

TELECOM ARGENTINA STET FRANCE TELECOM SA  
Form F-1  
January 09, 2004

As filed with the Securities and Exchange Commission on January 8, 2004

Registration No. 333-

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM F-1

### REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

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# TELECOM ARGENTINA STET-FRANCE

## TELECOM S.A.

(Exact name of registrant as specified in its Charter)

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**Republic of Argentina**  
(State or other jurisdiction of  
Incorporation)

**4813**  
(Primary Standard Industrial  
Classification Code Number)

**Inapplicable**  
(I.R.S. Employer  
Identification Number)

**Alicia Moreau de Justo 50**

**Piso 10**

**1107-Buenos Aires**

**Argentina**

**011-54-11-4968-4000**

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

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**Puglisi & Associates**

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**Suite 204**

**P.O. Box 885**

**Newark, Delaware**

**(302) 738-6680**

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

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. " \_\_\_\_\_"

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. " \_\_\_\_\_"

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. " \_\_\_\_\_"

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. " \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. " \_\_\_\_\_

**CALCULATION OF REGISTRATION FEE**

| Title of Each Class of Securities To Be Registered   | Amount to be Registered(1) | Proposed Maximum Aggregate Offering Price(2)(3) | Amount of Registration Fee(4) |
|--|----------------------------|---|-------------------------------|
| Floating rate notes due 2008, fixed rate notes due 2009, PIK notes due 2017 and step up notes due 2014 | \$903,513,914.59           |   | \$73,094.28                   |

- (1) Includes the maximum number of notes of Telecom Argentina STET-France Telecom S.A. expected to be issued in the United States pursuant to the transaction, and notes of Telecom Argentina STET-France Telecom S.A. that may be resold in the United States subsequent to the transaction under circumstances requiring delivery of a prospectus. Notes of Telecom Argentina STET-France Telecom S.A. to be issued outside the United States are being issued in reliance on Regulation S of the United States Securities Act of 1933, or the Securities Act.
- (2) Exclusive of accrued interest and distributions, if any.
- (3) In United States dollars or the equivalent thereof in any other currency, currency unit or units, or composite currency or currencies.
- (4) Calculated pursuant to Rule 457(o) of the rules and regulations under the Securities Act.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

**Solicitation Statement (Subject to Completion)**

## **TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

Telecom Argentina STET-France Telecom S.A., *a sociedad anónima* organized under Argentine law ( Telecom, us or we ) is conducting a

**solicitation to grant powers of attorney or commitments to execute an *Acuerdo Preventivo Extrajudicial***

**pursuant to which holders of our outstanding**

Series C Medium Term Notes Due 2002 (ISIN No. US879273AE01, CUSIP No. 879273AE0), Series E Medium Term Notes Due 2005 (ISIN No. XS0076226942), Series 1 Medium Term Notes Due 2003 (ISIN No. XS0109260686), Series 2 Medium Term Notes Due 2004 (ISIN No. XS0131485624), Series I Medium Term Notes Due 2004 (ISIN No. XS0096148779), Series K Medium Term Notes Due 2002 (ISIN No. XS0099123712), Series F Medium Term Notes Due 2007 (ISIN No. XS0076689024) and Series H Medium Term Notes Due 2008 (ISIN No. XS0084707313), collectively, the outstanding notes, and

the equivalent of approximately US\$867 million of our other unsecured, unconsolidated financial indebtedness, which we refer to as the outstanding loans and, together with the outstanding notes, as the outstanding debt, as more fully described in this solicitation statement

**will receive at their option, but subject to proration, for each 1,058 denominated in dollars, euro, Japanese yen or Argentine pesos aggregate principal amount of outstanding debt and capitalized interest (computed as described in this solicitation statement), either**

a combination, which we refer to as Option A, of (1) 169 principal amount of 4-year floating rate notes due 2008, which we refer to as the floating rate notes, (2) 730 principal amount of 10-year step up notes due 2014, which we refer to as the step up notes and (3) 159 principal amount of 13-year pay-in-kind notes due 2017, which we refer to as the PIK notes ; or

a combination, which we refer to as Option B, of (1) 541 principal amount of 5-year notes due 2009, which we refer to as the fixed rate notes and (2) a cash payment of 338, which we refer to as the Option B cash consideration ; or

an option, which we refer to as Option C, to receive a cash payment, which we refer to as the Option C cash consideration at a price not greater than 794 nor less than 688, to be determined pursuant to a Modified Dutch Auction,

in U.S. dollars, euro, Japanese yen or Argentine pesos, as applicable, and as described in this solicitation statement.

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Holders of our outstanding notes will receive notes in the form of global notes in registered form. Holders of our outstanding loans will receive a separate series of notes in the form of certificated notes in registered form. The notes will constitute *obligaciones negociables* under Argentine law. Each of the options will be subject to specified limits. If one or more options is oversubscribed, participation in the options will be prorated based on the maximum amount of outstanding debt that may be retired under each option.

We are soliciting from the holders of our outstanding debt powers of attorney in favor of The Bank of New York, as settlement agent, and the commitment of holders of outstanding loans, to approve an out-of-court restructuring agreement governed by Argentine law, or an *Acuerdo Preventivo Extrajudicial*, which we refer to as the APE. We are proposing that holders of our outstanding debt agree to a plan under which we will restructure all of our outstanding debt by issuing notes with new payment terms, and/or by paying cash consideration. We will also make interest payments to holders of our outstanding debt for part of the accrued but unpaid interest on our outstanding debt.

For purposes of the APE, all holders of our outstanding debt will constitute a single category (class).

**This solicitation will expire at 3:00 p.m., New York City time, 5:00 p.m., Buenos Aires time, on \_\_\_\_\_, 2004, unless we extend it in our sole discretion. We refer to such time and date, as they may be extended, as the expiration date. Only persons who are holders of record of outstanding debt as of \_\_\_\_\_ p.m., New York City time, \_\_\_\_\_ p.m. Buenos Aires time on \_\_\_\_\_, 2004 will be eligible to vote in this consent solicitation.**

Our outstanding debt is comprised of outstanding notes and outstanding loans. As of September 30, 2003 our unconsolidated outstanding debt was US\$2,627 million (including accrued but unpaid interest, penalties and post-default interest rate increases and expressed as a U.S. dollar equivalent, in the case of debt denominated in other currencies).

In order to grant a power of attorney to execute the APE on their behalf, or commit to execute the APE directly, holders of outstanding debt must return to the settlement agent an election form setting forth their preferred consideration among the options listed above. If the APE is executed and subsequently approved, or *homologado*, in the form that we have proposed by a commercial court of the City of Buenos Aires, Argentina, we will make available to each consenting holder of our outstanding debt, at that holder's option, subject to proration and the other terms and conditions of the APE, the notes and/or cash consideration and payments on a portion of accrued but unpaid interest as described in this solicitation statement. If the APE is approved by the reviewing court, holders who do not consent to the APE or who do not participate in this solicitation also will receive notes and/or cash consideration and partial interest payments determined as described in this solicitation statement. No holders will be permitted to retain their outstanding notes and outstanding loans if the APE is executed and subsequently approved by the reviewing court.

Concurrently with this APE solicitation, our 99.99% owned subsidiary, Telecom Personal S.A., is proposing to restructure its outstanding indebtedness, including intercompany obligations. As of September 30, 2003, Telecom Personal's outstanding debt and intercompany obligations amounted to US\$590 million (including US\$27 million in intercompany obligations, accrued but unpaid interest, penalties and post-default interest rate increases and expressed as a U.S. dollar equivalent in the case of debt denominated in other currencies).

The execution of the APE is subject to a minimum threshold condition, the completion of the Telecom Personal restructuring and to certain other conditions (or the waiver thereof) as described in this solicitation statement.

**We encourage you to consider carefully the risk factors beginning on page 46 of this solicitation statement.**

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Any questions or requests for assistance may be directed to the solicitation agents, information agents or the settlement agent at the addresses and telephone numbers set forth on the back cover of this document.

We will apply to have the notes issued to holders of outstanding notes listed on the Buenos Aires Stock Exchange or the *Mercado Abierto Electrónico S.A.* and, in the case of notes denominated in euro, on the Luxembourg Stock Exchange. The notes issued to holders of loans will not be listed on any exchange.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this solicitation statement is truthful or complete. Any representation to the contrary is a criminal offense.**

**The notes issued outside the United States have not been registered under the United States Securities Act of 1933, as amended (the Securities Act ), and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to a registration statement under the Securities Act or in certain transactions exempt from the registration requirements of the Securities Act.**

*The solicitation agents for this APE solicitation are:*

**MORGAN STANLEY**

**MBA BANCO DE INVERSIONES S.A.**

, 2004

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## INTRODUCTION

### The APE Solicitation

We are soliciting consents to enter into an *Acuerdo Preventivo Extrajudicial*, or APE, an out-of-court restructuring agreement governed by Argentine law.

The procedure for restructuring debt through an APE was recently adopted under Argentine law. Consequently, there are substantial uncertainties as to how courts will apply the rules governing proceedings involving APE agreements. See Summary Payment Default and Restructuring Failure of the Restructuring, Risk Factors The Argentine Bankruptcy Law does not specify how the requisite majorities should be calculated for purposes of the court approval of the APE and The APE Solicitation.

### Reasons for the APE Solicitation

As a result of the deterioration of the economic environment in Argentina, the devaluation and volatility of the Argentine peso, the subsequent conversion into pesos of our tariffs at the ratio of P\$1.00=US\$1.00 and uncertainties surrounding the adjustment of our regulated tariffs, we have been unable to make principal and interest payments on our outstanding debt, and, as a result, in April 2002 and June 2002, we announced the suspension of payments of principal and interest, respectively, on our and our Argentine subsidiaries' financial debt obligations. The purpose of the APE solicitation is to restructure our outstanding debt in order to obtain terms that we anticipate will enable us to service our debt so that we can improve our financial condition and liquidity. If the APE solicitation fails, we may enter into reorganization (*concurso*) proceedings or bankruptcy (*quiebra*). See Risk Factors and Background and Reasons for the APE Solicitation.

We contemplate replacing all of our unconsolidated outstanding debt with up to the equivalent of up to US\$2,447 million in consideration in the form of notes and cash consideration under the three options described below. In addition, we will pay to holders of our outstanding debt cash interest payments (as defined below) to pay part of the accrued but unpaid interest on our outstanding debt. The principal amount of our unconsolidated outstanding debt (excluding accrued but unpaid interest, penalties and post-default interest rate increases, which we refer to as the principal face amount of the unconsolidated outstanding debt) was the U.S. dollar equivalent of US\$2,436 million as of September 30, 2003. The principal face amount of our unconsolidated outstanding debt also includes certain commissions payable to banks on our outstanding loans that are being restructured pursuant to the APE. The amount of our unconsolidated outstanding debt, including accrued but unpaid interest, penalties and post-default interest rate increases, was the equivalent of US\$2,627 million as of September 30, 2003.

In this solicitation statement, amounts of outstanding debt or accrued interest thereon denominated in pesos, euro and Japanese yen but expressed in U.S. dollars have been calculated by converting such amounts into U.S. dollar amounts based on the exchange rates as of September 30, 2003. Unless otherwise indicated, we have calculated U.S. dollar equivalents at the exchange rates as of September 30, 2003, as discussed in Presentation of Financial Information Exchange Rates.

### Interest Payments on Our Outstanding Debt

In June 2003, we paid all holders of our outstanding debt a partial interest payment equal to the contractual rate of accrued but unpaid interest on our outstanding debt for the period through June 24, 2002 plus 30% of the contractual rate of accrued but unpaid interest on such indebtedness



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for the period beginning on June 25, 2002 and ending on December 31, 2002 (determined, in each case, without giving effect to any penalties or post-default interest rate increases). In connection with the APE, we will pay a portion of the remaining accrued but unpaid interest on our outstanding debt by capitalizing past due interest, which means we will add this amount to the principal face amount of outstanding debt to be restructured, as described below. We will also pay a portion of the accrued but unpaid interest in cash as described below.

*Principal Face Amount Adjustment Based on Capitalized Interest*

If the APE is completed in the form we have proposed, we will increase the principal face amount of outstanding debt to be restructured by capitalizing accrued but unpaid interest on our outstanding debt corresponding to the period from June 25, 2002 through December 31, 2003. The amount of accrued but unpaid interest to be capitalized has been determined by multiplying the outstanding principal of each outstanding note or outstanding loan denominated in U.S. dollars, euro or Japanese yen (excluding accrued but unpaid interest, penalties and post-default interest rate increases) as of September 30, 2003 by a factor equal to 1.058, which we refer to as the capitalized interest coefficient. The capitalized interest coefficient represents a return equal to U.S. six-month LIBOR (as defined in Description of the Notes ) plus 3% on the aggregate principal face amount of our outstanding debt, less the aggregate amount of the partial payment of past due interest we paid to holders of our outstanding debt in June 2003 for the period beginning on June 25, 2002 and ending on December 31, 2002. With respect to our outstanding loans denominated in Argentine pesos, we also adjusted the amount of capitalized interest based on the CER, a stabilization coefficient calculated by the Banco Central de la República Argentina (the Argentine Central Bank), or the Central Bank (see Certain Defined Terms ). We refer to this capitalized accrued but unpaid interest on our outstanding debt from June 25, 2002 through December 31, 2003, which equals the equivalent of an aggregate amount of approximately US\$141 million, as the capitalized interest.

The capitalized interest amount does not represent the contractual amount of accrued but unpaid interest on the aggregate principal face amount of our outstanding debt for the June 25, 2002 to December 31, 2003 period. The amount of such interest, including penalties and post-default interest rate increases, under the contractual terms of our outstanding debt as of September 30, 2003 amounted to the equivalent of approximately US\$191 million. Accordingly, the capitalized interest payment may represent less than or more than the contractual or statutory rate of interest (and penalties and post-default interest rate increases, if applicable) on any specific series of outstanding notes or any specific outstanding loan.

As a result of the capitalization of interest, for each 1,000 denominated in dollars, euro or Japanese yen principal face amount of outstanding debt, a holder of outstanding debt will have 1,058 denominated in dollars, euro or Japanese yen, as applicable, of outstanding debt to be restructured pursuant to the APE. For each P\$1,000 principal face amount of outstanding loans, a holder of peso-denominated loans will have outstanding debt of P\$1,058 to be restructured that will be adjusted based on the CER on the issuance date.

*Cash Interest Payment*

If the APE is completed in the form we have proposed, holders will receive, in addition to their notes and/or cash consideration under the options described below, a cash interest payment covering the period from January 1, 2004 to the issuance date of the notes. This payment will be calculated based on the principal amount of the outstanding debt (including capitalized interest but excluding any other accrued but unpaid interest, penalties and post-default interest rate increases) and paid at a rate equal to U.S. six-month LIBOR plus 3% for outstanding debt denominated in dollars, euro and Japanese yen, and a rate equal to 3% on the outstanding principal amount of peso-denominated outstanding loans, adjusted based on the CER, as described under The APE Solicitation Issuance Date. We refer to the cash payment we will make on the issuance date as the cash interest payment. The cash interest payment may be less than or more than the contractual or statutory rate of interest (including penalties or post-default interest rate increases, if applicable) on any specific series of outstanding notes or on any specific outstanding loan. We will make this cash interest payment on the issuance date in the same currency as the underlying outstanding debt.

**Consideration Offered Pursuant to the APE**

*Debt Securities and Cash Consideration*

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If the APE is executed and subsequently approved, or *homologado*, by a commercial court of the City of Buenos Aires, Argentina, in the form that we have proposed, and the other conditions to this APE solicitation are satisfied or waived, we will make available to each consenting holder of our outstanding debt, at that holder's option, subject to proration and the other terms and conditions of the APE, for each 1,058 denominated in dollars,

euro or Japanese yen, principal face amount of outstanding debt denominated in dollars, euro or Japanese yen, as the case may be, and related capitalized interest:

Option A - to holders who select Option A, a combination of (1) 169 principal amount of 4-year floating rate notes, (2) 730 principal amount of 10-year step up notes and (3) 159 principal amount of 13-year PIK notes; or

Option B - to holders who select Option B, a combination of (1) 541 principal amount of 5-year fixed rate notes and (2) Option B cash consideration of 338; or

Option C - to holders who select Option C, Option C cash consideration at a price not greater than 794 nor less than 688, to be determined pursuant to a Modified Dutch Auction, which means that we will select the single lowest purchase price based on the prices specified by holders, within the range of 688 to 794 per 1,058 of outstanding debt, that will enable us to purchase an aggregate of the equivalent of US\$468 million principal face amount of outstanding debt and capitalized interest (calculated based on the exchange rates specified under Procedures for Approving the APE Calculation of U.S. Dollar Equivalents on the second business day following the expiration date).

The principal amount of peso-denominated loans will also be adjusted based on the CER, a stabilization coefficient calculated by the Argentine Central Bank, as required by Argentine law, on the issuance date.

In this solicitation statement, we refer to:

Option A, Option B and Option C together as the options ;

the Option B cash consideration and the Option C cash consideration together as the cash consideration ;

the floating rate notes, step up notes, PIK notes and the fixed rate notes to be issued to holders of outstanding notes as the listed notes ;

the floating rate notes, step up notes, PIK notes and the fixed rate notes to be issued to holders of our outstanding loans as the unlisted notes ;

the listed notes and unlisted notes together as the notes ; and

the issuance date as defined under Description of the Notes Certain Defined Terms.

The notes are described under Description of the Notes. Holders of our outstanding notes will receive listed notes initially represented by global certificates in fully registered form which may be issued in tranches denominated in dollars or euro. Holders of our outstanding loans will receive unlisted notes in the form of certificated notes which may be denominated in dollars, euro, pesos or Japanese yen. Nonetheless, we reserve the right, but are not obligated, to amend the APE to allow holders of our outstanding notes to receive unlisted notes and to allow holders of our outstanding loans to receive listed notes if, in our sole judgment, it will not trigger unfavorable tax treatment for us. Notwithstanding any amendment we make, any holder's election of consideration set forth in any letter of transmittal or instruction letter prior to any amendment we make will be final, and the holder (or the beneficial owner of the outstanding debt on behalf of which the holder has submitted such election) will be deemed to acknowledge and agree that the holder's election is final and that the holder has no right to change its election from listed notes to unlisted notes or unlisted notes to listed notes, as the case may be.



*Proration*

Your election forms will permit you to designate your first and second choice of the three options. However, there is a limit on the principal face amount of our outstanding debt and capitalized interest that will be retired under each option. These limits are:

up to US\$1,800 million principal face amount of our outstanding debt and capitalized interest can be retired under Option A;

up to US\$782 million principal face amount of our outstanding debt and capitalized interest can be retired under Option B; and

up to US\$468 million principal face amount of our outstanding debt and capitalized interest can be retired under Option C.

Consequently, if holders of outstanding debt elect to retire outstanding debt under an option in excess of the limit for that option, proration will be required. Moreover, if the APE is approved by the reviewing court in the form we have proposed, and the other conditions to this solicitation are satisfied or waived, holders of our outstanding debt who do not participate in this solicitation and holders who vote against the APE (whom we refer to collectively as non-participating holders) will be deemed to have elected to have their outstanding debt allocated among each of the three options in the same proportions as the participating holders have elected to have their outstanding debt allocated to each option, or, if the reviewing court decides to allocate consideration in a different manner, to receive the consideration determined by the reviewing court at the time the reviewing court approves the APE, subject only to the overall limit of each option. The elections of participating holders, as well as these deemed elections, may give rise to a need for us to prorate the oversubscribed options and to allocate the remaining portion of outstanding debt into the undersubscribed options. We will prorate among non-participating holders after prorating participating holders, if necessary. Because participating holders' allocations will reduce the amount of debt that can be retired under each option, non-participating holders' final allocations may be different than participating holders' allocations.

As a result of proration, participating holders may not receive the consideration specified in their election form, and non-participating holders may not receive their deemed elections based on the final allocations made to participating holders. Proration procedures are described under "The APE Solicitation" Terms of the APE Solicitation "Proration."

*Remaining Unpaid Existing Indebtedness*

If the APE is completed in the form we have proposed, all of our outstanding debt, except for our commercial obligations, as defined below, will be restructured or refinanced and our obligation to pay any amount of principal, interest, penalties or other amounts that remain unpaid pursuant to the contractual terms of, or applicable statutory rates on, our existing outstanding debt will be extinguished under Argentine law as of the issuance date.

We have commercial debt obligations, which include accounts payable, operating lease obligations, related party and intercompany accounts payable and accounts receivable (which as of September 30, 2003 amounted to P\$7 million with companies that are not consolidated in our financial statements), obligations to pay taxes, salaries and social security payments including obligations to any federal (such as the *Administración Federal de Ingresos Públicos*, the Argentine federal tax authority, which we refer to as the AFIP, or the *Administración Nacional de la Seguridad Social*, the Argentine social security authority), provincial or municipal tax or social security authorities and other liabilities, including agency fees to agent banks under syndicated loans. We refer to these obligations collectively as the commercial obligations and to the creditors to whom we have commercial obligations as the commercial creditors. Generally, we have been paying our commercial obligations as they become due and intend to remain current in these obligations. Accordingly, we are not soliciting the participation of our commercial creditors in the APE.

**Procedures for Approving the APE**

*Procedures for Participating*

If you hold outstanding notes, in order to participate in this APE solicitation you must, on or prior to the expiration date,

grant the settlement agent a power of attorney to execute the APE on your behalf and to attend and vote at any meeting of holders of outstanding notes that might be required to confirm and give effect to the APE, in accordance with the procedures described under The APE Solicitation Letter of Transmittal; Representations, Warranties and Covenants of Holders of Outstanding Debt and

deliver your outstanding notes to the settlement agent in accordance with the procedures described under *The APE Solicitation Procedures for Participating in the APE Solicitation How to Participate if You Hold Outstanding Notes*.

If you hold outstanding notes through a securities intermediary, DTC, Euroclear or Clearstream, Luxembourg, see *The APE Solicitation Procedures for Participating in the APE Solicitation*.

If you are a holder of outstanding loans, in order to participate in this APE solicitation you must, on or prior to the expiration date,

duly execute and deliver the accompanying letter of transmittal to the settlement agent,

deliver the outstanding loan and any promissory note, or *pagaré*, and any acknowledgement of debt obligations, or *reconocimiento de deuda*, or similar document to the settlement agent and

contact the settlement agent for further instructions as to how to complete your power of attorney and/or letter of transmittal and election ballot with respect to your outstanding loans.

Holders of outstanding loans that agree to participate in this APE solicitation must either grant the settlement agent a power of attorney to execute the APE on behalf of participating holders of outstanding loans or commit to sign the APE directly. See *The APE Solicitation Procedures for Participating in the APE Solicitation How to Participate if You are a Holder of Outstanding Loans*.

#### *Irrevocable Grant*

A grant of a power of attorney will be irrevocable except as otherwise provided in this solicitation statement. Consequently, you will not be able to change your vote with respect to the APE or change your election as to the options from the time that you submit your power of attorney and letter of transmittal to the settlement agent to the time, if any, that the APE process is terminated. You also will not be permitted to sell or otherwise dispose of your outstanding debt or any interest therein during this period. See *The APE Solicitation Withdrawal* and *The APE Solicitation Expiration Date; Extensions; Amendments; Termination*.

#### *Conditions to Execution of the APE Agreement*

This APE solicitation and our execution of the APE are subject to a number of conditions, including that the settlement agent receives powers of attorney from holders of outstanding notes or outstanding loans or if applicable, the commitment of holders of outstanding loans to sign the APE directly from holders representing (1) at least a majority in number of the holders of our outstanding debt and (2) at least two-thirds, or any lower percentage that may be required by Argentine law, of the outstanding principal and accrued interest (including penalties and post-default interest rate increases) on our outstanding debt. We refer to these two conditions collectively as the *minimum threshold condition*, and we refer to the number of holders and amount of outstanding debt required to satisfy this minimum threshold condition as the *requisite majorities*. This APE is also subject to the condition that the conditions to the debt restructuring being undertaken concurrently by our subsidiary Telecom Personal S.A., which we refer to as *Telecom Personal*, are satisfied or waived. See *The APE Solicitation Telecom Personal Restructuring Proposal*.



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For purposes of determining whether the consents of the requisite majorities have been obtained and whether the minimum threshold condition is satisfied, accrued interest on the principal amount of our outstanding debt (including penalties and post-default interest rate increases) will be calculated at the rates specified in the underlying instruments or applicable laws governing the outstanding debt on the cut-off date (as defined below under "Calculation of U.S. Dollar Equivalents"). If the minimum threshold condition is not met by the requisite majorities, we will either terminate this APE solicitation or amend the APE.

If the requisite majorities either grant the settlement agent powers of attorney to execute the APE on their behalf, or, in the case of our outstanding loans, commit to sign the APE directly, the APE will be executed as early as practicable after the expiration date. As soon as practicable thereafter, we will file the APE with the reviewing court for its approval.

#### *Reviewing Court Approval of the APE Agreement*

The APE will still be subject to court approval after it is approved by the requisite majorities. You will not be permitted to sell or otherwise dispose of your outstanding debt or any interest therein during the interim period (as defined under *Certain Defined Terms*). APE procedures are governed by Argentine Law No. 24,522, as amended. There have been few court cases interpreting this law and neither the scope nor the timing of the court's review is certain. As a result, we cannot assure you that the APE will receive court approval or that this approval will be received on a timely basis or in the form contemplated by this solicitation statement. See *Risk Factors Risks Associated with the APE Solicitation*. We reserve the right to terminate the APE if the reviewing court makes modifications to the restructuring plan that are, in our reasonable judgment, materially adverse to one or more holders of our outstanding debt or to us.

Court approval of the APE will affect the rights of all holders of our outstanding debt, whether or not they participate in this APE solicitation, but will not affect other creditors, such as secured creditors and unsecured commercial creditors. Our Argentine counsel has advised us that any monetary claims against us relating to unsecured debt to be restructured pursuant to the APE will be stayed by Argentine courts at the time the APE is filed with the reviewing court for approval provided that we have complied with the requirements set forth under the Argentine Bankruptcy Law.

You will not receive notes, cash consideration or cash interest payments until after the reviewing court approves this APE and certain other conditions described in this solicitation statement are satisfied or waived. We cannot predict how long it will take the reviewing court to reach a decision on the APE but it is likely that the court process will take at least several months and it may take substantially longer.

#### *Calculation of U.S. Dollar Equivalents*

For purposes of calculating the requisite majorities required for receiving reviewing court approval of the APE, making the allocation of outstanding debt among the options, calculating proration and making any other calculation required under the terms of this APE solicitation, we intend to convert the principal amount of outstanding debt into U.S. dollars by applying the following exchange rates, in each case as of the cut-off date, which is the date for which we prepare the statement of assets and liabilities required to be filed with the reviewing court together with our APE:

For the principal amount of outstanding debt denominated in euro, at the U.S. dollar/euro exchange rate quoted by Bloomberg L.P. at 4:59 p.m., New York City time;

For the principal amount of outstanding debt denominated in Japanese yen, at the Japanese yen/U.S. dollar exchange rate quoted by Bloomberg L.P. at 4:59 p.m., New York City time; and

For the principal amount of outstanding debt denominated in pesos, at the U.S. dollar/peso exchange rate published by *Banco de la Nación Argentina*, or *Banco Nación*, or, if such exchange rate is not published by *Banco Nación* or reflects a rate of exchange that differs from the average rates available in the free exchange market on such day by 10% or more, Telecom may in its sole discretion use such average rates for such day.

All calculations and determinations will be made by reference to the U.S. dollar-denominated principal amount resulting from these conversions, notwithstanding that the original currency of issue may strengthen or weaken against the U.S. dollar after that date.

### ABOUT THIS SOLICITATION STATEMENT

We have prepared this solicitation statement and are solely responsible for its contents. This solicitation statement has been prepared solely for use in connection with this APE solicitation. By receiving this solicitation statement, you represent that your investment decision is based solely on this solicitation statement and that you are not relying on any other information you may have received from us, except as acknowledged below.

This solicitation statement contains important information about us and significant recent developments in Argentina. Social, political, economic and legal conditions in Argentina are changing very rapidly, and we cannot anticipate with any degree of certainty how and to what extent those changing conditions will impact our operations or affect our future or this APE solicitation. An APE agreement is a recently adopted legal mechanism to restructure debt, and there are substantial uncertainties as to how courts will apply the rules governing proceedings involving APE agreements, including with respect to matters that may be adverse to your interests as our creditor. Holders of our outstanding debt should be aware of the uncertainties regarding our future operations and financial condition and significant risks associated with their decision to participate in this APE solicitation. See Risk Factors.

All inquiries relating to this solicitation statement and the transactions contemplated in this solicitation statement should be directed to the solicitation agents or information agents during normal business hours, at their addresses or telephone numbers on the back cover page. Holders of outstanding debt may obtain additional copies of this solicitation statement and related documents from the solicitation agents or information agents or from us.

We and other sources we believe to be reliable have furnished the information contained in this solicitation statement. Nothing contained in this solicitation statement is or shall be relied upon as a promise or representation, whether as to the past or the future. This solicitation statement contains summaries that we believe to be accurate of certain terms of certain documents, but reference is made to the actual documents, copies of which may be made available upon request, for the complete information summarized in this solicitation statement. All these summaries are qualified in their entirety by these references.

You should not construe the contents of this solicitation statement as investment, legal or tax advice. You should consult your own counsel, accountant and other advisors as to legal, tax, business, financial and related aspects of receiving notes and/or cash consideration and cash interest payments in payment for your outstanding debt. We make no representation to you regarding the legality of providing a consent to the APE and obtaining notes and/or cash consideration and cash interest payments in the APE under appropriate legal investment or similar laws.

The information contained in this solicitation statement is as of the date hereof and subject to change, completion or amendment without notice. Neither the delivery of this solicitation statement at any time nor any subsequent commitment to enter into any transaction with us in respect of your outstanding debt, under any circumstances, create any implication that there has been no change in the information set forth in this solicitation statement or in our affairs since the date of this solicitation statement.

The distribution of this solicitation statement may be restricted by law in certain jurisdictions. Persons into whose possession this solicitation statement comes must inform themselves about and observe any of these restrictions.

The notes will constitute *obligaciones negociables* under Argentine Law No. 23,576, as amended by Argentine Law No. 23,962, or the Negotiable Obligations Law, and will be entitled to the benefits set forth therein and subject to the procedural requirements thereof. The *Comisión Nacional de Valores* (Argentine National Securities Commission, or CNV), will not issue an opinion with regard to the information

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contained in this solicitation statement.

When issued on the issuance date, the listed notes will be authorized for public offer in Argentina, and may be offered and sold in circumstances that constitute a public offering under Argentine Law No. 17,811, as amended.

Information contained in this solicitation statement with respect to Argentina's political status, laws and economy has been derived from the Argentine government and other public sources and we and our board of

directors accept responsibility only for accurately extracting information from these sources. This APE solicitation will be made in Argentina using a separate but substantially identical Spanish language solicitation statement, as amended or supplemented from time to time.

This APE solicitation will be made in Italy pursuant to a separate Italian language solicitation statement, as amended or supplemented from time to time, which will be registered with the CONSOB (as defined in Description of the Notes Certain Defined Terms ). The APE solicitation will be directed to holders of our outstanding notes in Italy using only the Italian language solicitation statement. The APE solicitation will be directed to holders of our outstanding loans using this English language solicitation statement. The Italian solicitation statement can only be distributed or circulated in Italy to holders of outstanding debt in Italy in relation to the APE and will be subject to the relevant Italian public offer rules.

The notes being offered and sold to non-U.S. holders (as defined in Transfer Restrictions and Jurisdictional Notices ) will be offered and sold in offshore transactions in reliance upon Regulation S of the Securities Act. The notes issued to non-U.S. holders will be represented by a Regulation S Note and each holder therefore will, by its acceptance thereof, be deemed to have made the representations discussed in Transfer Restrictions and Jurisdictional Notices.

Each prospective participant in this APE solicitation must comply with all applicable laws and regulations in force in any jurisdiction in which it purchases, offers or sells the interests in the APE or notes, cash consideration and cash interest payments and must obtain any consent, approval or permission required by it for the purchase, offer or sale by it of the interests in the APE or notes, cash consideration and cash interest payments under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes these purchases, offers or sales, and we will not have any responsibility therefor.

#### **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. Certain information included in this solicitation statement contains information that is forward-looking, including but not limited to:

the impact of the emergency laws and subsequent related laws enacted by the Argentine government;

our plans to restructure our outstanding debt;

our expectations for our future performance, revenues, income, earnings per share, capital expenditures, dividends, liquidity and capital structure;

the impact of rate changes on revenues;

the effects of operating in a competitive environment; and

the outcome of certain legal proceedings.

Forward-looking statements may also be identified by words such as believes, expects, anticipates, projects, intends, should, seeks, e future or similar expressions. This forward-looking information involves risks and uncertainties that could significantly affect expected results.

The risks and uncertainties include, but are not limited to:

uncertainties relating to political and economic conditions in Argentina;

uncertainties relating to the restructuring of our outstanding debt;

uncertainties relating to our ability to continue as a going concern;

inflation and exchange rate risks;

the impact of the emergency laws enacted by the Argentine government which resulted in the amendment of the Convertibility Law and subsequent related laws and regulations enacted by the Argentine government;

the devaluation of the peso;

restrictions on the ability to exchange pesos into foreign currencies;

the adoption of a restrictive currency transfer policy;

the conversion into pesos of rates charged for certain public services;

the elimination of indexes to adjust rates charged for certain public services;

the possible adjustment to our rates;

the executive branch's announced intention to renegotiate the terms of the concessions granted to public service providers, including Telecom;

nationalization;

the impact of regulatory reform and changes in the regulatory environment in which we operate; and

the effects of competition.

Due to extensive and rapid changes in laws and economic and business conditions in Argentina, it is difficult to predict the impact of these changes on our financial condition. Other relevant factors may include, but are not limited to:

the recession in Argentina;

the Argentine government's insolvency and debt restructuring efforts;

inflationary pressure and reduction in consumer spending;

the impact of actions undertaken by our competitors;

the impact of actions taken by third parties, including courts and other governmental authorities; and



the outcome of certain legal proceedings.

These forward-looking statements are based upon a number of assumptions and other important factors that could cause our actual results, performance or achievements to differ materially from our future results, performance or achievements expressed or implied by these forward-looking statements. Readers are encouraged to consult our annual report on Form 20-F and our periodic filings on Form 6-K, which are filed with or furnished to the SEC.

We undertake no obligation to make any revision to the forward-looking statements contained in this solicitation statement or to update them to reflect events or circumstances occurring after the date of this solicitation statement.

**CERTAIN DEFINED TERMS**

**Terms Relating to the APE Solicitation and Restructuring Plan**

We refer to the commercial court of the City of Buenos Aires, with which we will file our APE, as the reviewing court. We will file our APE in accordance with Chapter VII, Title II of Law No. 24,522, as amended, which we refer to as the Argentine Bankruptcy Law.

We refer to any day, other than a Saturday or Sunday, on which banks in the City of Buenos Aires are open as an Argentine business day. We refer to any day, other than a Saturday or Sunday, on which courts in the City of Buenos Aires are open as an Argentine court day.

We refer to the period from the date on which the APE is filed with the reviewing court until the date on which the APE is either approved or denied by the reviewing court as the review period. We refer to the period from the date on which the APE is approved (assuming it is not denied by the reviewing court) to the earlier of the termination date or issuance date as the implementation period. We refer to the review period plus the implementation period as the interim period. We refer to the date for which we prepare the statement of assets and liabilities required to be filed with the reviewing court together with an APE as the cut-off date.

*APE* means an *Acuerdo Preventivo Extrajudicial*, which is an out-of-court restructuring agreement governed by Argentine law.

*Argentine GAAP* means generally accepted accounting principles as applied in the city of Buenos Aires, Argentina.

*CER* means the *Coficiente de Estabilización de Referencia* or the reference stabilization coefficient as calculated by the Argentine Central Bank, or any successor thereto, in accordance with the formula set forth in Annex I of Argentine Law No. 25,713. If the CER is abrogated, found to be inapplicable or not published, references to CER shall refer to any replacement measure adopted under Argentine law or, in the absence of any such replacement measure, any adjustment that shall be necessary, in the sole discretion of Telecom, to provide a substantially equivalent rate of return on the notes denominated in pesos (the *Peso Notes*) in comparison with similar notes issued in dollars.

*CNV* (*Comisión Nacional de Valores*) means the Argentine National Securities Commission.

*Concurso* means a voluntary reorganization proceeding governed by Argentine law.

*CONSOB* (*Comissione Nazionale per le Società e la Borsa*) means the Italian Securities and Exchange Commission.

*Juicios ejecutivos* means summary attachment proceedings governed by Argentine law.

*Quiebra* means a voluntary or involuntary bankruptcy proceeding governed by Argentine law.

*SEC* means the United States Securities and Exchange Commission.

**Terms Relating to Telecom s Business and Industry**

The following explanations are not intended as technical definitions, but to assist the reader in understanding certain terms related to our business and industry that are used in this solicitation statement.

*Access charge* : Amount paid per minute charged by network operators for the use of their network by other network operators.

*Access deficit* : The portion of costs related to the access network that are not covered by the revenues generated by the use or availability of subscribers connected to this network.

*Access network* : The elements that allow the connection of each subscriber to the corresponding local switch. They consist of the termination point, elements of outside plant and specific parts of the local switching equipment that make available the permanent connection from the termination point to the local switch.

*ADSL* (Asymmetric Digital Subscriber Line): A compression technology that allows combinations of services including voice, data and one-way full motion video to be delivered over existing copper feeder distribution and subscriber lines.

*AMPS* (Advanced Mobile Phone Service): An analog cellular telephone service standard utilizing the 850 MHZ band, in use in North America, parts of South America, Australia and various other areas.

*Analog* : A mode of transmission or switching which is not digital, *e.g.*, the representation of voice, video or other modulated electrical audio signals which are not in digital form.

*BCRA* : *Banco Central de la República Argentina* (the Central Bank of the Argentine Republic).

*Calling party pays* : The system whereby the party placing a call to a cellular phone rather than the cellular subscriber pays for the air time charges for the call.

*Cellular service* : A mobile telephone service provided by means of a network of interconnected low-powered base stations, each of which covers one small geographic cell within the total cellular system service area.

*CNC* : *Comisión Nacional de Comunicaciones* (the Argentine National Communications Commission).

*CNT* : *Comisión Nacional de Telecomunicaciones* (the Argentine National Telecommunications Commission), the former regulatory body, later replaced by the CNC.

*Convertibility Law* : Law No. 23,928 and its Regulatory Decree No. 529/91. The Convertibility Law fixed the exchange rate at one peso per U.S. dollar. The Convertibility Law was partially repealed on January 6, 2002 by the enactment of the Public Emergency Law.

*Decree No. 92/97* : Decree issued on January 31, 1997 which implemented the Rate Rebalancing.

*Digital* : A mode of representing a physical variable such as speech using the digits 0 and 1 only. The digits are transmitted in binary form as a series of pulses. Digital networks allow for higher capacity and higher flexibility through the use of computer-related technology for the transmission and manipulation of telephone calls. Digital systems offer lower noise interference and can incorporate encryption as a protection from external interference.

*February Agreement* : An agreement entered into on February 28, 1992 and subsequently ratified by Decree No. 506/92 between the Argentine government and Telecom. This agreement provides for the reduction of domestic long-distance rates from their then-current level. The reduction became effective on May 1, 1992.

*Fiber Optics* : A transmission medium which permits extremely high capacities. It consists of a thin strand of glass that provides a pathway along which waves of light can travel for telecommunications purposes.

*Free pulses* : The number of free pulses included in the monthly basic charge prior to the issuance of Decree No. 92/97.

*GSM* : Global System for Mobile communications. A standard for digital cellular technology. Originated in Europe, to provide pan-European roaming capabilities. The technology has recently been introduced and installed in almost all continents. This standard is based on TDMA standard and is considered second-generation cellular technology.

*GPRS* : General Packet Radio Service. An enhanced second-generation wireless technology used to transmit data over wireless networks. GPRS transmits and receives packets of data in bursts instead of using continuous open radio channels, and it is used to add faster data transmission speed to GSM networks. GPRS is packet based rather than circuit based technology.

*IAS* : International Accounting Standards issued by the International Accounting Standard Committee.

*IASC* : International Accounting Standard Committee.

*Internet* : A collection of interconnected networks spanning the entire world, including university, corporate, government and research networks from around the globe. These networks all use the IP (Internet Protocol) communications protocol.

*List of Conditions* : The Privatization Regulations, including the *Pliego de Bases y Condiciones* approved by Decree No. 62/90, as amended. Pursuant to the List of Conditions, Telecom was required to meet certain minimum annual standards regarding the expansion of its telephone system and improvements in the quality of its service in order to maintain and extend the exclusivity of its non-expiring license to provide fixed-line public telecommunications services and basic telephony services in the northern region of Argentina.

*Metropolitan Area Buenos Aires* (AMBA): The area of the Federal District and greater Buenos Aires (Gran Buenos Aires).

*Miniphone Region* : The region including Metropolitan Area Buenos Aires, which extends to the city of La Plata to the South, the city of Campana to the North, the city of General Rodríguez to the West and the city of Monte Grande to the Southwest.

*Network* : An interconnected collection of elements. In a telephone network, these consist of switches connected to each other and to consumer equipment. The transmission equipment may be based on fiber optic or metallic cable or point-to-point radio connectors.

*November Agreement* : An agreement between Telecom and the Argentine government providing for rates to be dollar-based and, at the election of each of Telecom and Telefónica de Argentina S.A, adjusted semi-annually according to the U.S. consumer price index. The November Agreement was ratified by Decree No. 2585/91 and became effective on December 18, 1991.

*PCS* : Personal Communications Service. A wireless communications service with systems that operate in a manner similar to cellular systems.

*Penetration* : The measurement of the take-up of services. As of any date, the penetration is calculated by dividing the number of subscribers by the population to which the service is available and multiplying the quotient by 100.

*Presubscription of Long-distance Service* : The selection by the customer of international and domestic long-distance telecommunications services from a long-distance telephone service operator.

*Price Cap* : The application of annual reductions to the general level of rates established in the List of Conditions.

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*Privatization Regulations* : The Argentine government's privatization program as set forth in the State Reform Law approved in August 1989 and subsequent decrees.

*Public Emergency Law* : The Public Emergency and Foreign Exchange System Reform Law No. 25,561 adopted by the Argentine government on January 6, 2002, as amended by Law No. 25,790 and Law No. 25,820. Among others, the Public Emergency Law grants the executive branch of the Argentine government the power to set the exchange rate between the peso and foreign currencies, to issue regulations related to the foreign exchange market and to renegotiate public service agreements.

*Pulse* : Unit on which the tariff structure is based.

*Rate Agreement* : The November Agreement, as supplemented by the February Agreement. The Rate Agreement, among other things, permits Telecom to effect aggregate rate reductions required pursuant to the List of Conditions by lowering rates for some or all categories of service, provided that the net reductions meet applicable targets.

*Rate Rebalancing* : The rate rebalancing established by Decree No. 92/97 which provides for a significant reduction in domestic and international long-distance tariffs, an increase in basic telephony charges, the elimination of free pulses and an increase in urban rates.

*Regulatory Bodies* : Collectively, the SC and the CNC.

*RT* : Technical Resolutions issued by the Argentine Federation of Professional Boards of Economic Sciences.

*Satellite* : Satellites are used, among other things, for links with countries that cannot be reached by cable to provide an alternative to cable and to form closed user networks.

*SC* : *Secretaría de Comunicaciones* (the Argentine Secretary of Communications).

*Switches* : These are used to set up and route telephone calls either to the number called or to the next switch along the path. They may also record information for billing and control purposes.

*TDMA* (Time Division Multiple Access): A standard of digital cellular technology that divides a single channel into a number of slots, enabling the transmission of multiple voice circuits per channel.

*Transfer Date* : November 8, 1990, the date upon which Telecom commenced operations upon the transfer from the Argentine government of the telecommunications system in the northern region of Argentina that was previously owned and operated by Empresa Nacional de Telecomunicaciones.

*Universal service* : The availability of basic telephony service at an affordable price to all persons within a country or specified area.

*Value Added Services* : Value Added Services provide additional functionality to the basic transmission services offered by a telecommunications network.

#### **Terms Relating to the Notes**



For certain definitions relating to the notes, see Description of the Notes Certain Definitions.

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**TIMELINE FOR THE APE PROCESS**

*This timeline has been prepared based on our best estimate of when expected events will occur, but the APE process may take substantially longer than we have indicated in this timeline. To our knowledge, proceedings involving APE agreements have been tested in only a few cases to date by Argentine courts. Consequently, Argentine courts may construe the statutory rules applicable to these proceedings in a manner differently than we do, resulting in changes to this timeline. We understand from our Argentine counsel that the experience in reorganization (concurso) proceedings suggests that the objection period (as described under Summary of the APE Process ) may be extended by the reviewing court by up to several months. Furthermore, unforeseen changes to Argentine law or other events could cause the actual timeline to differ from the description set forth below. Finally, we prepared this timeline on the assumption that the APE process will be successful.*

| <u>Date and Time</u>                                 | <u>Events</u>  |
|--|--|
| , 2004   | Commencement of this APE solicitation. We will request CNV authorization with respect to the public offer of the listed notes in Argentina.  |
| , 2004   | Scheduled expiration date of this APE solicitation unless it is extended. If the minimum threshold condition or any other condition to this APE solicitation has not been met or waived, we reserve the right to extend the expiration date of this APE solicitation one or more times. We will announce any extension of the expiration date of this APE solicitation no later than 9:00 a.m., New York City time, 11:00 a.m., Buenos Aires time, on the Argentine business day after the previously scheduled expiration date.   |
| Acceptance of consents                               | Following the expiration date, when the minimum threshold condition and all other conditions to this APE solicitation have been met or waived, we will announce acceptances of duly executed and submitted consents to this APE solicitation. We may decide, in our sole discretion, to call or to request that the reviewing court call one or more meetings of holders of our outstanding notes to consider this APE solicitation. These meetings could occur before or after the acceptance of the consents and could delay the timetable for obtaining approval of the APE by the reviewing court. |
| As early as practicable after acceptance of consents | We, certain holders of our outstanding loans and the settlement agent, on behalf of all other holders of outstanding debt participating in this APE solicitation, will execute the APE. We will then file the executed APE with the reviewing court. We refer to the date of this filing as the APE filing date.   |
| APE filing date + 5 Argentine business days          | We will publish notices of the court proceedings relating to our APE agreement for five Argentine business days after the commencement of these proceedings. The review period will be the period from the APE filing date through the date the APE is granted or denied by the reviewing court.   |

Final publication date + 10 Argentine court days

Period during which holders of outstanding debt that did not participate in this APE solicitation may file objections to the APE. We refer to this period as the objection period.

After the objection period

The reviewing court will determine the procedure and timing for resolution of objections filed, if any, including whether these objections should be open for discovery for ten Argentine court days. We refer to this period as the objection discovery period.

After completion of the objection discovery period

The reviewing court will rule on any objections filed. After ruling on these objections, the reviewing court will approve or reject the APE. While the reviewing court is supposed to rule on the objections and grant or deny APE approval within 10 Argentine court days after the end of the objection discovery period, based on the experience of Argentine courts in *concurso* (reorganization) proceedings, it is likely that this period may extend substantially up to several months beyond 10 Argentine court days.

As promptly as practicable after receiving approval of the APE by the reviewing court

Provided that we obtain required authorizations with respect to the public offer of the listed notes in Argentina, Italy, Luxembourg and the United States, and subject to the other conditions to the APE solicitation as described in this solicitation statement, we will cause the notes to be issued and delivered and the cash consideration and cash interest payments to be paid pursuant to the APE available to all holders of our outstanding debt on the issuance date, upon which our obligations under the APE will be fully performed.

## SUMMARY

*The following summary highlights information contained elsewhere in this solicitation statement. Accordingly, this summary may not contain all of the information that may be important to you. We urge you to read and review carefully this entire solicitation statement, including the section entitled Risk Factors, and the financial statements included herein, as well as the other documents to which this solicitation statement refers, in order to understand fully Telecom, the restructuring, this APE solicitation and the terms of the notes to be issued and cash consideration and cash interest payments to be made pursuant to the APE.*

*The following discussion is not indicative of our current or future results of operations, liquidity or funding, and should be read in conjunction with, and is qualified in its entirety by, the sections entitled Risk Factors and Operating and Financial Review and Prospects.*

### **Telecom Argentina STET-France Telecom S.A.**

#### **Overview**

We are a *sociedad anónima* organized under Argentine law. We provide public telecommunications services in Argentina, in particular fixed-line local, national and international long distance services, as well as data transmission and access to Internet service, and through our subsidiaries, we provide mobile telecommunications services in Argentina and Paraguay and publish telephone directories. Our headquarters are located at Alicia Moreau de Justo 50 (C1107AAB) Buenos Aires, Argentina and the telephone number of our principal executive offices is 011-54-11-4968-4000.

As a consequence of a number of developments, including the deterioration of the economic environment in Argentina, the devaluation and volatility of the Argentine peso (the peso or P\$), the conversion into pesos of our rates at the ratio of P\$1.00=US\$1.00 and uncertainties surrounding the adjustment of our regulated tariffs, in the first half of 2002 we announced the suspension of payments of principal and interest on our outstanding debt.

As of September 30, 2003, we had the following unconsolidated outstanding debt (calculated in U.S. dollar equivalents):

approximately US\$1,569 million aggregate principal face amount of outstanding notes issued under our medium term note programs;

approximately US\$867 million aggregate principal face amount of outstanding loans owed to financial institutions relating to working capital loans, debt issuances and trade financings; and

approximately US\$191 million in accrued but unpaid interest (including penalties and post-default interest rate increases) on our outstanding notes and outstanding loans, calculated, in each case at the rate specified in these notes and loans.

In addition to the unconsolidated outstanding debt described above, we also have commercial debt obligations, which include accounts payable, operating lease obligations, intercompany and related party accounts payable and accounts receivable, obligations to pay taxes, salaries and social security payments (including obligations to any federal, provincial or municipal tax or social security authorities) and other liabilities,

including agency fees under syndicated loans. Generally, we have been paying our commercial obligations as they become due and intend to remain current in these obligations. Accordingly, we are not soliciting the participation of our commercial creditors in the APE.

## Recent Developments

### *Marginal Improvement in the Argentine Economy and Our Operating Results*

The Argentine economy improved marginally during the nine-month period ended September 2003. The peso appreciated against the U.S. dollar, ending with a rate of P\$2.915 per US\$1.00 as of September 30, 2003 compared to P\$3.80 per US\$1.00 as of June 30, 2002, P\$3.74 per US\$1.00 as of September 30, 2002, and P\$3.37 per US\$1.00 as of December 31, 2002. Inflation also slowed as the Argentine consumer price index increased by 2.6% during the first nine months of 2003 compared to an increase of 41% in 2002. In addition, economic activity began to recover in comparison to 2002 as consumers in Argentina purchased more domestic goods compared to imported products, since the peso devaluation caused imports to become even more expensive than goods that were produced locally. The impact of this import substitution resulted in a trade balance surplus of approximately US\$17 billion in the twelve-month period ended August 2003. However, despite these changes and certain other improvements in Argentine financial indicators, the cumulative economic, social and political deterioration caused by the events of 2002 remains largely unaffected, and Argentine real gross domestic product is still far below pre-crisis levels, with decreases of 10.9% in 2002, 4.4% in 2001, 0.8% in 2000 and 3.4% in 1999. Moreover, while the key components of our business remain strong in 2003 and our operating results have been enhanced by the appreciation of the Argentine peso and the impact of our cost reduction initiatives, resulting in net income of P\$779 million for the first nine months of 2003 compared to a net loss of P\$4,137 million for the same period in 2002 and a net loss of P\$4,354 million for the year ended December 31, 2002, our operating results and financial condition remain highly vulnerable to fluctuations in the Argentine economy.

