

OPEN JOINT STOCK CO VIMPEL COMMUNICATIONS
Form SC 13D/A
January 14, 2010

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 41)*

OPEN JOINT STOCK COMPANY
"VIMPEL-COMMUNICATIONS"
(Name of Issuer)

Common Stock, nominal value 0.005 rubles per share
(Title of Class of Securities)

68370R109
(CUSIP Number)

Franz Wolf
Eco Telecom Limited
Suite 2
4 Irish Place
Gibraltar
+350 41977

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

January 12, 2010
(Date of Event which Requires Filing of this Statement)

With a copy to:

Alexey Reznikovich
Altimo Holdings & Investments Limited
Str. Novy Arbat, build. 21
GSP-2
119992 Moscow, Russia
+7 (495) 981-4449

If the filing person has previously filed a statement on Schedule 13G 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. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any

subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (the “Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Name of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

Eco Telecom Limited
000-00-0000

2. Check the Appropriate Box if a Member of a Group
(a) (b)

3. SEC Use Only

4. Source of Funds

AF; OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Gibraltar

7.

Sole Voting Power

Number of
Shares

8.

18,964,799 shares of Common Stock*
Shared Voting Power

Beneficially
Owned by

9.

0
Sole Dispositive Power

Each
Reporting
Person

10.

18,964,799 shares of Common Stock*
Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

18,964,799 shares of Common Stock*

12. Check If the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

37.0% of Common Stock*

14. Type of Reporting Person

OO, HC

*Eco Telecom is also the direct beneficial owner of 6,426,600 (100%) shares of the Issuer's type-A voting preferred stock, which, together with the total number of shares of the Issuer's common stock owned by Eco Telecom, represents approximately 44.0001% of the Issuer's outstanding voting capital stock. See Item 5.

1. Name of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

Altimo Holdings & Investments Limited
000-00-0000

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 Items 2(d) or 2(e)

6. Citizenship or Place of Organization

British Virgin Islands

7.

Sole Voting Power

Number of
Shares

8.

18,964,799 shares of Common Stock*
Shared Voting Power

Beneficially

Owned by

Each

9.

0
Sole Dispositive Power

Reporting

Person

With

10.

18,964,799 shares of Common Stock*
Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

18,964,799 shares of Common Stock*

12. Check If the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

37.0% of Common Stock*

14. Type of Reporting Person

OO, HC

*The Reporting Person may be deemed to beneficially own 6,426,600 (100%) shares of the Issuer's type-A voting preferred stock, which, together with the total number of shares of the Issuer's common stock that the reporting Person may be deemed to beneficially own, represents approximately 44.0001% of the Issuer's outstanding voting capital stock. See Item 5.

1. Name of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

CTF Holdings Limited
000-00-0000

2. Check the Appropriate Box if a Member of a Group
(a) (b)

3. SEC Use Only

4. Source of Funds

AF; OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Gibraltar

7. Sole Voting Power

- Number of Shares Beneficially Owned by Each Reporting Person With 8. 18,964,799 shares of Common Stock*
Shared Voting Power

- 0
9. Sole Dispositive Power

- 18,964,799 shares of Common Stock*
10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

18,964,799 shares of Common Stock*

12. Check If the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

37.0% of Common Stock*

14. Type of Reporting Person

OO, HC

*The Reporting Person may be deemed to beneficially own 6,426,600 (100%) shares of the Issuer's type-A voting preferred stock, which, together with the total number of shares of the Issuer's common stock that the reporting Person may be deemed to beneficially own, represents approximately 44.0001% of the Issuer's outstanding voting capital stock. See Item 5.

1. Name of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

Crown Finance Foundation
000-00-0000

2. Check the Appropriate Box if a Member of a Group
(a) (b)

3. SEC Use Only

4. Source of Funds

AF; OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Liechtenstein

7.

Sole Voting Power

Number of
Shares

8.

18,964,799 shares of Common Stock*
Shared Voting Power

Beneficially

Owned by

Each

9.

0
Sole Dispositive Power

Reporting

Person

With

10.

