

TELE CENTRO OESTE CELULAR PARTICIPACOES
Form F-6 POS
December 18, 2003

As filed with the Securities and Exchange Commission on December 18, 2003

Registration No. 333-13324

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM F-6
REGISTRATION STATEMENT

under
THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depositary Receipts

of

TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)
Federative Republic of Brazil
(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(Exact name of depository as specified in its charter)

One Wall Street New York, N.Y. 10286
(212) 495-1727

(Address, including zip code, and telephone number, including area code, of depository's principal executive offices)

Christopher Sturdy

The Bank of New York
101 Barclay Street, 22nd Floor

New York, New York, 10286

(212) 815-2095

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

S. Todd Crider, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
(212) 455-2000

Peter B. Tisne, Esq.
Emmet, Marvin & Martin, LLP
120 Broadway
New York, New York 10271
(212) 238-3010

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares,

check the following box.

The prospectus consists of the proposed revised form of American Depositary Receipt included as Exhibit A to the Deposit Agreement filed as Exhibit 1(ii) to this Post-Effective Amendment No. 1 to the Registration Statement, as amended by the form of Amendment No. 1 to Deposit Agreement filed as Exhibit 1(i) to this Post-Effective Amendment No. 1 to the Registration Statement, which is incorporated herein by reference.

EMM-238690_2

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

<u>Item Number and Caption</u>	<u>Location in Form of Receipt, as Amended, Filed Herewith as Prospectus</u>
1. Name and address of depositary	Introductory Article
2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities	
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts	corner
(ii) The procedure for voting, if any, the deposited securities	Articles number 15, 16 and 18
(iii) The collection and distribution of dividends	Articles number 4, 12, 14, 15 and 18

- (iv) The transmission of notices, reports and proxy soliciting Articles number 11, 15, 16 and 18 material
- (v) The sale or exercise of rights Articles number 13, 14, 15 and 18
- (vi) The deposit or sale of securities resulting from dividends, Articles number 12, 14, 15, 17, 18 splits or plans of reorganization and 22
- (vii) Amendment, extension or termination of the deposit Articles number 20, 21 and 22 agreement
- (viii) Rights of holders of Receipts to inspect the transfer books Article number 11 of the depository and the list of holders of Receipts
- (ix) Restrictions upon the right to deposit or withdraw the Articles number 2, 3, 4, 5, 6 and 8 underlying securities
- (x) Limitation upon the liability of the depository Articles number 14, 18, 19, 21 and 22

3. Fees and Charges Articles number 7 and 8
Item - 2.

Available Information

Public reports furnished by issuer Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

(a)(i).

Form of Amendment No. 1 to Deposit Agreement dated as of December ____, 2003, among Tele Centro Oeste Celular Participações S.A., The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1(i).

(a)(ii).

Deposit Agreement, dated as of July 27, 1998, among Tele Centro Oeste Celular Participações S.A., The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. Filed herewith as Exhibit 1(ii).

(b).

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - Not Applicable.

(c).

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

(d).

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Previously Filed.

(e).

Certification under Rule 466. - Not Applicable.

Item - 4.

Undertakings

Previously Filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on December 17, 2003.

Legal entity created by the agreement for the issuance of American Depositary Receipts for non-voting preferred shares of Tele Centro Oeste Celular Participações S.A..

By:

The Bank of New York,

As Depositary

By:

/s/ Joanne F. DiGiovanni

Joanne F. DiGiovanni

Vice President

Pursuant to the requirements of the Securities Act of 1933, Tele Centro Oeste Celular Participações S.A. has caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Brasília, Federative Republic of Brazil, on December 17, 2003.

TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.

By:

/s/ Sergio Assenço Tavares dos Santos

Name: Sergio Assenço Tavares dos Santos

Title: President Principal Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers, directors and authorized U.S. Representative of Tele Centro Oeste Participações S.A., hereby severally constitute and appoint Sergio Assenço Tavares dos Santos (with full power to act alone), our true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution in him, for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on December 17, 2003.

/s/ Sergio Assenço Tavares dos Santos

Name: Sergio Assenço Tavares dos Santos

President - Principal Executive Officer

/s/ Vangivaldo Silva

Name: Vangivaldo Silva

Principal Accounting Officer

/s/ Luis André Carpintero Blanco

Name: Luis André Carpintero Blanco

Director of Finance and Director of Investor Relations

Principal Financial Officer

Name: Félix Pablo Ivorra Cano

Director

/s/ Iriarte José de Araujo Esteves

Name: Iriarte José de Araujo Esteves

Name: Fernando Xavier Ferreira

Director

/s/ Antonio Viana-Baptista

Name: Antonio Viana-Baptista

Director

/s/ Ernesto Lopez Mozo

Name: Ernesto Lopez Mozo

Director

Name: Ignacio Aller Mallo

Director

/s/ Zeinal Abedin Mohamed Bava

Name: Zeinal Abedin Mohamed Bava

Director

/s/ Carlos Manuel de Lucena e Vasconcelos Cruz

Name: Carlos Manuel de Lucena e Vasconcelos Cruz

Director

/s/ Eduardo Perestrelo Correia de Matos

Name: Eduardo Perestrelo Correia de Matos

Director

/s/ Pedro Manuel Brandão Rodrigues

Name: Pedro Manuel Brandão Rodrigues

Director

/s/ Donald J. Puglisi

Name: Donald J. Puglisi

Puglisi & Associates

Authorized U.S. Representative

INDEX TO EXHIBITS

Exhibit

Letter

1(i)

Exhibit

Form of Amendment No. 1 to Deposit Agreement dated as of
December ____, 2003, among Tele Centro Oeste Celular

Participações S.A., The Bank of New York, as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder.

1(ii)

Deposit Agreement, dated as of July 27, 1998, among Tele Centro Oeste Celular Participações S.A., The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder.