

TELE CENTRO OESTE CELULAR PARTICIPACOES

Form F-6 POS

February 03, 2004

As filed with the Securities and Exchange Commission on February 3, 2004

Registration No. 333-13324

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 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 form of American Depositary Receipt included as Exhibit A to the Deposit Agreement

filed as Exhibit 1(ii) to Post-Effective Amendment No. 1 to the Registration Statement, which is incorporated herein by reference.

Tele Centro Oeste Participações S.A. and The Bank of New York, as depository, will not enter into the proposed Amendment No. 1 to Deposit Agreement filed as Exhibit 1(i) to Post-Effective Amendment No. 1 to the Registration Statement. This Post-Effective Amendment No. 2 deletes that proposed form of amendment as an exhibit to the Registration Statement.

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 depository	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 material	Articles number 11, 15, 16 and 18
(v) The sale or exercise of rights	Articles number 13, 14, 15 and 18
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles number 12, 14, 15, 17, 18 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 depositary 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 depositary Articles number 14, 18, 19, 21 and 22
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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).

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. Previously filed.

(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. 2 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 February 2, 2004.

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/ Teresa Loureiro-Stein

Name: Teresa Loureiro-Stein

Title: 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. 2 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Brasília, Federative Republic of Brazil, on February 2, 2004.

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

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities indicated on February 2, 2004.

-----/s/ Sergio Assenço Tavares dos Santos

Name: Sergio Assenço Tavares dos Santos

President - Principal Executive Officer

* _____

Name: Vangivaldo Silva

Principal Accounting Officer

* _____

Name: Luis André Carpintero Blanco

Director of Finance and Director of Investor Relations

Principal Financial Officer

Name: Félix Pablo Ivorra Cano

Director

* _____

Name: Iriarte José de Araujo Esteves

Director

Name: Fernando Xavier Ferreira

Director

*

Name: Antonio Viana-Baptista

Director

*

Name: Ernesto Lopez Mozo

Director

Name: Ignacio Aller Mallo

Director

*

Name: Zeinal Abedin Mohamed Bava

Director

* _____

Name: Carlos Manuel de Lucena e Vasconcelos Cruz

Director

* _____

Name: Eduardo Perestrelo Correia de Matos

Director

* _____

Name: Pedro Manuel Brandão Rodrigues

Director

* _____

Name: Donald J. Puglisi

Puglisi & Associates

Authorized U.S. Representative

* By: /s/ Sergio Assenço Tavares dos Santos

Sergio Assenço Tavares dos Santos

Attorney-in-fact

INDEX TO EXHIBITS

<u>Exhibit</u> <u>Letter</u>	<u>Exhibit</u>
NONE	NONE