18,964,799 shares of Common Stock*
Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

18,964,799 shares of Common Stock*

12. Check If the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

37.0% of Common Stock*

14. Type of Reporting Person

OO

*The Reporting Person may be deemed to beneficially own 6,426,600 (100%) shares of the Issuer's type-A voting preferred stock, which, together with the total number of shares of the Issuer's common stock that the reporting Person may be deemed to beneficially own, represents approximately 44.0001% of the Issuer's outstanding voting capital stock. See Item 5.

Item 1. Security and Issuer.

This Amendment No. 41 (this “Amendment”) to the Statement on Schedule 13D relates to the common stock, nominal value 0.005 rubles per share (the “Common Stock”), of Open Joint Stock Company “Vimpel-Communications” (“VimpelCom”). The initial Statement on Schedule 13D, previously filed jointly by Eco Telecom Limited (“Eco Telecom”), Eco Holdings Limited, CTF Holdings Limited (“CTF Holdings”) and Crown Finance Foundation (“Crown Finance”) on June 11, 2001 (as amended and supplemented by Amendment Nos. 1 through 40, the “Statement”), is hereby amended and supplemented with respect to the items set forth in this Amendment. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Statement.

Item 2. Identity and Background.

This Amendment is being filed on behalf of each of the following persons (each, a “Reporting Person” and, collectively, the “Reporting Persons”):

- (i) Eco Telecom;
- (ii) Altimo Holdings & Investments Limited (formerly known as Alfa Telecom Limited) (“Altimo”);
- (iii) CTF Holdings; and
- (iv) Crown Finance.

The Statement, as amended hereby, relates to the shares of Common Stock held for the account of Eco Telecom.

The Reporting Persons

Eco Telecom is a Gibraltar company, with its principal business address at 9/3a International Commercial Centre, Casemates Square, Gibraltar. The principal business of Eco Telecom is to function as a holding company. Current information concerning the identity and background of the directors and officers of Eco Telecom is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

Altimo is a British Virgin Islands company, with its principal address at Trident Chambers, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands. The principal business of Altimo is to function as a holding company. Altimo is the sole shareholder of Eco Telecom and, in such capacity, may be deemed to be the beneficial owner of the shares of Common Stock held for the account of Eco Telecom. Current information concerning the identity and background of the directors and officers of Altimo is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

CTF Holdings is a Gibraltar limited liability company, with its principal address at Suite 2, 4 Irish Place, Gibraltar. The principal business of CTF Holdings is to function as a holding company. CTF Holdings indirectly owns a majority of the shares of Altimo and, in such capacity, may be deemed to be the beneficial owner of the shares of Common Stock held for the account of Eco Telecom. Current information concerning the identity and background of the directors and officers of CTF Holdings is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

Crown Finance is a Liechtenstein foundation, with its principal address at Am Schraegen Weg 14, P.O. Box 1618, FL-9490, Vaduz, Liechtenstein. The principal business of Crown Finance is investment and management of the assets and capital of the foundation. Crown Finance is the sole shareholder of CTF Holdings and, in such capacity, may be

deemed to be the beneficial owner of the shares of Common Stock held for the account of Eco Telecom. Current information concerning the identity and background of the directors and officers of Crown Finance is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

The "Supervisory Board" coordinates the strategic development of a group of affiliated entities, often referred to as the "Alfa Group Consortium," which group includes the Reporting Persons. In certain instances, the Supervisory Board issues recommendations regarding strategic business decisions to the entities that are members of the Alfa Group Consortium. Current information regarding the identity and background of the members of the Supervisory Board is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

During the past five years, none of the Reporting Persons and, to the best of the Reporting Persons' knowledge, no other person identified in response to this Item 2, has been (a) convicted in a criminal proceeding or (b) a party to any civil proceeding or a judicial or administrative body of competent jurisdiction as a result of which such person 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.

No material change.

Item 4. Purpose of Transaction.

