact details of the offeror: Telephone: +7 (495) 933 62-50 Fax: +7 (495) 933 62-54 E-mail: <a href="mailto:TKurushina@msk.tonus.ru">TKurushina@msk.tonus.ru</a> Mailing address: Business-Center "Mamontov", 11 Timura Frunze Street, Bldg. 2-5, Moscow 119991, Russian Federation
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General Director of LLC "Lebedyansky Holdings"  Massalas Konstantinos  <i>Signature</i>
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[Seal of Lebedyansky Holdings]

(title of CEO or other signatory to the mandatory offer on behalf of the offeror, title and details of the document authorizing such other signatory to sign the mandatory offer on behalf of the offeror)

Date: September 12, 2008

**I. Information about the open joint stock company, the issuable securities of which are subject to the mandatory offer**

1.1.	Full official name	Open Joint Stock Company "Lebedyansky Experimental Cannery"
1.2.	Short official name (if any)	OJSC "Lebedyansky"
1.3.	Location	7 Matrosova Street, City of Lebedyan, Lipetsk Region, 399610, Russian Federation
1.4.	Main State Registration Number	1024800671257
1.5.	Taxpayer Identification Number	4811000739
1.6.	Issuer's code assigned by relevant registration authority	40982-A

**II. Information about the person making the mandatory offer to acquire the issuable securities of an open joint stock company**

2.1.	Individual	No
2.2.	Legal entity	Yes
2.3.	Resident	Yes
2.4.	Non-resident	No
For individuals		
2.5.	Full name	N/A
2.6.	Place of residence	N/A
For legal entities		
2.7.	Full official name	Limited Liability Company "Lebedyansky Holdings"
2.8.	Short official name	LLC "Lebedyansky Holdings"
2.9.	Location	5 Mezheninova Street, City of Kashira, Moscow Region, 142900, Russian Federation
2.10.	Main State Registration Number	1085019000990
2.11.	Taxpayer Identification	5019020514

	Number				
2.12.	Issuer's code assigned by relevant registration authority (if available)		[Not available]		
2.13.	Information about the number of shares in the open joint stock company owned by the offeror				
Number of shares in the open joint stock company owned by that person					
2.13.1.	Common shares (quantity/percentage)	Sixteen million five hundred thirty-three thousand one hundred eighty (16,533,180) shares / eighty-one point zero zero zero one (81.0001) percent	2.13.2.	Preferred shares, total, (quantity/percentage), including	N/A
				a) type _____ (quantity/percentage)	N/A
				b) type _____ (quantity/percentage)	N/A
				c) type _____ (quantity/percentage)	N/A

2.14.	Information about the persons that, independently or together with their affiliates, hold 20% or more of the votes in the highest managerial body of the offeror				
2.15.	For individuals				
Information about the individuals who, independently or together with their affiliates, hold 20% or more of the votes in the highest managerial body of such legal entity			Percentage share held by such person (independently or together with his/her affiliates) in the highest managerial body of such legal entity		
2.15.1.1.	Full name	N/A	2.15.1.3.	N/A	
2.15.1.2.	Place of residence	N/A			
2.15.2.1.	Full name	N/A	2.15.2.3.	N/A	
2.15.2.2.	Place of residence	N/A			

2.16.	For legal entities				
Information about legal entities that, independently or together with their affiliates, hold 20% or more of the votes in the highest managerial body of such legal entity			Percentage share held by such entity (independently or together with its affiliates) in the highest managerial body of such legal entity		
2.16.1.1.	Full official name	Limited Liability Company "Frito"	2.16.1.6.	Fifty-eight point thirty three (58.33)	

		Lay Manufacturing"		percent
2.16.1.2.	Short official name	LLC "Frito Lay Manufacturing"		
2.16.1.3.	Location	5 Mezheninova St., City of Kashira, Moscow Region, 142900, Russian Federation		
2.16.1.4.	Main State Registration Number	1025002509817		
2.16.1.5.	Taxpayer Identification Number	7705189397		