### *Current Legal Proceedings*

We are aware of one involuntary bankruptcy petition, or *pedido de quiebra*, for an amount of US\$200,000, and seven summary attachment proceedings, or *juicios ejecutivos*, that have been filed against us by persons alleging to be holders of our outstanding notes for the aggregate value of the equivalent of approximately US\$2.0 million (based on exchange rates as of January 6, 2004). We have been served with process and have filed the required formal responses for each of these claims. With respect to the bankruptcy petition, the court rejected this petition in November 2003 because the petitioner failed to demonstrate that Telecom is insolvent since we made a voluntary deposit in escrow evidencing our ability to pay the amount under dispute. The plaintiff has not appealed this decision. With respect to the summary attachment proceedings, plaintiffs in four of these proceedings have been granted attachments over an aggregate amount of approximately P\$2.0 million deposited in certain of our bank accounts. We do not expect that these summary attachment proceedings will result in Telecom being declared bankrupt. However there is a significant likelihood that we will have to commence reorganization (*concurso*) proceedings if we are unable to consummate the APE expeditiously and if claims of this nature increase.

### *Majority Shareholder Structure*

Since 1990, our principal shareholder has been Nortel Inversora S.A., or Nortel. Nortel owns approximately 54.74% of our capital stock, including all of our Class A common shares and 8.5% of our Class B common shares.

Nortel is a holding company that was formed in 1990 by a consortium including Telecom Italia S.p.A., or Telecom Italia, and France Cables et Radio S.A., or FCR, a member of the France Telecom Group (as defined under Major Shareholders and Related Party Transactions ). At the time that Nortel was formed, Telecom entered into a management agreement with Telecom Italia and FCR, whom we refer to collectively as the Operators, pursuant to which the Operators agreed to manage the business of Telecom and to provide services, expertise and technical know-how with respect to Telecom's activities. See Information on Telecom Our Business Management Agreement. Until December 19, 2003, the Operators each owned a 50% interest in the common stock of Nortel.

On December 19, 2003, the France Telecom Group and the Telecom Italia Group (as defined under Major Shareholders and Related Party Transactions ) transferred their respective shareholdings in Nortel to a new Argentine company named Sofora Telecomunicaciones Sociedad Anónima, or Sofora. After this transfer, the France Telecom Group sold 96% of its shares in Sofora to W de Argentina Inversiones, S.L., which we refer to as the Werthein Group.

The SC has approved the sale and authorized the Telecom Italia Group to act as exclusive Operator of Telecom.

As a result of these transactions, the Telecom Italia Group holds 50%, the Werthein Group holds 48% and the France Telecom Group holds 2% of Sofora's ordinary shares. Sofora owns 100% of the common stock, and 67.78% of the capital stock of Nortel. See Major Shareholders and Related Party Transactions Major Shareholders.

#### *Board Composition*

Upon the France Telecom Group's transfer of 96% of its Sofora shares to the Werthein Group on December 19, 2003, two directors and two alternate directors who were previously nominated by FCR to Telecom's board resigned from Telecom's board of directors. On December 19, 2003, Telecom's supervisory committee appointed Gerardo Werthein and Raúl Miranda to serve as directors, and Adrián Werthein and Osvaldo Canova to serve as alternate directors of Telecom's board of directors until new directors and alternate directors are elected to Telecom's board of directors at the next Telecom stockholders' meeting called for February 18, 2004. Gerardo Werthein and Adrián Werthein are affiliated with the Werthein Group, Raúl Miranda is an independent director and Osvaldo Canova is an independent alternate director.

### **Payment Default and Restructuring**

#### **Purpose of the APE**

The continuing economic crisis has had a number of effects on the Argentine economy that have adversely affected our financial condition. The devaluation in 2002 of the Argentine peso caused the cost, in peso terms, of servicing our U.S. dollar-denominated indebtedness to increase significantly, and resulted in material foreign exchange losses. For the fiscal year ended December 31, 2002, we reported a net loss of P\$4,354 million, compared to net income of P\$99 million for the fiscal year ended December 31, 2001, principally as a result of the macroeconomic environment in Argentina, including the devaluation and subsequent volatility of the peso and the effects of inflation adjustment on our financial statements. Also, the inability of Telecom to increase regulated tariffs after the pesification of regulated tariffs at a rate of US\$1=P\$1 enforced by the Argentine government, the decrease in traffic in our basic telephony business (mainly in domestic and international long distance services) and the declines in both traffic and average revenue per user in the mobile business had an impact on net income. The macroeconomic factors described above led to our announcement of a suspension of payments of principal and interest on our financial debt obligations in April and June 2002.

For the first nine months of 2003, we reported net income of P\$779 million, compared to a net loss of P\$4,137 million for the same period in 2002. This net profit was primarily attributable to the positive impact of the appreciation of the Argentine peso on our foreign exchange position and the effect of cost reduction initiatives. However, our operations and financial condition have been, and continue to be, significantly impacted by the macroeconomic environment in Argentina, particularly the volatility of the peso, uncertainty concerning inflation and the effects of inflation adjustment and the continued lack of tariff adjustments. As a result, our liquidity and overall financial condition continue to be strained.

We have engaged in discussions and negotiations with an ad hoc committee formed by six of our holders of outstanding loans, including discussions on alternative proposals to effect a restructuring of our outstanding debt. We have also engaged in discussions and negotiations with representatives of certain holders of outstanding notes. In these discussions, the creditors expressed a wide range of preferences, and, in some cases, conflicting preferences, as to the terms of a restructuring. To attempt to satisfy as many of these preferences as possible while still enabling us to operate effectively in the context of an uncertain macroeconomic environment in Argentina, we developed a set of three options that address distinct preferences expressed by certain creditors. These options include an option to restructure the full face principal amount of



outstanding debt with new debt to be repaid over a longer period of

time rather than have debt restructured at a discount to its face value; an option to be repaid over a shorter period of time with some cash consideration, but without receiving the full face principal amount of the original debt; and a preference for receiving cash consideration instead of continuing to hold debt obligations. Although we have incorporated some of the concerns raised by our creditors in our discussions with them, and have developed a comprehensive plan to restructure our outstanding debt as set forth in this solicitation statement, not all of the concerns raised by these creditors are reflected in our restructuring plan. See [The APE Solicitation](#) and [Description of the APE](#).

The purpose of this APE solicitation is to restructure our outstanding debt on terms that we anticipate will enable us to service our debt, in order to improve our financial condition and liquidity. If the APE solicitation fails, we may enter into reorganization (*concurso*) or bankruptcy (*quiebra*) proceedings. If the minimum threshold condition, court approval of the APE and certain other conditions are satisfied or waived, the rights of all holders of our outstanding debt would be affected whether or not they participate in this APE solicitation. In contrast, a successful APE solicitation will not be binding on, or have any impact on, our commercial creditors.

### **Failure of the Restructuring**

If the minimum threshold condition is not satisfied or if certain other conditions are not satisfied or waived, this APE solicitation will fail and there is a significant likelihood that we will have to commence Argentine reorganization (*concurso*) or bankruptcy (*quiebra*) proceedings. The reorganization (*concurso*) and APE processes are similar in some respects and it is impossible to say whether our creditors will be treated more or less favorably in a *concurso* or in the APE. See [Risk Factors](#) [Risks Associated with the APE Solicitation](#). If the restructuring is not consummated, there is a significant likelihood that we will have to commence reorganization proceedings or face bankruptcy proceedings for a discussion of the expected consequences of a reorganization (*concurso*) or bankruptcy (*quiebra*) proceeding.

The conduct of reorganization (*concurso*) or bankruptcy (*quiebra*) proceedings is subject to considerable uncertainty because they would be governed by a statute amended in 2002, and substantial aspects of the amended statute have not yet been applied or interpreted by the courts. Consequently, the actual outcome might be less favorable or more favorable for creditors than the consequences described in this document in ways we cannot foresee.

### **Future of Telecom if the Restructuring is Successful**

If the APE is granted court approval in the form in which it has been proposed by us and the conditions to this APE are satisfied or waived, all principal, interest and all other claims relating to our outstanding debt will be replaced by the notes and cash consideration pursuant to the APE solicitation and the cash interest payment (computed as described in this solicitation statement in respect of the period from January 1, 2004 to the issuance date).

We believe that successful completion of the restructuring will result in a level of debt that we are capable of servicing for the term of the notes without requiring us to refinance all or any portion thereof in the capital markets or otherwise. This belief is based on a number of assumptions about macroeconomic factors that would affect key components of our business, including, without limitation:

an exchange rate of Argentine pesos to U.S. dollars in the range of P\$3.00 to P\$6.50 per US\$1.00 for the term of the notes. If the Argentine peso depreciates below these ranges for a significant period of time, our ability to service our notes, which will be largely denominated in non-peso currencies, could be materially adversely affected;

lower rates of inflation for the term of the notes than those experienced in 2002 declining to the range of 8% to 25% beginning in 2005 and thereafter. If inflation rates return to the levels that existed during the first nine months of 2002 or exceed these levels, a reduction in real wages would persist, which could reduce demand for our services and reduce the amount of revenues we collect to service our debt. In addition, continued inflation could result in further depreciation of the Argentine peso, which would impact our ability to service our euro- and U.S. dollar-denominated debt;

that we will eventually be permitted to implement tariff adjustments for basic charges, measured service charges and other rates for our services at least sufficient to partially offset inflation. If rates are not adjusted, we may not be able to collect the anticipated revenues and cash inflows to service our debt following the restructuring; and

moderate growth in Argentine real gross domestic product. The growth in Argentine real gross domestic product is a driver for many of our service revenues, given the correlation of our business to the overall Argentine economy. If Argentine real gross domestic product grows at a rate that is substantially lower than the moderate rate that we expect, this would adversely impact the demand for our services and, subsequently, our ability to service our debt.

We have made macroeconomic assumptions that we believe are conservative because these macroeconomic assumptions involve factors that are not within our control. To the extent that actual macroeconomic conditions are better than our assumptions and our financial results benefit from the improvements, we expect to be able to prepay indebtedness subject to the Mandatory Prepayment with Excess Cash provision in the terms of the notes. See the Mandatory Prepayment with Excess Cash covenant described under Description of the Notes Certain Covenants of Telecom.

We currently expect that cash on hand and cash from operations will be sufficient to allow us to continue to operate our business until the notes are issued and meet our financial obligations related to the restructuring. We estimate that our restructuring obligations will include up to approximately the equivalent of US\$601 million of cash consideration to be paid to holders of our outstanding debt in the APE, including up to approximately the equivalent of US\$250 million to be paid as the Option B cash payment and up to approximately the equivalent of US\$351 million to be paid as the Option C cash payment. In addition, we expect to pay holders of our outstanding debt a cash interest payment on the issuance date which will be equal to the equivalent of approximately US\$55 million, in the aggregate, (computed as set forth in The APE Solicitation Issuance Date and assuming that the consummation of the APE occurs on June 30, 2004), on their outstanding debt for the period from January 1, 2004 to the issuance date. We will also require approximately the equivalent of an additional US\$25 million in cash to fund remaining costs of the restructuring, including administrative costs of the exchange of outstanding debt once the APE is approved, regulatory and filing fees for the notes and court, legal and advisory fees in connection with the APE and the restructuring. In addition to these obligations and our operating cash requirements, we will also require cash to fund capital expenditures. Although we currently believe that we will have sufficient cash to meet these cash requirements, due to various uncertainties, including the timing of the APE approval process, the actual amount of restructuring expenses and the state of the Argentine economy, we cannot assure you that we will have sufficient cash to meet all of our financial obligations related to the restructuring, or that, after the issuance date, we will be able to pay interest or principal on the notes on a timely basis. See Risk Factors Risks Associated with the Notes, Risk Factors Relating to Argentina and Risks Associated with Telecom and Its Operations.

Assuming the successful completion of the APE, we expect to manage our operations in a manner that will allow us to secure revenues and cash flows in order to meet our financial obligations. We will strive to continue to control operating costs and to maximize the use of our installed network capacity. We plan to maintain our fixed line networks in order to assure continued quality of service, to enhance our wireless networks by transitioning from TDMA to GSM technology and to continue to expand our Internet services, particularly our ADSL Internet service. We note, however, that the notes will impose certain restrictions that will limit our ability to finance our future operations and make capital expenditures and other investments.

The statements above constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and involve risks and uncertainties. Actual results may differ materially from those assumptions and expectations described above as a result of various factors, including the factors discussed under Special Note Regarding Forward-Looking Statements.

*Summary Ratio of Earnings to Fixed Charges*

Telecom's ratio of earnings to fixed charges under Argentine GAAP and U.S. GAAP is as follows:

|                | As of and for fiscal year ended |                   |                  |                  |                  | As of and for the nine months ended |                   |
|----------------|---------------------------------|-------------------|------------------|------------------|------------------|-------------------------------------|-------------------|
|                | September<br>1998               | September<br>1999 | December<br>2000 | December<br>2001 | December<br>2002 | September<br>2002                   | September<br>2003 |
| Argentine GAAP | 3.6                             | 2.9               | 1.8              | 1.2              | (1)              | (1)                                 | 2.9               |
| U.S. GAAP      | 3.6                             | 3.1               | 1.7              |                  | (2)              | (2)                                 | 3.2               |

- (1) The ratios related to the year ended December 31, 2002 and to the nine-month period ended September 30, 2002 indicate less than one-to-one coverage. Consequently, earnings for these periods are inadequate to cover fixed charges. A total amount of earnings of P\$5,625 million and P\$6,131 million is required to attain a ratio of one-to-one determined under Argentine GAAP for the year ended December 31, 2002 and the nine-month period ended September 30, 2002, respectively.
- (2) The ratios related to the years ended December 31, 2002 and 2001 and to the nine-month period ended September 30, 2002 indicate less than one-to-one coverage. Consequently, earnings for these periods are inadequate to cover fixed charges. A total amount of earnings of P\$2,840 million, P\$3,354 and P\$3,285 million is required to attain a ratio of one-to-one determined under US GAAP for the years ended December 31, 2002 and 2001 and the nine-month period ended September 30, 2002, respectively.

*Restructuring Tables*

The tables below set forth our aggregate scheduled payments under our unconsolidated outstanding debt as of September 30, 2003 for the years indicated and compares the aggregate scheduled payments under the notes for the same years and for the term of the notes after the restructuring. For purposes of these tables, we assume that Option B and Option C are fully subscribed and that the Modified Dutch Auction results in a purchase price of 794 dollars, euro, Japanese yen and pesos per 1,058 dollars, euro, Japanese yen and pesos, as applicable, of principal face amount of outstanding debt and capitalized interest. Consequently, this assumes that the equivalent of US\$1,328 million principal face amount of outstanding debt and capitalized interest will be retired under Option A, US\$782 million principal face amount of outstanding debt and capitalized interest will be retired under Option B and US\$468 million principal face amount of outstanding debt and capitalized interest will be retired under Option C.

The post-restructuring table below assumes that participating holders elect, or non-participating holders are deemed to elect, to:

restructure the equivalent of US\$1,328 million of outstanding debt and capitalized interest with US\$212 million of floating rate notes, US\$916 million of step up notes and US\$200 million of PIK notes;

restructure the equivalent of US\$782 million of outstanding debt and capitalized interest with US\$400 million of fixed rate notes and an aggregate Option B cash payment of US\$250 million; and

retire the equivalent of the remaining US\$468 million of outstanding debt and capitalized interest under Option C for a cash payment of US\$351 million.

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The equivalent of US\$2,578 million of outstanding debt to be restructured includes the aggregate principal face amount of the equivalent of US\$2,436 million plus capitalized interest of the equivalent of approximately US\$141 million.

For purposes of the post-restructuring table below, we assume the following:

the floating rate notes will bear interest until maturity at the maximum rate payable on the floating rate notes;

that interest on our principal face amount of outstanding debt denominated in U.S. dollars, euro and Japanese yen will be capitalized based on the capitalized interest calculation and our peso-denominated outstanding loans will be capitalized based on the capitalized interest calculation and adjusted based on the CER from June 25, 2002 through December 31, 2003;

that we will pay a cash interest payment in respect of the period from January 1, 2004 to the issuance date at a rate of U.S. six-month LIBOR plus 3% for outstanding debt denominated in dollars, euro and yen and that we apply a CER adjustment plus 3% to calculate accrued interest during this period for peso-denominated outstanding loans, all as described under The APE Solicitation Issuance Date ;

our euro-denominated outstanding debt is converted into dollars at an exchange rate of 0.859 per US\$1.00, our yen-denominated outstanding loans are converted into dollars at an exchange rate of ¥111.715 per US\$1.00 and our peso-denominated outstanding loans are converted into dollars at an exchange rate of P\$2.915 per US\$1.00, the exchange rates in effect as of September 30, 2003;

only scheduled redemptions of principal on the notes are made; and

the issuance date occurs on June 30, 2004 (although we cannot assure you that we will receive reviewing court approval of the APE by that date).

See Capitalization for an explanation of our estimated capitalization as a result of the restructuring. See Operating and Financial Review and Prospects Liquidity and Capital Resources Debt Service for information regarding our aggregate scheduled payments under our consolidated outstanding debt after the restructuring. Our actual debt service obligations will depend upon the actual issuance date, which determines when interest begins to accrue on the notes based on the terms of the notes and ceases to accrue on the outstanding notes and outstanding loans.

**PRE-RESTRUCTURING(1)**  
As of September 30, 2003

| Due in                    | Non-Peso-Denominated  | Peso-Denominated |                   |
|---------------------------|-----------------------|------------------|-------------------|
|                           | Outstanding Debt      | Outstanding Debt |                   |
|                           | Principal(2)          | Principal(2)     | CER Adjustment(3) |
|                           | (in millions of US\$) |                  |                   |
| Prior to and through 2002 | 587                   | 16               | 7                 |
| 2003                      | 679                   |                  |                   |
| 2004                      | 513                   |                  |                   |
| 2005                      | 68                    |                  |                   |
| 2006                      | 36                    |                  |                   |
| 2007                      | 248                   |                  |                   |
| 2008                      | 243                   |                  |                   |
| 2009                      | 17                    |                  |                   |
| 2010                      | 10                    |                  |                   |
| 2011 and thereafter       | 12                    |                  |                   |
| <b>Total</b>              | <b>2,413</b>          | <b>16</b>        | <b>7</b>          |

**POST-RESTRUCTURING(4)**  
As of September 30, 2003

| Due in | Principal             | Interest(5) |
|--------|-----------------------|-------------|
|        | (in millions of US\$) |             |
| 2004   | 62                    | 23          |
| 2005   | 106                   | 74          |
| 2006   | 96                    | 67          |
| 2007   | 73                    | 60          |
| 2008   | 111                   | 54          |
| 2009   | 320                   | 66          |
| 2010   | 156                   | 47          |
| 2011   | 156                   | 36          |

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|      |     |    |
|------|-----|----|
| 2012 | 156 | 26 |
| 2013 | 156 | 16 |
| 2014 | 137 | 7  |
| 2015 | 116 | 18 |
| 2016 | 116 | 12 |
| 2017 | 120 | 5  |



- (1) Peso-denominated debt, euro-denominated debt and yen-denominated debt have been converted to U.S. dollars based on exchange rates as of September 30, 2003.
- (2) As of September 30, 2003, accrued but unpaid interest, calculated using the contractual interest rate or applicable statutory rate on the principal amount of all outstanding debt including penalties or post-default interest rate increases under the terms of the relevant outstanding debt, was US\$189 million on non-peso denominated outstanding debt and US\$2 million on peso-denominated outstanding debt. For fiscal year 2003, our annualized interest payment obligations under the terms of the outstanding debt as of September 30, 2003, without giving effect to penalties or post-default interest rate increases, is approximately US\$221 million on non-peso denominated outstanding debt and approximately US\$2.5 million on peso-denominated outstanding debt.
- (3) Includes CER adjustments, as applicable, as of September 30, 2003.
- (4) These amounts do not reflect any amortization of the aggregate cost of the restructuring. In addition to these obligations and our operating cash requirements, we will require cash to fund capital expenditures, to fund costs of the restructuring, and to pay cash consideration of up to US\$601 million and make estimated cash interest payments of the equivalent of US\$55 million, in the aggregate (computed as set forth in The APE Solicitation Issuance Date and assuming the consummation of the APE occurs on June 30, 2004).
- (5) Interest rates on the floating rate notes were calculated at the maximum rate applicable on the floating rate notes.

### **Telecom Personal Restructuring**

Concurrently with our APE solicitation, Telecom Personal (of which we own a 99.99% equity interest) is conducting a debt restructuring in which it is soliciting its existing creditors to agree to a restructuring plan to restructure the equivalent of approximately US\$590 million of Telecom Personal's unconsolidated outstanding debt as of September 30, 2003, including approximately US\$27 million in intercompany obligations owed to Telecom, by issuing loans to its existing creditors with new payment terms and by paying cash consideration and making partial cash interest payments. The terms of Telecom Personal's loans pursuant to its restructuring are expected to be similar to the terms of Telecom's unlisted notes pursuant to its APE. For a discussion of the consideration options Telecom Personal will make available to each of its existing creditors, at each creditor's option if that creditor has agreed to Telecom Personal's debt restructuring, see The APE Solicitation Telecom Personal Restructuring Proposal.

Telecom Personal's debt restructuring proposal does not include Telecom Personal's outstanding guarantee of approximately US\$42.6 million principal face amount of financial indebtedness of Núcleo S.A., or Núcleo, our Paraguayan mobile telephony subsidiary. Núcleo is currently negotiating a restructuring of its financial indebtedness with its creditors. See Recent Developments Repurchase and Cancellation of Outstanding Indebtedness. If Núcleo is not able to restructure the indebtedness underlying Telecom Personal's guarantee prior to the completion of Telecom Personal's restructuring, Telecom Personal expects to amend its restructuring proposal in a manner in which the interests of the beneficiaries of the guarantee will be provided with the same consideration as the other holders of Telecom Personal's financial indebtedness, with no further recourse to Núcleo. See The APE Solicitation Telecom Personal Restructuring Proposal.

## Summary of the APE Process

### The APE

An APE is a private restructuring agreement between a debtor and a certain percentage of its unsecured creditors affected by the restructuring that is submitted to a reviewing court for approval pursuant to the Argentine Bankruptcy Law. The Argentine Bankruptcy Law requires the debtor to obtain the minimum threshold condition in order to obtain court approval. Upon approval by the reviewing court, an APE becomes binding on all the debtor's unsecured creditors affected by the restructuring proposal contained in the APE, whether or not those creditors have participated in the negotiation and execution of the APE. An APE agreement enables debtors and creditors to negotiate a restructuring and avoid a bankruptcy (*quiebra*), without being subject to many of the procedural and substantive encumbrances and limitations of a reorganization (*concurso*) procedure.

### Filing an APE Application

The Argentine Bankruptcy Law requires an APE proposal to treat all similarly-situated unsecured creditors equally; however, different options may be offered to creditors of the same category (class). An APE must describe the debtor's proposed new terms and conditions for payment of its outstanding indebtedness. The terms and conditions may include partial forgiveness of debt, extensions of maturity dates and any other valid options agreed to by the requisite majorities. For purposes of our APE, all holders of our outstanding debt will constitute a single category (class).

Our Argentine counsel have advised us that the filing of an APE should automatically stay all monetary judicial proceedings against the debtor based on claims relating to unsecured debt to be restructured pursuant to the APE, including proceedings initiated prior to this filing, provided that the debtor complies with certain requirements set forth under Argentine Bankruptcy Law. See Risk Factors Risks Associated with the APE Solicitation.

A debtor must file the following documents with its APE:

an assets and liabilities statement as of a recent date prior to the filing, as defined in Description of the APE Provisions Governing Submission of Outstanding Debt and Delivery of Notes Issued, Cash Consideration and Cash Interest Payments Made Pursuant to the APE Assets and Liabilities Statement and Creditors List ;

a schedule listing its creditors;

a schedule listing pending lawsuits and administrative procedures against it;

its accounting books and accounting-related records; and

the amount of outstanding indebtedness held by unsecured creditors that have executed the APE and the percentage they represent in relation to all unsecured creditors.

Our assets and liabilities statement will be dated as of the cut-off date, which will be a date reasonably close to the APE filing date.

**Approval of an APE**

Our Argentine counsel have advised us that the reviewing court will approve an APE if the application for court approval complies with all the formal requirements set forth above, if the minimum threshold condition has been satisfied and if the reviewing court does not find the APE to be abusive or fraudulent. However, we do not know how the reviewing court will interpret this standard or construe the statutory rules applicable to APE proceedings. See **Risk Factors** Because the APE is a new statutory mechanism with few court cases involving these proceedings in Argentina, you may receive different treatment than we propose under the terms of the APE.

In the case of a reorganization (*concurso*), the Argentine Bankruptcy Law provides that, in the case of negotiable obligations issued in series, such as our outstanding notes, the courts will consider for the purposes of the voting procedure that the votes of all holders of a series of these negotiable obligations that support a reorganization plan will be counted as one vote in favor of the reorganization plan, and whatever amount of principal and accrued interest they hold will be added to that of other creditors also supporting the reorganization plan, while the votes of all other holders of these negotiable obligations who have not consented to the reorganization plan will be counted as one vote against, and whatever amount of principal and accrued interest they hold will be added to the amount recorded for creditors opposing the reorganization plan. Our Argentine counsel have advised us that we should expect the same principles to apply in determining support for our APE. However, two recent judicial decisions issued by two different Argentine commercial courts determined that the debt held by holders who do not attend the relevant meeting or the debt held by holders who abstain from voting in the relevant meeting will not be counted for purposes of calculating the majorities required to receive court approval of the APE. One of these decisions is currently being appealed. Therefore, we cannot assure you how the reviewing court will compute the majorities required by the Argentine Bankruptcy Law to approve the APE.

The debtor must publish the filing of an APE in the official gazette in the jurisdiction in which the debtor is domiciled and the jurisdictions in which it has business operations, and in an Argentine newspaper of major circulation for five Argentine court days. Following the last day of the publication of the announcement, creditors have ten Argentine court days to file their oppositions to the APE. We refer to this period as the objection period.

Creditors may contest an APE solely on the following grounds:

misrepresentation by the debtor of its assets or liabilities in the assets and liabilities statement filed with the reviewing court; or

failure of the debtor to obtain the support of the requisite majorities.

The reviewing court may admit evidence if necessary in order to rule on issues raised in the objection period. This evidence is required to be submitted within the ten Argentine court day period following the end of the objection period and is required to be ruled on within the following ten Argentine court days. However, given the few judicial interpretations by Argentine courts of proceedings involving APE agreements, we cannot assure you that our APE, if and when filed, will be resolved expeditiously. We understand from our Argentine counsel that experience in reorganization (*concurso*) proceedings suggests this objection period may be extended substantially, even to a period of several months. You may experience significant delays in receiving the notes, cash interest payments and/or cash consideration to be delivered pursuant to the APE.

In addition, although the Argentine Bankruptcy Law does not expressly provide so with respect to an APE, case law developed in the context of reorganization (*concurso*) proceedings suggests that the reviewing court may refuse to approve an APE if the APE fails to meet certain minimum fairness standards. Subject to applicable law, our APE will provide that creditors participating in the APE, which we refer to as participating holders, holding in excess of 75% of our outstanding debt held by all participating holders may elect to terminate the APE under the following circumstances:

failure by us to file the APE within 90 days of receiving the consents of the requisite majorities; and

a failure of the reviewing court to approve the APE within one year of the APE filing date, if no objections to the APE are filed with the reviewing court, or within two years of this filing, if any objection to the APE is filed with the reviewing court.

Once the APE is granted court approval, the APE will be binding on all holders of our outstanding unsecured indebtedness affected by the restructuring proposal contained in the APE, whether or not those creditors have participated in the negotiation or execution of the APE and whether or not those creditors voted against the APE. The APE will not be binding on commercial creditors.



### The APE Solicitation

#### Purpose of the APE Solicitation and the APE

The purpose of this APE solicitation is to obtain from holders of our outstanding debt either powers of attorney authorizing the settlement agent or the commitment of holders of outstanding loans (a) to execute the APE and (b) to attend and vote at any meeting of holders of our outstanding notes that might be required to confirm and give effect to the APE. We are proposing the APE in order to reduce the total amount of our outstanding debt to levels we estimate our operations can sustain. For purposes of the APE, all holders of our outstanding debt will constitute a single category (class).

#### Capitalized Interest

A portion of the accrued but unpaid interest on our outstanding debt for the period from June 25, 2002 through December 31, 2003 will be capitalized, or added to the principal face amount of outstanding debt to be restructured. The capitalized interest with respect to our outstanding debt denominated in U.S. dollars, euro and Japanese yen will be calculated by multiplying the principal face amount of the outstanding debt (excluding accrued but unpaid interest, penalties and post-default interest rate increases) by a capitalized interest coefficient equal to 1.058. The capitalized interest coefficient represents U.S. six-month LIBOR plus 3% on the aggregate principal amount of our outstanding debt, less the partial payment of past due interest we paid in June 2003 to holders of our outstanding debt for the period beginning on June 25, 2002 and ending on December 31, 2002. For our outstanding loans denominated in Argentine pesos, we determined the amount of capitalized interest based on the CER adjustment to the principal amount of each peso-denominated outstanding loan before applying the capitalized interest coefficient. The aggregate amount of capitalized interest with respect to our outstanding debt resulting from these calculations equals approximately the equivalent of approximately US\$141 million.

The capitalized interest calculation means that for each 1,000 principal face amount of U.S. dollar-, euro- or yen-denominated debt outstanding, a holder of outstanding debt will have outstanding debt of 1,058 dollars, euro or Japanese yen, as applicable, to be restructured. For each P\$1,000 principal face amount of outstanding loans denominated in Argentine pesos, a holder of peso-denominated outstanding loans will have outstanding debt of P\$1,058 to be restructured that will be adjusted based on the CER on the issuance date. See The APE Solicitation Terms of the APE Solicitation Overview Capitalized Interest.

Cash Interest Payments on Outstanding Debt

If the APE is completed, holders will receive, in addition to their notes and cash consideration, a cash interest payment on an amount equal to the aggregate principal face amount of their outstanding debt plus the related capitalized interest (excluding any other accrued but unpaid interest, penalties or post-default interest rate increases) for the period from January 1, 2004 to the issuance date, accrued at a rate equal to U.S. six-month LIBOR plus 3% for outstanding debt denominated in dollars, euro and yen, and 3% on the principal of peso-denominated outstanding loans, adjusted based on the CER. This cash interest payment may be more or less than the amount of interest that would have accrued on your outstanding debt during this period under the terms of your outstanding debt. We expect that this cash interest payment, in the aggregate, will be equal to the equivalent of approximately US\$55 million, assuming an issuance date of June 30, 2004.

Except for the principal adjustment resulting from capitalized interest described above and the cash interest payments described in this section, holders of outstanding debt will not be entitled to receive any accrued interest (including penalties and post-default interest rate increases) on their outstanding debt in respect of any period ending on or before the issuance date.

Remaining Unpaid Existing Indebtedness

By granting a power of attorney and/or duly executed letter of transmittal with respect to your outstanding debt, you are agreeing that receipt of the consideration delivered pursuant to the APE satisfies all of your claims in respect of your outstanding debt, including all claims for principal, interest, post-default interest rate increases, penalties and other amounts.

Selecting Among the Available Options of Consideration to be Delivered Upon Consummation of the APE

At the time you grant a power of attorney and/or duly executed letter of transmittal to consent to the APE in this APE solicitation, you will be required to choose among the three consideration options for your outstanding debt. You may elect to submit your outstanding debt under one or more options by delivering separate letters of transmittal for each portion of your debt as to which you wish to select a different option. If the APE is consummated, we will allocate your capitalized interest to the amount of outstanding debt paid to you among the options you select, subject to proration as described herein.

Consideration per 1,000 principal face amount of outstanding debt:

**For dollar- and euro-denominated outstanding debt and peso-<sup>(1)</sup> and yen-denominated outstanding loans**

1,000 x Capitalized Interest Coefficient = 1,058 of outstanding debt to be restructured

| Option A                                       |                      | Option B                                       |                    | Option C                                       |                        |
|--|----------------------|--|--------------------|--|------------------------|
| Floating Rate Notes                            | 169                  |  |                    |  |                        |
| Step-up Notes                                  | 730                  | Fixed Rate Notes                               | 541                |  | 688-794                |
| PIK Notes                                      | 159                  | Cash   | 338                | Cash   | 688-794                |
| <hr/>  |                      | <hr/>  |                    | <hr/>  |                        |
| Total consideration per 1,058 principal amount | 1,058 <sup>(2)</sup> | Total consideration per 1,058 principal amount | 879 <sup>(2)</sup> | Total consideration per 1,058 principal amount | 688-794 <sup>(2)</sup> |
| <hr/>  |                      | <hr/>  |                    | <hr/>  |                        |

(1) The consideration per P\$1,000 principal face amount of peso-denominated outstanding loans will be adjusted based on the CER on the issuance date.

(2) Includes capitalized interest, calculated as described above under Capitalized Interest, to pay a portion of the accrued but unpaid interest on our outstanding debt.

**Modified Dutch Auction**

If you elect Option C, you will be required to select a price, within the range of 688 to 794 per 1,058 principal amount at which you would be willing to retire your outstanding debt under this option. Based upon the selections of all holders who choose Option C, we will determine the lowest single purchase price that will allow us to purchase the equivalent of up to US\$468 million principal amount of outstanding debt and capitalized interest (calculated based on the exchange rates as indicated under Introduction Calculation of U.S. Dollar Equivalents. ) for up to US\$351 million, or that will allow us to purchase all of the outstanding debt submitted if the debt submitted multiplied by the price specified by holders would be equal to or less than an aggregate of US\$351 million. All outstanding debt retired under Option C will be purchased at the same purchase price regardless of whether a participating holder selected a lower price or a non-participating holder was deemed to have elected, or allocated, into Option C. If Option C is oversubscribed, we will first accept for purchase and payment all outstanding debt from holders who elected Option C at a price below the purchase price determined based on the holders price selections. We will then accept for purchase and payment all outstanding debt from holders who elected Option C at the purchase price on a pro rata basis, proportional to the amount of debt held by holders who requested to retire debt under Option C at the purchase price. See The APE Solicitation Terms of the APE Solicitation Option C Modified Dutch Auction.



Proration

Participation in the three options will be limited, based on the principal face amount and capitalized interest of our outstanding debt that can be retired under each option. The specified limits are as follows: up to US\$1,800 million principal face amount of our outstanding debt and capitalized interest that may be retired under Option A; up to US\$782 million principal face amount of our outstanding debt and capitalized interest that may be retired under Option B; and up to US\$468 million principal face amount of our outstanding debt and capitalized interest that may be retired under Option C.

Consequently, if holders of outstanding debt elect to retire outstanding debt under an option in excess of the limit for that option, proration will be required.

The election forms will require that each holder specify that holder's first choice option for their outstanding debt, and designate the option to which that outstanding debt should be allocated if the holder's first choice option is oversubscribed.

In order to determine proration, we will first consider the elections made by participating holders.

If, after considering the elections of participating holders one or more options is oversubscribed, we will prorate, and then allocate the oversubscribed amount of such options into the undersubscribed options.

If an option is oversubscribed based on the first choice designations of participating holders, participating holders will be allocated into their second choice option.

We will then consider the deemed elections of non-participating holders, as described below under "Consequences to Non-Participating Holders of Outstanding Debt if Court Approval is Granted." Please also see "The APE Solicitation Terms of the APE Solicitation Proration."

Issuance Date

We expect to deliver the notes, cash consideration and cash interest payments for interest accrued on the outstanding debt from January 1, 2004 to the issuance date on the issuance date, which shall be as soon as practicable after receiving court approval of the APE and the other conditions to the APE are satisfied or waived. Interest on the notes will begin to accrue on the issuance date and will be payable on the next scheduled interest payment date. See "The APE Solicitation Issuance Date."

|  |  |
|--|--|
| Expiration Date                              | 3:00 p.m., New York City time, 5:00 p.m., Buenos Aires time, on _____, 2004, subject to our ability to extend that time and date in our sole discretion, in which case the expiration date will mean the latest time and date to which the expiration date is extended. We will announce any extension of the expiration date no later than 9:00 a.m., New York City time, 11:00 a.m., Buenos Aires time, on the Argentine business day after the previously scheduled expiration date. See The APE Solicitation Expiration Date; Extensions; Amendments; Termination.   |
| Withdrawal of Powers of Attorney             | Holders of outstanding debt that elect to participate in this APE solicitation by granting a power of attorney with respect to their outstanding debt will not have the right to withdraw their power unless we make an amendment to the terms and conditions of this APE solicitation that is, in our reasonable judgment, materially adverse to one or more holders of outstanding notes that has granted a power of attorney with respect to the outstanding debt. See The APE Solicitation Withdrawal.   |
| Withdrawal of Commitments to Execute the APE | Holders of outstanding loans that elect to participate in this APE solicitation by committing to sign the APE directly with respect to their outstanding loans will not have the right to withdraw their commitment unless we make an amendment to the terms and conditions of this APE solicitation that is, in our reasonable judgment, materially adverse to one or more holders of outstanding loans that has granted a commitment with respect to the outstanding loans. See The APE Solicitation Withdrawal.   |
| Extensions; Amendments; Termination          | <p>We expressly reserve the right, in our sole discretion, subject to applicable law, at any time or from time to time, to</p> <ul style="list-style-type: none"><li>terminate this APE solicitation prior to the expiration date,</li><li>waive any condition to this APE solicitation,</li><li>extend this APE solicitation or</li><li>amend this APE solicitation in any respect.</li></ul> <p>Any amendment applicable to this APE solicitation will apply to all powers of attorney and commitments granted pursuant to this APE solicitation other than those properly withdrawn as a result of an APE amendment that is, in our view, materially adverse to one or more holders. See The APE Solicitation Expiration Date; Extensions; Amendments; Termination.</p> |

Conditions to the APE Solicitation

This APE solicitation is subject to the terms and conditions set forth under The APE Solicitation Conditions to the APE Solicitation, including consent to the APE by or on behalf of the requisite majorities. The requisite majorities are holders representing a majority in number of the holders of our outstanding debt accounting for at least two-thirds, or any lower percentage that may be required by Argentine law, of the outstanding principal and accrued interest (determined in accordance with the contractual or applicable statutory terms of our outstanding notes and outstanding loans) on our outstanding debt. As of September 30, 2003, we had the equivalent of approximately US\$2,627 million of outstanding debt (including accrued but unpaid interest, penalties and post-default interest rate increases). The APE solicitation is also conditioned on the completion of the proposed restructuring (or waiver of this condition) of outstanding debt of Telecom Personal.

How to Participate if You Are a Beneficial Owner of Outstanding Notes Through a Securities Intermediary

If you are a beneficial owner whose outstanding notes are held by a broker, dealer, commercial bank, trust company or other securities intermediary and you wish to participate in this APE solicitation, you should promptly execute a letter of instruction, which we refer to as an instruction letter, and deliver it to that securities intermediary or follow that securities intermediary's internal procedures in order to instruct that securities intermediary to submit outstanding notes on your behalf. **Instruction letters should be delivered to your securities intermediary well in advance of the expiration date because your securities intermediary may be required to deliver a signed letter of transmittal to the settlement agent and have that letter of transmittal notarized and either apostilled, in accordance with The Hague Convention, or consularized by an Argentine Consulate, prior to the expiration date in order to validly grant a power of attorney with respect to your outstanding notes. We will not be responsible if you or your securities intermediary fails to meet any delivery deadlines.** See The APE Solicitation Procedures for Participating in the APE Solicitation How to Participate if You Hold Outstanding Notes.

How to Participate if You Hold Outstanding Notes Through

Euroclear or Clearstream, Luxembourg or if You Are a DTC Participant

If your outstanding notes are held through Euroclear Bank S.A./N.V., as operator of the Euroclear System, or Euroclear, or Clearstream Banking, *société anonyme*, or Clearstream, Luxembourg, you must comply with the procedures established by Euroclear or Clearstream,

Luxembourg, as applicable, to participate in this APE solicitation. Euroclear and Clearstream, Luxembourg intend to collect from their direct participants (a) instructions to

submit outstanding notes held by them on behalf of their direct participants in this APE solicitation and

block any transfer of outstanding notes so submitted until the completion of the APE process and

(b) irrevocable authorizations to disclose the names of the direct participants and information about the foregoing instructions. Upon the receipt of these instructions, Euroclear and Clearstream, Luxembourg will advise the settlement agent of the principal amount of outstanding notes for which powers of attorney are being granted and other required information. Euroclear and Clearstream, Luxembourg may impose additional deadlines in order to properly process these instructions. As a part of submitting through Euroclear or Clearstream, Luxembourg, you are required to become aware of any these deadlines.

If you hold outstanding notes as a participant in the Depository Trust Company, or DTC system, the settlement agent and DTC have confirmed that this APE solicitation is eligible for DTC's Automated Tender Offer Program, or ATOP. Accordingly, DTC participants must electronically transmit their acceptance of this APE solicitation by causing DTC to transfer their outstanding notes to the settlement agent in accordance with DTC's ATOP procedures for this transfer. DTC will then send a computer-generated message, or an Agent's Message, to the settlement agent. See The APE Solicitation Procedures for Participating in the APE Solicitation.

**In addition, if you hold outstanding notes through Euroclear or Clearstream, Luxembourg or as a DTC Participant, you must sign a letter of transmittal, have that letter of transmittal notarized and either apostilled, in accordance with The Hague Convention, or consularized by an Argentine Consulate, and deliver the letter of transmittal to the settlement agent prior to the expiration date. If you fail to deliver the letter of transmittal, you will not be eligible to participate in this APE solicitation.**

#### Transfer of Outstanding Notes

Providing instructions to submit outstanding notes and granting an authorization will affect a beneficial holder's right to sell or transfer its outstanding notes. The submission of outstanding notes will be accomplished through a transfer of such outstanding notes to a blocked account of the settlement agent at Euroclear, Clearstream, Luxembourg or DTC. As a result, holders of outstanding notes will not be able to transfer their outstanding notes once submitted.

How to Participate If You Are a Holder of Outstanding Loans

If you are a holder of outstanding loans, you must deliver a duly executed letter of transmittal, notarized, and either apostilled, in accordance with The Hague Convention, or consularized by an Argentine consulate, relating to your outstanding loans to the settlement agent and contact the settlement agent for further instructions as to how to complete your election ballot with respect to your outstanding loans prior to the expiration date.

If you are a holder of outstanding loans and agree to participate in this APE solicitation, we will require that you grant the settlement agent a power of attorney to execute the APE on your behalf or commit to sign the APE directly. You must also assign your outstanding loans to Telecom, and deliver any outstanding loan and promissory note or acknowledgement of debt obligations or similar document to the settlement agent.

Settlement and Delivery of Listed Notes

The listed notes will be accepted for clearance by Euroclear, Clearstream, Luxembourg and DTC. Beneficial interests in the listed notes will be shown on, and transfers thereof will be effected only through, the book-entry records maintained by Euroclear, Clearstream, Luxembourg and (in the case of the notes issued in the APE to holders of Telecom's currently outstanding Series C notes only) DTC. See Description of the Notes Form of Notes; Book-Entry System.

Investors who are not eligible to hold securities through DTC may be required to obtain definitive notes. If you require a definitive note you must contact the settlement agent immediately. See Description of the Notes Form of Notes; Book-Entry System Issuance of Definitive Notes.

Delivery of Unlisted Notes

The unlisted notes we issue to holders of outstanding loans following court approval of the APE will be delivered to the address that you specify in the letter of transmittal. The unlisted notes will be delivered in certificated form. See The APE Solicitation Procedures for Participating in the APE Delivery of Unlisted Notes, Cash Consideration and Cash Interest Payments for Outstanding Loans.

Consequences to Non-Participating Holders of Outstanding Debt if Court Approval is Granted

If court approval of the APE is granted, holders of outstanding debt that have not granted a power of attorney in favor of the APE solicitation, or have not committed to

sign the APE directly, with respect to any portion of their outstanding debt, whom we refer to as non-participating holders, will be deemed to have elected to have their outstanding debt allocated among each of the three options in the same proportions as the participating holders have elected to have their outstanding debt allocated to each option as described above in Proration, or, if the reviewing court decides to allocate consideration in a different manner, to receive the consideration determined by the reviewing court at the time the reviewing court approves the APE, subject only to the overall limit of each option. The elections of participating holders, as well as these deemed elections, may give rise to a need for us to prorate the oversubscribed options and to allocate the remaining portion of outstanding debt into the undersubscribed options. We will prorate among non-participating holders after prorating participating holders, if necessary. Because participating holders' elections will reduce the amount of debt that can be retired under each option, non-participating holders' final allocations may be different than participating holders' allocations.

Any portion of a non-participating creditor's deemed election that cannot be allocated into an option because of oversubscription will be allocated to each of the other two options in proportion to the limits of the undersubscribed option. Therefore, in effect, the non-participating holder will be deemed to have made a second choice election that its consideration be allocated in proportion to the limits of each undersubscribed option or as otherwise determined by the reviewing court, subject to the limits of each option. See Description of the APE Treatment of Holders of Outstanding Debt Who Do Not Participate in the APE Solicitation Cramdown of Non-Participating Holders Upon Court Approval.

As a result, non-participating holders may receive consideration that is significantly different than the consideration they would have received based on the deemed elections, either as a result of proration or because non-participating holders will be crammed down in accordance with the terms of the court approval. As part of the cramdown, the reviewing court may require that non-participating holders receive notes and/or cash consideration in a manner different from the final allocations of the participating holders, as contemplated in our APE. See Risk Factors Risks Associated with the APE Solicitation and Description of the APE Treatment of Holders of Outstanding Debt Who Do Not Participate in the APE Solicitation Cramdown of Non-Participating Holders Upon Court Approval.

Taxation

By providing your consent to the APE you are agreeing to receive your consideration in accordance with any allocation and proration of the oversubscribed options or to otherwise receive your consideration that results from the reviewing court's decision to cramdown non-participating holders, as we have contemplated in the APE.

A United States holder who receives only cash for outstanding notes of a particular series pursuant to the APE generally will recognize gain or loss, if any, for U.S. federal income tax purposes. The tax treatment of a United States holder who receives both cash and listed notes for outstanding notes of a particular series will depend on whether the submission of outstanding notes and receipt of cash and listed notes pursuant to the APE is treated as a tax-free recapitalization.

The listed notes should be subject to the U.S. Treasury regulations for debt instruments issued with original issue discount. Their treatment under these rules is not clear, however, in particular because of potential alternative payment schedules.

For a discussion of the U.S. federal income tax consequences for United States holders of

the submission of outstanding notes and receipt of  
(a) cash or (b) cash and listed notes pursuant to the  
APE, including pursuant to a cramdown, and

the ownership and disposition of listed notes  
received pursuant to the APE,

see United States Taxation.

Holders of outstanding loans submitted for unlisted notes are urged to consult their tax advisers with regard to the application of U.S. federal income tax laws to their particular situation as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

For a discussion of Argentine tax considerations for Argentine holders of outstanding debt that exchange their outstanding debt for the notes and cash consideration, see Certain Argentine Tax Considerations.

For a discussion of Luxembourg tax considerations, see Certain Luxembourg Tax Considerations.

Information Agents

Georgeson Shareholder Communications, Inc. is the information agent for this APE solicitation in the United States and Argentina. GSC Proxitalia SpA is the information agent for this APE solicitation in Europe. The address and telephone number of the information agents are set forth on the back cover page of this solicitation statement.

|                       |  |
|-----------------------|--|
| Luxembourg Agent      | BNP Paribas Securities Services, Luxembourg Branch will act as Luxembourg Agent with respect to the APE solicitation.  |
| Solicitation Agents   | Morgan Stanley & Co. Incorporated and its affiliates are acting as solicitation agents for this APE solicitation. MBA Banco de Inversiones S.A. will act as solicitation agent in Argentina only. The addresses and telephone numbers of the solicitation agents are set forth on the back cover page of this solicitation statement.  |
| Settlement Agent      | The Bank of New York is the settlement agent for this APE solicitation. The address and telephone number of the settlement agent are set forth on the back cover page of this solicitation statement.  |
| Brokerage Commissions | You are not required to pay any brokerage commissions to the information agent, the settlement agent or the solicitation agents.   |
| Processing Fee        | <p>A processing fee will be paid to certain banks and financial institutions for processing consents of outstanding notes accepted where the aggregate principal amount of outstanding notes delivered by the holder of the outstanding note is less than or equal to the equivalent of US\$100,000 in the relevant currency (calculated based on the exchange rates as indicated under Introduction Calculation of U.S. Dollar Equivalents ). The processing fee in respect of outstanding notes properly delivered and accepted by us will be paid to the bank or financial institution (each of whom we refer to as a processor ), if any, designated by the beneficial owner of those outstanding notes and will be equal to 0.25% of the aggregate principal amount of the outstanding notes in respect of which that designation is made. Notwithstanding the above, no processing fee will exceed the equivalent of US\$250,000 (in the relevant currency) for any bank or financial institution and its affiliates, for processing the submissions of outstanding notes. No processing fee will be available to banks or financial institutions for processing or assisting in submissions of outstanding loans.</p> <p>Beneficial owners will be able to designate processors in the accompanying instruction letter. In order for any processor to receive the processing fee, the processing fee form contained in the letter of transmittal must be completed and sent to the settlement agent at the address set forth on the back cover of the letter of transmittal prior to the expiration date.</p> |



Further Information

Any questions or requests for assistance concerning this APE solicitation, including with respect to notarization and the apostille or consularization for the letter of transmittal, may be directed to either the solicitation agents or the information agent at their respective addresses and telephone numbers set forth on the back cover page of this solicitation statement. Additional copies of this solicitation statement and the letter of transmittal may be obtained by contacting the information agent at its address and telephone number set forth on the back cover page of this solicitation statement.

Risk Factors and Important Background Information

You should review carefully the information included under Summary Telecom Argentina STET-France Telecom S.A. Recent Developments, Risk Factors and Background and Reasons for the APE Solicitation. You should understand that an investment in the notes involves a high degree of risk, including the significant possibility of loss of your entire investment.

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## The Notes

### The Notes

In connection with the APE, Telecom will issue new notes to holders of its outstanding debt. Holders of outstanding notes will receive notes which will initially be represented by global certificates in fully registered form. We will apply to have such notes listed on the Buenos Aires Stock Exchange or the Mercado Abierto Electrónico S.A. and, with respect to notes denominated in Euro, on the Luxembourg Stock Exchange ( listed notes ). Holders of outstanding loans will receive a separate series of notes in registered certificated form having the same terms as the relevant listed notes, but which will not be listed on any securities exchange ( unlisted notes ).

We reserve the right, while not obligated, to amend the APE to allow holders of our outstanding notes to receive unlisted notes and to allow holders of our outstanding loans to receive listed notes if, in our sole judgment, it will not trigger unfavorable tax treatment for us. Notwithstanding any amendment we make, any holder's election of consideration set forth in any letter of transmittal or instruction letter prior to any amendment we make will be final, and such holder (or the beneficial owner of the outstanding debt on behalf of which the holder has submitted such election) will be deemed to acknowledge and agree that such holder's election is final and that the holder has no right to change its election from listed notes to unlisted notes or unlisted notes to listed notes, as the case may be.

We refer to the 4-year floating rate notes due 2008 issued by Telecom (whether listed notes or unlisted notes) as the Floating Rate Notes. We refer to the 5-year fixed rate notes due 2009 issued by Telecom (whether listed notes or unlisted notes) as the Fixed Rate Notes. We refer to the 10-year step-up notes due 2014 issued by Telecom (whether listed notes or unlisted notes) as the Step-Up Notes. We refer to the 13-year pay-in-kind notes due 2017 issued by Telecom (whether listed notes or unlisted notes) as the PIK Notes. We will issue up to four series of Listed Notes (Floating Rate Listed Notes, Step-Up Listed Notes, Fixed Rate Listed Notes and PIK Listed Notes) and up to four series of Unlisted Notes (Floating Rate Unlisted Notes, Step-Up Unlisted Notes, Fixed Rate Unlisted Notes and PIK Unlisted Notes), and each is referred to as a series of notes.

The notes of each series may be issued in one or more tranches denominated in dollars, euro, pesos or yen. Holders of outstanding debt will receive notes denominated in the same currency as the outstanding debt held by them or, at the election of the holder, in U.S. dollars. Payments of principal of, and interest on, the notes (including Additional Amounts) will be made in the currency in which such notes are denominated or in such funds as may then be customary for the settlement of international transactions in that currency. Capitalized terms that are used but not defined in this section have the meanings given to them in the Description of the Notes.

|                                  |   |
|----------------------------------|---|
| Issuer                           | Telecom Argentina STET-France Telecom S.A.  |
| Final Maturity and Average Life: |   |
| Floating Rate Notes              | October 15, 2008 (average life of 2 years)  |
| Fixed Rate Notes                 | October 15, 2009 (average life of 4 years)  |
| Step-Up Notes                    | October 15, 2014 (average life of 8 years)  |
| PIK Notes                        | October 15, 2017 (average life of 13 years)   |
| Interest                         | Interest will be payable semiannually in arrears on each Interest Payment Date to holders of record of outstanding notes on the Record Date immediately preceding such Interest Payment Date. |

Interest on overdue principal and interest will accrue, to the extent lawful, at the rate of 2% per annum plus the rate otherwise applicable for such day. Rates of interest for each series of notes are set forth below. See Description of the Notes Basic Terms of the Notes for additional information with respect to interest.

The interest rates payable on the notes denominated in euro ( Euro Notes ) and the notes denominated in Japanese yen ( Yen Notes ) represent market equivalent rates payable on the notes denominated in dollars ( Dollar Notes ) with the same maturity and amortization schedule based on published mid-market swap rates. The interest rates payable on notes denominated in pesos ( Peso Notes ), other than the Floating Rate Notes, represent the difference between the rates payable on the same series of Dollar Notes and dollar swap rates having an average life equal to the relevant note. Payments on the Peso Notes will be adjusted based on the CER.

Floating Rate Notes

The Floating Rate Notes will provide that interest on the outstanding principal amount of the Dollar Notes, Euro Notes and Yen Notes will accrue beginning on the issuance date, at a per annum floating rate equal to the Applicable Currency Rate for the relevant period plus the Applicable Margin but at a rate per annum not higher than the Maximum Interest Rate.

| Term                  | Denomination |            |           |
|-----------------------|--------------|------------|-----------|
|                       | Dollar Notes | Euro Notes | Yen Notes |
| Applicable Margin     | 3.00%        | 3.02%      | 2.85%     |
| Maximum Interest Rate | 7.00%        | 6.36%      | 2.88%     |

The Floating Rate Notes will provide that interest on the outstanding principal amount of Peso Notes will accrue beginning on the issuance date at a per annum rate of 3%. This rate represents the spread over LIBOR for the Floating Rate Notes made in dollars.

Fixed Rate Notes

The Fixed Rate Notes will provide that interest on the outstanding principal amount will accrue beginning on the issuance date at a fixed rate per annum equal to 8.00% for Dollar Notes, 7.98% for Euro Notes, 4.86% for Peso Notes and 4.62% for Yen Notes.

Step-Up Notes

The Step-Up Notes will provide that interest on the outstanding principal amount will accrue at a per annum fixed rate equal to the Applicable Fixed Rate:

| Date                                   | Denomination |            |            |           |
|--|--------------|------------|------------|-----------|
|  | Dollar Notes | Euro Notes | Peso Notes | Yen Notes |
| Issuance Date through October 15, 2008 | 4.00%        | 3.94%      | 0.77%      | 0.83%     |
| October 16, 2008 through maturity      | 7.00%        | 6.42%      | 2.83%      | 2.87%     |

PIK Notes

The PIK Notes will provide that:

interest will accrue beginning on the issuance date, at a fixed rate per annum equal to 6.00% for Dollar Notes, 5.59% for Euro Notes, 1.22% for Peso Notes and 2.28% for Yen Notes;

interest on the outstanding principal amount of the PIK Notes, payable on each payment date on or prior to October 15, 2014 will be paid by increasing the principal amount of the PIK Notes in an amount equal to the interest due on the PIK Notes. The final principal amount for the PIK Notes will vary based on the issuance date and will be announced on the issuance date; and

interest will be payable in cash commencing on April 15, 2015.

Mandatory Redemption

Principal on each series of notes will be due and payable in semi-annual installments according to the respective amortization schedule (adjusted to take into account any prepayments or repurchases), together with accrued and unpaid interest, if any, to the redemption date.

Principal will begin to amortize on the Floating Rate Notes commencing on October 15, 2004.

Principal will begin to amortize on the Fixed Rate Notes commencing on October 15, 2004.

Principal will begin to amortize on the Step-Up Notes commencing on April 15, 2009.

Principal will begin to amortize on the PIK Notes commencing on April 15, 2015.

In the event that the issuance date does not occur prior to October 15, 2004, the amortization schedule will be delayed accordingly. See Description of the Notes Basic Terms of the Notes.

For details of the amortization schedules of each series of notes, see Description of the Notes Basic Terms of the Notes.

Ranking

The notes will constitute direct, unconditional and unsubordinated obligations of Telecom and will be granted the same treatment in priority of payment, in right of security and in all other respects among themselves and with all other unsecured indebtedness of Telecom now or hereafter outstanding, except to the extent that any other indebtedness may be preferred by mandatory provisions of applicable law. The notes will constitute *obligaciones negociables* under Argentine law.

Cash Sweep

Subject to the authorization of the Central Bank of the Republic of Argentina, or the Central Bank, if for any six-month period beginning on July 1 or January 1, which period begins after the issuance date, there is any Excess Cash, then, not later than the next April 15 or October 15, respectively (each a Mandatory Prepayment Date), Telecom will apply Excess Cash as follows:

if Telecom's Cash Balance as of the Measurement Date is US\$85 million or more (or its equivalent in other currencies), Telecom will apply 100% of the Excess Cash to the prepayment of the notes;

if Telecom's Cash Balance as of the Measurement Date is US\$60 million or more but less than US\$85 million (or its equivalent in other currencies), Telecom will apply 90% of the Excess Cash to the prepayment of the notes; and

if Telecom's Cash Balance as of the Measurement Date is less than US\$60 million (or its equivalent in other currencies), Telecom will not be required to apply any Excess Cash to prepay the notes on such Mandatory Prepayment Date.

*provided, however*, that if the application of such Excess Cash to such prepayment would cause Telecom's Cash Balance as of the Measurement Date to be less than US\$60 million (or its equivalent in other currencies) after subtracting any scheduled but unpaid principal and interest payable on the next Interest Payment Date, the amount of the required prepayment shall be reduced by the amount required to maintain a Cash Balance of at least US\$60 million after giving effect to such prepayment and any scheduled but unpaid principal and interest payable on the next Interest Payment Date.

If Excess Cash for any period is less than US \$20 million (or its equivalent in other currencies), the amount of Excess Cash may be carried forward to the next Mandatory Prepayment Date.

The amount of Excess Cash, if any, required to be applied to prepayments shall be applied as follows:

for so long as any Floating Rate Notes or Fixed Rate Notes are outstanding, to the pro rata prepayment of the outstanding Floating Rate Notes and Fixed Rate Notes, which prepayment shall be applied to the remaining installments of such Floating Rate Notes or Fixed Rate Notes in the direct order of their maturity (such payment to be made pro rata as among the Fixed Rate Notes and Floating Rate Notes based on the next succeeding scheduled amortization payments on such Floating Rate Notes and Fixed Rate Notes);

after the Floating Rate Notes and Fixed Rate Notes have been paid in full, to the pro rata prepayment of the Step-Up Notes, which prepayment shall be applied to the remaining installments of the Step-Up Notes in the direct order of their maturity; and

after the Floating Rate Notes, Fixed Rate Notes and the Step-Up Notes have been paid in full, to the pro rata prepayment of the PIK Notes, which prepayment shall be applied to the remaining installments of such PIK Notes in the direct order of their maturity.

Telecom will calculate the amount of Excess Cash in pesos based on Telecom's unconsolidated financial statements prepared in accordance with Argentine GAAP. Excess Cash is defined under Description of the Notes Certain Definitions.

#### Additional Amounts

All payments by Telecom in respect of the notes will be made without withholding or deduction for or on account of any present or future taxes, duties, assessments or other governmental charges of whatsoever nature imposed or levied by or on behalf of Argentina or any political subdivision or authority thereof or therein having power to tax, unless Telecom is compelled by law to deduct or withhold such taxes, duties, assessments or other governmental charges. In such event, Telecom will pay such additional amounts, or

Additional Amounts, subject to certain conditions, as may be necessary to ensure that the net amounts paid by Telecom after such withholding or deduction shall equal the respective amounts of principal and interest that would have been payable by Telecom in respect of the notes in the absence of such withholding or deduction. Telecom's obligation to pay Additional Amounts to holders of unlisted notes will be subject to the holders of such notes providing Telecom with certain information relating to the holder at least 15 days prior to the relevant payment date. In addition, Telecom will not be required to pay Additional Amounts in excess of the amount of deduction or withholding that would be

imposed on a person under Section 93(c)(1) of the Argentine Income Tax Law (currently a maximum of 17.7163% of the relevant payment). See Description of the Notes Taxation and Description of the Notes Payments and Paying Agencies Payments of Unlisted Notes.

Tax Redemption

Notes of any series (or any tranche thereof) may be redeemed at the option of Telecom, as a whole, but not in part, at any time, at a redemption price equal to the principal amount thereof, together with accrued interest to the date fixed for redemption and Additional Amounts, if any, if Telecom determines and certifies to the Trustee that:

as a result of any change in or amendment to the laws (or any regulations or rulings promulgated thereunder) of Argentina or any political subdivision or taxing authority thereof or therein affecting taxation, or any change in the official position regarding the application or interpretation of such laws, regulations or rulings, which change, amendment, application or interpretation becomes effective after the issuance date, Telecom pays or would become obligated to pay Additional Amounts in respect of such notes pursuant to the terms hereof; and

such obligation cannot be avoided by Telecom taking reasonable measures available.

See Description of the Notes Redemption for Taxation Reasons.

Optional Redemption

The notes may be redeemed at the option of Telecom, without payment of any premium or penalty, in whole or in part, after the issuance date and prior to the maturity date specified in the terms of the notes at the redemption price equal to 100% of the outstanding principal amount thereof (adjusted to take into account any prepayments or repurchases), together with accrued interest, if any, to the date fixed for redemption and any Additional Amounts. See Description of the Notes Redemption at Telecom's Option.

Restrictive Covenants

The Indenture governing the notes will contain certain covenants relating to, among other things, limitations on the ability of Telecom and, in certain cases, its restricted subsidiaries, to:

incur liens;

incur indebtedness;

sell assets;

engage in transactions with shareholders and affiliates;



make capital expenditures;  
make restricted payments (including loans and investments);  
impose payment restrictions affecting restricted subsidiaries;  
engage in other lines of business; or  
engage in certain mergers.

See Description of the Notes Certain Covenants of Telecom.

Events of Default

The indenture governing the notes provides for certain events that constitute an event of default. For the consequences of an event of default, including acceleration of the principal of the notes, see Description of the Notes Events of Default.

Regulatory Approvals and Listing

We will seek to have the public offering of the listed notes in Argentina authorized by the CNV. We will apply to have the listed notes listed on the Buenos Aires Stock Exchange or the Mercado Abierto Electrónico S.A. and, with respect to the listed notes denominated in Euro, on the Luxembourg Stock Exchange.

Trustee of the Notes

The Bank of New York.

Form and Denomination of the Notes:

Form of Notes Issued to Holders

Holders of our outstanding notes will receive listed notes and holders of our outstanding loans will receive unlisted notes.

Listed Notes

The listed notes will be issued in registered form, without interest coupons, in denominations of US\$1.00 or 1.00. These notes initially will be evidenced by one or more global notes and will be deposited with or on behalf of one or more depositaries to include DTC and Euroclear Bank, as operator of Euroclear and/or Clearstream, Luxembourg, and will be registered in the name of such depositary or its nominee.

Unlisted Notes

The unlisted notes will be issued in certificated (*i.e.*, non-global) form to holders of outstanding loans, without interest coupons, in denominations equal to the principal amount, together with capitalized interest, of the relevant holders outstanding loans being restructured.

Governing Law

New York; *provided, however*, that all matters relating to the due authorization, execution, issuance and delivery of the notes, the capacity of Telecom, and matters relating to the legal requirements necessary in order for the securities to qualify as negotiable obligations under Argentine law, shall be governed by the Negotiable Obligations Law and other applicable Argentine laws and regulations.

**Transfer Restrictions**

Notes Issued to Non-U.S. Holders

The notes being issued to non-U.S. holders will be issued in offshore transactions in reliance upon Regulation S of the Securities Act. Accordingly, the notes issued to non-U.S. holders will be represented by a Regulation S Note and for a period of 40 days following the issuance date transfers thereof may not be made to any U.S. person or for the account or benefit of a U.S. person except in a transaction not subject to the registration requirements of the Securities Act. See Transfer Restrictions and Jurisdictional Notices.

Unlisted Notes

Registration of transfers of unlisted notes will be effected in whole, but not in part.

## RISK FACTORS

You should carefully consider the risks described below, in addition to the other information contained in this solicitation statement. We also may face additional risks and uncertainties that are not presently known to us, or that we currently deem immaterial, which may impair our business. In general, you take more risk when you invest in the securities of issuers in emerging markets such as Argentina than when you invest in the securities of issuers in the United States and other developed markets.

### Risks Associated with the APE Solicitation

*If the restructuring is not consummated, there is a significant likelihood that we will have to commence reorganization proceedings or face bankruptcy proceedings.*

Except for partial payments of accrued but unpaid interest of the equivalent of US\$96 million made by Telecom, US\$13 million made by Telecom Personal and US\$0.04 million made by Publicom S.A. (a 99.99% owned subsidiary), which we refer to as Publicom, in June 2003, we have not made principal or interest payments to our financial creditors since the first half of 2002. See Operating and Financial Review and Prospects Ongoing Restructuring Efforts Repurchase and Cancellation of Outstanding Indebtedness. As of September 30, 2003, the aggregate principal face amount of our unconsolidated outstanding debt (which excludes accrued but unpaid interest, penalties and post-default interest rate increases) was the equivalent of US\$2,436 million. As of September 30, 2003, the aggregate amount of total unconsolidated outstanding debt amounted to approximately the equivalent of US\$2,627 million (including accrued but unpaid interest, penalties and post-default interest rate increases).

Our cash flow is currently insufficient to service our outstanding debt. Unless holders of the requisite majorities of outstanding debt vote in favor of the APE solicitation, there is a significant likelihood that we will have to commence reorganization, or *concurso*, proceedings under Argentine Bankruptcy Law or one of our creditors may force us into bankruptcy proceedings, or *quiebra*.

We have been advised by our Argentine counsel that if we are forced into bankruptcy proceedings (*quiebra*) holders of our outstanding debt should expect the following:

A court-appointed trustee will manage our business under the supervision of the Argentine court which will be subject to input from, but will not be bound by, the opinion of a committee of our creditors. In this respect, if the court considers that the interruption of the provision of an essential public service may cause severe damage to our customers, the court may authorize us to continue providing this public service.

All of our obligations will become due and payable immediately.

Existing judicial claims from creditors, including commercial creditors, will be considered by the reviewing court and any proceedings relating to these claims at the time of the bankruptcy (*quiebra*) will be stayed. Holders of our outstanding debt therefore may not be able to control the process, and their interests shall be treated in accordance with Argentine Bankruptcy Law, taking into account the interests of all creditors as a whole. In our APE, by contrast, commercial creditors will not have their claims accelerated and will continue to be paid on customary terms.

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Holders of our outstanding debt may not exercise any set-off rights with respect to debt we owed to them prior to the bankruptcy (*quiebra*) unless the debt we owed to holders was already due and payable prior to the date of filing the bankruptcy (*quiebra*).

The bankruptcy (*quiebra*) proceedings may continue for a continued period of time and during this period we could lose significant value.

Under the Argentine court's supervision, the trustee will identify all of our assets and liabilities, liquidate our assets (for which a specific procedure may apply under Argentine law according to the terms of the license) and distribute the proceeds from this liquidation among all our creditors in the preferential order set forth under Argentine Bankruptcy Law.

Foreign currency-denominated claims will be mandatorily converted into pesos at the exchange rate in effect on the date on which the bankruptcy is declared or upon the maturity of the claims, if maturity occurred before the bankruptcy was declared.

Interest on our debts will cease to accrue.

If we become subject to involuntary bankruptcy proceedings, the Argentine government has the power to revoke our and Telecom Personal's licenses to provide telecommunications services, including fixed-line telephony and cellular services. However, in a recent court case, the judge allowed a bankrupt telecommunications licensee to continue operations, ordered the sale of the business in an auction as a going concern and enjoined the relevant governmental agency from revoking the license. Notwithstanding this case, we cannot assure you that we would be able to obtain a similarly favorable resolution.

If our license to provide fixed-line telephony services is revoked, our controlling shareholder may be forced to transfer its shares and capital contributions in trust to the relevant regulatory entity, who will sell these shares and capital contributions in an auction. If this occurs, the proceeds of the sale minus fees, expenses, taxes and/or penalties will be delivered to our controlling shareholder. Once the shares and the capital contributions have been awarded to a new entity in the auction, a new license will be issued. During this period of time the regulatory entity may appoint one or more operators to temporarily provide the services formerly provided by us. Any of these operators will be paid out of the proceeds of the sale of the shares.

We have been advised by our Argentine counsel that in order to reorganize our outstanding debt under a reorganization (*concurso*), we would need to obtain the approval of the majority of our unsecured creditors representing two-thirds of our liabilities filed in the *concurso* proceedings and admitted by the Argentine court. During the period of the *concurso*, the holders of our outstanding debt should expect the following:

We will continue managing our business, subject to control and supervision by a bankruptcy trustee (*síndico*) and a committee of creditors. In addition, certain transactions will be subject to court approval (which approval would be subject to input from, but would not be bound by, the opinion of the committee of creditors).

All of our obligations will become due and payable as provided for by applicable laws.

Existing judicial claims from creditors, including trade creditors, will be considered by the court and any proceedings relating to these claims will be stayed. Holders of our outstanding debt therefore may be unable to control the process and their interests may be given less weight by the reviewing court when considered in relation to the interests of all of our creditors, including our commercial creditors. In our APE, by contrast, commercial creditors will not have their claims accelerated and will continue to be paid on customary terms.

The claims of holders of our outstanding debt will be restructured on terms that cannot be predicted at this time, but they could be more or less favorable than the terms being offered pursuant to the APE.

For purposes of calculating the requisite majorities and the relative positions of the creditors, restructured claims denominated in a currency other than pesos will be converted into pesos at the exchange rate as of the date of the bankruptcy trustee's filing of its report discussing each proof of claim.

Reorganization (*concurso*) proceedings are likely to take a longer period of time than proceedings involving APE agreements and holders may therefore have to wait for an extended period of time before the *concurso* proceedings are completed. During this period, Telecom could lose significant value.

Interest on our debts will cease to accrue in the reorganization (*concurso*).



Our assets would be protected against claims by our creditors, and the protection would include, but would not be limited to, a prohibition against attempts to attach or liquidate our assets.

No payments of principal or interest may be made by us to our creditors.

Holders of our indebtedness will lose any rights of set-off against us that they had prior to the reorganization (*concurso*) unless the debt owed to holders was already due and payable prior to the date of filing of the reorganization (*concurso*).

If the reorganization (*concurso*) fails, holders of our indebtedness will be left with a claim in a bankruptcy (*quiebra*) and may force us into *quiebra*.

As explained below under Risks Associated with Telecom and Its Operations Telecom is involved in various litigation proceedings which could result in unfavorable decisions and financial penalties for Telecom, we were subjected to an involuntary bankruptcy petition, or *pedido de quiebra*, and are currently subject to summary attachment proceedings, or *juicios ejecutivos*, and additional claims of this nature may be filed against us from time to time by persons alleging to be holders of our outstanding notes.

***If you fail to participate in this APE solicitation and the APE is approved by the reviewing court, you will not be able to select the consideration you will receive.***

If you do not consent to or participate in the APE and the APE is approved by the reviewing court, your outstanding debt will be cancelled in the APE and you will be forced to receive the new consideration offered in the APE. Although participating creditors are entitled to select the type of consideration they would like to receive (subject to proration) by selecting Option A, Option B or Option C, non-participating creditors will not have a right to elect among the options and will be forced to accept the new consideration allocated to them. We have structured the APE so that if the APE is completed non-participating creditors will be deemed to have elected to either retire their outstanding debt in the same proportions as the participating holders have elected to have their outstanding debt allocated to each option or, if the reviewing court decides to allocate consideration in a different manner, to receive the consideration determined by the reviewing court at the time the reviewing court approves the APE subject only to the overall limit of each option. These deemed elections will also be subject to proration among non-participating holders. The reviewing court may require us to allocate the consideration to be provided to non-participating creditors in a different manner. As a result, non-participating holders may receive consideration that is significantly different than the consideration that they would have chosen had they participated in the APE or that is different from the proportional allocations described above.

***Because the APE is a new statutory mechanism with few court cases involving these proceedings in Argentina, you may receive different treatment than we propose under the terms of the APE.***

The new rules and regulations applicable to APE proceedings have not been fully tested to date and it is possible that the Argentine courts may construe the statutory rules applicable to APE proceedings in a manner different than we do. As a consequence, it is not possible to assess the extent to which the APE will be reviewed by the court or to definitively predict how several issues, including the treatment of non-participating holders and/or commercial creditors and the calculation of the requisite majorities, will be resolved. See We may be forced to seek the consent to the APE from our commercial creditors which will delay the completion of the APE, The reviewing court to which we submit our APE may not consider the adequacy or fairness of the APE, and The Argentine Bankruptcy Law does not specify how the requisite majorities should be calculated for purposes of the court approval of the APE. By agreeing to participate in the APE you are agreeing to be bound by the decisions of the reviewing court. An unexpected decision by the reviewing court regarding any of the preceding issues or any other matter that might arise that is not expressly contemplated in our restructuring plan or in the Argentine Bankruptcy Law may result in a delay in our implementation of our restructuring plan or may cause you to receive consideration in the APE that is different than what you selected. We cannot assure you that these and other issues will be resolved in a manner favorable to your interests.





*Even if the APE solicitation is successful and the APE is executed and filed with the reviewing court, the reviewing court may decide not to grant court approval based on, among other things, objections filed with the reviewing court by our creditors and our APE may never be consummated.*

Even if the APE solicitation is successful, the APE must be granted court approval in order for our restructuring to be given effect. The reviewing court may deny court approval based on, among other things, objections filed by our creditors. Under the Argentine Bankruptcy Law, holders of our outstanding debt will have the opportunity to contest court approval of the APE during the opposition period on the grounds that among other things, we have misrepresented our assets or liabilities in the assets and liabilities statement filed with the reviewing court or failed to obtain the support of the requisite majorities. Although not expressly provided for by Argentine Bankruptcy Law with respect to an APE, case law developed in the context of *concurso* (reorganization) proceedings suggests that the reviewing court also may refuse to approve an APE if it fails to meet certain minimum fairness standards. Further, in the event that court approval is obtained, for a period of six months from the date of the court approval, any creditor, including those that participated in the APE, may request that the APE be declared null and void on the basis that we have intentionally misrepresented our assets and liabilities in the statement filed with the APE or created illegitimate preferences in favor of certain creditors, if these facts are discovered after the court approval. Creditors deemed to have participated in such willful misrepresentation or illegality will lose their claims against us.

We do not know which, if any, objections will be raised by our creditors as to the fairness of the APE. It is possible that the reviewing court will agree with objections raised by our creditors and decide not to grant or to void court approval of the APE. If the APE is not approved or is voided, our outstanding debt will remain outstanding and there is a substantial likelihood that we would be forced to commence voluntary reorganization proceedings through a *concurso* or face liquidation in a bankruptcy proceeding, or *quiebra*.

*We may be forced to seek the consent to the APE from our commercial creditors which will delay the completion of the APE.*

Under the Argentine Bankruptcy Law, once an APE is approved by the reviewing court, an APE is binding on all unsecured creditors regardless of whether or not they consent to the APE. Nevertheless, we intend to limit the class of unsecured creditors eligible to participate in our APE to holders of our outstanding debt, which represents substantially all of our unsecured creditors in terms of principal amount and accrued interest of our outstanding debt. Although the Argentine Bankruptcy Law does not expressly contemplate the presumed consent of any class of creditors, we intend to presume that our commercial creditors have consented to the APE because the agreement will not affect their legal, equitable or contractual rights. If any of our creditors raise an objection to this treatment and this objection is entertained by the reviewing court, we expect to seek the express consent of our commercial creditors to our APE. If we are required to seek the consent of our commercial creditors to the APE, the court decision on our APE will be delayed.

*The reviewing court to which we submit our APE is not required to consider the adequacy or fairness of the APE.*

Upon obtaining the support of the requisite majorities of outstanding debt to the APE, we will submit the APE to the reviewing court for its approval pursuant to the Argentine Bankruptcy Law. If no objections are made, we expect the reviewing court to largely focus on ensuring that the approval of the requisite majorities has been obtained with respect to the APE and other administrative matters relating to the APE. The reviewing court is not required to, and may not, perform a substantive review of the APE or consider the adequacy or fairness of the APE. You should carefully review and consider the terms of the APE prior to making any decision with respect to the APE Solicitation because your substantive interests may not be considered by the court.

*The Argentine Bankruptcy Law does not specify how the requisite majorities should be calculated for purposes of the court approval of the APE.*

The APE must be approved by the requisite majorities of our creditors. This means that holders representing at least a majority in number of our outstanding debt and holders of at least two-thirds, or any lower percentage that may be required by Argentine law, of the outstanding principal and accrued contractual interest on our outstanding

debt must approve the APE. Argentine Bankruptcy Law does not specify how the reviewing court should calculate the requisite majorities and it is unclear how this calculation will be performed. Our Argentine counsel has advised us that by analogy to the rules governing a *concurso* (reorganization), it expects that in order to calculate the majority in number of the holders of our outstanding debt, the reviewing court will likely count the holders of each series of outstanding notes as two creditors, one creditor that supports the APE and one creditor that votes against the APE (assuming at least one member of each series votes for the APE and at least one member of each series votes against the APE). It is unclear how non-participating holders of outstanding notes will be treated. Our Argentine counsel has further informed us that in determining the majority in number of our creditors, the reviewing court will likely count each distinct legal entity that holds our outstanding loans as a separate creditor. Therefore, since we have only eight series of notes outstanding and at least 41 entities holding our outstanding loans, if the majority in number of creditors is calculated as described above, the vote of the holders of outstanding loans will determine whether we receive the approval of holders representing at least a majority in number of our outstanding debt.

In addition, there is substantial uncertainty as to whether in calculating whether holders of at least two-thirds or any lower percentage that may be required by Argentine law, of the aggregate principal amount of our outstanding debt have consented to the APE, the reviewing court will consider, in addition to the outstanding principal amount and accrued but unpaid interest of all of our outstanding loans, the aggregate principal amount of all of our outstanding notes, or only the aggregate principal amount of outstanding notes that have voted for or against the APE. In two recent commercial court cases, the reviewing courts held that the principal amount of debt held by holders who abstained from voting or did not attend the relevant meeting would not be counted for purposes of calculating the requisite majorities required to receive court approval of the APE. One of these decisions is currently being appealed.

The rules that the reviewing court applies to the calculation of the requisite majorities will have a significant impact on whether the APE is consummated. As a result of the uncertainty regarding how the requisite majorities will be calculated by the reviewing court, even if we believe that we have received the consent of the requisite majorities of our creditors at the time we file the APE with the reviewing court, the reviewing court may not approve the APE based on these calculations.

***Because the APE is a new statutory mechanism we cannot be certain that the APE will be honored or respected in other jurisdictions.***

To our knowledge, no court in the United States or any other jurisdiction has ruled on whether a debt restructuring pursuant to an APE agreement would be recognized outside of Argentina. At least one Argentine *concurso* (reorganization) proceeding has been held to be enforceable in the United States. Accordingly, while we believe an APE may be similarly enforceable, we cannot assure you of this result, particularly since while the APE procedure was established pursuant to the Argentine Bankruptcy Law, a restructuring pursuant to an APE occurs outside of actual bankruptcy, with less involvement by the Argentine courts than in other judicial reorganization proceedings. We may, if we deem it to be necessary, file a petition in the United States pursuant to Section 304 of the United States Bankruptcy Code, requesting that the endorsement of the APE be recognized under United States law and requesting other relief as we may consider appropriate in the circumstances. However, because the APE procedure is a new procedure, we cannot assure you that any relief would be forthcoming pursuant to those proceedings if instituted. If these proceedings are instituted and the APE is not recognized by the U.S. court and the courts of other jurisdictions in which creditors seek to enforce our debt obligations, we may not be able to fully implement the terms of our restructuring and may become subject to significant litigation.

***It is possible that our restructuring may not be completed on the schedule currently anticipated and that you may experience significant delays in receiving your consideration.***

Even if the APE solicitation is completed, it may not be completed on the schedule described in this solicitation statement. The filing of the APE may be delayed due to our failure to meet the minimum threshold condition by the expiration date. Further, although Argentine Bankruptcy Law has provided certain time periods for handling a proceeding involving an APE, we believe that it could take at least several months after filing the APE with the reviewing court for the court to decide whether to grant approval. The approval process depends on a number of



factors beyond our control, including, but not limited to, the scope of the review of the APE by the reviewing court, the number of objections, if any, to the APE, any appeals thereto and the time the reviewing court requires to review any objections. The APE approval process may also be impacted by other unforeseen events, such as the creation of new laws or regulations that amend the approval process. As a result, it is possible that even if the APE is ultimately approved, the holders of outstanding debt may suffer significant delays in receiving the notes, cash consideration and cash interest payments, during which time holders of outstanding notes that have participated in the APE will not be able to effect transfers of their outstanding notes.

Our APE will provide that participating holders holding in excess of 75% of our outstanding debt held by all participating holders may elect to terminate the APE under the following circumstances:

we fail to file the APE within 90 days of receiving the consent of the requisite majorities; and

the reviewing court fails to approve the APE within one year of the APE filing date, if no objections to the APE are filed with the reviewing court, or within two years of this filing, if any objection to the APE is filed with the reviewing court.

Therefore, you may experience a delay of up to two years from the APE filing date before you receive your notes and/or your cash consideration and cash interest payment pursuant to the APE. This delay could exceed two years if neither we nor holders of 75% of our outstanding debt elect to terminate the APE.

*We may choose not to complete the APE if certain conditions are not met.*

The consummation of the APE solicitation is conditioned on certain events or circumstances that, except as otherwise provided, we can either assert or waive. See The APE Solicitation Conditions to the APE Solicitation. If these conditions are not met, we may choose not to complete the APE. We also have the right to withdraw from and terminate the APE at any time during the interim period. In the event that we withdraw from the APE:

the APE will terminate, subject to the survival of those provisions described in Description of the APE Miscellaneous Provisions Termination and Survival ;

any settlement or compromise embodied in the APE, including the fixing or limitation to an amount certain of any claim or class of claims, assumption or rejection of indebtedness effected by the APE, and any document or agreement executed pursuant to the APE will have no further effect; and

nothing contained in the APE, and no acts taken in preparation for approval of the APE by the reviewing court, will constitute or be deemed to constitute a waiver or release of any claims by or against, or any interests in, us or any other person, prejudice in any manner our rights or the rights of any other person in any further proceedings involving us or constitute an admission of any sort by us or any other person.

We cannot assure you that we will complete the APE and restructure our debt on the terms described in this solicitation statement or at all.

*If, in order to obtain approval of the APE, the reviewing court requires us to issue notes in an amount that exceeds that which we are offering, our debt service obligations upon consummation of the APE could differ significantly from those presented in this solicitation statement.*

In this APE solicitation, we have limited the principal amount of notes that we will issue to no more than the equivalent of US\$2,198 million (based on debt outstanding as of September 30, 2003) and intend to allocate these notes among holders of our outstanding debt as described in The APE Solicitation Proration. In addition, Telecom Personal plans to enter into loans for a principal amount of the equivalent of US\$430 million (based on debt outstanding as of September 30, 2003). As a condition to approving the APE, the reviewing court may require us to provide consideration to our participating holders and non-participating holders in a manner we have not contemplated, in which case we may be required to issue notes in an amount that exceeds the equivalent of US\$2,198 million. Telecom Personal will face a similar risk if it restructures its financial indebtedness through an

APE. As a result, our capitalization and future debt service payments may differ significantly from the post-restructuring scenario presented in this solicitation statement under Summary Payment Default and Restructuring Future of Telecom if the Restructuring is Successful, and our ability to pay interest on the notes or to refinance the notes at maturity could be impaired.

*Once you have delivered your consent to the APE you will not be able to trade the outstanding notes delivered which will impact the liquidity of all outstanding notes.*

Once you have transmitted your acceptance to the APE solicitation, your outstanding notes will be transferred to the settlement agent if you hold your outstanding notes through DTC or blocked from trading if you hold your outstanding notes through Euroclear or Clearstream, Luxembourg. See Description of the APE Procedures for Participating in the APE Solicitation. As a result, you will be unable to trade your outstanding notes after you consent to the APE unless the APE is terminated in which case your right to trade your outstanding notes will be restored promptly after the termination date.

Further, since the holders of outstanding notes that have voted in favor of the APE will not be able to trade in their notes after the date on which they have submitted their vote, the trading market for the outstanding notes will be reduced which will reduce the liquidity of all outstanding notes, including those held by non-participating holders.

*Your rights as a creditor will be limited during the review period.*

During the review period, your rights as a holder of our outstanding debt will be limited by Argentine law and the terms of the APE. In particular, during the review period you will not be able to file bankruptcy proceedings against us; existing bankruptcy petitions against us will be stayed; and you will not be able to file suits or actions against us to enforce any right to payment with respect to the outstanding debt. See Description of the APE and Risks Associated with the Notes.

*The terms of the APE may be amended with the consent of the requisite majorities but without your consent.*

Although we do not anticipate amending the terms of the APE, if unforeseen developments occur after the filing of the APE, we may propose amendments to the APE, including amendments to the terms of the notes. If approved by the requisite majorities, these amendments will be incorporated into the terms of the APE that is submitted to the reviewing court. By providing your consent to the APE, you are agreeing to participate in the APE in the form submitted to the reviewing court, even if the APE is amended with the consent of the requisite majorities but without your consent.

#### **Risks Associated with the Notes**

*We may be unable to pay interest or principal on the notes.*

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If our restructuring is successful, we expect to be able to make interest and principal payments on the notes. However, this expectation is based on certain assumptions about macroeconomic factors that will effect key components of our business, including, without limitation:

an exchange rate of Argentine pesos to U.S. dollars in the range of P\$3.00 to P\$6.50 per US\$1.00 for the term of the notes;

lower rates of inflation for the term of our notes than experienced in 2002, with estimated rates of inflation in the range of 8% to 25% beginning in 2005 and thereafter;

ultimate tariff adjustments for basic charges, measured service charges and other rates for our services relative to inflation; and

moderate growth in Argentine real gross domestic product.



See Summary Payment Default and Restructuring Future of Telecom if the Restructuring is Successful. If any of these assumptions are incorrect, if unforeseen events occur that materially and adversely affect our operations or if there are restrictions on our ability to transfer funds abroad, we may not be able to make payments of interest or principal due on the notes. You should understand that an investment in the notes involves a high degree of risk.

*We may be subject to additional Argentine tax with respect to the outstanding notes, in which case our ability to make payments on the notes may be impaired.*

In June 2003, the *Administración Federal de Ingresos Públicos* (the Argentine federal tax authority), or the AFIP, requested information relating to some of our outstanding notes including the withholding made for foreign or Argentine beneficiaries. We are aware that in certain cases, the AFIP has questioned whether an offering of negotiable obligations meets the requirements of the withholding tax exemption set forth in Article 36 of the Negotiable Obligations Law. If the AFIP determines that we are not entitled to the benefits of the withholding tax exemption with respect to the outstanding notes, the Negotiable Obligations Law provides that we will be responsible for the payment of the tax that would have been owed by the holders of the outstanding notes in addition to interest and fines that may be imposed on us. As of the date of this solicitation statement, there are no court interpretations of this matter. See Operating and Financial Review and Prospects Taxes Income Tax and Certain Argentine Tax Considerations The Unlisted Notes Income Tax Interest Payments. Consequently, we may also be obligated to pay additional Argentine tax with respect to the outstanding notes and we cannot assure you that we will have enough cash to pay these amounts. Moreover, if we are able to pay these amounts, our ability to make other payments on the notes may be impaired.

*There is no established trading market for the notes and the market value of the notes is uncertain.*

The notes will be new issues of securities with no established trading market or prior trading history. There can be no assurance that a market for the notes will develop. If a market for the notes does not develop, the notes could trade at prices that may be higher or lower than those for the outstanding notes, depending on many factors, including many beyond our control. In addition, the market value of the new consideration is not necessarily related to the market value of the instruments representing our outstanding debt. Because our outstanding debt is not actively traded, it is impossible to compare market values of the notes with the market values of our outstanding debt. Furthermore, the liquidity of, and trading markets for, the notes may be adversely affected by changes in interest rates and declines and volatility in the markets for similar securities and in the overall economy, as well as by any changes in our financial condition or results of operations.

## **Risk Factors Relating to Argentina**

### **Overview**

Substantially all of our property, operations and customers are located in Argentina and most of our indebtedness is denominated in U.S. dollars and euro. Accordingly, our financial condition and results of operations depend to a significant extent on economic and political conditions prevailing in Argentina and on the rates of exchange between the peso and these other currencies. As detailed below and as further described in

Background and Reasons for the APE Solicitation, in the past several years the Argentine economy has experienced a severe recession as well as a political crisis, and the abandonment of dollar-peso parity has led to significant devaluation of the peso against major international currencies. These conditions have and will continue to affect our financial condition and results of operations and may impair our ability to make payments of principal and/or interest on our financial indebtedness including the notes.

*The devaluation of the peso will adversely affect Telecom's results of operations and its ability to service its debt obligations.*

Since Telecom realizes substantially all of its revenues in Argentina in pesos, any devaluation in the peso will negatively affect the U.S. dollar value of our earnings while increasing the cost, in peso terms, of our expenses and capital costs denominated in foreign currency. These factors will negatively impact our ability to service our notes, which will be largely denominated in non-peso currencies.

The Argentine peso has been subject to significant devaluation in the past and may be subject to significant fluctuations in the future. See Background and Reasons for the APE Solicitation. Given the economic and political uncertainties in Argentina, it is impossible to predict whether, and to what extent, the value of the peso may depreciate or appreciate against the U.S. dollar and how these uncertainties will affect the consumption of telephone services. Moreover, Telecom cannot predict whether the Argentine government will further modify its monetary policy and, if so, what impact any of these changes could have on the value of peso and, accordingly, on Telecom's financial condition and results of operations.

***Substantial inflation may continue, which will negatively impact Telecom's revenues.***

Argentina experienced significant inflation during 2002. During 2002, the Argentine consumer price index increased 41% and the wholesale price index increased 118%. Inflation has slowed in the first nine months of 2003, with the Argentine consumer price index increasing by 2.6% and the wholesale price index decreasing by 1.2% in the first nine months of 2003. The level of inflation reflects both the effect of the peso devaluation on production costs and a substantial change in relative prices, partially offset by the elimination of public utility rate adjustments and the large drop in demand resulting from the recession. See Background and Reasons for the APE Solicitation.

While inflation has slowed in the first nine months of 2003, if the Central Bank issues significant amounts of currency to finance public sector spending or to assist financial institutions in distress or if the value of the peso cannot be stabilized by positive expectations for Argentina's economic future and/or strict fiscal and monetary policies, an increase in inflation rates can be expected. Since we derive the majority of our revenues from fees payable in pesos, unless our tariffs increase at a rate at least equal to the rate of inflation, any further increase in the rate of inflation will result in decreases in our revenues in real terms and will adversely affect our results of operations. Pursuant to the Public Emergency Law, contract clauses requiring adjustments in agreements for the provision of public utility services between the Argentine government and the providers of those services (including us) based on foreign inflation indexes and all other indexation mechanisms have been revoked, and the tariffs for the provision of such services were converted from their original U.S. dollar values to pesos at a rate of P\$1.00 per U.S.\$1.00. We are in the process of renegotiating our tariffs with the Argentine government but cannot assure you that the outcome of this renegotiation will be favorable to us and our future financial position. See Information on Telecom Rates Rates and Information on Telecom Rates Public Emergency Law.

***The Central Bank has imposed restrictions on the transfer of funds outside of Argentina in the past and may do so in the future, which could prevent us from making payments on our external debt.***

In 2001 and 2002, the Argentine government imposed a number of monetary and currency exchange control measures that included restrictions on the free disposition of funds deposited with banks and tight restrictions on transferring funds abroad. These restrictions severely limited our ability to make payments on our debt to creditors outside of Argentina. See Background and Reasons for the APE Solicitation. Although these restrictions have generally been eliminated, there can be no assurance that the Central Bank will not again restrict the transfer of funds abroad for principal and/or interest payments by Telecom to its foreign creditors which would limit our ability to service our debt.

***The deterioration of the Argentine economy and the effects of pesification may require Telecom to undertake a mandatory capital stock reduction or commence dissolution proceedings.***

Under section 206 of the Argentine Companies Law No. 19,550, as amended, if at the annual shareholders' meeting a corporation presents financial statements that report that the corporation's losses have absorbed its reserves and at least 50% of its share capital, the corporation is required to reduce its capital stock. Furthermore, under paragraph 5 of section 94, if the corporation presents annual financial statements that report a significant decline in capital stock, the corporation is required to commence dissolution proceedings unless its shareholders take action (either by making an additional capital contribution or authorizing the issuance of additional shares of the corporation) that increases the

company's capital stock. These provisions of the Argentine Companies Law have

been suspended until December 10, 2004 as a result of successive presidential decrees. In addition, the Buenos Aires Stock Exchange has issued a resolution providing that companies with negative shareholders' equity can continue listing their securities on the reduced trading panel (*rueda reducida*) until June 30, 2004, instead of being suspended from listing from the Buenos Aires Stock Exchange. We cannot assure you that the suspension of the mandatory capital reduction requirements of the Argentine Companies Law, or the exemption from the positive shareholders' equity requirements of the Buenos Aires Stock Exchange, will be extended again or that these requirements will not be enforced in the future.

Although Telecom's shareholders' equity was positive as of September 30, 2003 (largely as a result of the appreciation of the peso in the first nine months of 2003), if the Argentine economy does not continue to improve and the peso depreciates against the U.S. dollar, Telecom's results of operations may decline such that they absorb at least 50% of its share capital and reserves or result in negative equity. In this case Telecom may be forced to reduce its capital stock or commence dissolution proceedings.

***Future Argentine government policies will likely significantly affect the economy as well as the operations of the telecommunications industry.***

The Argentine government has historically exercised significant influence over the economy, and telecommunications companies in particular have operated in a highly regulated environment. Due to the Argentine economic crisis, the Argentine government promulgated numerous, far-reaching regulations affecting the economy and telecommunications companies in particular. See Background and Reasons for the APE Solicitation. Under the Kirchner administration, the CNC has been aggressive in adopting new regulations and imposing fines on telecommunications companies, particularly privatized companies such as Telecom. The CNC has initiated administrative proceedings to collect fines against Telecom amounting to approximately P\$8 million and claims for 2002 fines of P\$424 thousand are also pending. We have challenged the imposition of these fines in these administrative proceedings. In addition, local municipalities in the regions where we operate have also introduced regulations and proposed various taxes and fees for the installation of infrastructure, equipment and expansion of fixed line and wireless networks. Local and federal tax authorities and the AFIP have also brought an increasing number of claims against us, including for our amortization of assets and past deductions for uncollectible receivables. We cannot assure you that laws and regulations currently governing the economy or the telecommunications industry will not change, or that any changes will not adversely affect our business, financial condition or results of operations as well as our ability to honor our foreign currency denominated debt obligations.

In the event of further social or political crises, companies in Argentina may also face the risk of further civil and social unrest, strikes, expropriation, nationalization, forced renegotiation or modification of existing contracts, and changes in taxation policies, including royalty and tax increases and retroactive tax claims.

In addition, investments in Argentine companies may be further affected by changes in laws and policies of the United States affecting foreign trade, taxation and investment.

***Argentina continues to face considerable political and economic uncertainty.***

Although general economic conditions have shown improvement and political protests and social disturbances have diminished considerably in the first nine months of 2003, the rapid and radical nature of the changes in the Argentine social, political, economic and legal environment over the past five years and the absence of a clear political consensus in favor of any particular set of economic policies have given rise to significant uncertainties about the country's economic and political future. See Background and Reasons for the APE Solicitation. It is currently unclear whether the economic and political instability experienced over the past five years will continue and it is possible that, despite recent economic growth, Argentina may return to a deeper recession, higher inflation and unemployment and greater social unrest. If this instability continues, there could be a material adverse effect on our results of operations and financial condition.

Further, the Argentine government is facing severe fiscal problems as a result of the devaluation of the peso. As most of the Argentine government's financial liabilities are U.S. dollar-denominated, the cost, in peso terms, of servicing these liabilities has increased significantly as a result of the devaluation. In addition, peso-denominated

tax revenues constitute the majority of Argentina's tax receipts and although tax revenues have increased in peso terms, due to inflation they have decreased in U.S. dollar terms. Therefore, the government's ability to honor its foreign debt obligations has been materially and adversely affected by the devaluation of the peso.

*Argentina is currently insolvent and is limited in its ability to obtain financing in the future, which may restrict its ability to implement reforms and restore economic growth.*

The Argentine government is currently insolvent and has defaulted on its public debt in recent years although it has recently reached an agreement to postpone the maturity date of certain amounts of its debt owed to the International Monetary Fund, or IMF, and other international credit organizations. See Background and Reasons for the APE Solicitation. Due to a sustained lack of investor confidence in Argentina's ability to make payments due on its sovereign debt and in the Argentine economy generally, Argentina's opportunities to effectively raise capital in the international markets have been severely limited. This inability to obtain financing has and will continue to affect Argentina's ability to implement any reforms and restore economic growth. In addition, the adoption of austere fiscal measures may be required to repay the Argentine government's debt and to balance its budget. These factors could lead to deeper recession, higher inflation and unemployment and social unrest which would negatively affect our financial condition and results of operations.

*The stability of the Argentine banking system is uncertain.*

In recent years the Argentine financial system has been characterized by extreme volatility. In the past, the Argentine government has restricted bank withdrawals and required the conversion of dollar deposits to pesos. This has led to a significant decrease in commercial and financial activities, diminished spending and greatly increased social unrest, resulting in widespread public protests against financial institutions. See Background and Reasons for the APE Solicitation.

Recently, a large number of cases brought in Argentine courts have challenged the constitutionality of pesification pursuant to the Public Emergency Law and have demanded the return of deposits in dollars or in pesos at the prevailing exchange rate at the time of payment. In at least one case, the Argentine Supreme Court has struck down the mandatory conversion to pesos of U.S. dollar deposits. See Background and Reasons for the APE Solicitation. This decision creates uncertainty for the Argentine banking system as a whole and raises the possibility that a large number of depositors may seek to withdraw all of their deposits and convert their pesos into dollars in the future. If this happens, the Argentine government may be required to provide additional financial assistance to banks in the form of U.S. Dollar-denominated bonds, a step which would add to the country's outstanding debt and is viewed with concern by holders of Argentina's outstanding bonds. If the Argentine government is not able to provide this assistance and these withdrawals are significant, this could lead to the collapse of one or more large banks or even the Argentine financial system.

The Argentine banking system's collapse or the collapse of one or more of the larger banks in the system would have a material adverse effect on the prospects for economic recovery and political stability in Argentina, resulting in a loss of consumer confidence, lower disposable income and fewer financing alternatives for consumers. These conditions would have a material adverse effect on us by resulting in lower usage of our services and the possibility of a higher level of delinquent or uncollectible accounts.

#### **Risks Associated with Telecom and Its Operations**

*Telecom may be forced into bankruptcy or to file for reorganization.*

Although Telecom's goal is to achieve a restructuring pursuant to an APE, Telecom cannot assure you that it will be successful in refinancing its outstanding debt through this APE solicitation. It is possible that one or more of Telecom's creditors may seek to attach Telecom's assets prior to the completion of the proposed restructuring. In addition, if a claim is filed requesting Telecom's bankruptcy, or *quiebra*, by one or more of its creditors, Telecom may seek the assistance of the Argentine courts by filing for reorganization, or *concurso*. See Risks Associated with the APE Solicitation. If the restructuring is not consummated, there is a significant likelihood that we will have to commence bankruptcy proceedings or face involuntary insolvency proceedings.



***Uncertainties resulting from the current economic situation in Argentina and currently existing regulations affecting us and uncertainties relating to the restructuring of our outstanding debt currently raise substantial doubt about our ability to continue as a going concern and may continue to negatively impact our financial position and results of operations.***

Telecom's consolidated financial statements as of December 31, 2002 and 2001 have been prepared assuming that it will continue as a going concern. The auditors' report on Telecom's financial statements as of and for the years ended December 31, 2002 and 2001, includes an explanatory paragraph describing the existence of substantial doubt about Telecom's ability to continue as a going concern. This auditors' report also includes a paragraph describing the existence of substantial doubt about Telecom Personal's ability to continue as a going concern. Additionally, the consolidated financial statements as of September 30, 2003 have been prepared assuming that Telecom and Telecom Personal will continue to operate in the ordinary course of business. The review report on Telecom's interim financial statements as of and for the nine month period ended September 30, 2003, includes an explanatory paragraph describing the existence of substantial doubt about Telecom's and Telecom Personal's ability to continue as a going concern. Although we expect that completion of the APE, if successful, will reduce the risks associated with our ability to continue as a going concern, factors such as the strength of the Argentine economy and the devaluation of the peso, as further described in this Risk Factors section, may continue to negatively impact the financial position and results of operations of Telecom and its subsidiaries and there is a risk that we will not be able to continue as a going concern.

***Our ability to operate our business will be constrained by restrictions and limitations imposed by the indenture governing our notes.***

The indenture governing the notes will contain certain operating and financial restrictions and covenants that may adversely affect our ability to finance our future operations or capital needs or to engage in certain business activities. These covenants will limit, and in some cases prohibit, our ability to:

incur liens;

sell assets;

engage in transactions with our shareholders and affiliates;

make capital expenditures;

make restricted payments (including loans and investments);

impose payment restrictions affecting restricted subsidiaries;

engage in other lines of business;

incur liens; or

engage in certain mergers.

In addition, the notes and Telecom Personal's notes will contain cash sweep provisions which will require us and Telecom Personal to use any excess cash as defined in the notes to prepay our and Telecom Personal's notes, respectively, which will further limit our ability to finance our future operations or capital needs. See Description of the Notes Certain Covenants of Telecom Mandatory Prepayment with Excess Cash.

*We are and will continue to be highly leveraged.*

As of September 30, 2003, our total consolidated bank and financial indebtedness, denominated in dollars, euro and yen amounted to the equivalent of approximately US\$3,198 million, including accrued but unpaid interest, penalties and post-default interest rate increases. Our total consolidated peso-denominated debt amounted to P\$176 million, including accrued but unpaid interest, penalties and post-default interest rate increases and CER adjustment.

After giving pro forma effect to the APE and assuming that the new debt structure is as explained under Unaudited Pro Forma Consolidated Financial Information, we expect that the nominal (contractual) amount of our consolidated bank and financial indebtedness as of September 30, 2003 will be approximately P\$6,749 million (the equivalent of approximately US\$2,315 million), and that such indebtedness, as calculated in accordance with Argentine GAAP will be the equivalent of approximately US\$1,804 million. See Capitalization. Our leverage may impair our ability to service our indebtedness or obtain additional financing in the future, to withstand competitive pressure and adverse economic conditions or to take advantage of significant business opportunities that may arise.

***Nortel, as the principal shareholder of Telecom, and its controlling shareholder, Sofora, exercise significant control over matters affecting Telecom.***

Nortel is Telecom's principal shareholder, owning approximately 54.74% of Telecom's capital stock as of the date of this solicitation statement. Nortel owns all of Telecom's Class A shares and, as of the date of this solicitation statement, approximately 8.5% of Telecom's Class B shares. Sofora owns 100% of the common stock and 67.78% of the capital stock of Nortel. Sofora is currently 50% owned by Telecom Italia, 48% owned by the Wertheim Group and 2% owned by FCR. See Major Shareholders and Related Party Transactions Major Shareholders.

Through their ownership of Sofora, the Telecom Italia Group and the Wertheim Group will have the ability to determine the outcome of any action requiring Telecom's shareholders' approval, including the ability to elect a majority of directors. Accordingly, Sofora and its shareholders are able to control the payment of dividends by Telecom, subject to the requirements of Argentine law, and to increase the amount or frequency of these dividend payments in order to fund expenditures or distributions by Sofora or for other purposes.

Telecom has been informed that pursuant to the shareholders' agreement entered into between the Telecom Italia Group and the Wertheim Group, the Telecom Italia Group and the Wertheim Group have agreed amongst themselves certain matters relating to the election of directors of Nortel and Telecom and have given the Wertheim Group veto power with respect to certain matters relating to Telecom as described in Major Shareholders and Related Party Transactions Shareholders' Agreement.

The APE does not provide for the issuance or modification of any equity securities. As a result, Nortel will retain all of its current equity and, as a result of Sofora's direct ownership of Nortel, Sofora's shareholders will continue to exercise their current level of control after the APE. We have engaged in and will continue to engage in transactions with these shareholders and their affiliates. Certain decisions concerning our operations or financial structure may present conflicts of interest between these shareholders as direct or indirect owners of our capital stock and as parties with interests in these related party contracts. The decisions of these shareholders may conflict with our interests or the interests of the holders of the notes. See Major Shareholders and Related Party Transactions.

***The pesification and freezing of rates may continue to adversely affect Telecom's revenues.***

In accordance with the Public Emergency Law, in January 2002, rates for basic telephony services and long distance services were converted to pesos and fixed at an exchange rate of P\$1.00=US\$1.00. The rates Telecom may charge in the future will be determined by negotiation between Telecom and the Argentine government. According to the Public Emergency Law, while undertaking these negotiations, the Argentine government must consider the effect of these rates on the competitiveness of the general economy, the quality of the services, the investment plans, consumer protection and accessibility of the services and the profitability of Telecom. See Information on Telecom Rates. Telecom does not expect these negotiations to be concluded prior to the end of 2004. Telecom is unable to predict the outcome of these negotiations and the rate scheme which will be applied in the future. Moreover, Telecom is unable to predict whether the Argentine government, as a result of the current rate renegotiations, will impose additional conditions or requirements on telecommunications companies, including Telecom, and if these conditions or requirements are imposed, whether Telecom will be able to meet them.

Rate restrictions and reductions of some scope and magnitude may continue for a number of years and may reduce revenues from basic services and other services. While Telecom intends to continue to strive to control operating costs and improve productivity, those efforts may not offset, in whole or in part, the decline in operating margins that may result from mandatory rate freezing or reductions measured in dollar terms.

***Telecom must comply with conditions in its license, some of which are outside of its control.***

Telecom is subject to a complex series of laws and regulations with respect to most of the telecommunications services it provides. Telecom provides telecommunications services pursuant to a license that is subject to regulation by various regulatory bodies. Any partial or total revocation of the license would be likely to have a material adverse impact on Telecom's financial condition and results of operations. Telecom's dissolution and the declaration of bankruptcy are events which may lead to a revocation of Telecom's license under the List of Conditions.

Certain of the conditions of the license are not within Telecom's control. For example, certain transfers or issuances of the capital stock of Nortel (which, as of the date of this solicitation statement, owns approximately 54.74% of the common stock of Telecom) without the approval of the relevant regulatory bodies, any transfer or issuance of Telecom's capital stock that reduces Nortel's ownership of Telecom to less than 51% without the approval of the regulatory bodies and any direct or indirect change of control of Telecom without the approval of the regulatory bodies, may result in the revocation of Telecom's license. Telecom has no control over the ownership and/or transfers of its shares and the control and/or transfers of the shares of Nortel or its shareholders.

***Telecom's business operates in a competitive environment which may result in a reduction in its market share in the future.***

Telecom competes with licensed provider groups, comprised of, among others, independent basic telephony service providers, mobile (cellular) and cable operators, as well as individual licensees, some of which are affiliated with major service providers outside Argentina. Groups with data transmission networks and other companies providing wireless services may be indirect competitors of Telecom to the extent those services may be substitutes for fixed wireline telephony. As of September 30, 2003, more than 150 licenses for local and/or long distance services had been granted since the end of the exclusivity period. See Information on Telecom Our Business Competition.

Telecom expects that it will face pressure on the rates it charges for services and experience loss of market share for basic telephony service in the Northern Region as a result of this competition. In addition, the market for cellular services is quite competitive as certain of our competitors are better capitalized than Telecom in their networks and have substantial telecommunications experience. The Internet services and wireless telecommunications markets, which we expect will account for an increasing percentage of our revenues in the future, are characterized by rapidly changing technology, evolving industry standards, changes in customer preferences and the frequent introduction of new services and products. To remain competitive in the wireless telecommunications market, Telecom Personal must enhance its wireless networks by transitioning from TDMA to GSM technology, expand its network coverage, provide high service quality and attractive plans. To remain competitive in the Internet services market, Telecom must constantly upgrade its access technology and software, embrace emerging transmission technologies and improve the responsiveness, functionality, coverage and features of its services. Telecom must also adapt to changing market conditions. Responding to these changes may require us to devote substantial capital to the development, procurement or implementation of new technologies. See Information on Telecom Capital Expenditures. We also anticipate that we will have to devote significant resources to the refurbishment and maintenance of our and our subsidiaries' existing network infrastructures. In addition, we may have to make significant expenditures for the repair or replacement of our equipment lost due to theft or vandalism.

The operating and financial restrictions under the terms of the notes (including limits on capital expenditures by us and by Telecom Personal) and the macroeconomic situation in Argentina and our related lack of access to bank financing and the capital markets may impede our ability to successfully invest in, and implement, new technologies, coverage and services in a timely fashion. Accordingly, we cannot assure you that we will have the ability to make needed capital expenditures. If we are unable to make these expenditures, or if our competitors are able to invest in their businesses to a greater degree than we are, our competitive position will be adversely impacted.

Moreover, the products and services we offer may fail to generate revenues or attract and retain customers. If our competitors present similar or better responsiveness, functionality, services, speed, plans and features, our customer base and our user traffic may be materially affected.

Competition is and will continue to be affected by Telecom's and its competitors' respective business strategies and alliances. Accordingly, Telecom may face additional pressure on the rates it charges for its services or experience loss of market share in these areas. In addition, the general business and economic climate in Argentina, including economic turbulence and regional differences in growth, interest rates, inflation rates and the instability of the dollar/peso exchange rate may affect Telecom and its competitors differently, potentially to the relative disadvantage of Telecom. Telecom also expects that the level of competition in its markets will increase in the future.

In light of the range of regulatory, business and economic uncertainties Telecom faces, as discussed in this Risk Factors section, it is difficult for Telecom to predict with meaningful precision and accuracy the future market share of Telecom in relevant geographic areas and customer segments, the speed with which change in Telecom's market share or prevailing prices for services may occur or the effects of competition. Those effects could be material and adverse to Telecom's overall financial condition and results of operations.

***Creditors of Telecom may be unable to attach certain assets of Telecom to secure a judgment.***

Argentine courts will not enforce any attachment with respect to property which is located in Argentina and determined by the court to be dedicated to the provision of essential public services. A substantial portion of Telecom's assets may be considered to be dedicated to the provision of an essential public service. If an Argentine court were to make such a determination with respect to certain of Telecom's assets, those assets would not be subject to attachment, execution or other legal process and Telecom's creditors may not be able to realize a judgment against the assets of Telecom.

***Telecom's operations and financial condition could be affected by union activity and general labor unrest.***

In Argentina, labor organizations have substantial support and have considerable political influence. The demands of Telecom's labor organizations have increased recently as a result of the general labor unrest and dissatisfaction resulting from the disparity between the cost of living and salaries in Argentina as a result of the end of the Convertibility Law (although the Argentine government has attempted to alleviate this economic disparity through in-kind social welfare distributions). Moreover, labor organizations have advocated that certain of our non-unionized employees, particularly Telecom Personal's cellular telephony employees, should be represented by trade unions. If the number of employees covered by trade unions increases, we may incur an increase in costs for the higher compensation that we may need to pay to unionized employees.

While Telecom attempts to negotiate with its labor organizations in order to mitigate the effects of the Argentine economy on the real wages of its employees, Telecom is limited in its abilities to resolve these issues since it has not received authorization for tariff increases. If Telecom is not able to resolve these issues with the labor organizations, these organizations may strike or cause other types of conflicts. Strikes or other types of conflict with the unions or unionized personnel may have a material adverse effect on Telecom's ability to maintain ordinary service levels or otherwise operate its business in the manner that customers expect. In those circumstances, Telecom might face an immediate loss of revenue. Damage to Telecom's reputation might also result, with a potential longer-term negative effect on revenues. We have agreed to defer negotiations under one of our collective bargaining agreements until August 2004. See Directors, Senior Management and Employees Employees and Labor Relations.

***Telecom is involved in various litigation proceedings which could result in unfavorable decisions and financial penalties for Telecom.***

Telecom is party to a number of legal proceedings, some of which have been pending for several years. Telecom cannot be certain that these claims will be resolved in its favor and responding to the demands of litigation may divert management time, attention and financial resources. Telecom was subject to one involuntary bankruptcy petition, or *pedido de quiebra*, for an amount of

US\$200,000, and is subject to seven summary attachment proceedings, or *juicios ejecutivos*, that have been filed by persons alleging to be holders of our outstanding notes for the aggregate value of approximately US\$2.0 million (based on exchange rates as of January 6, 2004). We have been served with process and have filed the required formal responses for each of these claims. With respect to the bankruptcy petition, the court rejected this petition in November 2003 because the petitioner failed to demonstrate that Telecom is insolvent since we made a voluntary deposit in escrow evidencing our ability to pay the amount under dispute. The plaintiff has not appealed this decision. With respect to the summary attachment proceedings, plaintiffs in four of these proceedings have been granted attachments over an aggregate amount of approximately P\$2.0 million deposited in certain of our bank accounts. We do not expect that these summary attachment proceedings will result in Telecom being declared bankrupt. However there is a significant likelihood that we will have to commence *concurso* (reorganization) proceedings if we are unable to consummate the APE expeditiously and if claims of this nature increase. See Information on Telecom Legal Proceedings.

***Telecom may be subject to measures by the Argentine government which may impose an obligation to provide telecommunications services without compensation.***

On June 12, 2002, the Argentine Congress passed Law No. 25,609 which, as of the date of this solicitation statement, is not yet in effect. Law No. 25,609 provides that Argentine telephone operators such as Telecom must provide indispensable telephony services to certain public entities, including public hospitals, welfare institutions, public education facilities and the Argentine armed forces, even if these beneficiaries do not pay for these services. The implementation of Law No. 25,609 and subsequent regulations may impact Telecom's ability to set-off any amounts owed by these public entities against any amounts Telecom owes to the Argentine government.

The executive branch vetoed Law No. 25,609 and instead passed Decree No. 1174/02 on July 4, 2002, which requires an operator that intends to suspend services to these entities provide 30 business days notice of this suspension to the affected entity and departments of the executive branch. However, Law No. 25,609 may still become effective upon approval of the National Congress.

If the proposed measures under Law No. 25,609 are enforced, Telecom may incur losses as a result of its provision of services without compensation.

***Telecom's financial statements may not give you the same information as financial statements prepared under U.S. accounting rules.***

Publicly available information about public companies in Argentina is generally less detailed and not as frequently updated as the information that is regularly published by or about listed companies in the United States and certain other countries. In addition, although Telecom is subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended, or the Exchange Act, the periodic disclosure required of foreign issuers under the Exchange Act is more limited than the periodic disclosure required of domestic U.S. issuers. Furthermore, there is a lower level of regulation of the Argentine securities markets and of the activities of investors in these markets as compared with the securities markets in the United States and certain other developed countries. Telecom maintains its financial books and records and prepares its financial statements in conformity with Argentine GAAP, which differs in certain respects from U.S. GAAP. See Note 16 to Telecom's unaudited consolidated financial statements as of and for the nine months ended September 30, 2003 and Note 20 to Telecom's audited consolidated financial statements as of and for the year ended December 31, 2002.



## BACKGROUND AND REASONS FOR THE APE SOLICITATION

Substantially all of Telecom's property, operations and customers are located in Argentina and most of its outstanding debt is denominated in U.S. dollars and euro. Accordingly, Telecom's financial condition and results of operations depend to a significant extent on economic and political conditions prevailing in Argentina and on the rates of exchange between the peso and the U.S. dollar and euro. As detailed below, in the past several years, the Argentine economy has experienced a severe recession as well as a political crisis, and the abandonment of dollar-peso parity has led to significant devaluation of the peso against major international currencies.

As a consequence of these factors and the other developments discussed below, we have been unable to make principal and interest payments on our outstanding debt and, as a result, in April 2002 and June 2002, we announced the suspension of payments of principal and interest, respectively, on our and our Argentine subsidiaries' outstanding debt. Since announcing the suspension of principal and interest payments on our outstanding debt, we have been working with our financial advisors to develop a comprehensive plan to restructure all of our outstanding debt and have developed the restructuring plan presented in this solicitation statement in order to restructure our outstanding debt to levels that we are capable of servicing with cash from operations.

We believe that successful completion of the restructuring will result in a level of debt that we are capable of servicing for the term of the notes without the need to access the capital markets to refinance the restructured debt. This belief is based on a number of assumptions about macroeconomic factors that would affect key components of our business. See *Summary Future of Telecom if Restructuring is Successful*.

### *Overview*

In the second half of 1998, the Argentine economy entered into a recession that caused real gross domestic product to decrease by 3.4% in 1999, by 0.8% in 2000, by 4.4% in 2001 and by 10.9% in 2002.

In 2001, Argentina experienced increased capital flight, decreased economic activity and continuing political infighting. As the recession caused tax revenue to drop, the public sector relied increasingly on financing from local, and to a lesser extent, foreign banks, effectively foreclosing private sector companies from bank financing. Consequently, the creditworthiness of the public sector began to deteriorate while interest rates increased to record highs.

Severe political and economic uncertainty and speculation about the eventual abandonment of the Convertibility Law following the expected default by the Argentine government generated numerous deposit withdrawals in the banking sector. On December 3, 2001, the Argentine government effectively froze bank deposits and introduced exchange controls restricting capital outflows. The measures were designed to preserve the banking sector from collapse, because under the Convertibility Law, the Central Bank's ability to issue pesos in order to provide liquidity was restricted. Although the deposit freeze was announced as a temporary measure, it was perceived as a further paralysis of the economy and it worsened the political, social and economic crises that eventually led to the resignation of President De la Rúa.

The interim Argentine governments that followed De la Rúa, and particularly President Duhalde after his appointment in January 2002, undertook a number of far-reaching initiatives, including:

amending the Convertibility Law, with the resulting devaluation of the peso;

suspending payments of principal and interest on certain of Argentina's sovereign debt;

converting domestic U.S. dollar-denominated debts into peso-denominated debts at a one-to-one exchange rate;

converting U.S. dollar-denominated bank deposits into peso-denominated bank deposits at an exchange rate of P\$1.40 per U.S. dollar;

restructuring bank deposits and imposing restrictions on transfers abroad;

amending the Central Bank's charter to allow it to print currency in excess of the amount of the foreign reserves it holds, make short-term advances to the Argentine government and provide financial assistance to financial institutions with liquidity constraints or solvency problems;

requiring the obligatory sale by all banks of all their foreign currency bills held in Argentina to the Central Bank at an exchange rate of P\$1.40 per U.S. dollar (this initiative has been abolished);

converting public service tariffs, including Telecom's, which had originally been calculated in U.S. dollars, into pesos at a one-to-one exchange rate;

freezing public service tariffs, including Telecom's, and prohibiting indexation of any kind on public service tariffs; and

authorizing the Argentine government to renegotiate public service tariffs.

The rapid and radical nature of changes in the Argentine social, political, economic and legal environment, including the Argentine Supreme Court's decision declaring the conversion of dollar-denominated deposits into pesos unconstitutional, created significant uncertainty. As a result, commercial and financial activities in Argentina decreased significantly in 2002, further aggravating the economic recession that eventually led to financial crisis. Real gross domestic product dropped by an estimated 10.9% in 2002, and the unemployment rate rose to a high of 21.5% in May 2002, declining to 19.0% as of December 2002.

Although the economic instability continues, general economic conditions have shown some improvement during the first nine months of 2003. In particular, real gross domestic product grew 6.6% in the first six months of 2003 compared to the same period of 2002 and the nominal exchange rate appreciated from P\$3.37 per U.S. dollar as of December 31, 2002 to P\$2.915 per U.S. dollar as of September 30, 2003. Further, inflation has shown signs of slowing as the consumer price index increased only 2.6% in the first nine months of 2003 compared with 41% in the year ended December 31, 2002, while the wholesale price index decreased 1.2% in the first nine months of 2003 compared to an increase of 118% in the year ended December 31, 2002.

### ***Exchange Rates and Controls***

From April 1, 1991 until the beginning of 2002, the Argentine Convertibility Law was applicable in Argentina. The Argentine Convertibility Law established a fixed exchange rate under which the Central Bank was obliged to sell U.S. dollars at a fixed rate of P\$1.00 per US\$1.00. Under the Argentine Convertibility Law, all foreign exchange controls were eliminated and no restrictions were placed on capital flows.

In December 2001, the Argentine government placed severe restrictions on the withdrawal of bank deposits and introduced exchange controls subjecting transfers of foreign currency abroad to Central Bank approval. The reintroduction of foreign exchange controls had a significant impact on the foreign exchange market, and the peso began to trade at less than parity with the U.S. dollar, despite the fact that the Argentine Convertibility Law remained in effect.

On January 6, 2002, the Argentine Congress enacted the Public Emergency Law, putting an end to the regime of the Convertibility Law and thus abandoning over ten years of U.S. dollar-peso parity and eliminating the requirement that the Central Bank's reserves in gold and foreign currency be at all times equivalent to not less than 100% of the monetary base. The Public Emergency Law granted the executive branch the power to set the exchange rate between the peso and foreign currencies and to issue regulations related to the foreign exchange market.

Further, a new exchange system was established that created both an official and a free exchange market for the Argentine currency, although the Central Bank from time to time enters the market to minimize fluctuations on the free exchange market. In principle, export, import and other financial activities with payment dates that had been rescheduled after the enactment of the Public Emergency Law were to be carried out on the official market. The remaining transactions relating to remittance or collection of foreign currency to or from abroad would be carried out on the free market. The initial exchange rate set for the official market was P\$1.40 per US\$1.00. Quotations on

the free market depend on the value of the peso relative to the dollar on a given day. On January 11, 2002, when the peso began floating freely, *Banco Nación* published the first quotation for the value of the peso at P\$1.6 per US\$1.00 (selling rate) and P\$1.4 per US\$1.00 (buying rate). On February 8, 2002, the Argentine government issued Decree No. 260/02 establishing a single free exchange market system applicable to all transactions involving currency exchange taking place on or after February 11, 2002. Pursuant to this decree, exchange rates for financial transactions may be determined by the value of the peso on a given day or otherwise agreed by the parties to the transaction.

The following tables show, for the periods indicated, certain information regarding the exchange rates for U.S. dollars, expressed in nominal pesos per dollar (ask price). See Exchange Controls.

|                                | <u>High</u> | <u>Low</u> | <u>Average(1)</u> | <u>End of<br/>Period</u> |
|--------------------------------|-------------|------------|-------------------|--------------------------|
| Year Ended September 30, 1998  | 1.00        | 1.00       | 1.00              | 1.00                     |
| Year Ended September 30, 1999  | 1.00        | 1.00       | 1.00              | 1.00                     |
| Year Ended December 31, 2000   | 1.00        | 1.00       | 1.00              | 1.00                     |
| Year Ended December 31, 2001   | 1.00        | 1.00       | 1.00              | 1.00                     |
| Year Ended December 31, 2002   | 3.90        | 1.55       | 3.24              | 3.37                     |
| Month Ended December 31, 2002  | 3.58        | 3.37       | 3.49              | 3.37                     |
| Month Ended January 31, 2003   | 3.35        | 3.10       | 3.26              | 3.21                     |
| Month Ended February 28, 2003  | 3.21        | 3.11       | 3.16              | 3.19                     |
| Month Ended March 31, 2003     | 3.21        | 2.88       | 3.07              | 2.98                     |
| Month Ended April 30, 2003     | 2.96        | 2.82       | 2.89              | 2.82                     |
| Month Ended May 31, 2003       | 2.94        | 2.76       | 2.84              | 2.85                     |
| Month ended June 30, 2003      | 2.85        | 2.77       | 2.81              | 2.80                     |
| Month ended July 31, 2003      | 2.92        | 2.76       | 2.80              | 2.92                     |
| Month ended August 31, 2003    | 2.96        | 2.88       | 2.93              | 2.96                     |
| Month ended September 30, 2003 | 2.98        | 2.89       | 2.92              | 2.92                     |
| Month ended October 31, 2003   | 2.91        | 2.84       | 2.86              | 2.86                     |
| Month ended November 30, 2003  | 2.99        | 2.85       | 2.89              | 2.99                     |
| Month ended December 31, 2003  | 2.98        | 2.93       | 2.96              | 2.93                     |

(1) Yearly data reflect average of month-end rates.

Sources: Central Bank; *Banco Nación*

On September 30, 2003, the closing exchange rate (ask price) quoted by *Banco Nación* was P\$2.92 = US\$1.00. On January 6, 2004, the closing exchange rate (ask price) quoted by *Banco Nación* was P\$2.86 = US\$1.00.

See Exchange Controls for a discussion of restrictions that were imposed by the Argentine government.

### *Pesification of Tariffs*

In addition to the effects described above, as a result of the enactment of the Public Emergency Law, tariffs for basic telephony services and long distance services were converted to and fixed at an exchange rate of P\$1.00=US\$1.00, certain tariffs were required to be renegotiated with the Argentine government on a company by company basis and contract clauses providing for adjustments to the value of payments with reference

to the U.S. dollar or other foreign currencies as well as any indexation clauses (based on price indexes of other countries) or similar mechanism were eliminated. Telecom is currently negotiating with the Argentine government regarding certain tariffs and Telecom has presented the governing body with information and projections relating to our rate structure and the effects of the current emergency situation on our operations. According to the Public Emergency Law, while undertaking these negotiations, the Argentine government should consider several factors, including the effect of these rates on users of our services as well as the effect on the economy.

### ***Argentina's Default on and Restructuring of Public Debt***

As a result of a failure to meet fiscal deficit targets, including those for the fourth quarter of 2001, on December 5, 2001 the International Monetary Fund, or IMF, suspended further disbursements to Argentina. This decision deepened the economic and political crisis.

On December 23, 2001, interim President Rodríguez Saá declared the suspension of debt payments on approximately US\$63 billion of Argentina's sovereign debt which amounted to approximately US\$144.5 billion as of December 31, 2001. On January 2, 2002, President Duhalde ratified this decision. Consequently, the principal international rating agencies lowered the rating of Argentina's sovereign debt to default levels. It is likely that the sovereign default ratings will have a negative impact on the ratings of Argentine companies for the next few years. However, as the macroeconomic situation in Argentina has begun to stabilize and improve, and Argentine companies have begun to restructure, several Argentine companies have received upgrades in ratings.

In January 2002, President Duhalde initiated talks with the IMF. On January 24, 2003, the IMF approved an eight-month Stand-by Credit Facility for Argentina of approximately US\$2.98 billion that was designed to provide transitional financial support through the period ending August 31, 2003. The Stand-by Credit Facility, which replaces Argentina's prior arrangements with the IMF, did not provide new funds but rather was to be used to refinance existing obligations. In addition, the IMF agreed to extend by one year the maturity of US\$3.8 billion in payments Argentina was scheduled to make through August 2003. On March 19, 2003, the IMF made US\$307 million available to Argentina under the Stand-by Credit Facility.

On September 10, 2003, the Argentine government and the IMF reached an agreement to postpone the maturity date of certain amounts owed by Argentina to the IMF and other international credit organizations. The main terms of the agreement include postponing the maturity date of US\$24.61 billion principal amount of debt owed by Argentina to international credit organizations, of which US\$12.5 billion is owed to the IMF, US\$5.6 billion is owed to the World Bank and the Interamerican Development Bank and US\$3.488 billion is owed to Paris Club creditors (an informal group of governments with large claims on other governments throughout the world), subject to payment by Argentina to the IMF of US\$2.1 billion in interest which came due on September 8, 2003. The agreement includes several obligations of the Argentine government, including the obligation to renegotiate its debt with private creditors, to renegotiate the agreements with public utility companies and to review the tariffs charged under such agreements in light of the interests of consumers, the income of such companies and the possible effect of such renegotiation on the distribution of income. Argentina made the required interest payment on September 11, 2003. The agreement was formally approved by the IMF on September 20, 2003.

### ***Recent Political Leadership***

Néstor Kirchner was elected the new president of Argentina and took office on May 25, 2003. Although the Minister of the Economy under former President Duhalde, Roberto Lavagna, has remained in office, there is uncertainty with respect to the economic measures that President Kirchner's administration will adopt in the future to overcome the continuing economic crisis and the effect of any such economic measures on Argentina's national economy. Political protests and social disturbances have diminished considerably in the first nine months of 2003 but still continue to a certain extent. In addition, important economic indicators have improved in the first nine months of 2003. See [Overview](#). Despite these positive signs, we cannot assure you that President Kirchner will have the necessary support to implement the reforms required to fully restore economic growth.

### ***The Argentine Banking System***

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In 2001, especially in the fourth quarter, a significant amount of deposits was withdrawn from institutions in the Argentine financial system as a result of increasing political instability and uncertainty. This run on deposits had a material adverse effect on the Argentine financial system as a whole. The magnitude of deposit withdrawals, the general unavailability of external or local credit and the obligatory restructuring of public sector debt with local holders (a substantial portion of which was placed with banks), created a liquidity crisis which undermined the ability of Argentine banks to pay their depositors. To prevent a run on the U.S. dollar reserves of local banks, in December 2001 the De la Rúa administration restricted the amount of cash that local depositors could withdraw



from banks and introduced foreign exchange controls restricting capital outflows. These measures, known as the *corralito*, were replaced by the Duhalde administration which, in an attempt to stop the continuing drain on bank reserves, implemented measures, known as the *corralón*, which regulated how and when money in savings and checking accounts and maturing time deposits would become available to depositors. Despite the *corralito* and *corralón*, between January 1 and April 30, 2002, approximately P\$13.0 billion was withdrawn from banks as the result of judicial orders and other causes, at an average of P\$109 million per day.

On February 4, 2002, pursuant to Emergency Decree No. 214/02, the Argentine government converted all foreign currency-denominated bank deposits with institutions in the Argentine financial system into peso-denominated deposits at the exchange rate of P\$1.40 per U.S. Dollar (in the case of obligations denominated in U.S. Dollars) or at a comparable rate (in the case of obligations denominated in another foreign currency), with an adjustment of such new peso deposits based on the CER. The Argentine government also announced the conversion of most foreign currency-denominated debt to financial institutions in the Argentine financial system into peso-denominated debt at a rate of P\$1.00 = US\$1.00 (in the case of obligations denominated in U.S. Dollars) or at a comparable rate (in the case of obligations denominated in another foreign currency), to be adjusted based on the CER. In March 2002, the Argentine government issued Decree No. 762/02 by which it replaced the CER with the *Coficiente de Variación de Salarios* or CVS for certain debts.

All these factors, including the different exchange rates applied to the conversion of foreign currency-denominated bank deposits and foreign currency-denominated loans, have increasingly strained the Argentine financial system. Since January 2002, the Central Bank has been forced to grant substantial financial aid to most of the banks in the Argentine financial system. The *corralito*, the *corralón* and certain other measures have, to a significant extent, shielded banks from a further massive withdrawal of deposits, but they have also significantly impaired virtually all commercial and financial activities, diminished spending and greatly increased social unrest, exacerbating the already severe recession. As a result, there has been widespread public repudiation of, and protests directed against, financial institutions, which also have had a material adverse effect on the Argentine financial system.

On June 1, 2002, the Argentine government enacted Decree No. 905/02, which gave owners of rescheduled bank deposits originally denominated in foreign currencies as well as those originally denominated in Pesos the option (during a period of 30 banking business days in Argentina starting on June 1, 2002) of receiving bonds issued by the Argentine government in lieu of payment of such deposits. These bonds could be applied to the payment of certain loans under certain conditions. On September 17, 2002, Decree No. 1,836/02 launched another similar exchange offer. Depositors, however, showed little interest in the first or second phases of the offer to exchange their deposits for bonds.

In a decision dated March 5, 2003, the Supreme Court of Argentina struck down on constitutional grounds the mandatory conversion to pesos of U.S. Dollar deposits held by the Province of San Luis with *Banco Nación* pursuant to Emergency Decree No. 214/02. Under Argentine law, Supreme Court rulings are limited to the particular facts and defendant in the case; however, lower courts tend to follow the interpretations made by the Supreme Court. There are also numerous other cases in the Argentine judicial system challenging the constitutionality of pesification pursuant to the Public Emergency Law. The Supreme Court's decision creates uncertainty for the Argentine banking system as a whole and raises the possibility that the Argentine government may be required to provide additional financial assistance to banks in the form of U.S. Dollar-denominated bonds, a step which would add to the country's outstanding debt and is viewed with concern by holders of Argentina's outstanding bonds.

Through Decree No. 739/03 dated March 28, 2003, the Argentine government made a further attempt to eliminate the *corralón* by giving holders of deposits originally denominated in foreign currency the option to exchange such deposits for pesos at a rate of P\$1.40 per US\$1.00 (in the case of deposits originally denominated in U.S. Dollars) or at a comparable rate (in the case of deposits originally denominated in another foreign currency) adjusted based on the CER, plus accrued interest, and for 10-year U.S. Dollar denominated bonds to be issued by the Argentine government in an amount equal to the difference between the amount in pesos to be received by the depositors and the peso equivalent of the amount of the original deposit at the exchange rate applicable on April 1, 2003. This offer was accepted by holders of approximately 50% of these deposits.

The factors mentioned above have increased the pressures on an already weakened Argentine financial system. Certain foreign-controlled banks have closed their operations in Argentina. Given the depositors' loss of confidence in the financial system, the elimination of the *corralón* could result in an attempt by such depositors to withdraw all of their deposits and convert such pesos into U.S. Dollars. Any new pattern of withdrawals would reverse the recent increase in the level of bank deposits while heavy conversions to U.S. Dollars could cause a sharp increase in the peso/U.S. Dollar exchange rate and in inflation.

***Other Emerging Market Countries***

Economic conditions in Argentina are to some extent also influenced by economic and securities market conditions in other emerging market countries. Although economic conditions are different in each country, investors' reactions to developments in one country can have effects on the securities of issuers in other countries including Argentina.

There can be no assurance that Argentina's economic conditions will not be affected negatively by events elsewhere, especially in emerging markets, or that such effects will not adversely affect the market value of Telecom's securities.

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**PRESENTATION OF FINANCIAL INFORMATION**

*Exchange Rates.* In this solicitation statement, except as otherwise specified, references to \$, US\$ and dollars are to U.S. dollars, references to P, P\$ and pesos are to Argentine pesos and references to euro or are to the single currency of the participants in the European Economic and Monetary Union. The exchange rate (ask price) between the dollar and the peso, as quoted by *Banco Nación* was P\$3.37=US\$1.00 as of December 31, 2002 and P\$2.915=US\$1.00 as of September 30, 2003. Prior to January 6, 2002, the exchange rate had been fixed at one peso per US dollar in accordance with the Convertibility Law. However, as a result of the elimination of the fixed exchange rate and the devaluation of the peso, the exchange rate between the dollar and the peso has declined substantially. Unless otherwise indicated, our balance sheets and income statements use the exchange rate as of each relevant date or period-end quoted by *Banco Nación*. This translation should not be construed as a representation that the peso amounts actually represent actual dollar amounts or that any person could convert the peso amounts into dollars at the rate indicated or at any other exchange rate. For more information regarding historical exchange rates and the peso, see Background and Reasons for the APE Solicitation Exchange Rates and Controls.

As a convenience, we have provided translations into pesos for other currencies which are mentioned in this solicitation statement, including the Japanese yen, at (P\$2.84384=¥100) at December 31, 2002 and (P\$2.61686=¥100) at September 30, 2003, and the euro, at (P\$3.5334= 1) at December 31, 2002 and (P\$3.3951= 1) at September 30, 2003. We have also provided translations into dollars for other currencies which are mentioned in this solicitation statement at the exchange rates in effect as of September 30, 2003, including the Japanese yen at ¥111.715=US\$1.00, the euro at 0.859=US\$1.00 and the peso at P\$2.915=US\$1.00.

In this solicitation statement, we provide references to U.S. dollars, euro and Japanese yen for information and calculation purposes only, and accordingly, this information should not be construed as a waiver of our right to challenge the constitutionality of Decree No. 410/02, or to claim the pesification of our outstanding debt in any current or future proceedings.

*Financial Statements.* Telecom s consolidated financial statements have been prepared in accordance with Argentine GAAP (taking into account CNV regulations), which differ in certain significant respects from US GAAP. These differences include methods of measuring the amounts shown in the financial statements, as well as additional disclosures required by US GAAP and Regulation S-X. However, certain reclassifications and accommodations have been made to conform more closely to the form and content required by the SEC. For a discussion of the principal differences between Argentine GAAP and U.S. GAAP, see Note 20 to our consolidated financial statements for the years ended December 31, 2002, 2001 and 2000 and Note 16 to our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003.

*Accounting for Inflation.* As a result of the new inflationary environment in Argentina and the reforms under the Public Emergency Law, the *Federación Argentina de Consejos Profesionales de Ciencias Económicas* (the Argentine Professional Council of Economic Sciences), or the FACPCE, approved a resolution on March 6, 2002 reinstating the application of inflation accounting in financial statements for fiscal years or interim periods ending on or after March 31, 2002. This resolution provided that all recorded amounts restated for inflation through August 31, 1995, as well as those arising between that date and December 31, 2001 are to be stated in constant currency as of December 31, 2001 (the Stability Period ). See Note 3(c) to Telecom s unaudited consolidated financial statements as of and for the nine months ended September 30, 2003.

On July 16, 2002, the Argentine government issued a decree, instructing the CNV to issue the necessary regulations to accept financial statements prepared in constant currency. On July 25, 2002, the CNV reinstated the requirement to submit financial statements in constant currency, following the criteria of the FACPCE.

However, on March 25, 2003, the Argentine government repealed the provisions of the July 16, 2002 decree related to the inflation adjustment and instructed the CNV to issue the necessary regulations to preclude companies under its supervision from presenting price-level restated financial statements. Therefore, on April 8, 2003, the CNV issued a resolution providing for inflation accounting to be discontinued as of March 1, 2003. Telecom complied with the CNV resolution and accordingly recorded the effects of inflation until February 28, 2003. Comparative figures were also restated until that date.

Since Argentine GAAP required companies to prepare price-level restated financial statements (through September 30, 2003), Telecom's application, as a company under CNV supervision, of the CNV's resolution represents a departure from GAAP.

Unless otherwise indicated, all financial data presented in this solicitation statement other than the financial data as of and for the nine months ended September 30, 2003 and 2002 is presented in constant pesos as of December 31, 2002. We believe that the restatement of these figures to constant pesos as of February 28, 2003 (the last day on which inflation accounting was in effect under CNV requirements) would not have a material effect since the increase in inflation during the period from December 31, 2002 to February 28, 2003 was 0.7%.

*Consolidation Method.* Until December 31, 1999, Telecom used the proportional consolidation method to report its investment in affiliate companies, where Telecom, together with Telefónica, had joint control (Telintar, Miniphone and Startel, all of which are defined below). The CNV has given its approval to this method which is in accordance with Argentine GAAP. Telecomunicaciones Internacionales de Argentina Telintar S.A., or Telintar, was under joint control through April 30, 1999, Miniphone S.A., or Miniphone, through September 30, 1999 and Startel S.A., or Startel, through December 31, 1999.

*Change of Fiscal Year.* Telecom's shareholders' meeting held on September 14, 2000, approved the change in the closing date for Telecom's fiscal year from September 30 to December 31, as well as the corresponding amendment to article 17 of Telecom's bylaws which sets forth the closing date for the fiscal year. References to year 2002, year 2001 and year 2000 are to the fiscal years ended December 31, 2002 and December 31, 2001 and the twelve-month period ended December 31, 2000, respectively, and references to year 1999 and year 1998 are to the fiscal years ended September 30, 1999 and September 30, 1998, respectively.

Certain amounts and ratios contained in this solicitation statement (including percentage amounts) have been rounded up or down in order to facilitate the summation of the tables in which they are presented. The effect of this rounding is not material. These rounded amounts are also included within the text of this solicitation statement.

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**UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION**

The following unaudited pro forma consolidated financial information is based on our historical audited consolidated financial statements as of and for the year ended December 31, 2002 and the historical unaudited interim consolidated financial statements as of and for the nine months ended September 30, 2003, both appearing elsewhere in this solicitation statement, which we collectively referred to as our consolidated financial statements. The unaudited pro forma consolidated income statement information has been prepared as if the consummation of the Telecom restructuring and the Telecom Personal restructuring, which we refer to collectively as the restructurings, had occurred on January 1, 2002, and the unaudited pro forma consolidated balance sheet information has been prepared as if the consummation of the restructurings had occurred on September 30, 2003. Pro forma assumptions are further described below. Pro forma adjustments are more fully described in the accompanying notes to the unaudited pro forma consolidated financial information.

The unaudited pro forma consolidated financial information is presented for informational purposes only and does not purport to represent what Telecom's consolidated results of operations or financial position would actually have been had the restructurings in fact occurred on such dates, or to project Telecom's consolidated results of operations or financial condition as of any future date or for any future period. The pro forma adjustments are based on currently available information and assumptions that we believe are reasonable. You should read the unaudited pro forma consolidated financial information in conjunction with our consolidated financial statements appearing elsewhere in this solicitation statement, and Operating and Financial Review and Prospects, carefully.

In connection with the restructurings described in this solicitation statement, our management believes that the following pro forma assumptions and consequent restructuring scenario are the most probable.

The unaudited pro forma consolidated financial information has been prepared assuming that under the Telecom restructuring, holders of outstanding debt (originally denominated in several currencies, equivalent to US\$2,578 million to be restructured) elect:

- (1) *Option A*: to restructure US\$1,328 million of outstanding debt and capitalized interest for (a) US\$212 million of floating-rate notes; (b) US\$916 million of step-up notes; and (c) US\$200 million of PIK notes;
- (2) *Option B*: to restructure US\$782 million of outstanding debt and capitalized interest for US\$400 million of fixed-rate notes and an aggregate cash payment of US\$250 million; and
- (3) *Option C*: to retire the remaining US\$468 million of outstanding debt and capitalized interest for the Option C cash payment, a payment of US\$351 million.

The actual schedule of our debt service obligations upon consummation of the Telecom restructuring will depend on several factors including but not limited to:

- (a) the elections made by holders of our outstanding debt pursuant to this solicitation statement;
- (b) any proration we undertake among the options; and
- (c) the amount of the Option C cash payment and any reallocation of notes and cash consideration by the reviewing court.

See Risk Factors Risks Associated with the APE Solicitation.

The unaudited pro forma consolidated financial information has also been prepared assuming that under the Telecom Personal restructuring, holders of Telecom Personal s outstanding debt (originally denominated in several currencies, equivalent to US\$594 million to be restructured) elect:

- (1) *Option A*: to restructure US\$288 million of outstanding debt and capitalized interest for (a) US\$56 million of Personal floating rate notes; (b) US\$175 million of Personal step-up notes; (c) US\$41 million of Personal PIK notes and a cash payment of US\$16 million;

- (2) *Option B*: to restructure US\$193 million of outstanding debt and capitalized interest for (a) US\$158 million of Personal fixed-rate notes and (b) a cash payment of US\$10 million; and
  
- (3) *Option C*: to retire the remaining US\$113 million of outstanding debt and capitalized interest for a cash payment of US\$85 million.

Our consolidated financial statements have been prepared in accordance with Argentine GAAP, which differ in certain significant respects from U.S. GAAP. See Note 20 to our audited consolidated financial statements as of and for the year ended December 31, 2002 and Note 16 to our unaudited interim consolidated financial statements as of and for the nine months ended September 30, 2003 for a description of the principal differences between Argentine GAAP and U.S. GAAP applicable to us.

Argentine GAAP establishes that an exchange of debt instruments with substantially different terms is a debt extinguishment and that the old debt instrument should no longer be recognized. Argentine GAAP clarifies that an exchange of debt instruments is deemed to have been accomplished upon the issuance of debt instruments that are substantially different if the present value of the cash flows under the terms of the new debt instrument is at least 10 percent different from the present value of the remaining cash flows under the terms of the original debt instrument. The new debt instrument should be initially recorded at fair value and that amount should be used to determine the debt extinguishment gain or loss to be recognized. Fair value should be determined by the present value of the future cash flows to be paid under the terms of the new debt instrument discounted at a rate commensurate with the risks of the debt instrument and time value of money (see Consolidated debt evolution table below).

We have made the following assumptions in preparing the unaudited pro forma consolidated financial information. The adjusted pro forma amounts represent only a possible outcome of the restructurings based on the selected assumptions. The actual results will differ if these assumptions differ from the actual outcome of the restructurings.

#### **Overall assumptions for the pro forma consolidated financial information**

We have not given effect to the mandatory prepayment options under the restructurings since these options are contingent upon reaching certain levels of excess cash;

With respect to Telecom's outstanding debt, we have assumed that holders of 52% of Telecom's outstanding debt elect Option A, holders of 30% of Telecom's outstanding debt elect Option B, and holders of 18% of Telecom's outstanding debt elect Option C, in accordance with the proportional limits allocated to Option B and Option C in the Telecom restructuring;

For Telecom Personal's outstanding debt, we have assumed that holders of 48% of Telecom Personal's outstanding debt elect Option A, holders of 33% of Telecom Personal's outstanding debt elect Option B, and holders of 19% of Telecom Personal's outstanding debt elect Option C, in accordance with the proportional limits allocated to such options in the Telecom Personal restructuring;

We have assumed that holders of outstanding debt elect to have their new notes denominated in the currency in which the outstanding debt was originally issued, except for holders of peso-denominated debt, who are assumed to exchange their outstanding debt for new notes denominated in U.S. dollars. Thus, holders of peso-denominated debt elect new dollar-denominated notes, holders of dollar-denominated debt elect new dollar-denominated notes, holders of euro-denominated debt elect new euro-denominated notes, and holders of yen-denominated debt elect new yen-denominated notes;

As required by Argentine GAAP, we have discounted the new notes to their present value using a discount rate of 12.0% for dollar-denominated notes, 12.1% for euro-denominated notes and 8.0% for yen-denominated notes; and



The following exchange rates have been used in the preparation of the pro forma financial information:

| Exchange rate (Actual) | December 31,<br>2001 | December 31,<br>2002 | September 30,<br>2003 |
|------------------------|----------------------|----------------------|-----------------------|
| Peso/US\$              | 1.00                 | 3.37                 | 2.92                  |
| Peso/Euro              | 0.90                 | 3.53                 | 3.40                  |
| Yen/Peso               | 128.50               | 35.16                | 38.21                 |

#### Assumptions for the pro forma consolidated balance sheet

We have projected the cash outflows associated with the floating-rate notes using the following interest rates (representing the maximum interest rates provided for the restructurings):

| Debt                    | Interest Rate |
|-------------------------|---------------|
| Dollar-denominated debt | 7.0%          |
| Euro-denominated debt   | 6.4%          |
| Yen-denominated debt    | 2.9%          |

We have assumed that the new notes will be payable in semiannual installments commencing on October 15, 2003; and

We have assumed the maintenance of a minimum balance of cash and banks for operational purposes, equivalent to the outstanding balance of cash and banks as of September 30, 2003.

#### Assumptions for the pro forma consolidated income statements

We have projected cash outflows associated with the floating-rate notes using the interest rates prevailing as of September 30, 2003, as follows:

| Debt                    | Interest Rate |
|-------------------------|---------------|
| Dollar-denominated debt | 4.2%          |
| Euro-denominated debt   | 5.1%          |
| Yen-denominated debt    | 2.9%          |

We have assumed the new notes will be payable in semiannual installments commencing on April 15, 2002.

## UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET

As of September 30, 2003

(In millions of Argentine pesos)

|  | Historical    | Adjustments for<br>Telecom Argentina<br>restructuring | Adjustments for<br>Telecom Personal<br>restructuring | Pro forma<br>(unaudited) |
|--|---------------|---|--|--------------------------|
| <b>ASSETS</b>                            |               |   |  |                          |
| <b>CURRENT ASSETS</b>                    |               |   |  |                          |
| Cash and banks                           | 77            | (1.a)   |  | 77                       |
| Investments                              | 1,825         | (1,473) <sup>(1.a)</sup>                              | (316) <sup>(2.a)</sup>                               | 36                       |
| Accounts receivable, net                 | 530           |   |  | 530                      |
| Other receivables, net                   | 146           |   |  | 146                      |
| Inventories, net                         | 2             |   |  | 2                        |
| Other assets                             | 9             |   |  | 9                        |
| <b>Total current assets</b>              | <b>2,589</b>  | <b>(1,473)</b>  | <b>(316)</b>   | <b>800</b>               |
| <b>NON-CURRENT ASSETS</b>                |               |   |  |                          |
| Other receivables, net                   | 158           |   |  | 158                      |
| Investments                              | 54            |   |  | 54                       |
| Fixed assets, net                        | 8,300         | (49) <sup>(1.b)</sup>                                 | (8) <sup>(2.b)</sup>                                 | 8,243                    |
| Intangible assets, net                   | 869           | (6) <sup>(1.c)</sup>                                  | (1) <sup>(2.c)</sup>                                 | 862                      |
| <b>Total non-current assets</b>          | <b>9,381</b>  | <b>(55)</b>   | <b>(9)</b>   | <b>9,317</b>             |
| <b>TOTAL ASSETS</b>                      | <b>11,970</b> | <b>(1,528)</b>  | <b>(325)</b>   | <b>10,117</b>            |
| <b>LIABILITIES</b>                       |               |   |  |                          |
| <b>CURRENT LIABILITIES</b>               |               |   |  |                          |
| Accounts payable                         | 342           |   |  | 342                      |
| Debt                                     | 9,412         | (6,903) <sup>(1.d)</sup>                              | (1,499) <sup>(2.d)</sup>                             | 1,010                    |
| Salaries and social security payable     | 70            |   |  | 70                       |
| Taxes payable                            | 123           |   |  | 123                      |
| Other liabilities                        | 22            |   |  | 22                       |
| Contingencies                            | 12            |   |  | 12                       |
| <b>Total current liabilities</b>         | <b>9,981</b>  | <b>(6,903)</b>  | <b>(1,499)</b>                                       | <b>1,579</b>             |
| <b>NON-CURRENT LIABILITIES</b>           |               |   |  |                          |
| Debt                                     | 86            | 3,358 <sup>(1.d)</sup>                                | 804 <sup>(2.d)</sup>                                 | 4,248                    |
| Salaries and social security payable     | 23            |   |  | 23                       |
| Taxes payable                            |               | 509 <sup>(1.e)</sup>                                  | 38 <sup>(2.e)</sup>                                  | 547                      |
| Other liabilities                        | 27            |   |  | 27                       |
| Contingencies                            | 207           |   |  | 207                      |
| <b>Total non-current liabilities</b>     | <b>343</b>    | <b>3,867</b>  | <b>842</b>   | <b>5,052</b>             |
| <b>TOTAL LIABILITIES</b>                 | <b>10,324</b> | <b>(3,036)</b>  | <b>(657)</b>   | <b>6,631</b>             |
| Minority interest                        | 23            |   |  | 23                       |
| Foreign currency translation adjustments | 27            |   |  | 27                       |
| <b>SHAREHOLDERS EQUITY</b>               | <b>1,596</b>  | <b>1,508<sup>(1.f)</sup></b>                          | <b>332<sup>(2.f)</sup></b>                           | <b>3,436</b>             |

|   |               |                |              |               |
|---|---------------|----------------|--------------|---------------|
| <b>TOTAL LIABILITIES, MINORITY INTEREST, FOREIGN CURRENCY TRANSLATION ADJUSTMENTS AND SHAREHOLDERS EQUITY</b> | <b>11,970</b> | <b>(1,528)</b> | <b>(325)</b> | <b>10,117</b> |
| <b>Total Shareholders Equity under Argentine GAAP</b>   | <b>1,596</b>  | <b>1,508</b>   | <b>332</b>   | <b>3,436</b>  |

|  | <u>Historical</u> | <u>Adjustments for<br/>Telecom Argentina<br/>restructuring</u> | <u>Adjustments for<br/>Telecom Personal<br/>restructuring</u> | <u>Pro forma<br/>(unaudited)</u> |
|--|-------------------|--|---|----------------------------------|
| <b>U.S. GAAP Adjustments</b>                                 |                   |  |   |                                  |
| - Foreign currency translation                               | 58                |  |   | 58                               |
| - Asset retirement obligations                               | (7)               |  |   | (7)                              |
| - Capitalization of foreign currency<br>exchange differences | (596)             | 49 <sup>(1.g)</sup>  | 8 <sup>(2.g)</sup>  | (539)                            |
| - Restructuring and repurchase of debt                       | (20)              | (2,107) <sup>(1.h)</sup>                                       | (385) <sup>(2.h)</sup>  | (2,512)                          |
| - Other adjustments  | (1)               |  |   | (1)                              |
| - Tax effects on U.S. GAAP adjustments                       | 221               | 720 <sup>(1.i)</sup>   | 132 <sup>(2.i)</sup>  | 1,073                            |
| - Valuation allowance for tax credits                        | (373)             | (211) <sup>(1.i)</sup>   | (94) <sup>(2.1)</sup>   | (678)                            |
| - Minority interest  | (16)              |  |   | (16)                             |
| <b>Total Shareholders Equity under U.S.<br/>GAAP</b>         | <u>862</u>        | <u>(41)</u>  | <u>(7)</u>  | <u>814</u>                       |

**Notes to unaudited pro forma consolidated balance sheet (in millions of Argentine pesos)**

**1. Pro forma adjustments to recognize the consummation of the Telecom restructuring:**

*Pro forma adjustments under Argentine GAAP*

- a. Reflects the net effect of (1) cash proceeds of \$318 from the issuance of additional short-term debt and (2) the utilization of such amount plus \$1,473 out of the historical balance of investments to pay \$1,750 at the closing date of the Telecom restructuring and \$41 of transaction expenses.
- b. Reflects the reversal of historical capitalized foreign currency exchange losses of \$49 associated with the restructured debt under the Telecom restructuring.
- c. Reflects the charge to expense of unamortized debt issuance costs of \$6 related to existing restructured debt.
- d. Reflects the net effect of (1) the incurrence of additional short-term debt of \$318 (see 1.a. above); (2) the forgiveness of accrued interest and penalty interest of \$155; (3) the forgiveness of principal of \$725; (4) the payment of principal of \$1,750 (see 1.a. above); and (5) the gain on discounting the new debt of \$1,233. Also reflects the reclassification of \$3,358 from short-term debt to long-term debt (see Consolidated debt evolution table below). The nominal (contractual) amount of debt outstanding after giving effect to the restructuring will be greater than the amounts shown in the pro forma column.
- e. Represents the tax effects of the pro forma adjustments at the statutory income tax rate of 35%. The tax effect represents (1) the recognition of a deferred tax liability of \$706 and (2) the reversal of the valuation allowance for \$197 that would not have been recognized had the deferred tax liability been recorded as of September 30, 2003. As more fully described in Note 10 to our unaudited interim consolidated financial statements, we treated the difference between the tax basis and indexed book basis of non-monetary items as temporary (in line with IAS and U.S. GAAP) as from the fiscal year 2002. However, in April 2003 the CPCECABA reached a consensus that differences between the tax basis and the related book basis would be permanent. Should the difference be regarded as permanent, the pro forma deferred tax liability of \$509 would turn into a deferred tax asset of \$756.



- f. Reflects the effects of the Telecom restructuring as follows:

|  | <b>Gain (loss)</b> |
|--|--------------------|
| Forgiveness of accrued interest and penalty interest     | 155                |
| Forgiveness of principal                                 | 725                |
| Gain on discounting the new notes                        | 1,233              |
| Reversal of capitalized foreign currency exchange losses | (49)               |
| Expense of unamortized debt issuance costs               | (6)                |
| Transaction expenses                                     | (41)               |
| <b>Total pro forma adjustments before tax effects</b>    | <b>2,017</b>       |
| Tax effects on pro forma adjustments                     | (706)              |
| Decrease in valuation allowance                          | 197                |
| <b>Net gain on the Telecom restructuring</b>             | <b>1,508</b>       |

*Pro forma adjustments under U.S. GAAP*

- g. For U.S. GAAP purposes, foreign currency exchange differences cannot be capitalized and are expensed as incurred. The U.S. GAAP adjustment reflects the reversal of the pro forma adjustments described in 1.b. above.
- h. For U.S. GAAP purposes, Telecom's restructuring is treated as a troubled debt restructuring in accordance with SFAS No. 15 Accounting by Debtors and Creditors for Troubled Debt Restructurings. Since the carrying amount of the outstanding debt does not exceed the total future cash payments specified by the new debt, no gain on the restructuring is recognized. For U.S. GAAP purposes, interest expense is determined using an effective interest rate that equates the present value of the future cash payments specified by the new notes with the carrying amount of the outstanding debt (average rate of 4.6%). As a result, the net effect of the restructuring will be recognized prospectively as a reduction of the interest expense throughout the term of the new notes. Accordingly, this adjustment reflects the reversal of a portion of the pro forma adjustments described above, as follows:

|  | <b>Gain (loss)</b> |
|--|--------------------|
| Forgiveness of accrued interest and penalty interest | (155)              |
| Forgiveness of principal                             | (725)              |
| Gain on discounting the new notes                    | (1,233)            |
| Expense of unamortized debt issuance costs           | 6                  |
| <b>Total reversal of adjustments</b>                 | <b>(2,107)</b>     |

- i. Represents the tax effects of the pro forma adjustments of the foregoing U.S. GAAP adjustments amounting to \$720. Consequently, net pro forma deferred tax asset would amount to \$211 under U.S. GAAP. Telecom considers that there is substantial doubt regarding the realization of such deferred tax asset that a full valuation allowance has been recorded.

**2. Pro forma adjustments to recognize the consummation of the Telecom Personal restructuring:**

*Pro forma adjustments under Argentine GAAP*

- a. Reflects the utilization of \$316 out of the historical balance of investments to pay \$309 at the closing date of the Telecom Personal restructuring and \$7 of transaction expenses.
- b. Reflects the reversal of historical capitalized foreign currency exchange losses of \$8 associated with the restructured debt under the Telecom Personal restructuring.
- c. Reflects the charge to expense of unamortized debt issuance costs of \$1 related to existing restructured debt.



- d. Reflects the net effect of (1) the forgiveness of accrued interest and penalty interest of \$1; (2) the forgiveness of principal of \$147; (3) the payment of principal of \$309 (see 2.a. above); and (4) the gain on discounting the new debt of \$238 (see Consolidated debt evolution table below). The nominal (contractual) amount of debt outstanding after giving effect to the restructuring will be greater than the amounts shown in the pro forma column.
- e. Represents the tax effects of the pro forma adjustments at the statutory income tax rate of 35%. The tax effect represents (1) the recognition of a deferred tax liability of \$129 and (2) the reversal of the valuation allowance for \$91 that would not have been recognized had the deferred tax liability been recorded as of September 30, 2003. As more fully described in Note 10 to our unaudited interim consolidated financial statements, we treated the difference between the tax basis and indexed book basis of non-monetary items as temporary (in line with IAS and U.S. GAAP) as from the fiscal year 2002. However, in April 2003, the CPCECABA reached a consensus that differences between the tax basis and the related book basis would be permanent. Should the difference be regarded as permanent, the pro forma deferred tax liability of \$38 would turn into a deferred tax asset of \$199.
- f. Reflects the effects of the Telecom Personal restructuring as follows:

|  | <u>Gain (loss)</u> |
|--|--------------------|
| Forgiveness of accrued interest and penalty interest     | 1                  |
| Forgiveness of principal                                 | 147                |
| Gain on discounting the new notes                        | 238                |
| Reversal of capitalized foreign currency exchange losses | (8)                |
| Expense of unamortized debt issuance costs               | (1)                |
| Transaction expenses                                     | (7)                |
|  | <hr/>              |
| <b>Total pro forma adjustments before tax effects</b>    | <b>370</b>         |
| Tax effects on pro forma adjustments                     | (129)              |
| Decrease in valuation allowance                          | 91                 |
|  | <hr/>              |
| <b>Net gain on the Telecom restructuring</b>             | <b>332</b>         |
|  | <hr/>              |

*Pro forma adjustments under U.S. GAAP*

- g. For U.S. GAAP purposes, foreign currency exchange differences can not be capitalized and are expensed as incurred. The U.S. GAAP adjustment reflects the reversal of the pro forma adjustment described in 2.b. above.
- h. For U.S. GAAP purposes, the Telecom Personal restructuring is treated as a troubled debt restructuring in accordance with SFAS No. 15 Accounting by Debtors and Creditors for Troubled Debt Restructurings. Since the carrying amount of the outstanding debt does not exceed the total future cash payments specified by the new debt, no gain on the restructuring is recognized. For U.S. GAAP purposes, interest expense is determined using an effective interest rate that equates the present value of the future cash payments specified by the new debt with the carrying amount of the outstanding debt (average rate of 5.1%). As a result, the net effect of the restructuring will be recognized prospectively as a reduction of the interest expense throughout the term of the new debt. Accordingly, this adjustment reflects the reversal of a portion of the pro forma adjustments described above, as follows:

|  | <u>Gain (loss)</u> |
|--|--------------------|
| Forgiveness of accrued interest and penalty interest | (1)                |
| Forgiveness of principal                             | (147)              |
| Gain on discounting the new notes                    | (238)              |

|  |              |
|--|--------------|
| Expense of unamortized debt issuance costs | 1            |
|  | <hr/>        |
| <b>Total reversal of adjustments</b>       | <b>(385)</b> |
|  | <hr/>        |

- i. Represents the tax effects of the pro forma adjustments of the foregoing U.S. GAAP adjustments amounting to \$132. Consequently, net pro forma deferred tax asset would amount to \$94 under U.S. GAAP. Telecom considers that there is substantial doubt regarding the realization of such deferred tax asset that a full valuation allowance has been recorded.

## Consolidated debt evolution (see 1.d and 2.d)

|  | Historical   | Forgiveness<br>of principal | Forgiveness<br>of interest | Gain on<br>discounting<br>the new<br>debt | Short-term<br>debt | Payment of<br>principal | Reclass-<br>ification | Pro forma    |
|--|--------------|-----------------------------|----------------------------|---|--------------------|-------------------------|-----------------------|--------------|
| <b>Short-term debt</b>                     |              |                             |                            |   |                    |                         |                       |              |
| Outstanding debt                           |              |                             |                            |   |                    |                         |                       |              |
| -Principal                                 | 8,751        | (864)                       | 494                        | (1,458)                                   |                    | (2,044)                 | (4,699)               | 180          |
| -Accrued and penalty<br>interest           | 661          |                             | (655)                      |   |                    |                         |                       | 6            |
| New debt                                   |              |                             |                            |   |                    |                         | 506                   | 506          |
| New short-term debt                        |              |                             |                            |   | 318                |                         |                       | 318          |
| <b>Total short-term debt</b>               | <b>9,412</b> | <b>(864)</b>                | <b>(161)</b>               | <b>(1,458)</b>                            | <b>318</b>         | <b>(2,044)</b>          | <b>(4,193)</b>        | <b>1,010</b> |
| <b>Long-term debt</b>                      |              |                             |                            |   |                    |                         |                       |              |
| Outstanding debt                           |              |                             |                            |   |                    |                         |                       |              |
| -Principal                                 | 86           | (8)                         | 5                          | (13)                                      |                    | (15)                    | (26)                  | 29           |
| New debt                                   |              |                             |                            |   |                    |                         | 4,219                 | 4,219        |
| <b>Total long-term debt</b>                | <b>86</b>    | <b>(8)</b>                  | <b>5</b>                   | <b>(13)</b>                               |                    | <b>(15)</b>             | <b>4,193</b>          | <b>4,248</b> |
| <b>Total debt</b>                          | <b>9,498</b> | <b>(872)</b>                | <b>(156)</b>               | <b>(1,471)</b>                            | <b>318</b>         | <b>(2,059)</b>          |                       | <b>5,258</b> |
| Total debt (nominal)                       | 9,518        | (872)                       | (156)                      |   | 318                | (2,059)                 |                       | 6,749        |
| Effect on discounting the<br>debt          | (20)         |                             |                            | (1,471)                                   |                    |                         |                       | (1,491)      |
| <b>Total debt under<br/>Argentine GAAP</b> | <b>9,498</b> | <b>(872)</b>                | <b>(156)</b>               | <b>(1,471)</b>                            | <b>318</b>         | <b>(2,059)</b>          |                       | <b>5,258</b> |

## UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF INCOME

For the nine-month period ended September 30, 2003

(In millions of Argentine pesos, except per share data)

|  | Historical  | Adjustments for<br>Telecom Argentina<br>restructuring | Adjustments for<br>Telecom Personal<br>restructuring | Pro forma<br>(unaudited) |
|--|-------------|---|--|--------------------------|
| Net sales  | 2,711       |   |  | 2,711                    |
| Cost of services   | (1,929)     | 7 <sup>(1.a)</sup>                                    | 1 <sup>(2.a)</sup>                                   | (1,921)                  |
| <b>Gross profit</b>  | <b>782</b>  | <b>7</b>  | <b>1</b>   | <b>790</b>               |
| General and administrative expenses                                  | (182)       |   |  | (182)                    |
| Selling expenses   | (576)       |   |  | (576)                    |
| <b>Operating income</b>  | <b>24</b>   | <b>7</b>  | <b>1</b>   | <b>32</b>                |
| Equity gain from related companies                                   | 2           |   |  | 2                        |
| Financial results, net   | 529         | 213 <sup>(1.b)</sup>                                  | (117) <sup>(2.b)</sup>                               | 199                      |
| Other expenses, net  | (138)       |   |  | (138)                    |
| Gain on repurchase of debt   | 375         | 1 <sup>(1.c)</sup>                                    | 1 <sup>(2.c)</sup>                                   | 377                      |
| <b>Net income (loss) before income tax and<br/>minority interest</b> | <b>792</b>  | <b>(205)</b>  | <b>(115)</b>   | <b>472</b>               |
| Income tax expense, net  |             | (81) <sup>(1.d)</sup>                                 | (61) <sup>(2.d)</sup>                                | (142)                    |
| Minority interest  | (13)        |   |  | (13)                     |
| <b>Net income (loss)</b>   | <b>779</b>  | <b>(286)</b>  | <b>(176)</b>   | <b>317</b>               |
| <b>Net income per share</b>  | <b>0.79</b> |   |  | <b>0.32</b>              |
| <b>Net income (loss) under Argentine GAAP</b>                        | <b>779</b>  | <b>(286)</b>  | <b>(176)</b>   | <b>317</b>               |
| <b>U.S. GAAP Adjustments</b>   |             |   |  |                          |
| - Foreign currency translation                                       | (40)        |   |  | (40)                     |
| - Asset retirement obligations                                       | (7)         |   |  | (7)                      |
| - Capitalization of foreign currency exchange<br>differences         | 166         | (9) <sup>(1.e)</sup>                                  | (5) <sup>(2.e)</sup>                                 | 152                      |
| - Restructuring and repurchase of debt                               | 23          | 229 <sup>(1.f)</sup>                                  | 84 <sup>(2.f)</sup>                                  | 336                      |
| - Other adjustments  | (2)         |   |  | (2)                      |
| - Tax effects on U.S. GAAP adjustments                               | (63)        | (77) <sup>(1.g)</sup>                                 | (28) <sup>(2.g)</sup>                                | (168)                    |
| - Valuation allowance for tax credits                                | 15          | 158 <sup>(1.g)</sup>                                  | 89 <sup>(2.g)</sup>                                  | 262                      |
| - Minority interest  | 13          |   |  | 13                       |
| <b>Net income (loss) under U.S. GAAP</b>                             | <b>884</b>  | <b>15</b>   | <b>(36)</b>  | <b>863</b>               |
| <b>Net income per share under U.S. GAAP</b>                          | <b>0.90</b> |   |  | <b>0.88</b>              |

**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF INCOME**

**For the fiscal year ended December 31, 2002**

**(In millions of Argentine pesos, except per share data)**

|  | <u>Historical</u> | <u>Adjustments for<br/>Telecom Argentina<br/>restructuring</u> | <u>Adjustments for<br/>Telecom Personal<br/>restructuring</u> | <u>Pro forma<br/>(unaudited)</u> |
|--|-------------------|--|---|----------------------------------|
| Net sales  | 3,983             |  |   | 3,983                            |
| Cost of services   | (2,872)           | 10 <sup>(3.a)</sup>  | 1 <sup>(4.a)</sup>  | (2,861)                          |
| <b>Gross profit</b>  | <b>1,111</b>      | <b>10</b>  | <b>1</b>  | <b>1,122</b>                     |
| General and administrative expenses  | (279)             |  |   | (279)                            |
| Selling expenses   | (1,034)           |  |   | (1,034)                          |
| <b>Operating income (loss)</b>   | <b>(202)</b>      | <b>10</b>  | <b>1</b>  | <b>(191)</b>                     |
| Equity loss from related companies   | (23)              |  |   | (23)                             |
| Amortization of goodwill   | (10)              |  |   | (10)                             |
| Financial results, net   | (5,263)           | 1,629 <sup>(3.b)</sup>   | 111 <sup>(4.b)</sup>  | (3,523)                          |
| Other expenses, net  | (175)             |  |   | (175)                            |
| <b>Net income (loss) before income tax and<br/>minority interest</b>                 | <b>(5,673)</b>    | <b>1,639</b>   | <b>112</b>  | <b>(3,922)</b>                   |
| Income tax benefit, net  | 1,294             | (224) <sup>(3.c)</sup>   | 153 <sup>(4.c)</sup>  | 1,223                            |
| Minority interest  | 25                |  |   | 25                               |
| <b>Net income (loss)</b>   | <b>(4,354)</b>    | <b>1,415</b>   | <b>265</b>  | <b>(2,674)</b>                   |
| <b>Net income loss per share</b>   | <b>(4.42)</b>     |  |   | <b>(2.72)</b>                    |
| <b>Net income (loss) under Argentine GAAP</b>  | <b>(4,354)</b>    | <b>1,415</b>   | <b>265</b>  | <b>(2,674)</b>                   |
| <b>U.S. GAAP Adjustments</b>   |                   |  |   |                                  |
| - Valuation of assets and liabilities in<br>foreign currency as of December 31, 2001 | 3,526             | (1,410) <sup>(3.d)</sup>                                       | (289) <sup>(4.d)</sup>  | 1,827                            |
| - Foreign currency translation   | 64                |  |   | 64                               |
| - Capitalization of foreign currency<br>exchange differences                         | (757)             | 55 <sup>(3.e)</sup>  | 11 <sup>(4.e)</sup>   | (691)                            |
| - Restructuring of debt  | (43)              | 236 <sup>(3.f)</sup>   | 65 <sup>(4.f)</sup>   | 258                              |
| - Other adjustments  | (5)               |  |   | (5)                              |
| - Tax effects on U.S. GAAP adjustments   | (953)             | 392 <sup>(3.g)</sup>   | 75 <sup>(4.g)</sup>   | (486)                            |
| - Valuation allowance for tax credits  | 902               | (168) <sup>(3.g)</sup>   | (228) <sup>(4.g)</sup>  | 506                              |
| - Minority interest  | (21)              |  |   | (21)                             |
| <b>Net income (loss) under U.S. GAAP</b>   | <b>(1,641)</b>    | <b>520</b>   | <b>(101)</b>  | <b>(1,222)</b>                   |
| <b>Net loss per share under U.S. GAAP</b>  | <b>(1.67)</b>     |  |   | <b>(1.24)</b>                    |

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Notes to unaudited pro forma consolidated income statements (in millions of Argentine Pesos)

**1. Pro forma adjustments to recognize the consummation of the Telecom restructuring for the nine months ended September 30, 2003:**

*Pro forma adjustments under Argentine GAAP*

- a. Reflects the reversal of the amortization of capitalized foreign exchange losses that would not have been capitalized had the debt been restructured at the beginning of the year ended December 31, 2002.
- b. Under Argentine GAAP, the restructuring has been regarded as a debt extinguishment and accordingly the outstanding debt was no longer recognized. The pro forma adjustment reflects the net effects of (1) the reversal of the interest expense of \$378 recognized during the nine-month period ended September 30, 2003 and the recognition of accrued interest on the new debt of \$184 for the nine-month period ended September 30, 2003; (2) the reversal of foreign currency exchange gains of \$311 that would not have been recognized had the outstanding debt been restructured at the beginning of the year ended December 31, 2002; (3) the reversal of the amortization of capitalized foreign currency exchange losses of \$1 that would not have been capitalized had the debt been restructured at the beginning of the year ended December 31, 2002; (4) the loss on accretion of new debt of \$100; and (5) the reversal of the amortization of debt issuance costs of \$3. A 0.125% increase in the floating interest rate would change pro forma interest expense for the new notes by \$1.
- c. Reflects the lower reversal of capitalized foreign exchange losses that would not have been recorded had the debt been restructured at the beginning of the year ended December 31, 2002.
- d. Represents the tax effects of the foregoing pro forma adjustments at the statutory income tax rate of 35%. The tax effect represents (1) the recognition of a deferred tax asset of \$72 and (2) the reversal of the valuation allowance decrease for \$153 that would not have been recognized had the outstanding debt been restructured at the beginning of the year ended December 31, 2002.

*Pro forma adjustments under U.S. GAAP*

- e. For U.S. GAAP purposes, foreign currency exchange differences can not be capitalized and are expensed as incurred. The U.S. GAAP adjustment reflects the reversal of the pro forma adjustments described in 1.a, 1.b and 1.c above.
- f. For U.S. GAAP purposes, the Telecom restructuring is treated as a troubled debt restructuring in accordance with SFAS No. 15 Accounting by Debtors and Creditors for Troubled Debt Restructurings. Since the carrying amount of the outstanding debt does not exceed the total future cash payments specified by the new debt, no gain on the restructuring is recognized. Interest expense is determined using an effective interest rate that equates the present value of the future cash payments specified by the new debt with the carrying amount of the outstanding debt (average rate of 4.6%). As a result, the net effect of the restructuring is recognized as a reduction of the interest expense throughout the term of the new notes. The pro forma adjustment reflects the net effect of (1) the reduction in interest expense of \$6 (2) the effect of foreign currency exchange gains of \$123 and (3) the reversal of the loss on accretion of new notes of \$100.
- g. Represents the tax effects of the foregoing U.S. GAAP pro forma adjustments at the statutory income tax rate of 35%. The tax effect represents (1) the recognition of a deferred tax liability of \$77 and (2) the reversal of the valuation allowance for \$158.

**2.**

**Pro forma adjustments to recognize the consummation of the Telecom Personal restructuring for the nine months ended September 30, 2003:**



*Pro forma adjustments under Argentine GAAP*

- a. Reflects the reversal of the amortization of capitalized foreign exchange losses that would not have been capitalized had the debt been restructured at the beginning of the year ended December 31, 2002.
- b. Under Argentine GAAP, the restructuring has been regarded as a debt extinguishment and accordingly the outstanding debt was no longer recognized. The pro forma adjustment reflects the net effects of (1) the reversal of the interest expense of \$66 recognized during the nine-month period ended September 30, 2003 and the recognition of accrued interest on the new debt of \$53 for the nine-month period ended September 30, 2003; (2) the reversal of foreign currency exchange gains of \$102 that would not have been recognized had the debt been restructured at the beginning of the year ended December 31, 2002; (3) the reversal of the amortization of capitalized foreign currency exchange losses of \$3 that would not have been capitalized had the debt been restructured at the beginning of the year ended December 31, 2002; (4) the loss on accretion of new debt of \$33; and (5) the reversal of the amortization of debt issuance costs of \$2. A 0.125% increase in the floating interest rate would change pro forma interest expense for the new debt by \$1.
- c. Reflects the lower reversal of capitalized foreign exchange losses that would not have been recorded had the debt been restructured at the beginning of the year ended December 31, 2002.
- d. Represents the tax effects of the foregoing pro forma adjustments at the statutory income tax rate of 35%. The tax effect represents (1) the recognition of a deferred tax asset of \$40 and (2) the reversal of the valuation allowance decrease for \$101 that would not have been recognized had the outstanding debt been restructured at the beginning of the year ended December 31, 2002.

*Pro forma adjustments under U.S. GAAP*

- e. For U.S. GAAP purposes, foreign currency exchange differences cannot be capitalized and are expensed as incurred. The U.S. GAAP adjustment reflects the reversal of the pro forma adjustments described in 2.a, 2.b and 2.c above.
- f. For U.S. GAAP purposes, the Telecom Personal restructuring is treated as a troubled debt restructuring in accordance with SFAS No. 15 Accounting by Debtors and Creditors for Troubled Debt Restructurings. Since the carrying amount of the outstanding debt does not exceed the total future cash payments specified by the new debt, no gain on the restructuring is recognized. Interest expense is determined using an effective interest rate that equates the present value of the future cash payments specified by the new debt with the carrying amount of the outstanding debt (average rate of 5.1%). As a result, the net effect of the restructuring is recognized as a reduction of the interest expense throughout the term of the new debt. The pro forma adjustment reflects the net effect of (1) the reduction in interest expense of \$2 (2) the effect of foreign currency exchange gains of \$49 and (3) the reversal of the loss on accretion of new debt of \$33.
- g. Represents the tax effects of the foregoing U.S. GAAP pro forma adjustments at the statutory income tax rate of 35%. The tax effect represents (1) the recognition of a deferred tax liability of \$28 and (2) the reversal of the valuation allowance for \$89.

**3. Pro forma adjustments to recognize the consummation of the Telecom restructuring for the year ended December 31, 2002:**

*Pro forma adjustments under Argentine GAAP*

- a. Reflects the reversal of the amortization of capitalized foreign exchange losses that would not have been capitalized had the debt been restructured at the beginning of the year ended December 31, 2002.

- b. Under Argentine GAAP, the restructuring has been regarded as a debt extinguishment and accordingly the outstanding debt was no longer recognized. The pro forma adjustment reflects the net effects of (1) the reversal of the interest expense of \$683 recognized during the year ended December 31, 2002 and the recognition of accrued interest on the new debt of \$319 for the year ended December 31, 2002; (2) the

reversal of foreign currency exchange losses of \$1,548 that would not have been recognized had the debt been restructured at the beginning of the year ended December 31, 2002; (3) the lower capitalization of foreign currency exchange losses of \$65 that would not have been capitalized had the debt been restructured at the beginning of the year ended December 31, 2002; (4) the loss on accretion of new debt of \$225; and (5) the reversal of the amortization of debt issuance costs of \$7. A 0.125% increase in the floating interest rate would change pro forma interest expense for the new notes by \$1.

- c. Represents the tax effects of the foregoing pro forma adjustments at the statutory income tax rate of 35%. The tax effect represents (1) the recognition of a deferred tax liability of \$574 and (2) the reversal of the valuation allowance for \$350 that would not have been recognized had the debt been restructured at the beginning of the year ended December 31, 2002.

*Pro forma adjustments under U.S. GAAP*

- d. For U.S. GAAP purposes, Telecom recognized a portion of foreign currency exchange gains or losses associated with assets and liabilities existing as of December 31, 2001 in the year ended December 31, 2001, while for Argentine GAAP purposes those foreign currency exchange gains or losses were recognized in the year ended December 31, 2002. The pro forma adjustment reflects the reversal of a portion of the historical U.S. GAAP adjustment that would not have been recognized had the debt been restructured as of the beginning of the year ended December 31, 2002.
  - e. For U.S. GAAP purposes, foreign currency exchange differences can not be capitalized and are expensed as incurred. The U.S. GAAP adjustment reflects the reversal of the pro forma adjustments described in 3.a and 3.b above.
  - f. For U.S. GAAP purposes, the Telecom restructuring is treated as a troubled debt restructuring in accordance with SFAS No. 15 Accounting by Debtors and Creditors for Troubled Debt Restructurings. Since the carrying amount of the outstanding debt does not exceed the total future cash payments specified by the new debt, no gain on the restructuring is recognized. Interest expense is determined using an effective interest rate that equates the present value of the future cash payments specified by the new debt with the carrying amount of the outstanding debt (average rate of 4.6%). As a result, the net effect of the restructuring is recognized as a reduction of the interest expense throughout the term of the new notes. The pro forma adjustment reflects the net effect of (1) the reduction in interest expense of \$11 and (2) the reversal of the loss on accretion of new debt of \$225.
  - g. Represents the tax effects of the pro forma adjustments of the foregoing U.S. GAAP adjustments amounting to \$392. Consequently, net pro forma deferred tax asset would amount to \$168 under U.S. GAAP. Telecom considers that there is substantial doubt regarding the realization of such deferred tax asset that a full valuation allowance has been recorded.
- 4. Pro forma adjustments to recognize the consummation of the Telecom Personal restructuring for the year ended December 31, 2002:**

*Pro forma adjustments under Argentine GAAP*

- a. Reflects the reversal of the amortization of capitalized foreign exchange losses that would not have been capitalized had the debt been restructured at the beginning of the year ended December 31, 2002.
- b. Under Argentine GAAP, the restructuring has been regarded as a debt extinguishment and accordingly the outstanding debt was no longer recognized. The pro forma adjustment reflects the net effects of (1) the reversal of the interest expense of \$124 recognized during the year ended December 31, 2002 and the recognition of accrued interest on the new debt of \$97 for the year ended December 31, 2002; (2) the reversal of foreign currency exchange losses of \$155 that would not have been recognized had the debt been



restructured at the beginning of the year ended December 31, 2002; (3) the lower capitalization of foreign currency exchange losses of \$12 that would not have been capitalized had the debt been restructured at the beginning of the year ended December 31, 2002; (4) the loss on accretion of new debt of \$61; and (5) the reversal of the amortization of debt issuance costs of \$2. A 0.125% increase in the floating interest rate would not change pro forma interest expense.

- c. Represents the tax effects of the foregoing pro forma adjustments at the statutory income tax rate of 35%. The tax effect represents (1) the recognition of a deferred tax liability of \$39 and (2) the reversal of the valuation allowance for \$192 that would not have been recognized had the debt been restructured at the beginning of the year ended December 31, 2002.

*Pro forma adjustments under U.S. GAAP*

- d. For U.S. GAAP purposes, Telecom Personal recognized a portion of foreign currency exchange gains or losses associated with assets and liabilities existing as of December 31, 2001 in the year ended December 31, 2001, while for Argentine GAAP purposes those foreign currency exchange gains or losses were recognized in the year ended December 31, 2002. The pro forma adjustment reflects the reversal of a portion of the historical U.S. GAAP adjustment that would not have been recognized had the debt been restructured as of the beginning of the year ended December 31, 2002.
- e. For U.S. GAAP purposes, foreign currency exchange differences cannot be capitalized and are expensed as incurred. The U.S. GAAP adjustment reflects the reversal of the pro forma adjustments described in 4.a and 4.b above.
- f. For U.S. GAAP purposes, the Telecom Personal restructuring is treated as a troubled debt restructuring in accordance with SFAS No. 15 Accounting by Debtors and Creditors for Troubled Debt Restructurings. Since the carrying amount of the outstanding debt does not exceed the total future cash payments specified by the new debt, no gain on the restructuring is recognized. Interest expense is determined using an effective interest rate that equates the present value of the future cash payments specified by the new debt with the carrying amount of the outstanding debt (average rate of 5.1%). As a result, the net effect of the restructuring is recognized as a reduction of the interest expense throughout the term of the new notes. The pro forma adjustment reflects the net effect of (1) the reduction in interest expense of \$4 and (2) the reversal of the loss on accretion of new debt of \$61.
- g. Represents the tax effects of the pro forma adjustments of the foregoing U.S. GAAP adjustments amounting to \$75. Consequently, net pro forma deferred tax asset would amount to \$228 under U.S. GAAP. Telecom considers that there is substantial doubt regarding the realization of such deferred tax asset that a full valuation allowance has been recorded.

## CAPITALIZATION

Subject to the following, the table below sets forth our consolidated debt, shareholders' equity and certain other information, determined in accordance with Argentine GAAP, as of September 30, 2003 and as adjusted to give effect to the restructuring pursuant to the APE (applying the assumptions set forth under "Unaudited Pro Forma Consolidated Financial Information"). Our authorized and issued share capital as of September 30, 2003 amounted to P\$984 million. Except as disclosed, as of the date of this solicitation statement there has been no material change in our capitalization since September 30, 2003, with the exception of accrued interest and effects of exchange rate differences. As a result of these factors and the economic instability in Argentina, investors should be aware that the historical financial information as of September 30, 2003 that is shown below may not fully reflect our financial condition as of a subsequent date.

|   | As of September 30, 2003              |                                   | As Adjusted Post-Restructuring     |                                   |
|---|---------------------------------------|-----------------------------------|------------------------------------|-----------------------------------|
|   | (in millions of<br>constant pesos)(1) | (in millions of<br>US dollars)(2) | (in millions of<br>constant pesos) | (in millions of<br>US dollars)(2) |
| <b>Cash and banks and current investments:</b>      |                                       |                                   |                                    |                                   |
| Cash and banks                                      | 77                                    | 26                                | 77                                 | 26                                |
| Current investments                                 | 1,825                                 | 626                               | 36                                 | 13                                |
| <b>Total cash and banks and current investments</b> | <b>1,902</b>                          | <b>652</b>                        | <b>113</b>                         | <b>39</b>                         |
| <b>Short-term Debt:</b>                             |                                       |                                   |                                    |                                   |
| Short-term debt                                     | 8,751                                 | 3,002                             | 1,004                              | 345                               |
| Accrued and penalty interest                        | 661                                   | 226                               | 6                                  | 2                                 |
| <b>Total short-term debt</b>                        | <b>9,412</b>                          | <b>3,228</b>                      | <b>1,010</b>                       | <b>347</b>                        |
| <b>Long-term Debt:</b>                              |                                       |                                   |                                    |                                   |
| Long-term debt                                      | 86                                    | 30                                | 4,248                              | 1,457                             |
| <b>Total long-term debt</b>                         | <b>86</b>                             | <b>30</b>                         | <b>4,248</b>                       | <b>1,457</b>                      |
| <b>Total debt</b>                                   | <b>9,498</b>                          | <b>3,258</b>                      | <b>5,258(3)</b>                    | <b>1,804</b>                      |
| <b>Shareholders' Equity:</b>                        |                                       |                                   |                                    |                                   |
| Common Stock  | 984                                   | 338                               | 984                                | 338                               |
| Inflation adjustment of Common Stock                | 3,044                                 | 1,044                             | 3,044                              | 1,044                             |
| Legal reserve                                       | 277                                   | 95                                | 277                                | 95                                |
| Accumulated deficit                                 | (2,709)                               | (929)                             | (869)                              | (298)                             |
| <b>Total shareholders' equity</b>                   | <b>1,596</b>                          | <b>548</b>                        | <b>3,436</b>                       | <b>1,179</b>                      |
| <b>Total capitalization</b>                         | <b>1,682</b>                          | <b>578</b>                        | <b>7,684</b>                       | <b>2,636</b>                      |

- (1) As stated in Telecom's unaudited consolidated financial statements as of and for the nine months ended September 30, 2003.
- (2) Translated into U.S. dollars at the exchange rate of P\$2.915 per US\$1.00. This translation should not be construed as a representation that the Argentine peso amounts represent, or have been or could be converted into, U.S. dollars at that or any other rate.
- (3) The nominal (contractual) amount of total debt, as adjusted to give effect to the restructuring, is approximately P\$6,749 million (the equivalent of approximately US\$2,315 million) as of September 30, 2003. Amounts presented in the table reflect the treatment of restructured debt obligations as required by Argentine GAAP.



### SELECTED FINANCIAL DATA

Our selected consolidated financial information, relating to the years ended September 30, 1998, September 30, 1999 and the twelve month period ended December 31, 2000 has been derived from our consolidated financial statements which have been audited by Price Waterhouse & Co. Our annual consolidated financial statements relating to the years ended September 30, 1998 and September 30, 1999 are not included herein. Our selected consolidated financial information, shown below, relating to the years ended December 31, 2002 and 2001 has been derived from our annual consolidated financial statements which have been audited by Pistrelli, Henry Martin y Asociados S.R.L. (a member firm of Ernst & Young Global). Our selected consolidated financial information for the nine months ended September 30, 2003 has been derived from our unaudited consolidated financial statements included herein for which Price Waterhouse & Co. (a member firm of PricewaterhouseCoopers) and Pistrelli, Henry Martin y Asociados S.R.L. (a member firm of Ernst & Young Global), have jointly performed a limited review. The selected consolidated financial information should be read in conjunction with Operating and Financial Review and Prospects and our audited and unaudited consolidated financial statements beginning on page F-1 of this solicitation statement.

Our selected consolidated financial data for the nine months ended September 30, 2002 has been derived from our unaudited consolidated financial statements as of and for the nine months ended September 30, 2002 on which Henry Martin, Lisdero y Asociados (one of the predecessor firms of Pistrelli, Henry Martin y Asociados S.R.L.) in its capacity as a member firm of Ernst & Young Global has performed a limited review.

The independent auditors report of Pistrelli, Henry Martin y Asociados S.R.L. (a member firm of Ernst & Young Global), on the consolidated financial statements for the years ended December 31, 2002 and 2001, includes an explanatory paragraph describing the existence of substantial doubt about our ability to continue as a going concern. Additionally, the review report on interim financial statements of Pistrelli, Henry Martin y Asociados S.R.L. (a member firm of Ernst & Young Global) and Price Waterhouse & Co. (a member firm of PricewaterhouseCoopers), on the consolidated financial statements for the nine month period ended September 30, 2003, includes an explanatory paragraph describing the existence of substantial doubt about our ability to continue as a going concern. This interim review report also includes an explanatory paragraph describing that, as indicated in Note 3(c) to Telecom's unaudited consolidated financial statements as of and for the nine months ended September 30, 2003, effective March 1, 2003, Telecom has discontinued restating its financial statements into constant currency, as required by a resolution issued by the CNV in April 2003. Since Argentine GAAP still requires companies to prepare price-level restated financial statements, the application of the CNV resolution represents a departure from generally accepted accounting principles in Argentina. The selected financial data included herein should be read in conjunction with the audited and unaudited consolidated financial statements and the related notes included herein.

#### *Inflation Accounting*

As a result of the inflationary environment in Argentina and the reforms under the Public Emergency Law, the FACPCE approved a resolution on March 6, 2002 reinstating the application of inflation accounting in financial statements for fiscal years or interim periods ending on or after March 31, 2002. This resolution provided that all recorded amounts restated for inflation through August 31, 1995, as well as those arising between that date and December 31, 2001 (the Stability Period) are to be stated in constant currency as of December 31, 2001. See Note 3(c) to Telecom's unaudited consolidated financial statements as of and for the nine months ended September 30, 2003.

On July 16, 2002, the Argentine government issued a decree, instructing the CNV to issue the necessary regulations to accept financial statements prepared in constant currency. On July 25, 2002, the CNV reinstated the requirement to submit financial statements in constant currency, following the criteria of the FACPCE.



However, on March 25, 2003, the Argentine government repealed the provisions of the July 16, 2002 decree related to the inflation adjustment and instructed the CNV to issue the necessary regulations to preclude companies under its supervision from presenting price-level restated financial statements. Therefore, on April 8, 2003, the CNV

issued a resolution providing for inflation accounting to be discontinued as of March 1, 2003. Telecom complied with the CNV resolution and accordingly recorded the effects of inflation until February 28, 2003. Comparative figures were also restated until that date.

Since Argentine GAAP required companies to prepare price-level restated financial statements through September 30, 2003, Telecom's application, as a company under CNV supervision, of the CNV's resolution represents a departure from GAAP.

### *Accounting Changes*

Effective October 1, 2000, we adopted changes in certain accounting policies. The following is a summary of these changes:

adopting income tax deferral method;

charging pre-operating costs to income in the period in which incurred; and

charging customer acquisition costs to income in the period in which incurred.

The adoption of these changes in accounting policies has been accounted for as a retroactive adjustment, as required by Argentine GAAP. Financial information included herein as of and for the years ended September 30, 1999 and September 30, 1998 has been restated for these changes.

### *Recent Accounting Pronouncements - Argentine GAAP*

As explained in "Operating and Financial Review and Prospects - Recent Accounting Pronouncements (Argentine GAAP)", on January 14, 2003, the CNV approved RT 16, 17, 18, 19 and 20 of the FACPCE which establish new accounting and disclosure principles under Argentine GAAP. These new standards were adopted early by Telecom, as permitted by the resolution, as of January 1, 2002. Financial information included herein as of and for the years ended 2001 and 2000 and for the years ended September 30, 1999 and 1998 and for the nine months ended September 30, 2002 has been restated for these changes.

We maintain our financial books and records and prepare our financial statements in pesos in conformity with Argentine GAAP, which differ in certain significant respects from U.S. GAAP. For a summary description of the principal differences between Argentine GAAP and U.S. GAAP, see Note 20 to our consolidated financial statements as of and for the year ended December 31, 2002 and Note 16 to our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003.

### *Unconsolidated Financial Information*

Our compliance with certain covenants to be contained in the notes will be measured based on our unconsolidated financial results. See Description of the Notes. For information regarding our financial and operating results on an unconsolidated basis see Note 19 to our consolidated financial statements as of and for the year ended December 31, 2002 and Note 15 to our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003.

*Exchange Rates*

The exchange rate in effect as reported by *Banco Nación* as of September 30, 2003 was P\$2.915=US\$1.00. For additional information regarding exchange rates, see Background and Reasons for the APE solicitation Exchange Rates and Controls.

**CONSOLIDATED INCOME STATEMENT AND BALANCE SHEET DATA**

As a result of the restructuring process, including the APE solicitation, our financial position and results of operations presented as of and for the nine months ended September 30, 2003 and as of and for the year ended December 31, 2002 may not be indicative of our future results of operations.

|  | As of and for the  |         |                              |         |         |                   |         |
|--|--|---------|------------------------------|---------|---------|-------------------|---------|
|  | Nine Months  |         |                              |         |         | As of and for the |         |
|  | Ended  |         | As of and for the Year Ended |         |         | Year Ended        |         |
|  | September 30   |         | December 31                  |         |         | September 30      |         |
|  | 2003   | 2002(1) | 2002                         | 2001    | 2000    | 1999              | 1998    |
|  | (unaudited)  |         |                              |         |         |                   |         |
|  | (P\$ millions, except per share and per ADS data and other data) |         |                              |         |         |                   |         |
| <b>INCOME STATEMENT DATA(2)</b>  |  |         |                              |         |         |                   |         |
| <i>Argentine GAAP Amounts</i>  |  |         |                              |         |         |                   |         |
| Net Sales  | 2,711  | 3,151   | 3,983                        | 7,004   | 7,349   | 7,297             | 7,329   |
| Cost of services, general and administrative and selling expenses                                      | (2,687)  | (3,294) | (4,185)                      | (6,105) | (6,151) | (5,622)           | (5,561) |
| Operating income/(loss)  | 24   | (143)   | (202)                        | 899     | 1,198   | 1,675             | 1,768   |
| Other (net)(3)   | 380  | (5,984) | (5,446)                      | (689)   | (599)   | (525)             | (509)   |
| Gain on repurchase of debt   | 375  |         |                              |         |         |                   |         |
| Income tax   |  | 1,990   | 1,294                        | (111)   | (240)   | (458)             | (443)   |
| Net income/(loss)  | 779  | (4,137) | (4,354)                      | 99      | 359     | 692               | 816     |
| Operating income/(loss) per share(4)   | 0.02   | (0.14)  | (0.21)                       | 0.91    | 1.22    | 1.70              | 1.80    |
| Operating income/(loss) per ADS(5)   | 0.12   | (0.73)  | (1.03)                       | 4.57    | 6.09    | 8.51              | 8.98    |
| Net income/(loss) per share(4)   | 0.79   | (4.20)  | (4.42)                       | 0.10    | 0.36    | 0.70              | 0.83    |
| Net income/(loss) per ADS(5)   | 3.95   | (21.01) | (22.12)                      | 0.50    | 1.82    | 3.51              | 4.15    |
| Dividends per share(4)(6)(7)   |  |         |                              |         | 0.47    | 0.60              | 0.62    |
| Dividends per ADS(5)(6)(7)   |  |         |                              |         | 2.38    | 2.98              | 3.11    |
| <i>U.S. GAAP Amounts(8)</i>  |  |         |                              |         |         |                   |         |
| Operating income/(loss)  | (33)   | (191)   | (228)                        | 777     | 1,104   | 1,484             | 1,545   |
| Net income/(loss)  | 884  | (2,024) | (1,641)                      | (3,476) | 310     | 663               | 842     |
| Net income/(loss) per share(4)   | 0.90   | (2.06)  | (1.67)                       | (3.53)  | 0.31    | 0.67              | 0.86    |
| Net income/(loss) per ADS(5)   | 4.49   | (10.28) | (8.34)                       | (17.66) | 1.57    | 3.37              | 4.28    |
| <b>BALANCE SHEET DATA(1)(2)</b>  |  |         |                              |         |         |                   |         |
| <i>Argentine GAAP</i>  |  |         |                              |         |         |                   |         |
| Current assets   | 2,589  |         | 2,092                        | 2,631   | 3,103   | 3,393             | 2,723   |
| Fixed assets, net  | 8,300  |         | 9,618                        | 10,535  | 11,257  | 10,908            | 10,396  |
| Total assets   | 11,970   |         | 12,847                       | 14,452  | 15,614  | 15,609            | 13,640  |
| Current liabilities(9)   | 9,981  |         | 11,656                       | 3,982   | 3,792   | 3,544             | 2,699   |
| Non-current liabilities  | 343  |         | 343                          | 5,279   | 6,266   | 6,442             | 5,390   |
| Minority Interest  | 23   |         | 1                            | 26      | 26      | 32                | 39      |
| Foreign currency translation adjustments   | 27   |         | 36                           |         |         |                   |         |
| Total shareholders' equity   | 1,596  |         | 811                          | 5,165   | 5,530   | 5,591             | 5,512   |
| Total liabilities, minority interest, foreign currency translation adjustment and shareholders' equity | 11,970   |         | 12,847                       | 14,452  | 15,614  | 15,609            | 13,640  |

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|  |        |        |        |        |        |        |
|--|--------|--------|--------|--------|--------|--------|
| Common stock                                       | 984    | 984    | 984    | 984    | 984    | 984    |
| <i>U.S. GAAP Amounts(8)</i>                        |        |        |        |        |        |        |
| Total assets                                       | 11,430 | 12,067 | 15,102 | 15,642 | 15,678 | 13,784 |
| Current liabilities                                | 9,984  | 11,656 | 12,756 | 3,792  | 3,533  | 2,704  |
| Non-current liabilities                            | 554    | 386    | 847    | 6,322  | 6,479  | 5,462  |
| Minority interest                                  | 30     | 35     | 41     | 26     | 34     | 36     |
| Total shareholders' equity                         | 862    | (10)   | 1,458  | 5,502  | 5,632  | 5,582  |
| OTHER DATA   |        |        |        |        |        |        |
| Ratio of earnings to fixed charges(10) (unaudited) |        |        |        |        |        |        |
| Argentine GAAP                                     | 2.9    |        | 1.2    | 1.8    | 2.9    | 3.6    |
| U.S. GAAP  | 3.2    |        |        | 1.7    | 3.1    | 3.6    |

- (1) Argentine GAAP requires companies to present comparative information for balance sheet data as of the end of the previous fiscal year instead of the end of the same period of the previous year. Therefore, under Argentine GAAP, the balance sheet data as of September 30, 2003 should be compared to balance sheet data as of December 31, 2002. Accordingly, no balance sheet data is presented as of September 30, 2002.

- (2) Figures for the nine months ended September 30, 2003 reflect adjustments for inflation until February 28, 2003 and figures for the nine months ended September 30, 2002 have been restated in constant pesos as of February 28, 2003 for comparative purposes. Figures for year 2002 reflect the adoption of inflation accounting for the entire period. Figures for years 2001, 2000, 1999 and 1998 have been restated in constant pesos as of December 31, 2002 for comparative purposes. See Presentation of Financial Information and Selected Financial Data Inflation Accounting.
- (3) Other (net) includes equity gain (loss) from related companies, financial results, net, other expenses, net and minority interest.
- (4) Calculated based on 984,380,978 shares outstanding during each period/year.
- (5) Calculated based on 196,876,196 ADSs outstanding in each period/year. Dividend figures do not give effect to any charges of the depositary of Telecom's ADSs.
- (6) No dividends were paid for years 2001 and 2002. See Dividend Policy and Dividends.
- (7) Figures have been restated for inflation and do not represent nominal amounts as of payment dates. Payment under year 2000 column includes payments of dividends for fiscal years ended December 31, 2000 and September 30, 2000 as a result of Telecom's change of fiscal year-end from September 30 to December 31 effective as of January 1, 2001. See Presentation of Financial Information and Dividend Policy and Dividends.
- (8) For information concerning certain differences between Argentine GAAP and U.S. GAAP as applied to the Financial Statements and for the related effects of the significant differences in operating income, net income and shareholders' equity, see Note 20 to our financial statements as of and for the year ended December 31, 2002 and Note 16 to our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003.
- (9) As a result of our payment defaults, our creditors have the right to accelerate substantially all of our financial indebtedness. Accordingly, we have classified all our debt as a current liability in our September 30, 2003 and December 31, 2002 balance sheets.
- (10) For purposes of determining the ratio of earnings to fixed charges, earnings are defined as the sum of (a) pretax income (loss) from continuing operations before adjustment for minority interests in consolidated subsidiaries or equity gain or loss from related companies, (b) fixed charges and (c) amortization of capitalized interest minus (d) capitalized interest. A fixed charge is defined as the sum of: (1) all interest, whether expense or capitalized, (2) amortization of debt issue costs and (3) the interest-related portion of rental expense. Under Argentine GAAP, the ratios related to the year ended December 31, 2002 and to the nine-month period ended September 30, 2002 indicate less than one-to-one coverage. Consequently, earnings for these periods are inadequate to cover fixed charges. A total amount of earnings of P\$5,625 million and P\$6,131 million is required to attain a ratio of one-to-one determined under Argentine GAAP for the year ended December 31, 2002 and the nine-month period ended September 30, 2002, respectively. Under U.S. GAAP, the ratios related to the years ended December 31, 2002 and 2001 and to the nine-month period ended September 30, 2002 indicate less than one-to-one coverage. Consequently, earnings for these periods are inadequate to cover fixed charges. A total amount of earnings of P\$2,840 million, P\$3,354 and P\$3,285 million is required to attain a ratio of one-to-one determined under US GAAP for the years ended December 31, 2002 and 2001 and the nine-month period ended September 30, 2002, respectively.

#### **Consolidated and Unconsolidated Financial Information.**

See our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003 and 2002 and pages G-1 through G-110 for our consolidated financial statements for the years ended December 31, 2002, 2001 and 2000. For a description of events that have occurred since the date of our most recent financial statements see Information on Telecom Recent Developments.

Telecom's compliance with certain covenants to be contained in the notes will be measured based on Telecom's unconsolidated financial results. See Description of the Notes. For information regarding our financial and operating results on an unconsolidated basis see Note 19 to our consolidated financial statements as of and for the year ended December 31, 2002 and Note 15 to our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003.

## OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion should be read in conjunction with the unaudited consolidated financial statements as of and for the nine months ended September 30, 2003 and 2002 and the audited consolidated financial statements as of and for the years ended December 31, 2002, 2001 and 2000 included elsewhere in this solicitation statement.

Financial data for the fiscal year ended December 31, 2002 reflects adjustments for inflation until December 31, 2002. Financial data as of and for the nine months ended September 30, 2003 reflects adjustments for inflation until February 28, 2003. Financial data for the nine months ended September 30, 2002 has been restated in constant pesos as of February 28, 2003 for comparative purposes. Financial data as of and for the fiscal year ended December 31, 2001, the twelve-month period ended December 31, 2000 and the fiscal years ended September 30, 1999 and September 30, 1998 has been restated in constant pesos as of December 31, 2002 for comparative purposes. See Presentation of Financial Information and Selected Financial Data Inflation Accounting for a discussion of accounting presentation relating to inflation.

The continuing recession and political and economic crisis in Argentina in recent years has materially and adversely affected Telecom's business. Because of the political and economic instability in Argentina and Telecom's plans to restructure its outstanding debt pursuant to the APE, the following discussion may not be indicative of Telecom's future results of operations, liquidity or capital resources and may not contain all of the necessary information to help compare the information contained in this discussion with results from previous or future periods. Accordingly, the following discussion should be read in conjunction with, and is qualified in its entirety by, the risk factors described in this solicitation statement.

The independent auditors report of Pistrelli, Henry Martin y Asociados S.R.L. (a member firm of Ernst & Young Global), on the consolidated financial statements for the years ended December 31, 2002 and 2001, includes an explanatory paragraph describing the existence of substantial doubt about our ability to continue as a going concern. Additionally, the review report on the interim financial statements of Pistrelli, Henry Martin y Asociados S.R.L. (a member firm of Ernst & Young Global) and Price Waterhouse & Co. (a member firm of PricewaterhouseCoopers) on the consolidated financial statements as of and for the nine months ended September 30, 2003, includes an explanatory paragraph describing the existence of substantial doubt regarding our ability to continue as a going concern. This report also includes an explanatory paragraph describing that, as indicated in Note 3(c), effective March 1, 2003, Telecom has discontinued restating its financial statements into constant currency, as required by a resolution issued by the CNV in April 2003. Since Argentine GAAP still requires companies to prepare price-level restated financial statements, the application of the CNV resolution represents a departure from Argentine GAAP. The selected financial data included in this solicitation statement should be read in conjunction with the audited and unaudited consolidated financial statements and the related notes thereto included herein.

### **Economic and Political Developments in Argentina**

The substantial majority of Telecom's property and operations are located in Argentina. The Argentine government has exercised and continues to exercise significant influence over many aspects of the Argentine economy. Accordingly, Argentine governmental actions concerning the economy could significantly affect private sector entities in general, and Telecom in particular, as well as affect market conditions, prices and returns on Argentine securities, including those of Telecom. In the past several years, Argentina has experienced negative growth, high inflation, a large currency devaluation, loss of international reserves and limited availability of foreign exchange. Although the Argentine economy has shown signs of improvement in the first nine months of 2003, developments in macroeconomic conditions will likely continue to have a significant effect on Telecom's financial condition and results of operations and Telecom's ability to make payments of principal and/or interest on its indebtedness.