Item 4 is hereby supplemented as follows:

As more fully described in the Reporting Persons' Amendment 38 to Schedule 13D, on October 5, 2009, the Reporting Persons and certain of their affiliates (collectively, the "Alfa Parties") and Telenor ASA, Telenor East Invest AS, Telenor Mobile Communications AS and certain of their affiliates (collectively, the "Telenor Parties") announced that they had entered into a series of agreements with respect to their ownership interests in VimpelCom and Closed Joint Stock Company "Kyivstar G.S.M." Among those agreements was the Settlement Agreement, dated as of October 4, 2009, among certain Alfa Parties and certain Telenor Parties.

Immediately following the announcement of the proposed Transactions on October 5, 2009, the escrow agent filed all stay documents with respect to the proceedings in the United States. However, three courts in the United States did not accept the parties' requests to stay the proceedings in those courts. In one case, the Second Circuit Court of Appeals denied the parties' request for a stay and issued a decision affirming in their entirety the decisions of the District Court that Storm, Altimo, Alpren and Hardlake were appealing. In two other cases, the District Court judges requested that the parties dismiss the relevant actions and granted the parties leave to refile the relevant actions if the Transactions are not completed. The parties agreed to those requests and withdrew the relevant proceedings.

On January 12, 2010, certain of the Telenor Parties and the Alfa Parties entered into an amendment to the Settlement Agreement, dated as of October 4, 2009, between and among Telenor Mobile Communications AS, Telenor East Invest AS, Telenor Consult AS, Crown Finance Foundation, CTF Holdings Limited, Altimo Holdings & Investments Ltd., Eco Telecom Limited, Rightmarch Limited, Alpren Limited, Hardlake Limited and Storm LLC, (the "Amendment to the Settlement Agreement"). The Amendment to the Settlement Agreement is intended to reflect the actions taken by the courts in the United States.

The Amendment to the Settlement Agreement is attached to this Amendment to the Statement as Exhibit 99.1, and is incorporated in this Amendment to the Statement in its entirety.

Item 5. Interest in Securities of the Issuer.

No material change.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No material change.

Item 7. Material to be Filed as Exhibits.

The Index of Exhibits is incorporated herein by reference.

SIGNATURES

After reasonable inquiry and to the best of his or her knowledge and belief, each of the undersigned certifies that the information in this Amendment is true, complete and correct.

Date: January 14, 2010

ECO TELECOM LIMITED

By: /S/ MARINA
KUSHNAREVA
Name: Marina Kushnareva
Title: Director

Date: January 14, 2010

ALTIMO HOLDINGS & INVESTMENTS LIMITED

By: /S/ FRANZ WOLF
Name: Franz Wolf
Title: Director

Date: January 14, 2010

CTF HOLDINGS LIMITED

By: /S/ FRANZ WOLF
Name: Franz Wolf
Title: Director

Date: January 14, 2010

CROWN FINANCE FOUNDATION

By: /S/ FRANZ WOLF
Name: Franz Wolf
Title: Attorney-in-Fact

ANNEX A

Directors and Officers of Eco Telecom Limited

Name/Citizenship	Principal Occupation	Business Address
Marina Kushnareva, Director (Russia)	Manager, CTF Holdings Limited	Suite 2 4 Irish Place, Gibraltar
Franz Wolf, Director (Germany)	Director, CTF Holdings Limited	Suite 2 4 Irish Place, Gibraltar
Anatoly Ballo Director (Russia)	Businessman	Akademika Sakharova Prospekt, 9, GSP-6, 107996, Moscow, Russia

Directors and Officers of Altimo Holdings & Investments Limited

Name/Citizenship	Principal Occupation	Business Address
Geoffrey Piers Hemy, Director (United Kingdom)	Director, Grand Financial Group Limited	European Liaison Office Trident Centre, Fifth floor 115 Griva Digeni Avenue CY-3101 Limassol Cyprus
Georgia Karydes, Director (Cyprus)	Director, Feldmans Management (Overseas) Ltd.	6 Nikou Georgiou Street Block C, Office 704 Nicosia 1098, Cyprus
Olga Kichatova, Director (Russia)	Senior Financial Advisor, CTF Holdings Limited	Bolshoy Savvitsky per., d. 11, pod. 3, 5th floor, office No. 351, 119435 Moscow, Russia
Alexey Reznikovich, Chief Executive Officer (Russia)	Chief Executive Officer, OOO ALTIMO	Str. Novy Arbat, build. 21 GSP-2 119992 Moscow, Russia
Marina Kushnareva, Director (Russia)	Director, CTF Holdings Limited	Suite 2 4 Irish Place, Gibraltar
Franz Wolf, Director (Germany)	Director, CTF Holdings Limited	Suite 2 4 Irish Place, Gibraltar