2.16.2.1.	Full official name	Limited Liability Company "PepsiCo Holdings"	2.16.2.6.	forty-one point sixty-seven (41.67) percent
2.16.2.2.	Short official name	LLC "PepsiCo Holdings"		
2.16.2.3.	Location	Free Economic Zone "Sherryzone", Bldg. 1, Solnechnogorsky District, Moscow Region, 141580, Russian Federation		
2.16.2.4.	Main State Registration Number	1025005685946		
2.16.2.5.	Taxpayer Identification Number	7705034202		

2.17.	Information about the persons that hold 10% or more of the votes in the highest managerial body of the offeror and are registered in the tax havens and/or jurisdictions/territories not requiring the disclosure of information for the purposes of financial operations (offshore zones)
2.18.	For individuals

Information about the persons that hold 10% or more of the votes in the highest managerial body of such legal entity and are registered in an offshore zone			Percentage share held by such individual in the highest managerial body of such legal entity	
2.18.1.1	Full name	N/A	2.18.1.3.	N/A
2.18.1.2	Place of residence	N/A		
2.18.2.1.	Full name	N/A	2.18.2.3.	N/A
2.18.2.2.	Place of residence	N/A		

2.19.	For legal entities			
Information about legal entities that hold 10% or more of the votes in the highest managerial body of such legal entity and are registered in an offshore zone			Percentage share held by this entity in the highest managerial body of such legal entity	
2.19.1.1.	Full official name	N/A	2.19.1.4.	N/A
2.19.1.2.	Short official name	N/A		
2.19.1.3.	Location	N/A		
Information about the beneficiaries in whose interests the shares (participatory interests) of the legal entity registered in an offshore zone are held			Beneficiary's share in the highest managerial body of the legal entity registered in an offshore zone (%)	
For individual beneficiaries				
2.19.1.5.	Full name	N/A	2.19.1.7.	N/A
2.19.1.6.	Place of residence	N/A		
2.19.1.8.	Full name	N/A	2.19.1.10.	N/A
2.19.1.9.	Place of residence	N/A		
For beneficiaries that are legal entities				
2.19.1.11.	Full official name	N/A	2.19.1.16.	N/A
2.19.1.12.	Short official name	N/A		
2.19.1.13.	Location	N/A		
2.19.1.14.	Main State Registration Number	N/A		
2.19.1.15.	Taxpayer Identification Number	N/A		

2.19.1.17.	Full official name	N/A	2.19.1.22.	N/A
2.19.1.18.	Short official name	N/A		
2.19.1.19.	Location	N/A		
2.19.1.20.	Main State Registration	N/A		

	Number		
2.19.1.21.	Taxpayer Identification Number	N/A	

2.20.	The offeror acts on behalf of third parties but in its own name	LLC "Lebedyansky Holdings" acts in its name and on its own behalf
2.21.	Information about third parties on behalf of which the offeror is acting	
2.22.	For individuals	
2.22.1.1.	Full name	N/A
2.22.1.2.	Place of residence	N/A
2.22.1.3.	Details and title of the document (agreement, power of attorney) on the basis of which the offeror is acting on behalf of such individual	N/A
2.22.2.1.	Full name	N/A
2.22.2.2.	Place of residence	N/A
2.22.2.3.	Details and title of the document (agreement, power of attorney) on the basis of which the offeror is acting on behalf of such individual	N/A

2.23.	For legal entities	
2.23.1.1.	Full official name	N/A
2.23.1.2.	Short official name (if any)	N/A
2.23.1.3.	Location	N/A
2.23.1.4.	Main State Registration Number	N/A
2.23.1.5.	Taxpayer Identification Number	N/A
2.23.1.6.	Details and title of the document (agreement, power of attorney) on the basis of which the offeror is acting on behalf of such entity	N/A
2.23.2.1.	Full official name	N/A
2.23.2.2.	Short official name (if any)	N/A
2.23.2.3.	Location	N/A
2.23.2.4.	Main State Registration Number	N/A

2.23.2.5.	Taxpayer Identification Number	N/A
2.23.2.6.	Details and title of the document (agreement, power of attorney) on the basis of which the offeror is acting on behalf of such entity	N/A

<b>III. Information about the shareholders affiliated with the offeror</b>					
3.1.	For individuals				
3.1.1.1.	Full name	N/A			
3.1.1.2.	Place of residence	N/A			
3.1.1.3.	Basis for affiliation	N/A			
Number of shares					
3.1.1.4.	Common shares (quantity/ percentage)	N/A	3.1.1.5.	Preferred shares, total, (quantity/ percentage), including	N/A
				a) type _____ (quantity/ percentage)	N/A
				b) type _____ (quantity/ percentage)	N/A
				c) type _____ (quantity/ percentage)	N/A

3.2.	For legal entities	
3.2.1.1.	Full official name	N/A
3.2.1.2.	Short official name (if any)	N/A
3.2.1.3.	Location	N/A
3.2.1.4.	Main State Registration Number	N/A
3.2.1.5.	Taxpayer Identification Number	N/A
3.2.1.6.	Basis for affiliation	N/A
Number of shares in the open joint stock company owned by such affiliate		

3.2.1.7.	Common shares (quantity/percentage)	N/A	3.2.1.8.	Preferred shares, total, (quantity/percentage), including:	N/A
				a) type _____ (quantity/percentage)	N/A
				b) type _____ (quantity/percentage)	N/A
				c) type _____ (quantity/percentage)	N/A

**IV. Information about the aggregate number of shares in the open joint stock company held by the offeror and its affiliates**

Number of shares in the open joint stock company held by the above-referenced persons

4.1.	Common shares (quantity/percentage)	Sixteen million five hundred thirty-three thousand one hundred eighty (16,533,180) shares / eighty-one point zero zero zero one (81.0001) percent	4.2.	Preferred shares, total, (quantity/percentage), including	N/A
				a) type _____ (quantity/percentage)	N/A
				b) type _____ (quantity/percentage)	N/A
				c) type _____ (quantity/percentage)	N/A
4.3.	Number of shares in the open joint stock company referred to in Paragraph 1 of Article 84.1 of the Federal Law "On Joint Stock Companies," held by the offeror and its affiliates (quantity/percentage)			Sixteen million five hundred thirty-three thousand one hundred eighty (16,533,180) shares / eighty-one point zero zero zero one (81.0001) percent	



<b>V. Information about issuable securities in the open joint stock company subject to the mandatory acquisition offer</b>			
5.1.	Type, category (class), series of the securities offered to be acquired	5.2.	Quantity of the securities of such type, category (class) and series, that are offered to be acquired (quantity/percentage)
5.1.1.	Common registered shares, issuance state registration number 1-04-40982-A	5.2.1.	Three million eight hundred seventy-eight thousand one hundred and twenty (3,878,120) shares/ eighteen point nine thousand nine hundred ninety-nine (18.9999) percent
5.1.2.	N/A	5.2.2.	N/A
5.1.3.	N/A	5.2.3.	N/A
5.1.4.	N/A	5.2.4.	N/A

<b>VI. Information about the terms of the mandatory offer to acquire issuable securities in the open joint stock company</b>		
6.1.	Type, category (class), series of the securities offered to be acquired	Common registered shares (hereinafter the "Shares"), issue state registration number 1-04-40982-A
Terms of acquiring the issuable securities of this type, category (class) and series:		
6.1.1.	Offered acquisition price of the securities or the procedure for its determination	Two thousand one hundred sixty-five point forty-six (2,165.46) Rubles per Share
6.1.2.	Substantiation of the offered acquisition price of the securities, including information on the compliance of the offered price of the securities with the requirements of Paragraph 4 of Article 84.2 of the Federal	The price in the amount of two thousand one hundred sixty-five point forty-six (2,165.46) Rubles per Share specified in Section 6.1.1 hereof corresponds to the maximum price per Share at which LLC "Lebedyansky Holdings" acquired or assumed the obligation to acquire the Shares within six months preceding the date of delivery of this mandatory offer to

	<p>Law "On Joint Stock Companies"</p>	<p>FSFM of Russia.</p> <p>The above-mentioned purchase price for the Shares (two thousand one hundred sixty-five point forty-six (2,165.46) Rubles per Share) exceeds the weighted average price for the Shares determined in accordance with the results of trades of all securities market trade arrangers where the Shares are circulating during no less than six months preceding the date of delivery of this mandatory offer to FSFM of Russia.</p> <p>Information about the weighted average price for the Shares determined in accordance with the results of trades of all securities market trade arrangers where the Shares are circulating during no less than six months is set forth below.</p> <p>The Shares have been admitted for trades and included in the "Б" quotation lists by the following securities trade arrangers:</p> <ol style="list-style-type: none"> <li>1. OAO "RTS Stock Exchange ("OAO RTS") (date of inclusion in the "Б" quotation list of the Non-Profit Partnership "Russian Trading System Stock Exchange" - February 15, 2005; date of admittance for trades without the listing procedure - September 14, 2006; date of inclusion into "Б" quotation list of OAO RTS – December 29, 2006);</li> <li>2. Closed Joint Stock Company "Moscow Interbank Currency Exchange" ("MICEX") (date of inclusion into "Б" quotation list – February 9, 2005).</li> </ol> <p>Set forth below are weighted average prices per Share determined in accordance with the results of trades of the above-mentioned securities market trade arrangers during the six months preceding the date of delivery of this mandatory offer to FSFM of Russia.</p> <ol style="list-style-type: none"> <li>1. OAO RTS – one thousand nine hundred eighty-eight point seventy-nine thousand</li> </ol>
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		<p>three hundred ten (1,988.79310) Rubles;</p> <p>2. MICEX – two thousand seventeen point sixty-five (2,017.65) Rubles.</p> <p>The weighted average price for the Shares determined in accordance with the results of trades of the above-mentioned securities market trade arrangers is less than the price paid by LLC "Lebedyansky Holdings" per Share on September 1, 2008.</p> <p>The Price for the Shares specified in Section 6.1.1 of this mandatory offer complies with the requirements of Section 4, Article 84.2 of the Federal Law "On Joint Stock Companies".</p>
6.1.3.	Cash payment for the securities offered to be acquired	Payment for the acquired Shares will be made in cash in the Russian Federation currency (RF Rubles).
6.1.4.	Term and procedure for cash payment for the securities offered to be acquired	<p>Payment term: fifteen (15) days after the date the Shares are transferred to the depot account of LLC "Lebedyansky Holdings" specified in Subsection 6.3.5 hereof.</p> <p>Payment for the Shares shall be made in cash in Rubles by wire transfer to the bank accounts of the owners of the Shares, the full and exact details of which must be specified in the notices on the sale of the Shares.</p> <p>Owners of the Shares are advised, prior to delivery of a statement on the sale of the Shares, consult with the bank with which the corresponding bank account has been opened, to confirm the completeness, accuracy and sufficiency of details of such bank account and to make sure that the terms of the bank account allow to make such transfers to the corresponding account in payment for the securities.</p> <p>Only those Shares shall be paid for that have been transferred to the depot account of LLC "Lebedyansky Holdings" indicated in Subsection 6.3.5 hereof, no later than fifteen (15) days after the expiration of the period</p>

		<p>provided for the acceptance of this mandatory offer.</p> <p>If LLC "Lebedyansky Holdings" fails to perform its obligation to make timely payment for the acquired Shares, the former owner of the Shares may, in its discretion, either deliver to the guarantor that has issued a bank guarantee securing performance of LLC Lebedyansky Holdings's obligations hereunder, a request to pay the price of the acquired Shares accompanied with the documents confirming debiting of the Shares acquired hereunder from the personal account (depot account) of the owner of Shares for their subsequent transfer to the depot account of LLC "Lebedyansky Holdings", or to terminate the Share purchase agreement in a unilateral manner and demand return of the Shares.</p>
6.1.5.	Payment for the securities offered to be acquired with other securities (please specify)	Payment for the Shares in other securities is not provided.
6.1.6.	The term and procedure for payment for the securities offered to be acquired with other securities	N/A
6.1.7.	Indication that the form of payment has been chosen by the securities owner	Payment for the Shares shall be made solely in cash (in Rubles) pursuant to the procedure set forth in Subsection 6.1.4 hereof.
6.1.8.	Minimum number of securities to be included in the sale notices, quantity/ percentage	No minimum number of Shares to be included in the sale notices is provided.