### *Economic and Political Developments*

Argentina entered into an economic recession in the second half of 1998 in the context of financial crises in emerging markets (including in Asia, Russia and Brazil). The recession in Argentina deepened further as public sector accounts began to be affected by the decrease in tax collections due to the recession and high interest rates on Argentina's sovereign debt. Argentine real gross domestic product decreased by 3.4% in 1999, by 0.8% in 2000 and by 4.4% in 2001.



Beginning in the second half of 2001 through the first half of 2002, Argentina experienced increased capital outflows, further decreases in economic activity and political infighting. As the recession caused tax revenue to drop, country risk spreads (the difference between a sovereign bond and a US bond of similar duration) climbed to extremely high levels, reflecting the public sector's diminished creditworthiness. Financing for private sector companies was effectively eliminated under these circumstances. In January 2002 the Argentine government abandoned the Convertibility Law which fixed the peso/U.S. dollar exchange rate at 1:1 and adopted emergency economic measures which, among other things, converted and froze our tariffs into pesos at a 1:1 peso/U.S. dollar ratio (sometimes referred to as "pesification").

The rapid and radical nature of changes in the Argentine social, political, economic and legal environment created a very unstable macroeconomic environment. Capital outflows increased in the first half of 2002, leading to a massive devaluation of the peso and an upsurge in inflation. In the six-month period ended June 2002, the consumer price index increased 30.5%. During this period the value of the peso compared to the U.S. dollar declined to a low of P\$3.80=US\$1.00 as of June 30, 2002 before improving to P\$3.74 per US \$1.00 at September 30, 2002 and P\$3.37=US\$1.00 at December 31, 2002. See "Background and Reasons for the APE Solicitation" Exchange Rates and Controls. As a result, commercial and financial activities in Argentina decreased significantly in 2002, further aggravating the economic recession. Real gross domestic product dropped by an estimated 10.9% in 2002 and the unemployment rate rose to a high of 21% as of May 2002.

The Argentine economy improved marginally during the nine-month period ended September 2003. The peso appreciated against the U.S. dollar, from P\$3.37 per US\$1.00 at December 31, 2002, to P\$2.98 per US\$1.00 at March 31, 2003, to P\$2.80 per US\$1.00 at June 30, 2003, and to P\$2.915 per US\$1.00 as of September 30, 2003. In addition, economic activity began to recover in comparison to 2002 as consumers in Argentina purchased more domestic goods compared to imported products since the peso devaluation had caused imports to become even more expensive in comparison to locally produced goods. The impact of this import substitution resulted in a trade balance surplus of approximately US\$17 billion in the twelve-month period ended August 2003. However, despite these changes and certain other improvements in Argentine financial indicators, the cumulative economic, social and political deterioration caused by the events of 2002 remains and Argentine real gross domestic product is still far below pre-crisis levels. Moreover, while the key components of our business remain strong in 2003 and our operating results have been enhanced by the appreciation of the Argentine peso and the impact of our cost reduction initiatives, resulting in net income of P\$779 million for the first nine months of 2003 compared to a net loss of P\$4,137 million for the same period in 2002 and a net loss of P\$4,354 million for the year ended December 31, 2002, our operating results and financial condition remain highly vulnerable to fluctuations in the Argentine economy.

### ***Inflation***

The changes introduced in Argentina over the past few years, as discussed in "Background and Reasons for the APE Solicitation" have triggered significant inflation, although such inflation slowed in the first nine months of 2003. The cumulative increase in the consumer price index was 41% in 2002 and 2.6% in the first nine months of 2003. The wholesale price index increased 118% in 2002 but showed a cumulative decrease of 1.2% in the nine-month period ended September 2003, as reported by the *Instituto Nacional de Estadísticas y Censos* (the Argentine National Statistics and Census Institute), or INDEC.

### **Ongoing Restructuring Efforts**

As a consequence of a number of developments, including the deterioration of the economic environment in Argentina, the devaluation and volatility of the peso, the conversion into pesos and freezing of Telecom's rates at the ratio of P\$1.00=US\$1.00 and uncertainties surrounding the adjustment of Telecom's regulated rates, in the first half of 2002, Telecom announced the suspension of payments of principal and interest on its and its Argentine subsidiaries' financial debt obligations. Since announcing the suspension of principal and interest payments on their financial indebtedness, each of Telecom, Telecom Personal and Publicom have been working with their financial advisors to develop a comprehensive plan to restructure all of their respective financial debt obligations and have taken the following steps to restructure their respective financial indebtedness.



### ***Interest Payments***

In June 2003, Telecom made an aggregate interest payment equal to the equivalent of US\$96 million, Telecom Personal made an aggregate interest payment equal to the equivalent of US\$13 million and Publicom made an aggregate interest payment equal to the equivalent of US\$0.04 million. These interest payments represented all accrued but unpaid interest on each respective entity's outstanding financial indebtedness to and including June 24, 2002 (without giving effect to any penalties or post-default interest rate increases) and 30% of all accrued but unpaid interest (without giving effect to any penalties or post-default interest rate increases) on the outstanding principal of each entity's respective outstanding financial indebtedness for the period beginning on June 25, 2002 and ending on December 31, 2002.

### ***Repurchase and Cancellation of Outstanding Indebtedness***

In June 2003, Telecom purchased and cancelled an aggregate principal amount equal to the equivalent of approximately US\$175 million of its outstanding medium term notes and US\$34 million of its outstanding indebtedness under credit facilities with financial creditors (approximately 11% of its outstanding medium term notes and 4% of its indebtedness under credit facilities with financial creditors as of December 31, 2002), for aggregate consideration of the equivalent of US\$115 million. Telecom purchased all of this financial indebtedness at a purchase price of 55% of the original principal amount.

Concurrently, Telecom Personal purchased and cancelled the equivalent of approximately US\$80 million aggregate principal amount of its outstanding indebtedness under credit facilities with financial creditors (approximately 13% of its outstanding indebtedness as of December 31, 2002) for aggregate consideration equal to the equivalent of US\$44 million. Publicom also purchased and cancelled the equivalent of US\$4 million aggregate principal amount of its outstanding indebtedness with financial creditors (90% of its outstanding indebtedness as of December 31, 2002) for aggregate consideration of the equivalent of US\$2 million. Telecom Personal and Publicom each purchased all such financial indebtedness at a purchase price of 55% of the original principal amount. Effective as of June 13, 2002, Telecom Personal refinanced US\$60 million of its indebtedness under promissory notes held by the TITAN financial trust. See Note 8(b) to our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003 and Note 8 to our unaudited consolidated financial statements as of and for the year ended December 31, 2002.

In April 2003, Núcleo S.A., or Núcleo, our Paraguayan mobile telephony subsidiary, reached an agreement with certain of its creditors to restructure approximately the equivalent of US\$13.8 million principal amount of its total financial indebtedness, of which US\$2.3 million was repaid as of September 30, 2003. Núcleo is currently in negotiations to refinance its remaining financial debt obligations, including its syndicated loan agreement, which amounted to US\$59 million as of September 30, 2003 (including accrued but unpaid interest penalties and post-default interest rate increases). Because Núcleo's restructured loan agreement includes a cross default suspension clause that expires on June 30, 2004, Núcleo may have to renegotiate its restructuring with all of its lenders if an agreement to refinance its remaining financial indebtedness is not completed by June 30, 2004 and any of the lenders whose loans have already been refinanced chooses to exercise its right of cross default.

In October 2003, Publicom repurchased all of its remaining financial indebtedness pursuant to an arrangement with one of its financial creditors. As a result of this and Publicom's earlier debt repurchases carried out in June 2003, Publicom has effectively repaid or repurchased 100% of its financial indebtedness.

### ***Telecom Restructuring Proposal and APE Solicitation***

We have engaged in discussions and negotiations with an ad hoc committee formed by six of our lenders under our credit facilities, or the Committee, including discussions on alternative proposals to effect a restructuring of our outstanding debt. We have also engaged in discussions and negotiations with representatives of certain of our bondholders. Although we have addressed some of the concerns raised by our creditors in our discussions with them

and have developed a comprehensive plan to restructure our outstanding debt pursuant to an *acuerdo preventivo extrajudicial* as set forth in this solicitation statement, not all of the concerns addressed by these creditors are reflected in our restructuring plan. See The APE Solicitation and Description of the APE.

### ***Telecom Personal Restructuring Proposal***

Concurrently with our APE solicitation, Telecom Personal is conducting a debt restructuring in which it is soliciting its existing creditors to agree to a restructuring plan under which Telecom Personal will restructure the equivalent of approximately US\$590 million of its outstanding unconsolidated debt, including approximately US\$27 million in intercompany obligations owed to Telecom, by issuing loans to its existing creditors with new payment terms and by paying cash consideration and making partial cash interest payments. The terms of Telecom Personal's loans pursuant to its restructuring are expected to be similar to the terms of Telecom's unlisted notes pursuant to its APE. For a discussion of the consideration options Telecom Personal will make available to each of its existing creditors, at each creditor's option if that creditor has agreed to Telecom Personal's debt restructuring, see The APE Solicitation Telecom Personal Restructuring Proposal.

Telecom Personal's debt restructuring proposal does not include Telecom Personal's guarantee of approximately US\$42.6 million principal face amount of financial indebtedness of Núcleo. Núcleo is currently negotiating a restructuring of its financial indebtedness with its creditors. See Repurchase and Cancellation of Outstanding Indebtedness. If Núcleo is not able to restructure the indebtedness underlying Telecom Personal's guarantee prior to the completion of Telecom Personal's restructuring, Telecom Personal expects to amend its restructuring proposal in a manner in which the beneficiaries of the guarantee will be provided with the same consideration as the other holders of Telecom Personal's financial indebtedness, with no further recourse to Núcleo. See The APE Solicitation Telecom Personal Restructuring Proposal.

### **Factors Affecting Results of Operations**

Described below are certain factors that may be helpful in understanding our overall operating results. These factors are based on the information currently available to our management and may not represent all of the factors that are relevant to an understanding of our current or future results of operations. See Special Note Regarding Forward-Looking Statements and Risk Factors.

Our operating revenues are derived principally from basic telephony services. Basic telephony services includes local and long-distance telephone services, public telephones, installation charges, interconnection services and supplementary services. Telecom also provides international long distance, data transmission and Internet services. Through its subsidiaries, Telecom also derives revenues from other telephone-related services such as cellular telephone services and directory publishing.

Basic telephony services are provided directly by Telecom. Telecom's cellular telephone services are provided in Argentina through Telecom's 99.99% owned subsidiary, Telecom Personal, and in Paraguay through Núcleo, a 67.5% owned subsidiary of Telecom Personal. Telecom's telephone directory publishing business is conducted through Publicom, a 99.99% owned subsidiary of Telecom. Telecom Argentina USA, a wholly owned subsidiary of Telecom, operates as a wholesale supplier of international telephone services.

### ***Net Sales***

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The principal factors which affect Telecom's net sales are rates and the volume of use of services. As described below, the effect of macroeconomic conditions, rate regulation and competition have had a significant effect on net sales in recent periods and are expected to continue to have a significant effect on net sales.

*Impact of Political and Economic Environment in Argentina on Net Sales.* Levels of economic activity affect the volume of local and long-distance traffic, the demand for new lines and the levels of uncollectible accounts and disconnections. Demand for our services and the amount of revenues we collect is also affected by inflation. See Summary Future of Telecom if the Restructuring is Successful for a description of Telecom's current assumptions regarding future exchange rates, inflation and gross domestic product.

*Effect of Rate Regulation on Net Sales.* The rates that Telecom charges in its basic telephony service business (including both monthly basic charges and measured service charges), installation charges in the basic telephony business, public telephone charges and charges for Internet dial up traffic are subject to regulation. These rates have been pesified and rate increases have been frozen by the Argentine government. Absent the Argentine government's approval of an increase in regulated rates, future revenue from our basic telephony business service will depend principally on the number of lines in service and the minutes of use or traffic for local and long distance services. Telecom has been in discussions with regulators with respect to rate adjustments. However, there can be no assurance as to whether, and to what extent, Telecom will be permitted to increase its regulated rates.

*Effect of Competition on Net Sales.* The market for telecommunications services has been open to competition since 2000. In the periods leading up to the Argentine economic crisis, the Argentine telecommunications market became increasingly competitive. Although the economic crises have affected the operations of some of our competitors, the environment recently has been, and is expected to be, increasingly competitive as the Argentine economy recovers. In particular, Telecom expects that the domestic and international long-distance service and cellular services will continue to be affected by competitive pressure.

These factors are expected to influence net sales in each of Telecom's principal business segments as described below.

*Basic Telephony Business.* As noted above, in the absence of rate adjustments, net sales in the basic telephony business will primarily depend upon the number of customers and the volume of traffic. Telecom anticipates that the number of lines in service and traffic will continue to gradually increase as the country recovers from economic recession. Nonetheless, Telecom does not expect to attain pre-crisis levels in these measures in the next few years.

Although Telecom expects that net sales from public telephones will increase in the next few years, Telecom expects that net sales from public telephones will decline as a percentage of net sales. Interconnection fee revenues in future periods will be impacted by traffic volume, which is expected to increase in a manner which is consistent with overall economic activity. Telecom believes that revenues from international long-distance service will continue to decrease as a result of competition, lower relative pricing and decreasing market share.

Telecom expects that its percentage of revenues derived from data transmission will continue to increase over the next several years despite competitive pressures, principally as a result of increased traffic volume driven by GDP growth. We expect net sales from Internet services to continue to grow as a result of increased penetration of Internet services, higher traffic volumes and increases in the non-regulated business rates.

*Wireless Telecommunication.* Growth in this revenue component is dependent on increased usage of wireless telecommunication service and an increase in rates charged for this service, a substantial part of which is not regulated but is subject to competitive pressures. While we experienced an increase in our cellular customer base during the economic crisis, our customers have switched to lower revenue generating plans, such as prepaid plans. Our cellular customer base is expected to continue to grow at a faster rate than growth in the customer base for basic telephony services. We expect that Telecom Personal's subscribers will increase in coming years, particularly prepaid subscribers, as Argentina gradually recovers from the recession. However, average revenues per user are expected to decline in the longer term as the customer base expands to incorporate lower-volume customers.

#### *Cost of Services, General and Administrative and Selling Expenses*

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We have implemented a cost reduction plan. Through this plan, we aim to reduce costs by reducing our number of employees, lowering our media advertising, promotional and institutional campaign expenses, reducing our overhead costs, maintenance expenses and service fees, reducing levels of non-paying customers, improving the collection of our accounts and controlling our level of capital expenditures.

Pursuant to our cost reduction plan, we reduced our number of employees by 8.8% between September 30, 2002 and September 30, 2003. However, since October 1, 2003, we have added 1,393 employees that previously worked for us under contracts with third parties.



Our employees are both unionized and non-unionized. The wages of the unionized employees are subject to a collective bargaining agreement and to regulation by the Argentine government. Unionized wages were increased in July 2002, January 2003, March 2003 and May 2003. In addition, in July 2003, the Argentine government imposed a definitive, fixed increase in basic wages for employees covered by collective bargaining agreements. In September 2003 we signed an agreement with certain trade unions that provides for wage adjustments for the employees represented by these unions and our non-union employees received a salary increase and an extraordinary bonus. We expect that our wage costs will increase approximately 13% in 2004 as a result of the net impact of these wage increases and the reduction in the number of employees.

We incur materials and supplies charges which are directly related to the maintenance of our network, hardware and software. A significant portion of these expenses is incurred in currencies other than the peso. Accordingly, any devaluation in the peso relative to these other currencies will increase our costs.

We pay interconnection fees to other operators for access, termination and long-distance transport for calls placed or received from those locations in the Southern Region where we do not have network coverage. We anticipate that these costs will increase in line with growth in traffic volumes associated with economic recovery.

We pay fees for various services such as legal, security and auditing services and other management services. Since 2002 we have also incurred fees in connection with our debt restructuring process, although we expect these costs will be eliminated once the APE is consummated. Management fees have been significantly reduced in recent years as a result of the suspension of the management fees paid to the Operators, although this reduction has been partially offset by an increase in fees related to the restructuring.

We also incur costs for media, advertising, promotional and institutional campaigns. Although we have reduced these expenses in recent years as part of our cost reduction plan, we expect that these costs will increase in coming years as the economy improves and competition increases.

Our bad debt expense is generally affected by the economic and political environment in Argentina. At the beginning of the recession we experienced an increase in bad debt expense, but we have recently experienced reduced bad debt expense as customers with weaker credit have discontinued our service. We expect that increases in our customer base in future periods will likely cause a corresponding increase in our levels of uncollectibles.

#### ***Gain on Repurchase of Debt***

Gain on repurchase of debt represents the gain resulting from our repurchase of a portion of our outstanding financial indebtedness in the cash tender offer completed in June 2003. See Note 12(b) to our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003.

Argentine GAAP establishes that an exchange of debt instruments with substantially different terms is a debt extinguishment and that the old debt instrument should no longer be recognized. Argentine GAAP clarifies that an exchange of debt instruments is deemed to have been accomplished upon the issuance of debt instruments that are substantially different if the present value of the cash flows under the terms of the new debt instrument is at least 10 percent different from the present value of the remaining cash flows under the terms of the original debt instrument. The new debt instrument should be initially recorded at fair value and that amount should be used to determine the debt extinguishment gain or loss to be recognized. Fair value should be determined by the present value of the future cash flows to be paid under the terms of the new debt instrument discounted at a rate commensurate with the risks of the debt instrument and time value of money. Accordingly,

Telecom may recognize gains (or losses) during the financial reporting period in which the APE is consummated.

***Other (Net)***

Other (Net) includes financial and holding results, other income and expenses (net) and investments in subsidiaries. The majority of our revenues are received in pesos whereas the majority of our financial indebtedness is, and after the APE will continue to be, substantially denominated in U.S. dollars and euro. Consequently, the pesification of our rates and subsequent fluctuations in the exchange rates between the peso and the U.S. dollar and euro have affected and will continue to affect the amount of our revenues in comparison to our debt service obligations.

In accordance with Technical Resolution No. 6 of the FACPCE, financial items included in the income statement are presented after taking into account the effects of inflation to the extent inflation accounting is required for that period. See Significant Accounting Policies Accounting for Inflation. Gains and losses from monetary position represent the effects of inflation on Telecom's monetary liabilities and assets. See Selected Financial Data. Accordingly, financial and holding results are subject to significant fluctuations based on the depreciation or appreciation in the peso relative to other currencies and reflect the impact of the adjustments for inflation required until February 28, 2003.

Our expectations regarding our future revenues and expenses as described above are based on certain macroeconomic assumptions. We have made assumptions that we believe are conservative because these macroeconomic assumptions involve factors that are not within our control. The expectations and assumptions described above constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and involve risks and uncertainties. Actual results may differ materially from our expectations and assumptions as a result of various factors, including the factors discussed under Risk Factors and Special Note Regarding Forward-Looking Statements.

### **Critical Accounting Policies**

Telecom's financial statements are prepared in accordance with Argentine GAAP. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses as well as the disclosure of contingent assets and liabilities. Management continually evaluates its estimates and judgments based on historical experience and other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

Telecom's accounting policies are more fully described in the Notes to its consolidated financial statements as of and for the year ended December 31, 2002, particularly Notes 3, 4, 10 and 14, and Notes 3, 4, 10 and 12 to its unaudited consolidated financial statements as of and for the nine months ended September 30, 2003. Management believes that the following are some of the more critical judgment areas in the application of accounting policies that currently affect Telecom's financial condition and results of operations.

### ***Income Taxes Deferred tax assets and tax credit on minimum presumptive income***

As of September 30, 2003 and December 31, 2002, Telecom had significant deferred tax assets which were generated principally by the devaluation of the peso. The recoverability of these deferred tax assets is assessed periodically. In accordance with Argentine GAAP, the recoverability of these assets depends on the existence of sufficient taxable income to offset against the tax credits within the carryforward period available under the tax law.

The Argentine government, through Decree No. 2568/02, stated that foreign currency exchange losses arising from holding assets and liabilities denominated in foreign currency as of January 6, 2002 had to be determined using an exchange rate of US\$1=P\$1.40. The net foreign currency exchange loss resulting from this calculation procedure (P\$1.40 minus P\$1.00) was to be considered deductible, for income tax purposes, at a rate of 20% per year commencing in fiscal year 2002. As of December 31, 2002, the exchange rate was US\$1=P\$3.37. Under the terms of Decree No. 2568/02, the difference between P\$1.40 and P\$3.37 was to be deducted entirely for income tax purposes in fiscal year 2002. Telecom and its tax advisors, in contrast, had interpreted Decree No. 2568/02 to require the entire amount (P\$3.37 minus P\$1.00) to be deducted for income tax purposes at a rate of 20% per year commencing in fiscal year 2002 through fiscal year 2006.

Since Telecom's management has determined that it is unlikely that Telecom will earn enough taxable profits to use all of its tax credit carryforwards existing at December 31, 2002 and created in future years, management has recorded a reserve as of December 31, 2002 and

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September 30, 2003 for the total value of Telecom s and Telecom s Personal s deferred tax credits. A reserve has also been recorded for the value of Nucleo s tax credits.

Management's judgments regarding the probability that these tax credits will be recognized may change based on future conditions particularly changes in exchange rates, the outcome of pending rate renegotiations with the Argentine government, the successful restructuring of debt obligations and other factors. These changes may require material adjustments to these deferred tax asset balances.

Telecom has also recorded an asset of P\$131 million as of September 30, 2003 relating to the value of its tax credit related to minimum presumptive income. Since this tax credit may be used in the next ten years, the Board of Directors of Telecom estimates that, based on current economic projections, the recoverability of this tax credit is probable. Therefore, no reserve was recorded under Argentine GAAP as of September 30, 2003 against the tax credit for minimum presumptive income.

Under U.S. GAAP, SFAS 109 provides more specific and strict rules relating to the evaluation of the recoverability of deferred tax assets. Under SFAS 109, when deciding whether to reserve against any deferred tax asset, an enterprise must consider several positive and negative factors and make a judgment as to whether to record a total or partial valuation allowance against these assets. Negative factors to be considered include uncertainties that may adversely affect operations and profit levels on a continuing basis in future years and whether the length of the carryforward period is so brief that it would limit the realization of the tax credit.

Although Telecom's financial projections indicate that Telecom may be able to recover the tax credits related to Publicom and the minimum presumptive income tax credits, due to the current macroeconomic environment and uncertainties surrounding Telecom's business, the information provided in Telecom's financial projections is not considered sufficient evidence of the recoverability of its tax credits under the criteria established by SFAS 109. Therefore, for purposes of Telecom's reconciliation of Argentine GAAP to U.S. GAAP, Telecom has recorded a valuation allowance for the full amount of its tax credits as of December 31, 2002 and September 30, 2003 under U.S. GAAP.

#### *Fixed and intangible assets Estimated useful lives and recoverability*

Telecom has significant tangible and intangible assets. The determination of the estimated useful lives of these assets and whether or not these assets are impaired involves significant judgment.

These assets have been depreciated based on their useful lives which is estimated for each class of fixed and intangible assets. Whether the applicable depreciation rates are reasonable must be considered in the context of the deregulation and increased competition which has characterized the Argentine telecommunications market since October 1999.

As a consequence of its review of the useful lives of Telecom's fixed assets performed in the year 2001 by an independent specialist, Telecom determined that the remaining lives of the copper external wiring and related infrastructure should be extended due to the development of the ADSL (Asymmetric Digital Subscriber Line) technology and the massive deployment of its services during the year 2001. Therefore, Telecom extended the remaining useful life assigned to these assets by 5 years and adopted new depreciation rates and a broader classification for the new assets as of January 1, 2001.

The recoverable value of fixed and intangible assets depends on the ability of these assets to generate sufficient net cash flows to absorb the net book value of these assets during the estimated useful lives of such assets. The management of Telecom periodically evaluates the recoverable value of its fixed and intangible assets by preparing economic and financial projections which provide for alternative scenarios based on macroeconomic, financial and telecommunications market hypothesis that are both probable and conservative.

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Argentine GAAP requires Telecom to assess whether the carrying amount of an asset is recoverable by estimating the sum of the undiscounted future cash flows expected to be derived from the asset. If the recoverable amount is less than the carrying amount, an impairment charge must be recognized. The amount of the impairment charge to be recognized should be based on the sum of the discounted future cash flows. This methodology is substantially similar to the methodology provided by SFAS 144 under U.S. GAAP. Telecom analyzed the recoverability of the carrying values of its fixed assets using the methodology required by Argentine GAAP and

determined that, assuming that its tariffs are effectively renegotiated, the value of its fixed assets and intangible assets is recoverable. Changes in Telecom's current expectations and operating assumptions, including changes in Telecom's business strategy, technology evolution, and/or changes in market conditions, as well as changes in future cash flow estimates due to, among other things, the outcome of the pending tariff negotiations with the Argentine government, could significantly impact these judgments and require future adjustments to recorded assets.

***Intangible assets with indefinite useful life PCS license***

Beginning in year 2002, in accordance with new Argentine accounting standards, Telecom stopped amortizing the value of its PCS license because this license is an intangible asset with an indefinite useful life.

In accordance with Argentine GAAP, Telecom assessed whether the carrying amount of this license is recoverable by estimating the sum of the undiscounted future cash flows expected to be derived from this asset and did not find that the book value of the PCS license to be impaired.

SFAS No. 142, under U.S. GAAP, requires that intangible assets with indefinite useful lives should not be amortized but should be tested for impairment by comparing the asset's book value to its estimated fair value. Based on Telecom's assessment of the recoverability of its PCS license, using the methodology required by SFAS No. 142, Telecom concluded that the current book value of the asset is not impaired.

The recoverability of an indefinite life intangible asset such as the PCS license requires Telecom's management to make assumptions about the future cash flows expected to be derived from such asset. Management's judgments regarding future cash flows may change due to future market conditions, business strategy, technology evolution and other factors. These changes, if any, may require material adjustments to the book value of the PCS license.

***Reserve for Doubtful Accounts***

Telecom increased its reserves for doubtful accounts in 2002 and may increase these reserves in the future due to the current economic situation in Argentina which has resulted in a significant increase in payment delays.

In order to determine the appropriate level of reserves, management estimates the collectibility of trade receivables and note receivables based on the creditworthiness of each customer. A considerable amount of judgment is required in assessing the ultimate realization of these receivables. In determining the appropriate level of reserves, management has considered, in addition to other factors, that the public sector's default may produce a delay in collections but may not affect the ultimate recoverability of receivables due from the Argentine government.

***Contingencies***

Telecom is subject to proceedings, lawsuits and other claims related to labor, civil and other matters. In order to determine the proper level of reserves relating to these contingencies, Telecom's management assesses the likelihood of any adverse judgments or outcomes related to these matters as well as the range of probable losses that may result from the potential outcomes. Telecom's management consults with internal legal

counsel on matters related to litigation and consults with internal and external experts in the ordinary course of business. A determination of the amount of reserves required, if any, for these contingencies is made after careful analysis of each individual issue. Telecom's determination of the required reserves may change in the future due to new developments in each matter or changes in Telecom's method of resolving such matters, such as a change in settlement strategy.

*Capitalization of foreign currency exchange differences related to debt for fixed asset acquisitions.*

As a consequence of the significant devaluation in the peso during the year 2002, the CPCECABA issued Resolution No. 3/02, which was subsequently adopted by CNV General Resolution No. 398. This resolution provides that any exchange rate differences arising on or after January 6, 2002 relating to liabilities denominated in foreign currency as of such date must be allocated to the cost of assets for which such liabilities were incurred (for example the assets constructed or refinanced with the proceeds of a debt financing) in accordance with the terms and conditions of the professional standards.



Under CNV General Resolution No. 398, a company may choose to, but is not required to, capitalize foreign exchange differences related to debt for fixed asset acquisitions, as described above. Under the CPCECABA Resolution No. 3/02, however, capitalization of foreign exchange differences related to debt for fixed asset acquisitions was mandatory. Telecom capitalized its foreign exchange differences related to debt for fixed asset acquisitions in accordance with CNV General Resolution No. 398. On July 28, 2003 the CPCECABA issued Resolution CD No. 87/03 which eliminated Resolution No. 3/02. Consequently, since July 29, 2003, Telecom has discontinued the capitalization of foreign currency exchange differences related to debt for fixed asset acquisitions. Under U.S. GAAP, the capitalization of foreign exchange differences related to debt for fixed asset acquisitions is not permitted. See Note 20 to Telecom's consolidated financial statements as of and for the year ended December 31, 2002 and Note 16 to Telecom's unaudited consolidated financial statements as of and for the nine months ended September 30, 2003.

### **Significant Accounting Policies**

The following accounting policies do not generally require management to make critical estimates and judgments comparable to those described under Critical Accounting Policies. However, we believe that a description of these key accounting policies will facilitate an analysis and understanding of our financial statements. The information set forth below should be read in conjunction with the more detailed information regarding our accounting policies set forth in the Notes to our consolidated financial statements, particularly Notes 3, 4, 10 and 14 to our consolidated financial statements as of and for the year ended December 31, 2002 and Notes 3, 4, 10 and 12 to our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003.

#### *Accounting for Inflation*

Telecom's consolidated financial statements have been prepared in constant pesos recognizing the effects of wholesale inflation. In July 2002, the Argentine government issued Decree No. 1269/02 establishing accounting for inflation in financial statements. The CNV, through General Resolution No. 415/02, adopted this procedure but it was later discontinued for periods after February 28, 2003. Consequently, Telecom's unaudited financial statements as of and for the nine months ended September 30, 2003 have been adjusted for inflation through February 28, 2003 and its audited financial statements as of and for the fiscal year ended December 31, 2002 reflect adjustments for inflation for the entire period. Financial information for the nine months ended September 30, 2002 has been restated in constant pesos as of February 28, 2003 for comparative purposes. Financial information as of and for the fiscal year ended December 31, 2001, the twelve-month period ended December 31, 2000 and the fiscal years ended September 30, 1999 and September 30, 1998 has also been restated for comparative purposes based on constant pesos as of December 31, 2002.

Due to the increase in the wholesale price index of 118% in the period of January through December 31, 2002 and 0.7% in the period of January 1, 2003 through February 28, 2003, which is used to determine the adjustment for inflation, the reinstatement of inflation accounting in accordance with Argentine GAAP has had a significant effect on our financial condition and results of operations.

#### *Revenue recognition*

Our recording of revenues is described in more detail in Note 4(c) to our unaudited consolidated financial statements as of September 30, 2003 and 2002.

Revenues are recognized when earned. Unbilled revenues from the billing cycle dating to the end of each month are calculated based on traffic and are accrued at the end of the month. Basic fees are generally billed monthly in advance and are recognized the following month when

services are provided. Revenues derived from other telecommunications services, principally network access, long distance and airtime usage, are recognized monthly as services are provided. Revenues from the sale of prepaid calling cards are recognized in the month in which the traffic is used or in which the card expires, whatever happens first. Remaining unused traffic for unexpired calling cards is shown as deferred revenue in current liabilities.

***Disclosure of Telecom's debt***

Since some of our creditors have exercised their right to accelerate the maturity of our debt and certain of our notes contain cross default and/or cross acceleration clauses, we have categorized our financial indebtedness as current as of December 31, 2002 and September 30, 2003, except for the debt with the TITAN financial trust of Telecom Personal which was refinanced as indicated in Note 8 to our consolidated financial statements as of and for the year ended December 31, 2002 and Note 8 of our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003 and certain debt of Núcleo. Our decision to classify this debt as current is based on the creditor's ability to require payment of these liabilities in the current period although these creditors have not generally sought to do so.

***Differences between U.S. and Argentine GAAP***

Differences exist between Argentine GAAP and U.S. GAAP which might be material to the financial information presented herein. These differences include different methods of measuring the amounts shown in the annual financial statements and different disclosure requirements under U.S. GAAP and Regulation S-X under the U.S. federal securities laws.

The principal items affecting our income under U.S. GAAP, as compared to Argentine GAAP, are discussed in Note 20 to our consolidated financial statements as of December 31, 2002 and Note 16 to our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003.

**Recent Accounting Pronouncements (Argentine GAAP)**

***New Accounting Standards***

On January 14, 2003, the CNV approved, with certain amendments, RT 16, 17, 18, 19 and 20 of the FACPCE which establish new accounting and disclosure principles under Argentine GAAP. These new RTs reflect the harmonization of Argentine GAAP with International Accounting Standards (IAS) undertaken by the International Accounting Standards Committee (IASC).

Telecom adopted these new standards early as of January 1, 2002 as permitted by the resolution. The principal changes in valuation and disclosure criteria resulting from the adoption of these new standards are as follows:

***RT 16 - Framework for the Preparation and Presentation of Financial Statements.***

In December 2000, the FACPCE issued RT 16, which sets out the concepts that underlie the preparation and presentation of financial statements for external reporting. The purpose of the framework is to assist the Board of the FACPCE, preparers and auditors of financial statements, and other interested parties in achieving their aims. The framework does not define standards for any particular measurement or disclosure issue. Nothing in the framework overrides any specific Technical Resolution. Among other things, the framework deals with (a) the objective of financial statements; (b) the qualitative characteristics that determine the usefulness of information in financial statements; (c) the definition, recognition and measurement of the elements from which financial statements are constructed; and (d) the concepts of capital and capital maintenance.

*RT 17 - Overall Considerations for the Preparation of Financial Statements.*

In December 2000, the FACPCE issued RT 17, which sets out guidelines for the recognition and measurement of assets and liabilities and the introduction of benchmark and alternative accounting treatments. The recognition and measurement of specific transactions and other events is dealt with in other Technical Resolutions.

Accounting Measurement of Certain Assets and Liabilities at Their Fair Value. Among other things, RT 17 sets out guidelines for the recognition and measurement of certain assets and liabilities at their fair value. RT 17 establishes that certain monetary assets and liabilities are to be measured based on the calculation of their discounted value using the internal rate of return of such assets or liabilities at the time of measurement, unless the company has the intent and ability to dispose of those assets or advance settlement of liabilities.

Loans Arising From Refinancing. RT 17 also establishes that an exchange of debt instruments with substantially different terms is a debt extinguishment and that the old debt instrument should be derecognized. RT 17 clarifies that from a debtor's perspective, an exchange of debt instruments is deemed to have been accomplished with debt instruments that are substantially different if the present value of the cash flows under the terms of the new debt instrument is at least 10% different from the present value of the remaining cash flows under the terms of the original instrument. The new debt instrument should be initially recorded at fair value and that amount should be used to determine the debt extinguishment gain or loss to be recognized. Fair value should be determined by the present value of the future cash flows to be paid under the terms of the new debt instrument discounted at a rate commensurate with the risks of the debt instrument and time value of money.

PCS License. Telecom also adopted RT 17 provisions, as amended by the CPCECABA, for accounting recognition of indefinite life intangibles. This standard prescribes the accounting treatment for identifiable intangibles after initial recognition. Upon adoption of the standard, amortization of indefinite life intangibles ceases. Periodic impairment testing of these assets is now required.

#### *RT 18 - Specific Considerations for the Preparation of Financial Statements*

In December 2000, the FACPCE issued RT 18, which sets out the recognition, measurement and disclosure criteria for specific transactions and other events.

Temporary Differences from Translation. In particular, RT 18 prescribes the method used to translate the financial statements of foreign subsidiaries. RT 18 establishes guidelines to classify foreign investments either as foreign operations or foreign entities. A company is to be regarded as a foreign entity if it is financially, economically and organizationally autonomous. Otherwise, a company is to be regarded as a foreign operation if its operations are integral to those of Telecom. Telecom's foreign subsidiaries have been classified as foreign entities since they are financially, economically and organizationally autonomous. Accordingly, and pursuant to RT 18, as amended by the CPCECABA, financial statements were translated using period-end exchange rates for assets, liabilities and results of operations. Adjustments resulting from these translations are accumulated and reported as a separate line item between the liability and equity sections of the balance sheet.

#### *RT 19 - Amendments to Technical Resolutions No. 4, 5, 6, 8, 9, 11 and 14*

In December 2000, the FACPCE issued RT 19.

Reclassification of Costs Included in Net Sales. In particular, RT 19 provides for certain specific disclosure provisions related to balance sheet and income statement items in the financial statements. Among others, RT 19 provides that only returns and other allowances should be deducted from net sales, while direct taxes and other costs directly associated with sales, i.e. turnover tax, should now be presented as operating costs.

Reclassification of Goodwill. Also, RT 19 prescribes that goodwill recorded by consolidated subsidiaries should be disclosed as a separate line item in the balance sheet.

RT 19 also amends Technical Resolution No. 8, or RT 8, and establishes that interim balance sheet amounts should be compared to the prior year-end while interim statement of income, changes in shareholders' equity and cash flow amounts should be compared to the corresponding period of the prior year.

*RT 20 - Accounting for Derivative Instruments and Hedging Activities*

Derivative Financial Instruments. In April 2002, the FACPCE issued RT 20, which establishes accounting and reporting standards for derivative instruments and for hedging activities. RT 20 requires that an entity recognizes all derivatives as either assets or liabilities in the balance sheet and measure those instruments at fair value. The accounting for changes in the fair value of a derivative depends on the intended use of the derivative and how it is designated. RT 20, as amended by the CPCECABA, prescribes that changes in the fair value of effective cash flow hedges are deferred as a separate component of the balance sheet and subsequently reclassified into earnings when the hedged items affect earnings. Gains and losses from fair value hedges are recognized in earnings in the period of any changes in the fair value of the related recognized asset or liability. Gains and losses on derivative instruments that are not designated as a hedging instrument are recognized in earnings in the period of change. Any hedge ineffectiveness and changes in the fair value of instruments that do not qualify as hedges are reported in current period earnings.

As of September 30, 2003, Telecom holds no derivative financial instruments and does not currently engage in hedging activities.

*RT 21 - Equity Method of Accounting, Consolidation of Financial Statements and Related Party Transactions*

In February 2003, the FACPCE issued RT 21, which amends Technical Resolutions No 4 and 5 and introduces certain amendments to other standards. This standard, as amended by the CPCECABA, will be effective for fiscal years beginning after April 1, 2003. As of the date of this solicitation statement, the CNV has not adopted this resolution.

See Note 20 to our consolidated financial statements as of and for the year ended December 31, 2002 and Note 16 to our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003 for a discussion of the differences between U.S. GAAP and Argentine GAAP.

**Nine Months ended September 30, 2003 and 2002 and Years ended December 31, 2002, 2001 and 2000**

For purposes of these sections, the nine months ended September 30, 2003 and 2002 are called first nine months of 2003 and first nine months of 2002, respectively, and the years ended December 31, 2002, 2001 and 2000 are called year 2002, year 2001 and year 2000, respectively.

As a result of the current political and economic uncertainty in Argentina and the restructuring of our outstanding debt pursuant to the APE, our results of operations presented below for the nine months ended September 30, 2003 and 2002 and for the years ended December 31, 2002, 2001 and 2000 may not be indicative of Telecom's current financial position or future results of operations and may not contain all of the information necessary to compare our financial position and operating results for the periods presented to previous or future periods. See Background and Reasons for the APE Solicitation and Economic and Political Developments in Argentina for additional discussion of factors which have affected and are expected to continue to affect our financial condition and results of operations. We currently expect that our results of operations for the year ended December 31, 2003 will be consistent with our results for the first nine months of 2003 if 2003 market and macroeconomic trends continue through the last quarter of 2003. Actual results may differ materially from our expectations and assumptions as a result of various factors, including the factors discussed under Risk Factors and Special Note Regarding Forward-Looking Statements.



Our results of operations are prepared in accordance with Argentine GAAP, which differs in certain respects from U.S. GAAP. For a discussion of the principal differences between Argentine GAAP and U.S. GAAP, see Note 20 to our consolidated financial statements as of and for the year ended December 31, 2002 and Note 16 to our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003.

For the nine months ended September 30, 2003, Telecom had net income of P\$779 million, compared to a net loss of P\$4,137 million for the nine months ended September 30, 2002. The improvement in reported net income was mainly due to foreign currency gains of P\$1,006 million and P\$375 million of gains arising from the purchase of our indebtedness.

Telecom had consolidated net revenues of P\$2,711 million in the first nine months of 2003 compared to P\$3,151 million in the first nine months of 2002, as the negative effect of the adjustment for inflation offset recovery in demand for services. The basic telephony business benefited from cost reductions as well as a higher number of lines in service and increased traffic. The cellular business in Argentina showed signs of improvement as a result of an increase in cellular subscribers, increased minutes of use and an increase in the sale of prepaid cards. The Internet business benefited from an increase in subscribers and in ADSL and dial-up monthly fees. Price increases were implemented for certain services including data transmission and domestic long distance services.

Telecom has continued to emphasize strong cost controls. Cost of services, general and administrative expenses and selling expenses decreased from P\$3,294 million in the first nine months of 2002 to P\$2,687 million in the first nine months of 2003 as a result of inflation adjustments and cost controls. Cost reductions included lower bad debt expense, lower marketing expenses and decreased management fees. However, costs increased for certain items, such as commissions paid to vendors in the cellular business as a result of higher sales. While Telecom reduced its number of employees in the first nine months of 2003 as part of its cost savings plan, salaries and bonuses for unionized and non-unionized employees have recently been increased. Furthermore, as a result of the recovery of demand for services, Telecom expects that it will need to increase its capital and marketing expenditures in order to maintain the quality of its service and its competitive position.

Although the overall economic situation in Argentina has shown signs of improvement and stability in 2003, as discussed above, Telecom's operations continue to be influenced by the pesification and freezing of regulated tariffs and macroeconomic factors (particularly exchange rates).

### *Net Sales*

Detailed below are the major components of net sales for the nine months ended September 30, 2003 and 2002 and for the years ended December 31, 2002, 2001 and 2000. During year 2002, in accordance with new accounting pronouncements, certain items included within net sales were reclassified to different categories. The items reclassified in 2002 relate mainly to measured service charges, international long distance revenues, data transmission revenues and turnover tax. Information for year 2001 and year 2000 has been also reclassified for comparative purposes.

| Nine Months            |      | % of<br>Change | Year Ended December 31, |      |      | % of Change |           |
|------------------------|------|----------------|-------------------------|------|------|-------------|-----------|
| Ended<br>September 30, |      |                | Year Ended December 31, |      |      | % of Change |           |
| 2003                   | 2002 | 2003-2002      | 2002                    | 2001 | 2000 | 2002-2001   | 2001-2000 |
|                        |      |                |                         |      |      |             |           |



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|   | (P\$ millions)  |                 | Increase/<br>(Decrease) | (P\$ millions)  |                 | Increase/<br>(Decrease) |                 |                 |
|---|-----------------|-----------------|-------------------------|-----------------|-----------------|-------------------------|-----------------|-----------------|
| <b>Net sales</b>                        |                 |                 |                         |                 |                 |                         |                 |                 |
| Voice, data and Internet                |                 |                 |                         |                 |                 |                         |                 |                 |
| Measured service charges                | 673             | 805             | (16)                    | 1,012           | 1,781           | 1,870                   | (43)            | (5)             |
| Monthly basic charges                   | 448             | 610             | (26)                    | 756             | 1,451           | 1,457                   | (48)            |                 |
| Installation charges                    | 20              | 16              | 25                      | 20              | 52              | 48                      | (61)            | 8               |
| Public telephone service                | 126             | 151             | (16)                    | 191             | 375             | 434                     | (49)            | (14)            |
| International long-distance service     | 156             | 211             | (26)                    | 258             | 339             | 406                     | (24)            | (16)            |
| Data transmission                       | 247             | 272             | (9)                     | 365             | 572             | 506                     | (36)            | 13              |
| Interconnection revenues                | 119             | 141             | (16)                    | 171             | 218             | 391                     | (22)            | (44)            |
| Internet revenues                       | 44              | 44              | 0                       | 57              | 68              | 52                      | (16)            | 31              |
| Other national basic telephony services | 57              | 80              | (29)                    | 102             | 236             | 162                     | (57)            | 46              |
| Wireless telecommunication service      | 817             | 815             | 0.0                     | 1,028           | 1,809           | 1,907                   | (43)            | (5)             |
| Directory publishing                    | 4               | 6               | (33)                    | 23              | 103             | 116                     | (78)            | (11)            |
|   | <u>        </u> | <u>        </u> | <u>        </u>         | <u>        </u> | <u>        </u> | <u>        </u>         | <u>        </u> | <u>        </u> |
| Total net sales                         | 2,711           | 3,151           | (14)                    | 3,983           | 7,004           | 7,349                   | (43)            | (5)             |

*General*

During the first nine months of 2003, net sales decreased approximately 14.0% to P\$2,711 million from P\$3,151 million in the first nine months of 2002. As discussed above, the decrease in net sales was mainly due to the impact of the adjustment for inflation and our inability to raise tariffs as a result of the freezing of rates after the pesification enforced by the Argentine government. These negative factors had a greater impact on our net sales than higher prices charged for data transmission and Internet subscriptions, lower discounts in domestic long distance services and a recovery in demand, particularly in the cellular business in Argentina.

During year 2002, net sales decreased approximately 43.1% to P\$3,983 million from P\$7,004 million in year 2001. The decrease in net sales was mainly due to the restatement for inflation of the figures as of December 31, 2001 and the freezing of rates after the pesification enforced by the Argentine government.

During year 2001, net sales decreased 4.7% to P\$7,004 million from P\$7,349 million in the previous year. The decrease in net sales was mainly due to a decrease in revenues generated by measured service charges, monthly basic charges, public telephone service, international long distance service, cellular telephone service and interconnection revenues, partially offset by an increase of data transmission revenues and internet revenues.

***Revenues from Telecommunications***

*Measured Service Charges and Monthly Basic Charges*

Measured service charges are based on the number and duration of calls. Measured service revenues depend on the number of lines in service, the volume of usage, the number of new lines installed and applicable rates. Measured service charges also include calls made by customers in order to access the Internet. See [Information on Telecom Our Business Basic Telephony Services Basic Telephony Revenue Measured Service](#).

Most of our customers are billed monthly. Installation charges and monthly basic charges differ for residential, professional and commercial customers. See [Information on Telecom Rates](#).

Revenues from measured service charges and monthly basic charges also include charges for supplementary services (which include call-waiting, call-forwarding, three-way calling, direct inwards dialing, toll-free service and voicemail, among others).

Revenues from traffic (defined as measured service plus monthly basic charges) represented 41.3% of our total net sales for the first nine months of 2003, compared to 44.9% of our total net sales for the first nine months of 2002. Revenues from traffic decreased 20.8% to P\$1,121 million in the first nine months of 2003 from P\$1,415 million in the first nine months of 2002. Measured service charges decreased 16.4% to P\$673 million in the first nine months of 2003 from P\$805 million in the first nine months of 2002. The decrease was due to the adjustment for inflation of figures as of September 30, 2002. This decrease was partially offset by an increase in revenues from domestic long distance traffic as a consequence of higher traffic and higher average rates resulting from a reduction in promotional discounts. Revenues from local telephony also increased due to higher traffic.



Monthly basic charges decreased 26.6% to P\$448 million in the first nine months of 2003 when compared with the first nine months of 2002. This decrease was mainly due to the adjustment for inflation of figures as of September 30, 2002. The decrease was partially offset by an increase in revenues from supplementary services. Lines in service as of September 30, 2003 increased to approximately 3,623,000 due to the slight recovery in demand, compared to approximately 3,610,000 as of September 30, 2002. Moreover, monthly charges remained stable after the pesification and freeze on rates enforced by the Argentine government on January 6, 2002.

Revenues from traffic represented 44.4% of total net sales for year 2002, compared to 46.1% of total net sales for year 2001. Revenues from traffic decreased 45.3% to P\$1,768 million in year 2002 from P\$3,232 million in year 2001. Measured service charges decreased 43.2% to P\$1,012 million in year 2002 from P\$1,781 million in year 2001. This decrease resulted from a reduction in revenues from local and domestic long distance traffic. In addition, the deterioration of the economic conditions in the country had a negative impact on the number of customer lines.

Monthly basic charges decreased 47.9% to P\$756 million in year 2002 when compared with year 2001. The decrease was mainly due to a lower average number of lines in service (approximately 377,000 fewer lines were in service in year 2002 compared to year 2001) and a lower number of subscribers of supplementary services.

Revenues from traffic represented 46.1% of total net sales for year 2001, compared to 45.3% of total net sales for year 2000. Revenues from traffic decreased 2.8% to P\$3,232 million in the year 2001 from P\$3,327 million in 2000. Measured service charges decreased 4.8% to P\$1,781 million during year 2001, as compared to 2000. This decrease was mainly due to lower revenues received from domestic long distance service as a consequence of significant reductions in rates resulting from different pricing plans that were introduced due to competitive pressures in basic telephony service. Total traffic volume measured in minutes increased for year 2001 when compared to year 2000 but was offset by the decrease in rates.

Monthly basic charges decreased 0.4% to P\$1,451 million in year 2001 when compared with the previous year. This decrease was mainly due to discounts applied to different supplementary services.

#### *Installation Charges*

During the first nine months of 2003, installation charges received from new customers increased by 25.0% to P\$20 million from P\$16 million in the first nine months of 2002. This increase was primarily due to an increase in the number of lines connected during this period.

During year 2002, installation charges from new customers decreased by 61.5% to P\$20 million, from P\$52 million in year 2001. The decrease was largely due to the impact of the restatement for inflation of the 2001 figures and a lower number of lines connected (approximately 134,000 lines were connected in year 2002 as compared to 322,000 lines connected during year 2001) but was partially offset by a higher average installation price.

During year 2001, revenues from installation charges increased by 8.3%, to P\$52 million when compared to year 2000. This was largely due to a higher number of lines connected and was partially offset by lower installation fees.

#### *Public Telephone Service*

Revenues from public telephone service decreased approximately 16.6% to P\$126 million in the first nine months of 2003, from P\$151 million in the first nine months of 2002. This decrease was principally due to the impact of the inflation adjustment which had a greater negative impact than the positive impact derived from higher traffic generated by public telephony telecommunications centers, or Telecentros, in the first nine months of 2003.

Revenues from public telephone service decreased approximately 49.1% to P\$191 million in year 2002, from P\$375 million in year 2001. This decrease was principally due to the restatement of the year 2001 figures in constant pesos as of December 31, 2002, the lower traffic generated by public telephony telecommunications centers, or Telecentros, and the lower revenues received from public payphones and telephone cards.

Revenues from public telephone service decreased approximately 13.6% to P\$375 million during year 2001. This decrease was principally due to the lower traffic generated by Telecentros and lower revenues from public telephones. These effects were partially offset by higher sales of public telephony cards and higher sales generated from the lease of public telephony lines to other operators.

#### *International Long-Distance Service*

During the first nine months of 2003, international long-distance service revenues decreased by approximately 26.1% to P\$156 million from P\$211 million in the first nine months of 2002. This decrease was due to the adjustment for inflation of figures as of September 30, 2002. International long distance represented 5.7% of sales for the nine months ended September 30, 2003 and 6.7% of sales for the nine months ended September 30, 2002.

During year 2002, international long-distance service revenues decreased by approximately 23.9% to P\$258 million from P\$339 million in year 2001. This decrease was due to the restatement of the year 2001 figures in constant pesos as of December 31, 2002, and lower outgoing traffic which was partially offset by the revenues generated by our subsidiary Telecom USA.

During year 2001, international long-distance service revenues decreased by approximately 16.5% to P\$339 million when compared to the previous year. This was due to the lower rates that were charged as a result of the implementation of different pricing plans and lower settlement revenues. The reduction in prices was not offset by a significant increase in traffic.

International long-distance revenues represented 6.5% of total net sales for the year 2002 and 4.8% of total net sales for the year 2001.