Directors and Officers of CTF Holdings Limited

Name/Citizenship	Principal Occupation	Business Address
Marina Kushnareva, Director (Russia)	Director, CTF Holdings Limited	Suite 2 4 Irish Place, Gibraltar
Franz Wolf, Director (Germany)	Director, CTF Holdings Limited	Suite 2 4 Irish Place, Gibraltar

Directors and Officers of Crown Finance Foundation

Name/Citizenship	Principal Occupation	Business Address
Christian Rosenow, Director (Switzerland)	Financial Adviser	Talacker 35, 8001 Zurich, Switzerland
Dr. Norbert Seeger, Director (Liechtenstein)	Attorney, Arcomm Trust Company	Am Schraegen Weg 14 P.O. Box 1618 FL-9490 Vaduz, Liechtenstein
Dr. Christian Zangerle, Director (Austria)	Attorney, Law Office of Dr. Norbert Seeger	Am Schraegen Weg 14 P.O. Box 1618 FL-9490 Vaduz, Liechtenstein

Members of the Supervisory Board of Alfa Group Consortium

Name/Title/Citizenship	Principal Occupation	Business Address
Petr Aven (Russia)	President, OJSC “Alfa-Bank”	11 Mashy Poryvaevoy Street, 107078 Moscow, Russia
Alexander Fain (Russia)	Chief Executive Officer, Alfa Eco LLC	21 Novy Arbat Street, 121019 Moscow, Russia
Mikhail Fridman (Russia)	Chairman of the Supervisory Board of Alfa Group Consortium/Chairman of the Board of Directors of OJSC “Alfa Bank”	9 Mashy Poryvaevoy Street, 107078 Moscow, Russia
German Khan (Russia)	Executive Director, OAO “TNK-BP Management”	18/2, Schipok Street 115093 Moscow, Russia
Lev Khasis (Russia)	Chief Executive Officer, X5 Retail Group N.V.	Srednyaya Kalitnikovskaya Street 28-4, 109029 Moscow, Russia
Andrei Kosogov (Russia)	Chairman of the Board of Directors of Alfa Asset Management	12 Prospect Academic Sakharov, 107078 Moscow, Russia
Alexey Kuzmichev (Russia)	Chairman of the Advisory Committee of A1 Group Limited	21 Novy Arbat Street, 10th floor, office 1046, 121019 Moscow, Russia
Nigel John Robinson (United Kingdom)	Director of Corporate Development, Finance and Control, CTF Holdings Ltd.	Office 351, Floor 5, entrance 3, building 11, Bolshoi Savinskiy pereulok, 119435
Alexey Reznikovich (Russia)	Chief Executive Officer, OOO ALTIMO	Str. Novy Arbat, build. 21 GSP-2 119992 Moscow, Russia
Andrey Zemnitsky (Russia)	President of Investment Company A1 LLC	12 Krasnopresenskaya Nab. International Trade Center 2, Entrance 7 123610 Moscow, Russia

Vladimir Ashurkov
(Russia)

Director of Group
Portfolio Management
and Control

Bolshoy Savinsky per., d.
11, pod. 3,
5th floor, office No. 351,
119435 Moscow, Russia

To the best of the Reporting Persons' knowledge:

- (a) None of the above persons holds any shares of Common Stock.
 - (b) None of the above persons has any contracts, arrangements, understandings or relationships with respect to any shares of Common Stock.
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Index of Exhibits

Exhibit 99.1

First Amendment to Settlement Agreement, dated January 12, 2010, between and among Crown Finance Foundation, CTF Holdings Limited, Altimo Holdings & Investments Ltd., Eco Telecom Limited, Rightmarch Limited, Alpren Limited, Hardlake Limited, Storm LLC, Telenor East Invest AS, Telenor Mobile Communications AS and Telenor Consult AS