6.2.	Type, category (class), series of the issuable securities offered for acquisition	No other issuable securities shall be acquired except for those specified in Section 6.1 hereof.
Terms of acquiring the issuable securities of this type, category (class) and series:		
6.2.1.	Offered acquisition price of the securities or the procedure for	N/A

	its determination	
6.2.2.	Substantiation of the offered acquisition price of the securities, including information on the compliance of the offered price of the securities with the requirements of Paragraph 4 of Article 84.2 of the Federal Law "On Joint Stock Companies"	N/A
6.2.3.	Cash payment for the securities to be acquired	N/A
6.2.4.	Term and procedure for cash payment for the securities offered to be acquired	N/A
6.2.5.	Payment for the securities offered to be acquired with other securities (please specify)	N/A
6.2.6.	Term and procedure for payment for the securities offered to be acquired with other securities	N/A
6.2.7.	Indication that the form of payment has been chosen by the securities owner	N/A
6.2.8.	Minimum number of securities to be included in the sale notices, quantity/ percentage	N/A

6.3.	Other terms for acquisition of the issuable securities	
6.3.1.	Deadline for acceptance of the mandatory offer (the term within which a securities sale notice shall be received by the offeror)	The deadline for the acceptance of the mandatory offer (the term within which a Share sale notice shall be received by LLC "Lebedyansky Holdings") shall be seventy (70) days from the date of receipt of this mandatory

		<p>offer by OJSC "Lebedyansky".</p> <p>If, before the expiration of the term for acceptance of the mandatory offer, LLC "Lebedyansky Holdings" receives more than one Share sale notice from the owner of the Shares, the notice of the latest calendar date or, if undated, the last notice received shall be deemed valid.</p> <p>All share sale notices delivered before the expiration of the above deadline shall be deemed received by LLC "Lebedyansky Holdings" on the date of expiration of the seventy-day period after the date of receipt by OJSC "Lebedyansky" of this mandatory offer.</p>
6.3.2.	Mailing address at which the securities sale notices shall be delivered	<p>Business-Center "Mamontov", 11 Timura Frunze Street, Bldg. 2-5, Moscow, 119991 Russian Federation OJSC "Lebedyansky" Tel.: +7 (495) 933-62-50 Fax: 933-62-54 Attn: Tatiana Kurushina</p>
6.3.3.	Address for personal delivery of the securities sale notices	<p>Business-Center "Mamontov", 11 Timura Frunze Street, Bldg. 2-5, Moscow, 119991 Russian Federation OJSC "Lebedyansky" Tel.: +7 (495) 933-62-50 Fax: 933-62-54 Attn: Tatiana Kurushina</p>
6.3.4.	Procedure for the transfer of the securities to be acquired, and the term within which the acquired securities must be transferred to the personal (deposit) account of the offeror	<p>If this mandatory offer is accepted, then the shareholder wishing to sell its/his Shares must deliver, within seventy (70) days after receipt of this mandatory offer by OJSC "Lebedyansky", a Share sale notice to the addresses specified in Subsections 6.3.2 and 6.3.3 hereof.</p> <p>A Share sale notice must indicate:</p> <ul style="list-style-type: none"> <li>- quantity of Shares the owner of such Shares is ready to sell to the offeror;</li> <li>- full and exact details of the Shares owner's bank account to which the relevant funds shall be credited;</li> </ul>