#### *Data Transmission*

Revenues generated by the data transmission business decreased 9.2% to P\$247 million in the first nine months of 2003 from P\$272 million in the first nine months of 2002. The decrease was due to adjustments of the September 30, 2002 figures for inflation, partially offset by higher revenues generated by the fixed line networks and the lease of data circuits. Additionally, Internet dial-up measured services increased as a consequence of the higher number of Internet subscribers of other Internet Service Providers, or ISPs, that access our network. As of September 30, 2003, Internet minutes represented 33% of total traffic measured in minutes transported over our fixed-line network.

Revenues generated by the data transmission business decreased 36.2% to P\$365 million in year 2002 from P\$572 million in year 2001. The decrease was due to restatement for inflation, partially offset by higher revenues generated by the ground networks and international connectivity. Additionally, Internet dial-up measured services increased as a consequence of the higher number of Internet subscribers of other ISPs that access our network. As of December 31, 2002, Internet minutes represented 31% of total traffic measured in minutes transported over our fixed-line network.

Revenues generated by the data transmission business increased 13.0% to P\$572 million during year 2001 when compared to the previous year. This increase was due to higher Internet dial-up measured services compared to year 2000. This increase is mainly due to the significant increase of Internet subscribers in Argentina that use our network to access the Internet. Additionally, there was an increase in revenues generated by data transmission services, such as monthly charges, lease of data circuits to other operators, international connectivity and others due to a higher penetration of these services and an increase in demand for lines leased by other data transmission operators.



### *Interconnection Revenues*

During the first nine months of 2003, revenues generated by interconnection services, which primarily include access, termination and long-distance transport of calls, decreased 15.6% to P\$119 million. The decrease was due to the adjustment for inflation of figures as of September 30, 2002 offset based on the CER adjustment to prices of these services.

During year 2002, revenues generated by interconnection services decreased 21.6% to P\$171 million. Interconnection revenues generated by fixed interconnection services decreased 26.0% to P\$131 million in year 2002 from P\$177 million in year 2001. Meanwhile, revenues generated by interconnection services provided to cellular operators decreased by 2.4% to P\$40 million in year 2002. These revenues decreased 44.2% to P\$218 million in fiscal year 2001 when compared with year 2000. This reduction in interconnection revenues was due to the reduction in interconnection rates as required by the SC pursuant to Decree No. 764/00.

### *Internet Revenues*

Revenues generated by Internet subscription fees and Internet-related value-added services remained stable at P\$44 million in the first nine months of 2003 and the first nine months of 2002. The effect of adjustment for inflation of figures was offset by an increase in the number of subscribers and an increase in ADSL high-speed access and dial-up monthly fees. As of September 30, 2003, the number of ADSL subscribers reached approximately 39,600 compared to 30,000 as of September 30, 2002. Furthermore, Internet dial-up customers reached approximately 154,000 compared to 147,000 as of September 30, 2002.

Revenues generated by Internet subscription fees and Internet-related value-added services decreased 16.2% to P\$57 million in year 2002 from P\$68 million in year 2001. The decrease was mainly due to the restatement of figures to adjust for inflation. The decrease was partially offset by an increase in ADSL high-speed access fees. As of December 31, 2002, the number of ADSL subscribers reached approximately 30,000. Furthermore, Internet dial-up customers reached approximately 147,000. Internet revenues increased 30.8% to P\$68 million in year 2001 from P\$52 million in the previous year, mainly due to an increase in the number of customers using our Internet services.

### *Other National Basic Telephony Services*

Revenues from other national basic telephony services are derived mainly from dedicated lines, access charges and miscellaneous customer charges. During the first nine months of 2003, revenues from other national basic telephony services decreased by approximately 29% to P\$57 million from P\$80 million in the first nine months of 2002. The decrease was mainly due to a decrease in the lease of lines and circuits.

During year 2002, other national basic telephony revenues decreased by approximately 57% to P\$102 million from P\$236 million in year 2001. The decrease was mainly due to a decrease in leased lines and circuits and the restatement of year 2001 figures in constant pesos as of December 31, 2002 to adjust for inflation. During year 2001, other national basic telephony revenues increased by approximately 46% to P\$236 million compared to year 2000. The increase was mainly due to higher revenues related to charges from line reconnections and charges for changes to customers' addresses.

### *Wireless Telecommunication Service*



During the first nine months of 2003, revenues from wireless telecommunication service increased by approximately 0.2% to P\$817 million from P\$815 million in the first nine months of 2002. Telecom Personal's revenues (excluding intercompany revenues) increased 6.3% to P\$706 million in the first nine months of 2003 from P\$663 million in the first nine months of 2002. This increase was mainly due to a higher average number of subscribers, higher sales of pre-paid cards, higher calling party pays (CPP) revenues, an increase in revenues due to charges for the termination of calls coming from other cellular operators and the increase in national and international roaming charges. Furthermore, the average revenue per user increased by 26% to P\$30 per customer per month for the first nine months of 2003 compared to P\$24 for the first nine months of 2002. Total cellular subscribers of Telecom Personal in Argentina reached approximately 2,425,000 as of September 30, 2003, an increase of approximately 273,000 customers, or 13%, as compared to September 30, 2002. Telecom Personal's

customer base as of September 30, 2003 was comprised of approximately 1,996,000 prepaid subscribers, representing 82% of the total customer base, and approximately 429,000 contract subscribers, representing the remaining 18% of the total customer base. Núcleo, which provides PCS and cellular services in Paraguay, generated revenues (excluding intercompany revenues) of P\$111 million in the first nine months of 2003, a decrease of 27% from P\$152 million in the first nine months of 2002. The decrease was mainly due to a slight decrease in Núcleo's customer base and the appreciation of the peso against the Paraguayan currency, the guaraní, as Núcleo's revenues are denominated in Paraguayan currency. Núcleo's revenues are consolidated in Telecom Personal.

During year 2002, revenues from wireless telecommunication service decreased by approximately 43.2% to P\$1,028 million from P\$1,809 million in year 2001. Telecom Personal's revenues (excluding intercompany revenues) decreased 49.2% to P\$852 million in year 2002 from P\$1,676 million in year 2001. This decrease was mainly due to a lower average number of subscribers during year 2002, lower levels of traffic and lower sales of handsets. Furthermore, the average revenue per user decreased by 11% to P\$25 per customer per month for year 2002. Telecom Personal's customer base as of December 31, 2002 was approximately 850,000 subscribers for the Metropolitan Area of Buenos Aires (AMBA), 1,279,000 subscribers for the Northern Region and 62,000 subscribers for the Southern Region. Telecom Personal's total cellular subscribers in Argentina reached approximately 2,191,000 as of December 31, 2002, an increase of approximately 55,000 customers, or 2.5%, as compared to December 31, 2001. Núcleo generated revenues (excluding intercompany revenues) of P\$176 million in year 2002, an increase of 32.3% from P\$133 million in year 2001. The increase was mainly due to exchange differences and a slight increase in the customer base.

During year 2001, revenues from wireless telecommunication service decreased by approximately 5.1% to P\$1,809 million compared to year 2000. This decrease was mainly due to a decrease in monthly fees, measured services revenues and CPP revenues, which resulted from a reduction in the applicable rates, lower traffic and a decrease in revenues from handset sales. This decrease was partially offset by an increase in prepaid service revenues. As of December 31, 2001, Telecom Personal had approximately 776,000 cellular subscribers in the Metropolitan Area of Buenos Aires (AMBA), approximately 1,304,000 cellular subscribers in the Northern Region and approximately 56,000 cellular subscribers in the Southern Region. Telecom Personal began providing cellular services in the Southern Region in March 2000. Núcleo generated revenues of P\$133 million during year 2001. The increase as compared to year 2000 was mainly due to the significant increase in Núcleo's customer base, partially offset by lower average revenue per user.

### ***Directory Publishing***

During the first nine months of 2003, revenues from telephone directory publishing decreased by 33.3% to P\$4 million in the nine months ended September 30, 2003 from P\$6 million for the first nine months of 2002. The decrease was mainly due to the effect of the adjustment for inflation of figures as of September 30, 2002 and lower levels of advertising activity.

During year 2002, revenues from telephone directory publishing decreased by 77.7% from P\$103 million in year 2001. This decrease was due to a decrease in the revenues generated by Publicom's telephone directory publishing business as a result of lower levels of advertising activity. The telephone directory publishing business generated revenues of P\$103 million in year 2001 compared to P\$116 million in year 2000. The decrease in telephone directory publishing business revenues was mainly due to lower advertising levels.

**Cost of Services, General and Administrative and Selling Expenses**

Detailed below are the major components of the cost of services, general and administrative and selling expenses for the first nine months of 2003 and 2002 and for the years ended December 31, 2002, 2001 and 2000:

|  | Nine Months Ended |              | % of<br>Change          | Year Ended     |              |              | December 31,        |            | % of Change |
|--|-------------------|--------------|-------------------------|----------------|--------------|--------------|---------------------|------------|-------------|
|  | September 30,     |              |                         | December 31,   |              |              |                     |            |             |
|  | 2003              | 2002         | 2003-2002               | 2002           | 2001         | 2000         | 2002-2001           | 2001-2000  |             |
|  | (P\$ millions)    |              | Increase/<br>(Decrease) | (P\$ millions) |              |              | Increase/(Decrease) |            |             |
| Cost of services, general and administrative and selling expenses              |                   |              |                         |                |              |              |                     |            |             |
| Salaries and social security   | 363               | 471          | (23)                    | 583            | 1,141        | 1,098        | (49)                | 4          |             |
| Depreciation of fixed assets   | 1,342             | 1,479        | (9)                     | 1,965          | 1,677        | 1,584        | 17                  | 6          |             |
| Bad debt expense   | 19                | 197          | (90)                    | 188            | 563          | 334          | (67)                | 69         |             |
| Management fees  | 2                 | 22           | (91)                    | 23             | 229          | 286          | (90)                | (20)       |             |
| Fees for services  | 75                | 89           | (16)                    | 115            | 214          | 208          | (46)                | 3          |             |
| Interconnection costs  | 100               | 112          | (11)                    | 140            | 212          | 301          | (34)                | (30)       |             |
| Taxes  | 189               | 213          | (11)                    | 274            | 421          | 386          | (35)                | 9          |             |
| Other operating and maintenance expenses                                       | 597               | 711          | (16)                    | 897            | 1,648        | 1,954        | (46)                | (16)       |             |
| <b>Total cost of services, general and administrative and selling expenses</b> | <b>2,687</b>      | <b>3,294</b> | <b>(18)</b>             | <b>4,185</b>   | <b>6,105</b> | <b>6,151</b> | <b>(31)</b>         | <b>(1)</b> |             |

**General**

Total cost of services, general and administrative and selling expenses decreased by 18.4% to P\$2,687 million in the first nine months of 2003 from P\$3,294 million in the first nine months of 2002. This decrease was principally due to the adjustment of the September 30, 2002 figures for inflation and cost reduction plans implemented by Telecom.

Total cost of services, general and administrative and selling expenses decreased by 31.4% to P\$4,185 million in year 2002 from P\$6,105 million in year 2001. This decrease was principally due to the restatement of the December 31, 2001 figures for inflation and cost reduction plans implemented by Telecom.

Total cost of services, general and administrative and selling expenses decreased by 0.8% to P\$6,105 million in year 2001 from P\$6,151 million in year 2000. This decrease was principally due to a decrease in interconnection costs, a drop in management fees and a decline in other operating and maintenance expenses. These decreases were partially offset by an increase in salaries and social contributions, a growth in fixed assets depreciation, an increase in bad debt expenses and an increase in fees for services.

**Salaries and Social Security**

During the first nine months of 2003, the amount of salaries and social security payments was approximately P\$363 million, representing a 22.9% decrease from the amount of wages and social benefits incurred in the first nine months of 2002. This decrease was mainly due to the effect of the adjustment of the September 30, 2002 figures for inflation and the reduction in the number of employees partially offset by an increase in social security contributions on March 1, 2003 and extraordinary bonuses and salary increases implemented in September 2003 for unionized and non-unionized employees.

For the first nine months of 2003, salaries and social security payments were approximately 13.4% of net sales. For the first nine months of 2002, wages and social benefits were approximately 14.9% of net sales.

During year 2002, the amount of salaries and social security payments were approximately P\$583 million, representing a 48.9% decrease from year 2001. This decrease was mainly due to the effect of the restatement for inflation of the December 31, 2001 figures and the reduction in labor costs of unionized and non-unionized employees as a consequence of the implementation of the cost reduction plan launched during the previous fiscal year. Additionally, Telecom Personal and Publicom reduced their total number of employees.

During year 2001, the amount of salaries and social security were approximately P\$1,141 million, representing a 3.9% increase over year 2000. This increase was mainly due to an increase in the number of employees in the fixed and cellular activities and an increase in the amount of social security contributions required by the Argentine government in the third quarter of year 2001. The increase in the number of employees is a result of the transfer of 110 information system workers from Publicom to Telecom.

Salaries and social security payments were approximately 14.6% of net sales in year 2002, 16.3% of net sales in year 2001 and 14.9% of net sales in year 2000.

### ***Depreciation of Fixed Assets***

Depreciation is calculated using the straight-line method based on the estimated useful life of the relevant asset. Fixed assets acquired after November 8, 1990, the date on which Telecom commenced operations upon the transfer from the Argentine government of the telecommunications system in the Northern Region, are being depreciated over an average of 10 years.

Depreciation expense was P\$1,342 million in the first nine months of 2003 and P\$1,479 million in the first nine months of 2002. Depreciation expense was equal to approximately 49.5% of net sales for the first nine months of 2003 and 46.9% of net sales for the first nine months of 2002. The decrease in depreciation expense was due to the end of the amortization period of some assets and to lower depreciation expense related to capitalized foreign currency exchange differences on financial indebtedness. The increase in depreciation as a percentage of net sales was due to a decrease in net sales in the first nine months of 2003 compared to the first nine months of 2002.

Depreciation expense was approximately P\$1,965 million in year 2002, P\$1,677 million in year 2001 and P\$1,584 million in year 2000. Depreciation expense was equivalent to 49.3% of net sales for year 2002, 23.9% of net sales for year 2001 and 21.6% of net sales for year 2000. The increase in depreciation expense in year 2002 compared to year 2001 was primarily due to the effects of capitalized foreign currency exchange differences originated by financial indebtedness and the amortization of the new assets used in cellular and data transmission activities during year 2002. The increase in depreciation in 2001 was mainly due to the incorporation of new assets in the cellular and data activities, partially offset by a decrease resulting from the decision to extend the useful life of copper external wiring.

### ***Bad Debt Expense***

During the first nine months of 2003, bad debt expense decreased 90.3% to P\$19 million from P\$197 million in the first nine months of 2002. This decrease was attributable to a lower level of bad debt expense related to residential segments as the number of customer lines in service decreased as a consequence of the crisis in year 2002. This decrease is also the result of the inflation adjustment of the figures for the nine months ended September 30, 2002.

During year 2002, bad debt expense decreased 66.6% to P\$188 million from P\$563 million in year 2001. This decrease was due to the restatement of the December 31, 2001 figures for inflation and the decrease in customer lines (as a result of the economic crisis), mainly in the residential segments.

During year 2001, bad debt expense increased 68.6% to P\$563 million when compared to year 2000. This increase was mainly due to the deterioration of the Argentine economy which resulted in a deterioration of the level of collections, particularly in residential and small and

medium size customer accounts.

*Management Fees and Fees for Services*

Management fees for services provided by the Operators pursuant to the Management Agreement, as defined under Information on Telecom History, for the first nine months of 2003 were approximately P\$2 million compared to P\$22 million in the first nine months of 2002 representing a reduction of 91%. This reduction was a

result of the suspension of the payment of the management fee beginning April 1, 2002. Management fees for the first nine months of 2003 represent fees paid to the Operators in exchange for the services of task forces comprised of specialized personnel provided to Telecom by the Operators at Telecom's request in order to assist with specific projects.

Management fees provided by the Operators in year 2002 were approximately P\$22 million. Management fees paid directly to the Operators decreased 90% in year 2002 in comparison to year 2001, mainly as a result of a decrease of the management fee from 3% to 1.25% of net sales for the first three months of year 2002 and a suspension of the payment of the management fee beginning April 1, 2002.

Management fees and charges for additional services provided by the Operators as part of the Management Agreement for year 2001 were approximately P\$229 million. Management fees paid directly to the Operators decreased 19.9% in year 2001 in comparison to year 2000, mainly as a result of a decrease of the management fee from 3% to 1.25% of net sales, effective from October 1, 2001. These fees amounted to approximately P\$286 million for year 2000.

Other fees for various services, such as legal, security and auditing services, fees for the debt restructuring process and other management services, totaled approximately P\$75 million for the first nine months of 2003 and P\$89 million for the first nine months of 2002. This decrease was due to the effect of adjustment for inflation of September 30, 2002 figures, partially offset by higher fees related to information systems. For the first nine months of 2003, these fees include P\$3 million of fees paid to the Operators under the Management Agreement as compensation for the services of highly qualified personnel that the Operators provided to Telecom at Telecom's request. Such amounts were charged based on hours of service at international market rates for such services.

Other fees for various services, such as legal, security and auditing services, including fees relating to the debt restructuring process that were incurred in and paid in 2002, and other management services, totaled approximately P\$115 million for year 2002, P\$214 million for year 2001 and P\$208 million for year 2000. For fiscal year 2002, these fees include P\$4 million of fees paid to the Operators under the Management Agreement as compensation for the services of highly qualified personnel provided by the Operators to Telecom at Telecom's request. These amounts were charged to Telecom based on the number of hours of service provided at the international market rate for such services.

### ***Interconnection Costs***

During the first nine months of 2003, Telecom recorded P\$100 million in interconnection costs compared with P\$112 million of interconnection costs recorded in the first nine months of 2002. This decrease was primarily due to the effects of the adjustment of the 2002 figures for inflation, offset by higher charges paid for local and long distance access, circuit rentals and termination charges for traffic related to Internet services and based on the CER adjustment.

During year 2002, Telecom expensed P\$140 million in interconnection costs compared with P\$212 million in year 2001. This decrease was primarily due to the effects of restatement for inflation which was offset by higher charges paid for local and long distance access, circuit rentals and termination charges for traffic related to Internet services.

During year 2001, Telecom expensed P\$212 million in interconnection costs compared with P\$301 million in 2000. Interconnection costs decreased 29.6% from year 2000 to year 2001 as a result of lower interconnection rates charged as required by Decree No. 764/00.

*Taxes*

Expenses related to taxes decreased 11.3% to P\$189 million in the first nine months of 2003 from P\$213 million in the first nine months of 2002. This decrease was mainly due to the effects of the adjustment of the 2002 figures for inflation and was offset by an increase in the turnover tax in the fixed telephony and the cellular business as a consequence of the increase in sales for these units prior to the adjustment for inflation. The tax is calculated based on unadjusted figures. Part of the tax on checking account transfers was transferred to customers.



Expenses related to taxes decreased 34.9% to P\$274 million in year 2002 from P\$421 million in year 2001. This decrease was mainly due to the effects of the restatement of 2002 figures for inflation and was offset by an increase resulting from the reclassification of tax on bank withdrawals and deposits and the increase in turnover taxes and taxes on real property and land rights in certain jurisdictions. See Taxes.

#### *Other Operating and Maintenance Expenses*

Other operating and maintenance expenses decreased 16.0% to P\$597 million in the first nine months of 2003 from P\$711 million in the first nine months of 2002. This decrease was due to the effect of the restatement for inflation of the figures as of September 30, 2002. Other operating and maintenance expenses also decreased as a result of a decrease in material and supplies costs due to a lower number of lines installed and lower maintenance in the basic telephony service. Costs relating to advertising also decreased as we have decreased media advertising and promotional and institutional advertising campaign expenses as part of our cost control plan. These cost decreases were partially offset by higher costs of maintenance on submarine cables and hardware due to increased costs for components of imported materials.

Other operating and maintenance expenses decreased 45.6% to P\$897 million in year 2002 from P\$1,648 million in year 2001. This decrease was mainly due to the effect of the restatement of the figures for the year ended December 31, 2001 for inflation, a decrease in material and supplies costs resulting from a reduction in the number of lines installed and lower maintenance costs related to basic telephony service. Costs relating to advertising also decreased as we have decreased media advertising and promotional and institutional advertising campaign expenses as part of our cost control plan. These decreases were partially offset by higher costs of maintenance on submarine cables and hardware due to increased costs for components of imported materials.

Other operating and maintenance expenses decreased 15.7% to P\$1,648 million in year 2001 from P\$1,954 million in the year 2000 due in part to a decrease in materials and suppliers costs as a consequence of lower expenses related to maintenance of the network, lower costs related to the installation of lines in basic telephony activity and the cost savings resulting from the merger of Telecom Soluciones into Telecom Argentina. Additionally, commissions paid to cellular vendors decreased as a consequence of a lower number of new subscribers. Costs related to advertising also decreased mainly due to lower expenses related to advertising and promotional campaigns. These cost decreases were partially offset by the incurrence of higher costs for the maintenance of the cellular network and data installation and maintenance services.

#### **Other (Net)**

Other (Net) includes financial results, other income and expenses (net) and investments in subsidiaries.

#### *Financial Results, Net*

During the first nine months of 2003, Telecom recorded a net financial gain of approximately P\$529 million compared to a net financial loss of approximately P\$5,862 million in the first nine months of 2002. This change is mainly due to the foreign currency exchange differences realized as a result of the appreciation of the peso in the first nine months of 2003 compared to the devaluation of the peso in the first nine months of 2002.

During year 2002, Telecom recorded a financial loss of approximately P\$5,263 million compared to a financial loss of approximately P\$503 million in year 2001. This increase in financial loss is mainly due to a loss of P\$3,777 million from currency exchange differences as a result of the peso devaluation. This loss was only partially offset by the higher capitalization of foreign currency exchange differences relating to fixed

assets acquisitions of P\$854 million. Furthermore, the interest on foreign currency liabilities increased by P\$249 million due to the deterioration of the value of the peso. Lastly, we recorded a loss of P\$1,138 million relating to the inflation effect on monetary assets and liabilities.

During year 2001, Telecom recorded a financial loss of approximately P\$503 million compared to a financial loss of approximately P\$479 million in year 2000. This increase is mainly due to lower interest earned on assets and lower capitalization of interest, mainly in the basic telephony service.

***Other Expenses (Net)***

Other expenses (net) includes severance payments and provisions for lawsuits.

For the first nine months of 2003, other expenses (net) increased to approximately P\$138 million from approximately P\$115 million in the first nine months of 2002. The increase was mainly due to costs incurred to increase our reserves for lawsuits and contingencies and higher severance and termination costs. The increase in these costs was partially offset by the adjustment for inflation.

During the first nine months of 2003 and 2002, approximately P\$46 million and P\$27 million of other expenses (net), respectively, related mainly to accrued severance costs for employees who were dismissed during the period or voluntarily retired pursuant to our employee reduction program.

For year 2002, other expenses (net) increased to approximately P\$175 million from P\$129 million in year 2001. The increase in this expense was mainly a result of costs incurred to increase our reserves for lawsuits and contingencies and our write-off of cellular handsets provided without charge to customers entering into cellular leases. These cost increases were partially offset by lower severance payments.

For year 2001, other expenses (net) increased 22.9% to approximately P\$129 million compared to approximately P\$105 million in the year 2000.

During year 2002 P\$48 million of other expenses (net) represented severance payments to employees who were dismissed during the period or voluntarily retired pursuant to our employee reduction program. During 2001 and 2000, approximately P\$83 million and P\$48 million of such expenses, respectively, represented severance payments to employees who were dismissed during the period or voluntarily retired pursuant to our employee reduction program.

**Net Income**

For the first nine months of 2003, we recorded net income of approximately P\$779 million, compared to a loss of P\$4,137 million in the first nine months of 2002. The improvement in reported net income was mainly due to foreign currency gains of P\$1,006 million and P\$375 million of gains arising from the purchase of our indebtedness.

For year 2002, we recorded a net loss of approximately P\$4,354 million, representing a decrease of P\$4,453 million over our net income in year 2001. This decrease was mainly due to the deterioration of the macroeconomic environment in Argentina, including the devaluation and subsequent volatility in the peso and the effects of the inflation adjustment. Our inability to increase regulated tariffs after the Argentine

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government's pesification of such tariffs at the rate of US\$1.00=P\$1.00, the decrease in traffic in the basic telephony business (mainly in the domestic and international long distance services) and the declines in both traffic and average revenue per user in the cellular business also had an negative impact on net income.

For year 2001, net income was approximately P\$99 million, or 1.4% of total net sales, representing a decrease of 72.4% over 2000. This decrease was mainly due to a decrease in revenues from cellular telephone services, a decline in revenues from public telephone and international long-distance services, a decrease in interconnection revenues, loss in our financial and holding results and an increase in allowance for doubtful accounts. This decrease was partially offset by a decline in other operating and maintenance expenses, a decrease in the management fee and a drop in interconnection costs.

### **U.S. GAAP Reconciliation**

The accounting principles applied in Argentina vary in certain significant respects from accounting principles applied in the United States. Application of accounting principles generally accepted in the United States (U.S. GAAP)

would have affected the determination of amounts shown as net loss or income for the nine-month periods ended September 30, 2003, and 2002 and for the years ended December 31, 2002, 2001 and 2000 and the amount of total shareholders' equity as of September 30, 2003 and December 31, 2002; 2001 and 2000. For more detail see Note 16 to the consolidated financial statements as of and for the nine-month periods ended September 30, 2003 and 2002 and Note 20 to the consolidated financial statements as of and for the years ended December 31, 2002, 2001 and 2000.

The principal differences, other than inflation accounting, between Argentine GAAP and U.S. GAAP are the following:

the treatment of foreign-currency transactions as of December 31, 2001;

the impact of foreign currency translation;

the accounting for asset retirement obligations;

the accounting for capitalization of foreign currency exchange differences;

the accounting for restructuring and repurchase of debt;

the accounting for derivative financial instruments;

other adjustments as inventories, present-value accounting, revenue recognition, equity gain (loss) on related companies and held-to-maturity investments;

the tax effects and minority interest on U.S. GAAP adjustments described above; and

the valuation allowance of tax credits.

In addition, certain other disclosures required under U.S. GAAP have been included in the U.S. GAAP reconciliation. See Note 16 to our consolidated financial statements as of September 30, 2003 and 2002 and Note 20 to our consolidated financial statements as of December 31, 2002, 2001 and 2000.

Net income or loss under Argentine GAAP for the nine-month periods ended September 30, 2003 and 2002 was a net income of approximately P\$779 million and a net loss of approximately P\$4,137 million, respectively, as compared to a net income of approximately P\$884 million and a net loss of approximately P\$2,024 million, respectively, under U.S. GAAP. Shareholders' equity under Argentine GAAP as of September 30, 2003 was P\$1,596 million, as compared to P\$862 million under U.S. GAAP.

Additionally, net income (loss) under Argentine GAAP for the years ended December 31, 2002, 2001 and 2000 was a net loss of approximately P\$4,354 million, a net income of approximately P\$99 million and a net income of approximately P\$359 million, respectively, as compared to a net loss of approximately P\$1,641 million, a net loss of approximately P\$3,476 million and a net income of P\$310 million, respectively, under U.S. GAAP. Shareholders' equity under Argentine GAAP as of December 31, 2002, 2001 and 2000 was P\$811 million, P\$5,165 million and P\$5,530 million, respectively, as compared to P\$(10) million, P\$1,458 million and P\$5,502 million, respectively, under U.S. GAAP.

**Recently issued U.S. GAAP accounting pronouncements**

In January 2003, the FASB issued FASB Interpretation No. 46 ( FIN 46 ) Consolidation of Variable Interest Entities, in order to improve financial reporting by companies involved with variable interest entities. A variable interest entity is a corporation, partnership, trust, or any other legal structure used for business purposes that either (a) does not have equity investors with voting rights, or (b) has equity investors that do not provide sufficient financial resources for the entity to support its activities. Historically, entities generally were not consolidated unless the entity was controlled through voting interests. In contrast, FIN 46 requires a variable interest entity to be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest

entity's activities or is entitled to receive a majority of the entity's residual returns or both. A company that consolidates a variable interest entity is called the primary beneficiary of that entity. FIN 46 also requires disclosures about variable interest entities that a company is not required to consolidate but in which it has a significant variable interest. The consolidation requirements of FIN 46 apply immediately to variable interest entities created after January 31, 2003. Also, certain disclosure requirements apply to all financial statements issued after January 31, 2003, regardless of when the variable interest entity was established. On October 9, 2003, the FASB issued Staff Position No. 46-6 which deferred the effective date for applying the provisions of FIN 46 for interests held by public entities in variable interest entities or potential variable interest entities created before February 1, 2003. For these entities, FIN 46 will now be effective for financial statements issued for the first reporting period ending after December 15, 2003. On December 17, 2003, the FASB approved a partial deferral and various other amendments to FIN 46. Telecom is in the process of determining what impact, if any, the adoption of the provisions of FIN 46 will have on its financial condition or results of operations.

In May 2003, the FASB issued SFAS No. 150 ( SFAS 150 ), Accounting For Certain Financial Instruments with Characteristics of Both Liabilities and Equity, which establishes standards for how an issuer of financial instruments classifies and measures certain financial instruments with characteristics of both liabilities and equity. SFAS 150 requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances) if, at inception, the monetary value of the obligation is based solely or predominantly on a fixed monetary amount known at inception, variations in something other than the fair value of the issuer's equity shares or variations inversely related to changes in the fair value of the issuer's equity shares. SFAS 150 is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. Telecom has adopted the provisions of SFAS 150 that did not have an impact on Telecom's financial position or results of operations. The classification and measurement provisions in paragraphs 9, 10 and 22 of SFAS 150 are deferred for an indefinite period for certain financial instruments, including mandatorily redeemable shares, financial instruments which embody an obligation to repurchase shares or require an issuer to settle an obligation by transferring assets, or financial instruments that embody an unconditional obligation.

In November 2002, the FASB reached a consensus on EITF No. 00-21, Accounting for Revenue Arrangements with Multiple Deliverables ( EITF 00-21 ). The guidance in EITF 00-21 is effective for revenue arrangements entered into in fiscal years beginning after June 15, 2003. EITF 00-21 addresses certain aspects of the accounting by a vendor for arrangements under which it will perform multiple revenue-generating activities. Specifically, EITF 00-21 addresses how to determine whether an arrangement involving multiple deliverables contains more than one earnings process and, if it does, how to divide the arrangement into separate units of accounting consistent with the identified earning processes for revenue recognition purposes. EITF 00-21 also addresses how arrangement consideration should be measured and allocated to separate units of accounting in the arrangement. Telecom's management is currently evaluating the impact of EITF 00-21 although its preliminary assessment is that EITF 00-21 will not have a significant impact on Telecom's financial position or results of operations.

## **Liquidity and Capital Resources**

### ***Sources and Uses of Funds***

*Historical.* Historically, our sources of liquidity have been cash flow from operations and long-term borrowings. In the past, we maintained high levels of liquidity as a way to reduce debt-refinancing risks and provide flexibility during difficult market conditions caused by the volatility to which our business is subject. However, our limited financing alternatives were curtailed after December 2001 when the Argentine government defaulted on most of its financial obligations. In addition to Argentina's debt crisis, beginning in late 2001, our ability to access the capital and bank loan markets was effectively eliminated as a result of the economic recession and political instability in Argentina and the Argentine government's imposition of transfer restrictions on payments of foreign financial obligations. We do not expect to have access to bank credit or the financial markets either internationally or in Argentina unless the APE is consummated.

In the second quarter of 2002, we announced the suspension of principal and interest payments on all of our financial debt obligations, including those of our subsidiaries in Argentina. As a result of these developments, as of September 30, 2003, Telecom and its subsidiaries have failed to make an aggregate of approximately US\$1,588 million of scheduled principal payments on their financial indebtedness and have defaulted with respect to such financial indebtedness. As of September 30, 2003, total consolidated payment defaults amounted to approximately US\$1,694 million.

Net cash flow from operating activities was approximately P\$1,378 million during the first nine months of 2003. Net cash used in investing activities was approximately P\$285 million during the first nine months of 2003. For the first nine months of 2003, cash flows used in financial activities were approximately P\$761 million. Net cash flow from operating activities was approximately P\$1,655 million during the year ended December 31, 2002. Net cash flow from investing activities was approximately P\$310 million during the year ended December 31, 2002. For the year ended December 31, 2002 cash used in financial activities was approximately P\$467 million.

As of September 30, 2003, Telecom and its consolidated subsidiaries had approximately P\$1,646 million in cash and cash equivalents and also had approximately P\$34 million of national and provincial government bonds, P\$222 million of deposits with maturities of more than three months and P\$9.2 million of cash restricted for use in connection with legal proceedings.

*Following the APE.* Following consummation of the APE, we expect that our principal source of liquidity will be cash flow from operations. Our principal uses of cash are expected to be debt service requirements of the notes, including scheduled debt service and mandatory prepayments, and capital expenditures, to the extent permitted by the terms of the notes. Due to the limitations on indebtedness and other restrictions to be contained in the notes, we do not expect to be able to access the capital markets to a significant degree.

We currently expect that cash on hand and cash from operations will be sufficient to operate our business until the notes are issued and meet our financial obligations related to the restructuring. We estimate that our restructuring obligations will include up to approximately the equivalent of US\$601 million of cash consideration to be paid to holders of our outstanding debt in the APE, including the equivalent of US\$250 million to be paid as the Option B cash payment of and up to the equivalent of US\$351 million to be paid as the Option C cash payment. In addition, we expect to pay holders of our outstanding debt a cash interest payment on the issuance date which will be equal to the equivalent of US\$55 million, in the aggregate (computed as set forth in *The APE Solicitation Issuance Date* and assuming that the consummation of the APE occurs on June 30, 2004) on their outstanding debt for the period from January 1, 2004 to the issuance date. We will also require an additional the equivalent of US\$25 million in cash to fund remaining costs of the restructuring, including administrative costs of the exchange of outstanding debt once the APE is approved, regulatory and filing fees for the notes and legal and advisory fees in connection with the APE and the restructuring. In addition to these obligations and our operating cash requirements, we will also require cash to fund capital expenditures. Although we currently believe that we will have sufficient cash to meet our cash obligations related to the restructuring, our operating cash requirements and our cash requirements for capital expenditures, this belief is based on certain assumptions, including macroeconomic assumptions which involve factors that are not within our control and is therefore subject to certain risks and uncertainties. See *Special Note Regarding Forward-Looking Statements* and *Risk Factors*.

We currently expect that the successful completion of the APE will result in a level of debt that we are capable of servicing with cash from operations. This belief is based on a number of assumptions about macroeconomic factors that will effect key components of our business, including, without limitation: an exchange rate of Argentine pesos to U.S. dollars in the range of P\$3.00 to P\$6.50 per US\$1.00 for the term of the notes; lower rates of inflation for the term of our notes than those experienced in 2002, declining to the range of 8% to 25% beginning in 2005 and thereafter; ultimate tariff adjustments for basic charges, measured service charges and other rates for our services relative to inflation and moderate growth in Argentine real gross domestic product.

We have made assumptions that we believe are conservative because these macroeconomic assumptions involve factors that are not within Telecom's control. The statements expressed in the preceding paragraphs constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and involve risks and uncertainties. Actual results may differ materially from those assumptions described above as a result of various factors, including the factors discussed under *Risk Factors* and *Special Note Regarding Forward-Looking*



Statements.

**Debt Service**

*Historical.* As of September 30, 2003, Telecom had approximately the equivalent of P\$9,498 million of consolidated outstanding financial indebtedness which consisted of:

Approximately the equivalent of P\$4,574 million aggregate principal amount of notes issued under its medium term note programs, which we refer to in this Liquidity and Capital Resources section as the medium term notes. The medium term notes were issued in eight separate series and bear interest at rates ranging from 4.385% (6 month LIBOR plus 3.125%) to 12%. The originally scheduled maturity dates of the medium term notes range from 2002 to 2008. See Note 8 to Telecom's unaudited consolidated financial statements as of and for the nine months ended September 30, 2003 for additional information regarding each series of medium term notes.

Approximately the equivalent of P\$4,263 million aggregate outstanding principal amount of debt, which we refer to in this Liquidity and Capital Resources discussion as the credit facility debt, owed to financial institutions relating to working capital loans, debt issuances and trade financings with originally scheduled maturities ranging from 2002 to 2016.

Approximately the equivalent of P\$584 million aggregate accrued but unpaid interest on the medium term notes and credit facility debt and approximately the equivalent of P\$77 million for penalty interest.

As a result of the default on principal and interest referred to above, lenders of Telecom's financial indebtedness have the right to accelerate the maturity of such indebtedness and to demand payment of the full amounts payable under their respective notes. As of September 30, 2003, Telecom had received notices of acceleration from lenders representing loan amounts exceeding \$20 million (the cross-default threshold under our outstanding notes). All of Telecom's financial indebtedness has been classified as current debt on our September 30, 2003 balance sheet (except for amounts relating to Telecom Personal's debt with the TITAN financial trust which has been refinanced as indicated in Note 8 to our consolidated financial statements as of and for the year ended December 31, 2002 and Note 8 to our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003 and certain debt of Núcleo).

In addition to the financial indebtedness described above, in connection with Telecom Personal licenses to render PCS services, Telecom has granted sureties on promissory notes issued by Telecom Personal to the order of the SC:

for US\$22.5 million (with a maturity date of May 7, 2002) as a performance guarantee in accordance with the list of conditions for the PCS service in Areas I and III;

together with Telefónica Argentina S.A. on a promissory note issued by Miniphone S.A., for US\$15 million (with a maturity date of October 27, 2000) as a performance guarantee in accordance with the list of conditions for the PCS service in Area II; and

together with Telefónica Argentina S.A. on a promissory note issued jointly by Telefónica Comunicaciones Personales S.A. and Telecom Personal for US\$30 million (with a maturity date of November 7, 2000), for the PCS service in the Area II.

Telecom Personal has submitted a report to the SC stating that it has complied with its obligations under the licenses and notes, requesting the release of these promissory notes. Telecom Personal currently expects that once the SC has reviewed its report, the performance guarantees issued to ensure Telecom Personal's compliance will be released. However, Telecom Personal cannot provide any assurance of this release as the SC has denied prior requests.



*Following the APE.* Following consummation of the APE, we expect to have P\$5,037 million of unconsolidated outstanding financial indebtedness which will consist of:

Approximately the equivalent of P\$618 million aggregate outstanding principal amount of floating rate notes which mature in 2008.

Approximately the equivalent of P\$2,670 million aggregate outstanding principal amount of step up notes which mature in 2014.

Approximately the equivalent of P\$583 million aggregate outstanding principal amount of PIK notes which mature in 2017.

Approximately the equivalent of P\$1,166 million aggregate outstanding principal amount of fixed rate notes which mature in 2009.

The table below sets forth our aggregate scheduled payments under our outstanding debt as of September 30, 2003 for the years indicated after giving effect to the restructuring. For the purpose of this table, we assume that Option B and Option C are fully subscribed and that the Modified Dutch Auction results in a purchase price of 794 dollars, euro, Japanese yen and pesos per 1,058 dollars, euro, Japanese yen and pesos, as applicable, of principal face amount of outstanding debt and capitalized interest. Consequently, the equivalent of US\$1,328 million principal face amount of outstanding debt and capitalized interest will be retired under Option A, US\$782 million principal face amount of outstanding debt and capitalized interest will be retired under Option B and US\$468 million principal face amount of outstanding debt and capitalized interest will be retired under Option C. Moreover, with respect to Telecom Personal's restructuring, for purposes of the table below, we assume that the holders of Telecom Personal's debt elect:

to restructure US\$288 million of Telecom Personal's outstanding debt and capitalized interest for (a) US\$56 million of Personal floating rate notes; (b) US\$175 million of Personal step-up notes; (c) US\$41 million of Personal PIK notes and a cash payment of US\$16 million under Telecom Personal's Option A;

to restructure US\$193 million of Telecom Personal's outstanding debt and capitalized interest for (a) US\$158 million of Personal fixed-rate notes and (b) a cash payment of US\$10 million under Telecom Personal's Option B; and

to retire the remaining US\$113 million of Telecom Personal's outstanding debt and capitalized interest for a cash payment of US\$85 million under Telecom Personal's Option C.

For purposes of the table below, we assume the following:

the Floating Rate Notes will bear interest until maturity at the maximum rate payable on the Floating Rate Notes;

that interest on our principal face amount of outstanding debt denominated in U.S. dollars, euro and Japanese yen will be capitalized based on the capitalized interest calculation and our peso-denominated outstanding loans will be capitalized based on the capitalized interest calculation and adjusted based on the CER from June 25, 2002 through December 31, 2003;

that we will pay a cash interest payment in respect of the period from January 1, 2004 to the issuance date at a rate of U.S. six-month LIBOR plus 3% for outstanding debt denominated in dollars, euro and yen and that we apply a CER adjustment plus 3% to calculate accrued interest during this period for peso-denominated outstanding loans, all as described under "The APE Solicitation Issuance Date";

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our euro-denominated outstanding debt is converted into dollars at an exchange rate of 0.859 per US\$1.00, our yen-denominated outstanding loans are converted into dollars at an exchange rate of ¥111.715 per US\$1.00 and our peso-denominated outstanding loans are converted into dollars at an exchange rate of P\$2.915 per US\$1.00, the exchange rates in effect as of September 30, 2003;

only scheduled redemptions of principal on the notes are made; and

the issuance date occurs on June 30, 2004 (although we cannot assure you that we will receive reviewing court approval of the APE by that date).

Subject to these assumptions, we expect Telecom's scheduled interest payments and mandatory amortization obligations for our consolidated financial indebtedness outstanding after consummation of the APE to be as follows:

| Due in | Consolidated         |          |
|--------|----------------------|----------|
|        | Principal            | Interest |
|        | (in millions of P\$) |          |
| 2004   | 228                  | 99       |
| 2005   | 357                  | 288      |
| 2006   | 360                  | 263      |
| 2007   | 371                  | 237      |
| 2008   | 490                  | 207      |
| 2009   | 1,244                | 236      |
| 2010   | 568                  | 163      |
| 2011   | 568                  | 126      |
| 2012   | 568                  | 89       |
| 2013   | 522                  | 53       |
| 2014   | 423                  | 21       |
| 2015   | 402                  | 63       |
| 2016   | 402                  | 40       |
| 2017   | 415                  | 7        |

See Summary Payment Default and Restructuring Future of Telecom if the Restructuring is Successful Restructuring Tables for a summary of our aggregate scheduled payments under our unconsolidated outstanding debt as of September 30, 2003 and a comparison of the aggregate scheduled payments under the notes after the restructuring.

The notes will contain a number of restrictive covenants that will, among other things, limit Telecom's ability and the ability of Telecom's restricted subsidiaries (including Telecom Personal) to incur indebtedness unless the ratio of Telecom's net indebtedness to EBITDA, or leverage ratio, is 3.5 to 1 or less; create or permit liens on property or assets unless the notes are equally and ratably secured; sell assets and/or make capital expenditures in excess of the permitted capital expenditure amounts unless Telecom's leverage ratio is 3.5 to 1 or less. Telecom currently expects that it will not meet the specified leverage ratio prior to 2006 and therefore will not be able to incur any additional indebtedness until that time at the earliest, although its expectations regarding this period may change if rates and/or other factors affecting Telecom's business vary from its current expectations. See Summary Telecom Argentina STET-France Telecom S.A. Future of Telecom if Restructuring is Successful.

The notes will also contain a cross-acceleration provision which will make either the occurrence of any acceleration, or the existence of the right to accelerate, with respect to an aggregate principal amount of the equivalent of US\$20 million of debt of either Telecom or its restricted subsidiaries an event of default under the notes.

The notes will also contain a mandatory prepayment provision pursuant to which if, for any six-month period beginning July 1 or January 1, which period begins after the issuance of the notes, there is any excess cash as defined in the notes (generally net income of Telecom on an unconsolidated basis for such period adjusted for certain non-cash items, the change in working capital during the period, certain permitted capital expenditures, permitted cash investments, cash collateral under certain hedging agreements and debt service payments), then not later than the next April 15 or October 15, Telecom will be required to use such excess cash to prepay the notes. Telecom will not be required to apply this excess cash to prepay the notes until the aggregate amount of excess cash (from the current period or preceding periods) which has not yet been applied to prepay the notes exceeds the equivalent of US\$20 million. Any excess cash of less than the equivalent of US\$20 million will be carried forward to the next mandatory prepayment date and added to the excess cash payable on that date. See Description of the Notes Certain Covenants of Telecom Mandatory Prepayment with Excess Cash. Additional information regarding Telecom's financial and operating results on an unconsolidated basis is contained in Note 19 to Telecom's consolidated financial statements as of and for the year ended

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December 31, 2002 and Note 15 to Telecom's unaudited consolidated financial statements as of and for the nine months ended September 30, 2003.

The notes expected to be issued by Telecom Personal if its restructuring is successful will contain similar restrictive covenants and a similar cash sweep provision which will limit Telecom Personal's ability to transfer cash and/or other assets to Telecom and Telecom's other subsidiaries. See The APE Solicitation Telecom Personal Restructuring Proposal.

In addition, the terms and conditions of Nortel's Series A and Series B Preferred Shares contain covenants which require Nortel to restrict Telecom's ability to borrow if the ratio of Telecom's total liabilities to shareholders' equity is 1.75 or higher. If Nortel does not satisfy these covenants, Nortel's Series A and Series B Preferred Shares will acquire certain voting rights which will enable Nortel's preferred shareholders to elect one director and one alternate director of Nortel. Telecom's ratio of total liabilities to shareholders' equity has exceeded this amount since March 2002 and Telecom expects its ratio to exceed this amount after the APE is completed.

#### Capital Expenditures

Telecom estimates that its consolidated capital expenditures for the 2004 fiscal year will be approximately P\$517 million. Telecom's notes will limit its and Telecom Personal's ability to make capital expenditures unless Telecom's leverage ratio is 3.5 to 1 or less. See Description of the Notes' Certain Covenants of Telecom' Limitation on Capital Expenditures and Risk Factors. Telecom's business operates in a competitive environment which may result in a reduction in its market share in the future. Telecom expects to finance its capital expenditures through cash generated through operations and therefore its ability to fund these expenditures is dependent on, among other things, its ability to generate sufficient funds internally. The freezing of rates also impacts Telecom's ability to generate sufficient funds for capital expenditures because the cost of imported materials has increased in peso terms. See Information on Telecom' Capital Expenditures.

#### Commercial Debt and other Obligations

As of September 30, 2003 and December 31, 2002, Telecom had commercial debt obligations (which include account payables, operating lease obligations, intercompany and related party accounts payable and accounts receivable, obligations to pay taxes, salaries and social security payments (including obligations to any federal, provincial or municipal tax or social security authorities) and other liabilities) of the equivalent of P\$444 million and P\$494 million, respectively. Telecom plans to meet its commercial debt obligations out of its cash flow in pesos. Telecom's ability to meet these obligations will depend on the generation of sufficient cash flow and, in the case of commercial debt obligations denominated in currencies other than pesos, Telecom's ability to transfer funds outside of Argentina, a stable exchange rate between the applicable currency and the peso and the availability of foreign exchange. Telecom's ability to pay these commercial debt obligations will also depend on the treatment of these obligations by the APE reviewing court. See Risk Factors. We may be forced to seek the consent to the APE from our commercial creditors which will delay the completion of the APE.

Telecom's consolidated liabilities (excluding contingencies) as of September 30, 2003 were as follows:

|   | Past Due        | 2003(1)         | 2004(2)      | October<br>2004 to<br>September<br>2005 | October<br>2005 to<br>September<br>2006 | October<br>2006 to<br>September<br>2007 | October<br>2007 to<br>September<br>2008 | After<br>October<br>2008 | Total            |
|---|-----------------|-----------------|--------------|---|---|---|---|--------------------------|------------------|
| (in millions of Argentine pesos)          |                 |                 |              |   |   |   |   |                          |                  |
| Loans                                     | \$ 5,057        | \$ 4,353        | \$ 2         | \$ 4                                    | \$ 3                                    | \$ 4                                    | \$ 61                                   | \$ 14                    | \$ 9,498         |
| Accounts payable                          |                 | 342             |              |   |   |   |   |                          | 342              |
| Salaries and social security payable      |                 | 44              | 19           | 16                                      | 8                                       | 3                                       | 2                                       | 1                        | 93               |
| Taxes payable                             |                 | 84              | 39           |   |   |   |   |                          | 123              |
| Other liabilities                         |                 | 21              | 1            | 3                                       | 2                                       | 2                                       | 2                                       | 18                       | 49               |
| <b>Total Contractual Cash Obligations</b> | <b>\$ 5,057</b> | <b>\$ 4,844</b> | <b>\$ 61</b> | <b>\$ 23</b>                            | <b>\$ 13</b>                            | <b>\$ 9</b>                             | <b>\$ 65</b>                            | <b>\$ 33</b>             | <b>\$ 10,105</b> |



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- (1) For the period October 1, 2003 through December 31, 2003.
  - (2) For the period January 1, 2004 through September 30, 2004.

## **Related Party Transactions**

Telecom has entered into certain transactions with its direct shareholder Nortel and its indirect shareholders Telecom Italia and the France Telecom Group under the Management Agreement and in the ordinary course of business. For a description of these transactions see Major Shareholders and Related Party Transactions.

## **Taxes**

### ***Turnover Tax***

The rate of turnover tax depends on the jurisdiction in which the revenue is generated and ranges from 2% to 6%. Until December 31, 2001, the amount of this tax was included in our income statements as a deduction from net revenues. Since December 31, 2002, this tax has been included in our income statements as part of the cost of services provided, therefore, the comparative figures for previous periods have been reclassified accordingly.

In compliance with CNT General Resolution No. 2345 which was issued in November 1994, or Resolution 2345, on November 28, 1994, as a result of the reduction in turnover taxes for the period from January 1991 through December 1994, Telecom deposited P\$2.8 million in a special account for reimbursement of certain turnover taxes previously paid by federal district customers. General Resolution No. 2345 also established that the CNT should determine the method for reimbursing such clients.

In March 1996, the CNT issued General Resolution No. 86/96, or Resolution No. 86/96, which provided the method for reimbursing clients and established that the total amount to be reimbursed was P\$5.6 million in principal and P\$12 million in interest. Resolution No. 86/96 required Telecom to reimburse an additional P\$2.8 million of principal and pay interest on this principal amount for the fourteen month period between the issuance of Resolution 2345 and Resolution 86/96.

Telecom has analyzed the CNT's calculations used to determine the amount that it is required to reimburse and believes that the amount that it should reimburse to customers in the federal district is substantially lower. On March 1, 1996, Telecom filed an administrative appeal of Resolution No. 86/96 with the CNT. While this appeal is pending, Telecom has complied with Resolution No. 86/96 and has returned a total of P\$17.6 million to customers in the federal district based on the amount of tax charged on bills issued and due after April 1, 1996.

### ***Income Tax***

Telecom's income tax rate is currently 35% of taxable income. The amount of income subject to tax is calculated according to tax regulations which contain a different methodology for calculating net income than the methodology used for the preparation of our financial statement under Argentine GAAP. The differences between the methodology of computing income under the tax regulations and under Argentine GAAP make it difficult to determine taxable income from our income statements. For instance, some deductions from income normally accepted for accounting purposes must be added back to income for tax purposes. Moreover, the tax regulations do not currently provide for the restatement of figures to reflect inflation as is required in certain periods by Argentine GAAP. See Presentation of Financial Information.

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Dividends paid by Telecom which exceed the difference between Argentine GAAP income and taxable income computed as provided in the tax regulations are subject to income tax at a rate of 35%.