		<ul style="list-style-type: none"> <li>- full name of the owner of the Shares;</li> <li>- place or residence/ location of the owner of the Shares;</li> <li>- ID information/ information on the state registration of the owner of the Shares;</li> <li>- contact information to liaise with the owner of the Shares (telephone, fax, mailing address).</li> </ul> <p>Exhibit 1 hereto contains a form of a Share sale notice.</p> <p>The Shares to be sold on the basis of this mandatory offer must be transferred to the depot account of LLC "Lebedyansky Holdings", free of any third party rights, within fifteen (15) days after the deadline for acceptance of this mandatory offer expires, as specified in Subsection 6.3.1 hereof. For these purposes a shareholder selling its Shares shall, within fifteen (15) days after the deadline for acceptance of this mandatory offer expires, as specified in Subsection 6.3.1 hereof, provide to LLC "R-Stinol" (or the corresponding depositary maintaining record of rights to the Shares) a transfer order (instruction to the depositary) to transfer the Shares to the account specified in Subsection 6.3.5 hereof.</p> <p>In order to identify the owner of the Shares credited to the depot account of LLC "Lebedyansky Holdings" specified in Subsection 6.3.5 hereof for the purposes of making payment for the Shares in accordance with Subsection 6.1.4 hereof, it is recommended that the owner of the Shares indicates exact details of a deposit agreement (number and date thereof and parties thereto) with the relevant depositary in the instruction to the depositary and ensures that the depositary of the owner of the Shares include such details in the transfer order to be provided to LLC "R-Stinol". If the depositary of the owner of the Shares (the "1st Depositary") is a depositor with another depositary (the "2nd Depositary"), then it is recommended that the</p>
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	<p>owner of the Shares ensures that the 1st Depositary indicate in its instruction to the 2nd Depositary the exact details of both the deposit agreement between the owner of the Shares and the 1st Depositary and the interdepository agreement between the 1st Depositary and the 2nd Depositary.</p> <p>All necessary steps related to the transfer of the title to the Shares specified in the relevant Share sale notice shall be taken by the shareholder that has delivered the Share sale notice.</p> <p>Expenses related to the registration of the transfer of title to the Shares shall be borne by LLC "Lebedyansky Holdings".</p> <p>Registration of the transfer of title to the Shares shall be effected by LLC "R-Stinol" at the following addresses:</p> <ul style="list-style-type: none"> <li>• 9 Maya St., 10B, the City of Lipetsk, Lipetsk Region, 398017, Russian Federation (LLC "R-Stinol")</li> </ul> <p>It is recommended that the shareholders whose rights to the Shares are being recorded and maintained by a depositary shall, after the transfer of the Shares, deliver or submit at the address indicated in Subsection 6.3.2 hereof an extract from the depositary's register certified by the depositary and confirming that the Shares have been debited from the relevant shareholder's deposit account in favor of LLC "Lebedyansky Holdings".</p> <p>The Share purchase transactions shall be concluded through the acceptance of this mandatory offer delivered by LLC "Lebedyansky Holdings" to shareholders of OJSC Lebedyansky, by the shareholders wishing to sell their Shares.</p> <p>The Share purchase transactions consummated as a result of acceptance by the shareholders wishing to sell their Shares of this mandatory offer shall be deemed concluded with the</p>
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	<p>shareholders indicated in the Share sale notices delivered in accordance with this Subsection 6.3.4 hereof, with respect to the number of the Shares specified in the relevant Share sale notices, on the terms and conditions set forth herein.</p> <p>If the Shares to be acquired hereunder are not transferred to the depot account of LLC "Lebedyansky Holdings" within fifteen (15) days after the expiration of the deadline for acceptance of this mandatory offer, as specified in Subsection 6.3.1 hereof, then LLC "Lebedyansky Holdings" shall have the right to unilaterally repudiate the Share purchase agreements.</p> <p>Share sale notices made in the form of Exhibit No.1 hereto and containing information provided for by Paragraph 4, Article 84.3 of Federal Law "On Joint Stock Companies" which have been delivered and have not been recalled prior to the expiration of the period for the acceptance of this mandatory offer, shall be deemed received, and the corresponding Share purchase agreements between LLC "Lebedyansky Holdings" and the shareholders having delivered and not recalled their Share sale notices – concluded on the day of the expiration of the period specified in Section 6.3.1 hereof. Share purchase agreements shall be deemed concluded with the owners of the Shares specified in the received Share sale notices with respect to the number of the Shares specified in the relevant Share sale notices, on the terms and conditions set forth herein.</p> <p>By transferring the Shares to the depot account of LLC "Lebedyansky Holdings" in accordance with this mandatory offer, the shareholders confirm that they sell the Shares in accordance with their foundation documents (for the shareholders that are legal entities), requirements of applicable law, and that they have obtained all necessary approvals and consents (including corporate approvals and</p>
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		third party consents) required to alienate the Shares in accordance with applicable laws.
6.3.5.	Information about the offeror to be included in the securities transfer order	<p>A person to whose depot account the Shares shall be transferred as a result of acceptance of this mandatory offer:</p> <p>LLC "Lebedyansky Holdings";</p> <p>Name of the identification document of the person to whose depot account the Shares shall be credited:</p> <p>Certificate of State Registration of a Legal Entity (Series 50 No. 010344517 dated July 3, 2008, issued by Moscow Region Interdistrict Inspectorate No. 18 of the Federal Tax Service); Main State Registration Number 1085019000990; Taxpayer Identification Number (INN) 5019020514.</p> <p>Information to be indicated in the Share transfer order:</p> <p>Account to which the Shares shall be credited:</p> <p>Account No. 9 of ZAO CB "Citibank" in the shareholders' register of OJSC "Lebedyansky" (maintained by LLC "R-Stinol") for further crediting to depot account No. 702075 of LLC "Lebedyansky Holdings", opened at ZAO CB "Citibank" on the basis of unnumbered Depository Agreement dated August 1, 2008, by and between LLC "Lebedyansky Holdings" and ZAO CB "Citibank";</p> <p>Type of a registered person:</p> <p>Nominal holder;</p> <p>Certificate No. 028.835 on the State Registration with the Moscow Registration Chamber dated December 3, 2001; Main State Registration Number 1027700431296; Taxpayer Identification Number (INN) 7710401987</p>
6.3.6.	Plans of the offeror in respect	N/A

	of the joint stock company the securities in which are to be acquired, including plans with respect to the employees of such joint stock company.	
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<b>VII. Information on the bank guarantee to be appended to the mandatory offer</b>		
7.1.	Information about guarantor	
7.1.1.	Full official name	Closed Joint Stock Company Commercial Bank "Citibank"
7.1.2.	Short official name (if any)	ZAO CB "Citibank"
7.1.3.	Location	8-10 Gasheka Street, Moscow, 125047, Russian Federation
7.1.4.	Main State Registration Number	1027700431296
7.1.5.	Taxpayer Identification Number	7710401987
7.2.	Information about the conditions of the bank guarantee	
7.2.1.	Amount of the bank guarantee or the procedure for its determination	<p>The aggregate amount of the guarantee shall not exceed eight billion three hundred ninety-seven million nine hundred thirteen thousand seven hundred thirty-five point twenty (8,397,913,735.20) Rubles and shall be determined as follows (hereinafter the "Guaranteed Amount"):</p> <p>(1) Within the period from the date of the guarantee until the deadline for acceptance of the mandatory offer established in Subsection 6.3.1 hereof (hereinafter the "Final Acceptance Date") (inclusive) the Guaranteed Amount shall be calculated as the total number of Shares, with respect to which the offeror has delivered the mandatory offer, multiplied by the price per one (1) share indicated in Subsection 6.1.1 hereof (hereinafter the "Price per Share").</p>

	<p>(2) Within the period from the day immediately following the Final Acceptance Date until the last date of crediting the shares, with respect to which the mandatory offer has been accepted, to the personal (depository) account of the offeror (hereinafter the "Final Crediting Date") (inclusive) the Guaranteed Amount shall equal an amount determined in accordance with paragraph (1) of this Subsection 7.2.1, <u>minus</u> the amount equal to the total number of shares, with respect to which the mandatory offer has not been accepted on or before the Final Acceptance Date, multiplied by the Price per Share.</p> <p>(3) Within the period from the day immediately following the Final Crediting Date as applies to the shares, with respect to which the mandatory offer has been accepted, until the last date for payment for the acquired shares by the offeror as set out in Subsection 6.1.4 hereof (hereinafter the "Final Payment Date") (inclusive) the Guaranteed Amount shall equal an amount determined in accordance with paragraph (2) of this Subsection 7.2.1 <u>minus</u> the amount which equals the total number of Shares with respect to which the offeror has received acceptances in accordance with the mandatory offer but which were not credited to the offeror's personal (depository) account, multiplied by the Price per Share.</p> <p>(4) Within the period immediately following the Final Payment Date until the expiry date of the guarantee indicated</p>
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		in Subsection 7.2.3 hereof (inclusive), the Guaranteed Amount shall equal an amount determined in accordance with paragraph (3) of this Subsection 7.2.1 <u>minus</u> the amounts paid by the offeror on or before the Final Payment Date.
7.2.2.	Irrevocability of the bank guarantee	The bank guarantee is irrevocable
7.2.3.	Term of validity of the bank guarantee or the procedure for its determination	The bank guarantee is valid until September 10, 2009 (inclusive).

<b>VIII. Other additional information to be indicated in the mandatory offer</b>		
8.1.	Telephone numbers at which any information or advice regarding the procedure related to this mandatory offer may be obtained	+7 (4742) 44-30-95 (LLC "R-Stinol"); or  +7 (495) 933-62-50 (OJSC Lebedyansky); or  +7 (495) 774-91-67 (OJSC Lebedyansky)
8.2.	-	-

**[NOTE: THIS ENGLISH TRANSLATION IS FOR INFORMATION PURPOSES ONLY. THIS FORM SHALL BE FILLED OUT IN RUSSIAN]**

Mandatory Offer of LLC "LEBEDYANSKY HOLDINGS" -  
Form of Security Sale Notice

To:	<b>Limited Liability Company "LEBEDYANSKY HOLDINGS"</b>
Address:	OJSC "Lebedyansky" Business-Center "Mamontov" 11 Timura Frunze Street, Bldg. 2-5 Moscow 119991, Russian Federation  Attn: Tatiana Kurushina Tel.: +7 (495) 774-91-67 or +7 (495) 933-62-50
From:	shareholder of Open Joint Stock Company "Lebedyansky Experimental Cannery":
Full name:	
Date of birth (for individuals):	
Details of ID (type of document, series, number, date of issuance, name of issuing authority) (for individuals) / information about state registration (number, date, name of registration authority) (for legal entities):	
Place of residence (for individuals) / location (for legal entities):	
Mailing address:	
Contact telephone/fax number:	
<b>SECURITIES SALE NOTICE</b>	
In accordance with Section 4 of Article 84.3 of the Federal Law "On Joint Stock Companies", I hereby accept the Mandatory Offer to acquire issuable securities - common registered uncertificated shares of Open Joint Stock Company "Lebedyansky Experimental Cannery" - and agree to sell the following common registered uncertificated shares owned by me to Limited Liability Company "Lebedyansky Holdings" on the terms and conditions set forth in the Mandatory Offer:	
Issuer of the securities being sold:	Open Joint Stock Company "Lebedyansky Experimental Cannery"
Type, category and class of the securities being sold:	Common registered shares, issuance state registration number 1-04-40982-A
Quantity of the securities being sold (in figures and in words):	_____ ( _____ ) shares
Price of the securities being sold:	As set forth in Subsection 6.1.1 of the Mandatory Offer

For the clients of nominal holders:	
Name of the nominal holder registered in the shareholders' register:	
Resident/non-resident in the RF:	
Location of the nominal holder:	
Type of agreement (deposit agreement, interdepository agreement, etc.):	
Date of deposit/interdepository agreement:	
Number of deposit/interdepository agreement:	
I hereby obligate to transfer the common registered shares of Open Joint Stock Company "Lebedyansky Experimental Cannery" owned by me, free of any third party rights.	
Please make payment for the sold shares by wire transfer to the following bank account:	
Payee (full name):	
Bank name:	
Bank branch name (if applicable):	
Bank location:	
Personal/corporate account:	
Settlement account:	
Correspondent account:	
Correspondent account:	
BIC:	
Taxpayer Identification Number (INN):	

Full name of individual / Full name and title of a person signing this notice on behalf of a shareholder - legal entity

(signature)

\_\_\_\_\_, 2008

Seal  
(for legal entities)