Net losses can generally be carried forward and applied against future taxable income for 5 years. However, certain losses relating to the devaluation of the peso may only be deducted at a rate of 20% per fiscal year. See Critical Accounting Policies *Income Taxes Deferred tax assets and Tax credit on minimum presumptive income*. According to its 2002 income tax return filed on May 12, 2003, Telecom had tax loss carryforwards of P\$4,815.9 million which can be applied against taxable income earned in the next 5 years. In Telecom's December 31, 2002 balance sheet, it estimated and recorded tax loss carryforwards of P\$5,154.7 million. The main difference between the amount of tax loss carryforwards estimated and recorded by Telecom in its December 31, 2002 balance sheet and the amount of tax loss carryforwards claimed in its May 12, 2003 tax return relates to the thin capitalization

rules described below. The impact of the difference between the tax loss carryforwards recorded in the December 31, 2002 balance sheet and the amount of the tax loss carryforwards claimed in Telecom's 2002 tax return is limited to a reclassification of items within the deferred tax credit balance in Telecom's consolidated balance sheet. In addition, Telecom Personal's 2002 tax return claimed tax loss carryforwards of P\$1,154 million but Telecom Personal estimated and recorded tax loss carryforwards of P\$1,171 million in its December 31, 2002 balance sheet. No assurance can be given that these tax loss carryforwards can be applied against taxable income in the future.

#### ***Costs Associated with Income Taxes Paid by Foreign Lenders***

Pursuant to the terms and conditions of Telecom's outstanding loans, Telecom is required to reimburse its foreign lenders for Argentine income taxes payable by the lenders with respect to the interest on the loans by increasing or grossing up the amount of interest paid to these lenders such that, after payment of the Argentine taxes, the lenders have received the contractual interest rate. Withholding rates on interest payments to foreign beneficiaries are currently 15.05% (17.7163% with gross up) if the lender is a bank or a financial entity located in a country whose central bank has adopted the Banking Supervision Standards of the Basle Committee. Previously, the withholding rate was 35% (53.8462% with gross up) if the lender did not meet the aforementioned requirements. However, Argentine Law No. 25,784, which was published in the Official Bulletin in October 2003, amended the requirement that a lender must be located in a jurisdiction that has adopted the Banking Supervision Standards of the Basle Committee. Under Law No. 25,784, the 15.05% withholding rate currently also applies to lenders who are banks or financial entities located in jurisdictions that are neither void nor subject to taxation according to Argentine income tax rulings or have entered into treaties with Argentina providing for exchange of information upon request by the respective authority. Further, unless their internal rulings provide otherwise, requests for banking, stock exchange or other secret information cannot be challenged. In order to be eligible for the 15.05% withholding rate, the financial entity must be under the supervision of a respective central bank or equivalent authority. Interest payments on qualifying commercial paper, or *obligaciones negociables*, that were publicly offered and held by foreign beneficiaries remain income tax exempt.

#### ***Thin Capitalization Rules***

The 1998 tax reform introduced a limitation on the deduction of interest expense for income tax purposes. A company that is not a financial entity may deduct the following categories of interest without any restriction: interest on loans granted by individuals, interest subject to the 35% withholding tax and 40% of other interest payments. The remaining 60% of the interest in the residual category may be deducted if the company's liabilities on which interest in the residual category is paid do not exceed 2.5 times the company's equity or the amount of interest paid in the residual category is less than 50% of net income for the fiscal year (before the interest deduction). In the event that both limits are exceeded, a portion of the deduction for the remaining 60% of the interest in question is denied but, it can be deducted in the following five fiscal years, subject to the limitations described above. The nondeductible portion is equal to the greater of (i) the percentage by which the liabilities giving rise to in this residual category exceed 2.5 times the company's equity or (ii) the percentage by which 100% of the interest in the residual category exceeds 50% of the company's net taxable income (as defined above). During fiscal year 2002, Telecom's deduction of interest expenses was limited because it was not able to satisfy the conditions required in order to deduct the remaining 60% of the interest expense. Argentine Law No. 25,784 modified the limitation on the deduction of interest expense by stating that the limit will only be applied to interest expense on debt owed to non-resident entities that control the borrowing entity (except for interest expense subject to the 35% withholding tax) in proportion to the amount of debt that exceeds two times the company's equity, which effectively applies the same treatment to interest expense as is applied dividend payments.

#### ***Tax on Minimum Presumptive Income***

Telecom pays an amount equal to the greater of the income tax or the tax on minimum presumptive income. The tax on minimum presumptive income is computed based on 1% of the value of Telecom's assets. The value of Telecom's assets is determined in accordance with the criteria established under the tax laws and generally approximates market value. The amount of any income tax paid during the year may be deducted from the tax on minimum presumptive income that would be payable in such year. The amount of tax on minimum presumptive income in excess of the income tax for such year may be carried forward for a ten year period. This excess may be



treated as a credit that may be applied against the income tax payable in a future year to the extent the tax on minimum presumptive income exceeds income tax payable for such future year. Shares and other equity participations in companies subject to the tax on minimum presumptive income are exempt from the tax on minimum presumptive income. Since we had a net loss for income tax purposes in year 2002 and did not pay any income tax for year 2002, we must pay minimum presumptive income tax for year 2002.

***Tax on Company Indebtedness***

Argentine Law No. 25,063, which was abolished as of July 1, 2002, imposed a tax on company indebtedness. The tax applied to interest and financial costs of the following obligations which are deductible for income tax purposes:

commercial paper, or *obligaciones negociables*, issued under Argentine Law No. 23,576,

loans borrowed from domestic financial entities regulated by Argentine Law No. 21,526, and

loans granted to companies by individuals.

The tax rate was originally 15% on interest and fees in the case of commercial paper issued under Argentine Law No. 23,576 and loans borrowed from domestic financial entities regulated by Argentine Law No. 21,526. Subsequently, the tax rate was reduced as follows:

| <u>Date of Reduction</u> | <u>Tax Rate</u> |
|--------------------------|-----------------|
| January 1, 2001          | 10%             |
| July 1, 2001             | 8%              |
| October 1, 2001          | 6%              |
| January 1, 2002          | 4%              |
| April 1, 2002            | 2%              |

The tax on commercial paper issued under Argentine Law No. 23,576 and loans borrowed from domestic financial entities regulated by Argentine Law No. 21,526 was originally limited to a maximum of 2.25% of the principal amount of debt, however, this limit was reduced to 1.5% of the principal amount of the debt as of January 1, 2001, 1.20% of the principal amount of the debt as of July 1, 2001, 0.90% of the principal amount of the debt as of October 1, 2001, 0.60% of the principal amount of the debt as of January 1, 2002 and 0.30% of the principal amount of the debt as of April 1, 2002.

In the case of loans granted to companies by individuals, the tax rate was originally 35% of the principal amount of debt but was reduced as follows:

| <u>Date of Reduction</u> | <u>Tax Rate as a % of principal amount of debt</u> |
|--------------------------|--|
| January 1, 2001          | 25%  |
| July 1, 2001             | 20%  |

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|                 |     |
|-----------------|-----|
| October 1, 2001 | 15% |
| January 1, 2002 | 10% |
| April 1, 2002   | 5%  |

The issuer of commercial paper or the borrower from financial entities or individuals as the case may be, was liable for the payment of the tax. With certain limitations, the tax amount paid was treated as a tax credit that could be applied against the income tax or the minimum assumed income tax, if any, corresponding to the same year.

During years 2002 and 2001, Telecom charged P\$4 million and P\$15 million to income, respectively, as a result of the tax on its indebtedness.

### ***Value Added Tax (VAT)***

VAT does not have a direct impact on Telecom's results of operations. VAT paid by Telecom to its suppliers is applied as a credit toward the amount of VAT charged by Telecom to its customers and the net amount is passed through to the Argentine government. VAT rates are 21%, 27% and 10.5%, depending on the type of the transaction and tax status of the customer.

The import of services (including financial services) by Argentine VAT taxpayers registered for VAT purposes, or *responsables inscriptos*, is subject to VAT. In the case of loans, if the lender is a bank or a financial entity located in a country whose central bank has adopted the Banking Supervision Standards of the Basle Committee, the rate is 10.5%. If the foreign lender is one other than those mentioned above, the rate is 21%.

The burden of paying VAT is borne by the Argentine taxpayer.

### ***Tax on Deposits to and Withdrawals from Bank Accounts***

The tax on deposits to and withdrawals from bank accounts under Law No. 21,526 applies to certain deposits to and withdrawals from bank accounts opened in Argentine financial entities and to other transactions that, due to their special nature and characteristics, are similar or could be used in lieu of a deposit to or withdrawal from a bank account. Therefore, any deposit to or withdrawal from a bank account opened in an entity regulated by Law No. 21,526, or any transaction deemed to be used in lieu of a deposit to or withdrawal from a bank account, is subject to the tax on deposits and withdrawals unless a particular exemption is applicable. The tax rate was originally 0.25% of the transaction. Beginning on May 3, 2001, the rate was increased to 0.4%, and in certain situations it has increased to 0.8%. Since August 1, 2001, the tax rate has been 0.6% of the transaction volume.

From May 3, 2001 to July 31, 2001, 37.5% of the tax paid could be used as a tax credit against income tax, VAT and the tax on minimum presumptive income. From July 31, 2001 until February 18, 2002, the creditable portion of the tax was increased to 58%. As of February 18, 2002, this credit is no longer available.

During the first nine months of 2003, Telecom charged P\$29 million against income as a result of this tax. During year 2002, Telecom charged P\$46 million against income as a result of this tax.

On February 6, 2003, the Ministry of Economy, through General Resolution No. 72/03, authorized Telecom to increase the basic telephony services tariffs by the amount of the tax on deposits to and withdrawals from bank accounts as provided for in General Resolution No. 72/03. The amount of the tax charged must be shown in detail on the customers' bills. The amounts charged before General Resolution No. 72/03 will be included in the tariff renegotiation process.

### ***Tax on Personal Property***



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Argentine Law 25,585, which was passed by the Argentine Congress and published in the Official Gazette on May 15, 2002, and applies as of December 31, 2002, imposes a tax on shares of stock corporations, such as the ADSs and the Class A, B and C Shares, or equity interests in companies regulated by the Argentine Companies Law if the equity interests are owned by individual holders and/or undivided estates of the equity interests (regardless of whether domiciled within Argentina or in a foreign country). This tax is also imposed upon companies and/or any other legal entities located in a country other than Argentina. It is presumed, without the right to rebut such presumption, that shares of stock corporations, such as Telecom's ADSs and the Class A, B and C Shares, and/or equity interests of companies regulated by Argentine Companies Law, as amended, whose holders are companies, other legal entities, enterprises, permanent establishments, trusts, and exploitations, domiciled, settled or located in a foreign country, belong indirectly to individuals or individual estates domiciled in a foreign country.

Telecom is required to pay this tax on behalf of the holders of its ADSs, Class A, B and C shares. Telecom has the right to obtain the refund of the amounts paid, even if this requires holding and/or foreclosing the property on which the tax is due, but to date no effective procedures have been developed to collect from Telecom's shareholders the amount of this tax paid on their behalf. Therefore, as a practical matter, until such a mechanism is developed, the payment of this tax will constitute an additional expense for Telecom.

The tax rate applied is 0.50%. This tax is computed based on the value of Telecom's shareholders' equity as stated on the most recent balance sheet of the company as of December 31.

#### ***Other Taxes and Levies***

Telecom is subject to a levy of 0.5% of its monthly revenues from telecommunications services. The proceeds of this levy are used to finance the activities of the Regulatory Bodies. The amount of this levy is included in Telecom's income statement within other operating and maintenance expenses.

Law No. 25,239 imposes a tax of 4% of amounts invoiced excluding VAT but including the excise tax, which results in an effective tax rate of up to 4.1677%.

Since the beginning of year 2001, telecommunication services companies have been required to pay a universal service tax to fund universal service requirements. The universal service tax is calculated as a percentage of the total revenues received from the rendering of telecommunication services, net of taxes and levies applied on such revenues, excluding the universal service tax. The rate is 1% of total billed revenues.

Since the rates for their services are generally not regulated, as a result of increasing tax burdens on cellular operators, Telecom Personal and other Argentine cellular operators decided to include a special charge in their customers' bills which reflects the impact of these regulatory taxes. However, pursuant to General Resolution No. 279/01, the SC prohibited cellular operators from billing this special charge. Telecom Personal has filed an administrative appeal objecting to the application of General Resolution No. 279/01. As of the date of this solicitation statement, this appeal is still pending.

#### **Quantitative and Qualitative Disclosures About Market Risk**

Telecom is exposed to market risk, including changes in foreign exchange rates and interest rates, in the normal course of its business. In order to hedge the risks associated with changes in foreign exchange rates and interest rates, Telecom has used derivative financial instruments in the past and may use such instruments in the future. Telecom does not hold or issue derivative financial instruments for trading purposes.

In 2002, as a result of the macroeconomic and political conditions in Argentina (including the elimination of dollar-peso parity) which diminished the utility of Telecom's hedging transactions and its ability to comply with its obligations, Telecom terminated its outstanding currency and interest rate swap arrangements. Telecom's termination of its swap arrangements, which were unwound at fair value and generated losses of approximately P\$279 million before income tax, caused its debt obligations to increase by approximately US\$75 million.

As of September 30, 2003, Telecom was not party to any derivative financial instruments.

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Telecom's exposure to market risk for changes in interest rates relates primarily to its debt obligations. Telecom has long-term debt with both fixed and variable rates. See the table below for additional information regarding these debt obligations.

Telecom has in the past entered into foreign currency swap contracts in order to hedge the risk of fluctuations in foreign currency exchange rates associated with certain loans and long-term debt that are denominated in foreign currencies other than U.S. dollars. Where used, the foreign exchange contracts related to such loans and long-term debt had the same maturity as the underlying debt.

The table below provides information in Argentine pesos in respect of Telecom's debt obligations, by currency, outstanding as of September 30, 2003, which amounts have been translated into pesos at a rate of P\$2.915 to US\$1.00. With respect to these debt obligations, the table presents principal cash flows and related weighted average interest rates at maturity dates of principal amounts set forth in the instruments governing such obligations as of September 30, 2003.

The information presented in the table reflects the terms of the consolidated debt obligations as set forth in the instruments governing these obligations. However, as a result of the suspension of principal and interest payments on our outstanding financial indebtedness, the holders of these obligations have the right to accelerate the maturity of this indebtedness and to demand payment of the full amounts payable under their respective notes. Accordingly, all of the instruments set forth under the Total column were considered due and payable in our financial statements as of September 30, 2003 (except for amounts relating to Telecom Personal's debt with the TITAN financial trust which has been refinanced as indicated in Note 8 to our consolidated financial statements as of and for the year ended December 31, 2002 and Note 8 to our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003 and certain debt of Núcleo). Amounts shown for year 2003 include amounts payable on outstanding debt that matured in 2002 but that was not paid due to the suspension of payments commencing in 2002.

## Consolidated Debt as of September 30, 2003

|  | 2003(1) | 2004  | 2005  | 2006  | 2007  | +2008 | Total(3) |
|--|---------|-------|-------|-------|-------|-------|----------|
| US Dollars                                   | 3,227   | 393   | 215   | 96    | 67    | 135   | 4,133    |
| Fixed rate                                   | 549     | 49    | 44    | 22    | 21    | 79    | 765      |
| Average interest rate(4)                     | 10.10%  | 6.26% | 6.56% | 7.13% | 7.17% | 4.34% |          |
| Variable rate                                | 2,679   | 343   | 170   | 74    | 46    | 56    | 3,368    |
| Average interest spread of LIBOR             | 2.30%   | 3.04% | 2.53% | 1.87% | 1.76% | 1.42% |          |
| Euro(2)                                      | 1,486   | 1,207 | 11    | 11    | 655   | 706   | 4,075    |
| Fixed rate                                   | 1,486   | 1,207 | 11    | 11    | 655   | 68    | 3,437    |
| Average interest rate(4)                     | 7.36%   | 8.84% | 1.75% | 1.75% | 8.76% | 1.75% |          |
| Variable rate                                |         |       |       |       |       | 638   | 638      |
| Average interest spread of Euribor(4)        |         |       |       |       |       | 1.50% |          |
| Japanese yen                                 | 243     | 36    | 36    | 36    | 36    | 90    | 475      |
| Fixed rate                                   | 72      | 36    | 36    | 36    | 36    | 90    | 305      |
| Average interest rate(4)                     | 2.50%   | 2.50% | 2.50% | 2.50% | 2.50% | 2.50% |          |
| Variable rate                                | 171     |       |       |       |       |       | 171      |
| Average interest spread of Japanese LIBOR(4) | 2.02%   |       |       |       |       |       |          |
| Argentine Pesos                              |         |       |       |       |       |       |          |
| Fixed rate                                   | 163     |       |       |       |       |       | 163      |
| Average Interest rate(4)                     | 8.00%   |       |       |       |       |       |          |

- (1) Amount includes US\$532 million of debt denominated in U.S. dollars, 209 million of debt denominated in euro, ¥5,103 million of debt denominated in Japanese yen and P\$163 million of debt denominated in pesos, all of which were due to mature in 2002.
- (2) Includes debt originally denominated in Italian Lire.
- (3) May not sum due to rounding.
- (4) Average interest rate is computed based on the weighted average.

*Interest Rate Exposure.* As of September 30, 2003, 53% of Telecom's consolidated debt obligations were issued at a fixed interest rate. The remainder of the outstanding debt exposure is set at variable interest rates, principally related to changes in LIBOR. Debt obligations with variable interest rates are mainly based on LIBOR plus specified margins.

Telecom estimates based on the current composition of its balance sheet that every variation in the interest rates of 100 basis points, plus or minus, to its current floating rate consolidated debt would result in a variation of approximately P\$42 million of interest expenses per year, assuming no change in the principal amount of this indebtedness. The analysis is based on the assumption that such variation of interest rates occurred at the same time for the different type of floating rates to which our actual debt is exposed.

*Exchange Rate Exposure.* Since the Convertibility Law pegged the peso at a value of P\$1.00 per US\$1.00, exchange rate risks were mainly related to changes in the value of the U.S. dollar in comparison with currencies other than the Argentine peso. In January 2002, the Argentine government devalued the Argentine peso and currently the peso/U.S. dollar exchange rate is determined by a free market with certain controls. See Exchange Controls. While the Convertibility Law was in effect, Telecom used derivative financial instruments to partially hedge its exposure to foreign exchange rate fluctuations related to its indebtedness not denominated in U.S. dollars. Telecom terminated all of its outstanding currency and interest rate swap arrangements in 2002.

Telecom's results of operations are very susceptible to changes in the peso/dollar and peso/euro exchange rates because its primary assets and revenues are denominated in pesos while substantially all of its liabilities are denominated in dollars or euro. As of September 30, 2003, a substantial majority of Telecom's consolidated debt obligations (approximately 98%) were issued in currencies other than the Argentine peso. As of September 30, 2003, approximately 47% of Telecom's financial debt was issued in US dollars, approximately 46% was issued in euro (or predecessor currencies) and approximately 5% was issued in Japanese yen.

Telecom estimates, based on composition of its balance sheet as of September 30, 2003, that every variation in the exchange rate of P\$0.10 against the U.S. dollar and proportional variations for the euro and yen against the Argentine peso, plus or minus, would result in a variation of approximately P\$298 million of its consolidated financial indebtedness. Telecom estimates that, based on the composition of its balance sheet as of September 30, 2003, as adjusted to give effect to the consummation of the restructuring in accordance with the pro forma financial statements as of September 30, 2003 as set forth in Unaudited Pro Forma Consolidated Financial Information, every variation in the exchange rate of P\$0.10, plus or minus, against the U.S. dollar and proportional variation for the euro and Japanese yen against the Argentine peso would result in a variation of approximately P\$170 million of its consolidated financial indebtedness. These analyses are based on the assumption that this variation of the Argentine peso occurred at the same time against all other currencies.

As of September 30, 2003, Telecom had certain current investments in bonds issued by the Argentine government and Argentine provinces. The book value of these investments as of September 30, 2003 was approximately P\$23 million.

## INFORMATION ON TELECOM

### Telecom

Telecom is one of the largest private-sector corporations in Argentina in terms of revenues. Telecom has a non-expiring license, which we refer to as the License, to provide fixed-line public telecommunications services and basic telephony services in Argentina. Telecom also provides other telephone-related services such as international long-distance service and data transmission and Internet service, and through its subsidiaries, wireless telecommunications services and telephone directory publishing and data transmission. Through September 30, 1999, Telecom provided domestic and international telephony services in the Northern Region on an exclusive basis. Commencing in October 1999, the Argentine government implemented a deregulation plan introducing competition into the market. See Regulatory Framework Deregulation Plan Established by Decree No. 264/98.

As of September 30, 2003, our telephone system included approximately 3.6 million lines in service. This is equivalent to approximately 19.4 lines in service per 100 inhabitants in the Northern Region and 342 lines in service per employee.

Our principal executive offices are located at Alicia Moreau de Justo 50, C1107AAB, Buenos Aires, Argentina, telephone number: 54-11-4968-4000.

Our agent for service of process in the United States is Puglisi & Associates, 850 Library Avenue, Suite 204, P.O. Box 885, Newark, Delaware, 19715.

### *Organizational Structure*

The following chart shows our principal subsidiaries and affiliated companies as of September 30, 2003, and jurisdiction of organization.

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(\*) Non-operating company.

(\*\*) In process of liquidation.

**Consolidated Subsidiary Information**

The following table presents information relating to the activity of, our percent ownership of and the percentage of our consolidated total net sales represented by our consolidated subsidiaries as of September 30, 2003:

| <u>Subsidiary(1)</u>       | <u>Activity</u>            | <u>Percent Ownership</u> | <u>Percentage of Telecom s Total Net Sales</u> |
|----------------------------|----------------------------|--------------------------|--|
| Telecom Personal S.A.      | Cellular Telephony and PCS | 99.99                    | 26   |
| Núcleo S.A. (2)            | Cellular Telephony and PCS | 67.50                    | 4.1  |
| Telecom Argentina USA Inc. | International Service      | 100.00                   | 1.0  |
| Publicom S.A.              | Publication of Directories | 99.99                    | 0.1  |
| Cable Insignia S.A. (2)(3) | Cellular Telephony and PCS | 75.00                    | 0.0  |
| Micro Sistemas S.A. (4)    | Data Transmission          | 99.99                    | 0.0  |

- (1) All incorporated in Argentina, except for Núcleo S.A. (Paraguay), Cable Insignia S.A. (Paraguay) and Telecom Argentina USA Inc. (USA).  
(2) Interest held indirectly through Telecom Personal.  
(3) This subsidiary is in the process of liquidation.  
(4) Not operative as of September 30, 2003.

**Recent Developments**

The effects of the Public Emergency Law and the devaluation of the peso have made it difficult for us and our subsidiaries to meet our debt service requirements on our outstanding financial indebtedness, principally because most of our revenues have been converted into pesos while most of our liabilities remain denominated in U.S. dollars, euro and Japanese yen. In addition, Telecom has not been able to increase tariffs in peso terms to offset the devaluation because tariffs with respect to a large portion of its business may only be adjusted after renegotiation with the Argentine government. See Information on Telecom Rates.

As a consequence of developments relating to the macroeconomic environment in Argentina and the Public Emergency Law, including the deterioration of the economic situation in Argentina, the devaluation and volatility of the Argentine peso, the pesification of our rates and uncertainties surrounding the adjustment of our regulated rates, in the first half of 2002 Telecom and Telecom Personal announced the suspension of payments of principal and interest on their financial debt obligations. As a result, Telecom and Telecom Personal are in default under their respective outstanding financial indebtedness.

We have been working with our respective financial advisors to develop a comprehensive plan to restructure our financial debt obligations and have consequently developed the restructuring plan presented in this APE solicitation statement. See Summary Recent Developments and The APE Solicitation and Description of the APE.

**History**

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Telecom was created by Decree No. 60 of the executive branch dated January 5, 1990 and incorporated as Sociedad Licenciataria Norte S.A. on April 23, 1990. In November 1990, the legal name of Telecom was changed to Telecom Argentina STET-France Telecom S.A. Telecom is organized as a *sociedad anónima* under Argentine law. The duration of Telecom is 99 years from the date of registration with the Buenos Aires Public Registry of Commerce (July 13, 1990). Telecom conducts business under the commercial name Telecom.

Telecom commenced operations on November 8, 1990, which we refer to as the Transfer Date, upon the transfer from the Argentine government of the telecommunications system in the Northern Region previously owned and operated by Empresa Nacional de Telecomunicaciones, or ENTEL. This transfer was made pursuant to the Argentine government's privatization program as set forth in the State Reform Law approved in August 1989 and subsequent decrees, or the Privatization Regulations, which specified the privatization procedure for ENTEL.



The Privatization Regulations provided for:

the division of the Argentine telecommunications network operated by ENTel into two regions, the Northern Region and the southern region of Argentina, or the Southern Region ;

the granting to Telecom and Telefónica of non-expiring licenses to provide basic telecommunication services in the Northern Region and Southern Region, respectively;

the granting to Telintar and Startel, each joint subsidiaries of Telecom and Telefónica, of non-expiring licenses to provide certain telecommunications services; and

the transfer by ENTel of substantially all its assets and personnel and certain contracts to those companies.

On the Transfer Date, pursuant to the terms and conditions of a transfer contract, which we refer to as the Transfer Agreement, the Argentine government sold 60% of Telecom's common stock to Nortel, a holding company formed at that moment by a consortium, or the Consortium, comprised of:

Telecom Italia S.p.A., or Telecom Italia, formerly STET Società Finanziaria Telefonica p.a., or STET,

France Cables et Radio S.A., or FCR, a member of the France Telecom Group,

Pérez Companc S.A., formerly Compañía Naviera Pérez Companc S.A.C.F.I.M.F.A., or Pérez Companc and

J.P. Morgan & Co. Incorporated, or J.P. Morgan.

Pursuant to the Privatization Regulations, 10% of common stock was transferred to certain ex-employees of ENTel and Compañía Argentina de Teléfonos S.A., or CAT, by the Argentine government, and the remaining 30% of our common stock was sold to investors, principally in Argentina, the United States and Europe, in an offering completed in March 1992. See Directors, Senior Management and Employees Share Ownership Plan.

On the Transfer Date, Telecom also entered into a management agreement with Telecom Italia and FCR, or the Operators, pursuant to which the Operators agreed to manage the business of Telecom and to provide services, expertise and know-how with respect to Telecom's activities. We refer to this agreement, as amended, as the Management Agreement. See Management Agreement.

On April 15, 1992, Telecom began to provide services to four of the six provinces formerly served by CAT. Telecom provided public telecommunications services on an exclusive basis for a seven-year term, which expired on November 8, 1997. Telecom had the right, subject to regulatory approval and other conditions, to an extension of the period of exclusivity. On March 13, 1998, the Argentine government issued Decree No. 264/98, whereby the period of exclusivity was extended with respect to basic telephony services until October 1999. The decree further provided for a transition period prior to the full liberalization of the telecommunications market. Decree No. 264/98 also applied to Telintar, the holder of the non-expiring license to provide international telecommunications services in Argentina at that time. See Regulatory Framework Deregulation Plan Established by Decree No. 264/98.

On August 12, 1999, Pérez Companc (owner of 25% of the ordinary shares of Nortel), and J.P. Morgan and J.P. Morgan Capital Corporation (jointly owners of 10% of the ordinary shares of Nortel) sold all of their shares of Nortel in equal parts to members of the Telecom Italia Group and FCR.

On May 3, 2000, certain employees of Telecom participating in the employee Share Ownership Plan created by the Argentine government in connection with the privatization of ENTel, sold 44,458,431 Class B shares (represented by 7,600,000 ADSs and 6,458,431 shares) in an offering in the United States and in Argentina.

On March 1, 2001, the SC authorized Telecom to amend our bylaws to expand our corporate purpose to include the marketing of equipment, infrastructure and goods of any type related or complimentary to telecommunications, and the performance of works and provision of all types of services, including consulting and security related to telecommunications, as well as the development of telecommunications technology and information processing systems. This expansion of the corporate purpose has been approved by the CNV.

On September 9, 2003 Nortel was notified of the agreement between the France Telecom Group and the Argentine Wertheim Group for the sale of France Telecom Group's interests in Nortel. This agreement was approved by the SC on December 11, 2003 and by the *Comisión Nacional de la Defensa de la Competencia* (the Argentine Commission for the Defense of Competition) on December 16, 2003. See Major Shareholders and Related Party Transactions Major Shareholders.

## Our Business

Telecom has a non-expiring license to provide fixed-line public telecommunications services and basic telephony services in Argentina. Telecom owns public exchanges, a local telephone line network, public long-distance telephone transmission facilities and a data transmission network in the Northern Region, and we also own a network in the Southern Region. Telecom provides a variety of telephone-related services, directly or through its subsidiaries.

Telecom's principal services are:

***Voice, data and Internet Services.*** Voice, data and Internet services are comprised of the following:

*Basic telephony services.* Telecom provides basic telephony services, including local and domestic long-distance telephone services and public telephone services. As of September 30, 2003, Telecom had approximately 3.6 million lines in service;

*International long-distance services.* Telecom provides international telecommunications service in Argentina including voice and data services and international point-to-point leased circuits; and

*Data transmission and Internet services.* Telecom provides data transmission and Internet connectivity services, including traditional dial-up connections, dedicated lines, private networks, national and international broadcasting signal transport and videoconferencing services. As of September 30, 2003, Telecom had approximately 154,000 dial-up subscribers and approximately 39,600 Asymmetric Digital Subscriber Line, or ADSL, subscribers to our Internet service.

*Other basic telephony services.* Other services provided by Telecom include supplementary services such as call waiting, call forwarding, conference calls, voice mail and itemized billing, and telecommunications consulting and telecommunications equipment and maintenance services.

***Wireless Telecommunications Services.*** Telecom, through its subsidiary Telecom Personal, provides wireless telephone service throughout Argentina via cellular and PCS networks. Telecom also provides cellular and PCS services in Paraguay through Núcleo, a subsidiary of Telecom Personal. As of September 30, 2003, Telecom had approximately 2.4 million wireless subscribers in Argentina and approximately 519,287 in Paraguay.

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**Directory Publishing.** Telecom edits, prints, sells and distributes publications, through our 99.9% owned subsidiary, Publicom. In addition, Publicom sells advertising in such publications and develops and sells advertising linked to telephone service.

See Note 16 to our consolidated financial statements as of and for the years ended December 31, 2002, 2001 and 2000 and Note 13 to our unaudited consolidated financial statements as of and for the nine month periods ended September 30, 2003 and 2002 and Operating and Financial Review and Prospects Factors Affecting Results of Operations for additional information as to our results of operations by business segment.

Through September 30, 1999, Telecom provided domestic and international telephony services in the Northern Region on an exclusive basis. Commencing in October 1999, the Argentine government implemented a deregulation plan introducing competition into the basic telephony service market. As a result, Telecom has commenced offering services throughout Argentina and competes with Telefónica and with a number of new operators throughout our markets. The Argentine telecommunications market was opened to full competition beginning in November 2000. See Competition.

Our operations are subject to a complex series of laws and regulations of the Argentine government. In addition, Telecom is subject to the supervision of the *Comisión Nacional de Comunicaciones*, or the CNC, and the *Secretaría de Comunicaciones*, or the SC, or collectively the Regulatory Bodies. See Regulatory Framework.

The Argentine government has taken certain measures that have affected revenues from the services Telecom provides. By the enactment of the Public Emergency Law, the rates charged by Telecom for measured service, public telephone service, national and international long distance and monthly basic charges and installation charges have been pesified and frozen. Telecom cannot predict when the Public Emergency Law will cease to be effective or how these or other Argentine government regulations may affect our future revenues. See Rates and Operating and Financial Review and Prospects Economic and Political Developments in Argentina.

#### *Voice, data and Internet Services*

Telecom is the principal provider of basic telephony services in the Northern Region, and since late 1999 has also provided basic telephony services in the Southern Region. See Competition Basic Telephony and International Long-Distance Services. The term basic telephony services means the supply of fixed telecommunications links which form part of the public telephone network, or are connected to such network, and the provision of local and domestic long-distance telephone service.

#### *Telecom's Domestic Telephone Network*

Telecom's domestic fixed-line telephone network includes installed telephones and switchboards, a network of access lines connecting customers to exchanges and trunk lines connecting exchanges and long-distance transmission equipment. The following table illustrates the development of Telecom's domestic telephone network:

|   | September 30,<br>1998 | September 30,<br>1999 | December 31,<br>2000 | December 31,<br>2001 | December 31,<br>2002 |
|---|-----------------------|-----------------------|----------------------|----------------------|----------------------|
| Number of installed lines(1)              | 3,354,866             | 3,577,807             | 3,723,936            | 3,800,058            | 3,802,464            |
| Net lines installed (during each period)  | 262,403               | 222,941               | 146,129(3)           | 76,122               | 2,406                |
| Net lines installed cumulative            | 1,783,902             | 2,006,843             | 2,152,972            | 2,229,094            | 2,231,500            |
| Number of lines in service(2)             | 3,349,307             | 3,424,596             | 3,839,831            | 3,891,800            | 3,590,284            |
| Net lines in service added for the period | 263,238               | 73,289                | 415,235(3)           | 51,969               | (301,516)            |
| Net lines in service added cumulative     | 1,947,338             | 2,020,627             | 2,437,862            | 2,489,831            | 2,188,315            |
| Lines in service per 100 inhabitants      | 18.8                  | 19.1                  | 21                   | 21                   | 19                   |
| Pending applications                      | 50,318                | 16,303                | 66,900               | 40,100               | 20,300               |
| Total public phones                       | 57,932                | 71,407                | 80,036               | 82,176               | 79,812               |

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- (1) Reflects total number of lines available in switches.
- (2) Reflects number of lines capable of generating traffic. Includes direct inward dialing lines, which do not use installed line capacity.
- (3) Reflects information from September 30, 1999 up to December 31, 2000.

*Basic Telephony Revenue*

*Monthly Basic Charges.* Telecom bills a monthly basic charge to its customers. The charge is based on pulses, valued at the price per pulse prevailing during the periods included in the invoice and, through January 6, 2002,

translated to pesos at the applicable exchange rate. See the information contained in *Recent Developments* above and *Rates* below. The number of pulses varies depending on the type of customer. Telecom estimates that approximately 90% of lines in service as of September 30, 2003 were for residential customers and approximately 10% were for professional, commercial and government customers. Additionally, due to the regulatory regime, Telecom is obliged to offer discounts to low consumption residential and retired customers.

*Measured Service.* In addition to a monthly basic charge, Telecom collects a monthly measured service charge from almost all of its customers which is based on telephone usage. Measured service is billed at the price per pulse at the time the call is made and, through January 6, 2002, translated to pesos at the applicable exchange rate. Additionally, due to the competitive environment Telecom had offered discounts to customers mainly for domestic long distance service which reduced the revenues billed for this service. However, these discounts were eliminated during 2002. See the information contained in *Recent Developments* above and *Rates* below. Charges for local and domestic long-distance measured service vary with the price per unit of usage. The number of units of usage depends on the time of day, the day of the week, the distance traveled and the duration of calls. Historically, the only type of unit of usage used to determine charges had been the pulse, a fixed value unit. During the summer months (December through March) there is a lower consumption of pulses due to the fact that many customers are on vacation.

Local minutes were approximately 13.0 billion during 2002, 14.0 billion during 2001 and 13.6 billion during 2000. A significant portion of these local minutes were related to our 0610 Internet dial-up service.

Domestic long-distance minutes were 2.4 billion during 2002, 2.5 billion during 2001 and 2.4 billion during 2000.

Telecom estimates that in the year ended December 31, 2002 approximately 59% of measured service revenues was generated by residential customers, and approximately 41% was generated by professional, commercial and government customers. Telecom estimates that in the year ended December 31, 2001, approximately 57% of measured service revenues was generated by residential customers, and approximately 43% was generated by professional, commercial and government customers.

*Domestic Long-Distance Calls.* The price of domestic long-distance calls varies with the time of day, the day of the week, the distance of the call, the duration of the call and the price per pulse existing at the billing time. Our domestic long-distance rate structure was revised effective May 1, 1992 as part of the process of rate restructuring and were further revised in 1997 as part of the rate rebalancing. See *Rates*. Additionally, due to competition, Telecom offers discounts to customers mainly for domestic long distance service. This practice has reduced the revenues billed for this service.

*Internet Access 0610 Service.* On March 11, 1998, Telecom began providing a dial-up service called 0610 to enable customers to access the Internet through authorized ISPs at promotional rates. These rates feature an average discount of 47% for 30-minute communications (urban tariff), depending on the time and the day of the week. Traffic generated by the 0610 service amounted to 4.6 billion minutes for the nine months ended September 30, 2003, and 7.0 billion minutes in 2002 and 7.4 billion minutes in 2001.

*Installation Charges.* Revenues from installation charges consist primarily of fees levied for installation of new phone lines. Telecom must gradually reduce installation charges pursuant to an agreement with the Argentine government. See *Rates*.

*Dedicated Lines.* Telecom provides dedicated lines primarily to businesses. Dedicated lines are dedicated point-to-point leased lines. In addition to installation fees, Telecom receives revenues from dedicated analog interurban lines that are fixed by pulses according to the price of interurban calls (corresponding to the distance of such calls). Telecom reduced the rates for interurban analog dedicated lines as a consequence

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of a price reduction under Decree No. 92/97, and for interurban digital dedicated lines in order to maintain consistency with its general tariff structure.

*Interconnection Revenues.* As of October 1999, Telecom started to collect fees from other operators related to interconnection services which primarily includes access, termination and long-distance transport of calls.



*Public Phones.* As of September 30, 2003, there were 79,446 public telephones installed of which 8,313 are in the Southern Region. The majority of the public phones are located on premises owned by third parties (such as store owners) who are billed for usage. In an effort to increase the availability of public telephone service, Telecom began to offer incentives to individuals and small companies to encourage them to install public telephones on their premises. Telecom has installed new modular public telephones offering both local and long-distance connections. These telephones accept coins or prepaid calling cards; however, the majority of such phones installed by Telecom only accept prepaid calling cards, which decreases our exposure to theft from public telephones. Additionally, Telecom has installed public telephone telecommunication centers providing access to public telephone, Internet and fax services.

Public phone rates were decreased substantially as a result of Decree No. 92/97. In addition, the liberalization of public telephone services began in December 1998 pursuant to Decree No. 264/98. See Regulatory Framework Deregulation Plan Established by Decree No. 264/98.

*Other.* Other basic telephony services include charges for supplementary services (such as call waiting, call forwarding, conference calls, voicemail and itemized billing), directory services, access provided to independent operators (co-operatives) and operator assistance.

*Telintar and Startel Charges.* Telecom charged Telintar primarily for the use of our network and other administrative services, such as billing and collection. See Our Business International Long-Distance Service. Telecom charged Startel primarily for the lease of circuits. Telecom Internacional S.A., or Telecom Internacional, and Startel have been merged into Telecom. See Our Business International Long-Distance Service and Our Business Data Transmission Services and Internet Access Startel.

#### *International Long-Distance Service*

Telecom holds a non-expiring license to provide international telecommunications services in Argentina including voice and data services and international point-to-point leased circuits.

Revenues from international long-distance service reflect payments under bilateral agreements between Telecom (or our predecessor subsidiaries) and foreign telecommunications carriers, covering virtually all international long-distance calls into or out of Argentina. Net revenues from international long-distance service therefore consist mainly of:

amounts earned from outgoing phone calls by our customers (and Telefónica's customers when operations were rendered by Telintar) and from Telefónica's customers through the presubscription process;

net amounts earned from foreign telecommunications carriers for connection to the Argentine telephone network;

international telex;

international point-to-point leased circuits; and

international data services.

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The amount of operating revenues from international long-distance service depends on the volume of traffic, the rates charged to local customers and the rates charged by each party under agreements between the Argentine provider and foreign telecommunications carriers. Settlements among carriers are usually made on a net basis. Incoming traffic with carriers measured in minutes was 274 million for year 2002, 237 million for year 2001 and 230 million for year 2000.

Since 2000, approximately 100% of our installed lines have been able to dial international telephone calls directly. Outgoing traffic measured in minutes was 188 million in year 2002, 207 million in year 2001 and 204 million in year 2000.

In years 2002, 2001 and 2000, approximately 17%, 18% and 20%, respectively, of international long-distance outgoing traffic was to the United States. International traffic between Argentina and Brazil, Spain and Uruguay is also substantial.

Since 1992, international tariffs have been reduced annually as a consequence of the application of the price cap. Decree No. 92/97 also resulted in a reduction of approximately 42% of the average weighted tariff for international long-distance calls.

During year 1998, as a result of the combined effect of the rate restructuring and several new promotional plans, outgoing traffic increased and other competitive long-distance telephone services such as call-back continued to decline. During years 1999 and 2000, Telecom reduced international long-distance rates in order to compete with the new providers of long-distance calling services. See Competition Basic Telephony and International Long-Distance Services.

Telecom is connected to the Unisur submarine fiber optic cable, which links Argentina, Brazil and Uruguay and joins with the Americas II submarine fiber optic cable, which connects Brazil, Trinidad and Tobago and the United States. Telecom is also connected to the Columbus II submarine fiber optic cable, which links Mexico, the United States, the Virgin Islands, Spain, Portugal and Italy. These cables are connected with the submarine cable network currently in service.

Telecom is a member of a consortium of telecommunications companies involved in the Atlantis II submarine cable system project that provides fiber optics links with Europe, via Brazil, Senegal, Cabo Verde, Spain and Portugal.

Prior to April 30, 1999, Telecom provided international telecommunications services through Telintar, a subsidiary jointly held by Telecom and Telefónica. Effective May 1, 1999, Telecom and Telefónica dissolved Telintar, at which time Telecom commenced providing international long-distance service for the Northern Region through Telecom International, a wholly owned subsidiary. Effective October 1, 1999, Telecom International and Telecom merged, at which point Telecom assumed the rendering of international services. See Regulatory Framework Regulations Applicable to International Telecommunications Services.

#### *Telecom Argentina USA Inc.*

Our wholly owned subsidiary in the United States, Telecom Argentina USA Inc., a corporation organized under the laws of the State of Delaware, was granted an FCC 214 license by the Federal Communications Commission, or the FCC, for the provision of international long-distance telecommunications services in the United States. Telecom Argentina USA is currently operating through commuting and transmission facilities rented from other service providers and its business, at the moment, is mainly focused on wholesale long distance international traffic.

#### *Participation in Latin American Nautilus*

Telecom holds a 10% interest in Latin American Nautilus S.A., a company organized under the laws of Luxembourg, or Latin American Nautilus. The other shareholders of Latin American Nautilus are Telecom Italia (70%), Empresa Nacional de Telecomunicaciones S.A. of Chile (10%) and Entel S.A. of Bolivia (10%).

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The objective of Latin American Nautilus is to participate in and manage operating companies in various countries. The operating companies will own telecommunications infrastructure or sell the rights to use and provide services related to telecommunications infrastructure, primarily submarine cables. Latin American Nautilus also intends to manage an undersea and terrestrial fiber optic ring network which links up major cities in Latin America with Central and North America.

Latin American Nautilus has recorded significant losses, and due to such losses it is reporting negative shareholders' equity. In order to remedy this situation, a part of these losses will be covered through the cancellation of capital stock and a capital contribution of US\$291 million by the shareholders. Our board of directors has approved the decision not to contribute the percentage that corresponds to Telecom's ownership interest. Therefore,

after the application of the capital stock to cancel the losses, our shareholders' equity in Latin American Nautilus will be cancelled. Telecom's financial statements as of and for the year ended December 31, 2002 include a reserve for the entire value of our shareholders' equity in Latin American Nautilus. Therefore, this decision of the board of directors is not expected to have any negative financial, operational or other consequences on our business.

#### *Data Transmission Services and Internet Access*

Telecom provides Internet and data transmission services including Internet infrastructure and application services, national and international broadcasting signal transport and videoconferencing services.

*Data.* The data services business includes nationwide data transmission services, national and international broadcasting signal transport and videoconferencing services. Telecom also provides certain value-added services, including electronic standard documents telecommunication software exchange and fax storage and delivery service. The data services business also includes the lease of networks to other providers, telecommunications consulting services, operation and maintenance of telecommunications systems, supply of telecommunications equipment and provision of related services. Corporate data transmission services are provided mainly through frame relay and ATM networks. Telecom has a non-expiring license to provide the aforementioned services.

On September 30, 2000, Telecom began to provide data services directly. Previously, Telecom Soluciones S.A., or Telecom Soluciones, a 99.99% owned subsidiary, and Startel, a company owned 50% by Telecom and 50% by Telefónica had provided data services.

*Internet.* Telecom introduced our Internet service under the brand name ARNET in 1998. Telecom mainly offers this service in the major cities of Argentina. In recent years, our Internet service has experienced higher demand and usage in less populated areas of the country. Our Internet services include basic dial-up service and high-speed ADSL service. As of September 30, 2003, the service had approximately 193,600 Internet subscribers including approximately 154,000 subscribers to our basic dial-up service and approximately 39,600 subscribers to our high-speed ADSL service.

Telecom has been providing Internet-related services directly to our customers since November 2001. Before November 2001, our Internet services were provided through our subsidiaries Telecom Internet S.A., or Telecom Internet, and Telecom Soluciones, which was merged into Telecom Internet.

*Startel.* Prior to January 1, 2000, Telecom provided telex, telegraph, mobile maritime and certain value-added services, including electronic standard documents telecommunication software exchange and fax storage and delivery service through Startel, a company owned 50% by Telecom and 50% by Telefónica. Telecom and Telefónica were subsequently granted separate licenses to render the national telex service and Startel was dissolved.

#### *Wireless Telecommunications Services*

Telecom provides wireless telephone services via cellular and PCS networks through its subsidiaries in Argentina and Paraguay.

*Wireless Telecommunication Services in Argentina*

Telecom provides wireless telephone service throughout Argentina via cellular and PCS networks. Since October 1999, all of our wireless telephony services in Argentina are provided through Telecom Personal, a 99.99% owned subsidiary. Publicom owns the remaining 0.01% of Telecom Personal.

*Telecom Personal.* Telecom Personal utilizes digital TDMA technology in both networks and offers advanced supplementary cellular services such as voice mail, message signaling, caller-ID, short messaging services, call transferring, call waiting, call conferencing, IVR dialing, national and international roaming and automatic call routing. Telecom Personal has also introduced wireless Internet access. Telecom Personal primarily offers its service on the 850 MHZ and 1900 MHZ frequency bands. Telecom Personal's service offerings include prepaid cellular services. Because customers are not required to enter into contractual commitments, they are able to obtain cellular service based solely on their usage, with no monthly fees. As of September 30, 2003, 82% of Telecom Personal's customers were prepaid.

As of September 30, 2003, Telecom Personal had 2.4 million subscribers. At December 31, 2002 Telecom Personal had 2,190,724 subscribers and at December 31, 2001 Telecom Personal had 2,135,804 subscribers. For the nine months ended September 30, 2003, Telecom Personal had consolidated net sales of P\$821 million. In fiscal year 2002, Telecom Personal had consolidated net sales of P\$1,034 million and consolidated net sales in fiscal year 2001 of P\$1,822 million. Telecom Personal had consolidated net sales of P\$1,920 million for the year ended December 31, 2000.

Telecom commenced offering cellular telephone services in 1993 through Miniphone, a company owned 50% by Telecom and 50% by Telefónica. The initial coverage area included Metropolitan Area Buenos Aires, which extends to the city of La Plata to the South, the city of Campana to the North, the city of General Rodríguez to the West and the city of Monte Grande to the Southwest, or the Miniphone Region. In 1996, Telecom Personal commenced providing cellular service on one of the two available bands in the Northern Provinces of Argentina outside the Miniphone Region.

Telecom Personal holds cellular licenses over the second band of the Mobile Cellular Radiocommunication Service, or SRMC, in the Miniphone Region and the second band of the Mobile Telephone Service, or STM, in the Northern Region. See Regulatory Framework Regulations Applicable to Mobile Telephone Services. In 1999 Telecom acquired PCS licenses in the Metropolitan Buenos Aires Region, the Southern Region and the Northern Region.

Telecom Personal is implementing a program to enhance its wireless network by transitioning from TDMA technology to GSM technology. Telecom Personal offers this service through the 1900 MHZ frequency band. In 2001, Telecom Personal introduced GSM and GPRS technology into its network. Telecom has initially installed these technologies in some areas of the Metropolitan Area Buenos Aires (AMBA) region and provided partial coverage in some of the main cities of Argentina's interior. The existing coverage is mainly designed to introduce and test the technology in Telecom Personal's network, to start to offer 2.5 generation services and to capture roaming traffic coming from foreign visitors (such as tourists and business travelers).

*Miniphone.* On July 5, 1999, the SC authorized the division of Miniphone granting Telecom Personal and Unifón separate licenses to continue providing the services provided by Miniphone. Effective October 1, 1999, Telecom Personal and Unifón assumed the rights and obligations involved in rendering services as continuing companies of Miniphone, which was dissolved without liquidation. Telecom Personal and Unifón jointly operate the former Miniphone's 800 MHZ network through a special vehicle named Red-Miniphone Agrupación de Colaboración Empresaria.

Beginning in year 2000, revenues from cellular services previously rendered by Miniphone are contained in Telecom Personal's revenues.

*PCS Network Facilities.* Telecom Personal acquired its PCS licenses in an auction held in 1999. In addition, prior to its reorganization, Miniphone had acquired a 20 MHZ PCS band in the Metropolitan Buenos Aires Region.

In connection with the acquisition of PCS licenses by Telecom Personal and Miniphone, Telecom has agreed to guarantee certain indebtedness of Telecom Personal and Miniphone relating to payment of future installments of the purchase price for their respective licenses, and has agreed to act as a surety with respect to Telecom Personal's and Miniphone's obligations under the PCS licenses. See Operating and Financial Review and Prospects Liquidity and Capital Resources. See Regulatory Framework Regulations Applicable to PCS Services.

*Wireless Telecommunications Services in Paraguay*

Telecom provides wireless telephone services via cellular and PCS networks in Paraguay through Núcleo, which is 67.5% owned by Telecom Personal and 32.5% owned by ABC Telecommunications, a Paraguayan corporation.



Núcleo commenced providing cellular services in Asunción and the surrounding areas in June 1998, using the commercial name Personal. Núcleo has in place a cellular network with 122 cell-sites, using Digital AMPS TDMA technology. The service is being offered through the 800 and 1900 MHZ frequency bands. In 1997, Telecom Personal was awarded a nationwide license to provide cellular services on the B Band, and also acquired an interest in a PCS license for the Asunción and the greater Asunción area, by acquiring shares in Cable Insignia S.A. Núcleo began providing PCS services on December 1, 1998. Núcleo has also been granted licenses to provide Internet access and videoconference and data transmission services in Paraguay.

As of September 30, 2003, Núcleo had 519,287 customers, a decrease of approximately 27,000 customers, or 5%, from September 30, 2002. Núcleo had 519,000 customers as of December 31, 2002 and 500,588 customers as of December 31, 2001. For the nine months ended September 30, 2003, Núcleo had net sales of P\$111 million. For the year ended December 31, 2002, Núcleo had net sales of P\$176 million. For year ended December 31, 2001, Núcleo had net sales of P\$134 million.

In 1997 Telecom Personal agreed to acquire 75% of the outstanding shares of Cable Insignia S.A., or Cable Insignia, a Paraguayan corporation that held a license granted by the *Comisión Nacional de Telecomunicaciones del Paraguay*, or CONATEL, to install and operate a PCS network in several areas of Paraguay at a purchase price of US\$1.87 million, payable in two installments. As of October 1, 1998, CONATEL authorized the transfer of Cable Insignia's PCS license to Núcleo. As a result, Núcleo provides both cellular telephony services and PCS services.

Telecom Personal paid the remaining balance of the purchase price for the acquisition of Cable Insignia's shares in February 2003. Cable Insignia is in the process of liquidation.

#### ***Directory Publishing Publicom***

Telecom owns a 99.99% interest in Publicom, while Nortel owns the remaining 0.01%. Publicom's principal business is editing, printing, selling and distributing publications, including telephone subscriber directories in the Northern Region, yellow pages, leaflets, magazines, annuals and other directories. In addition, Publicom sells advertising in these publications and develops and sells advertising linked to telephone service. Pursuant to regulations of the SC, Telecom through Publicom must provide, on an annual basis, all clients with free telephone directories for the area of their respective domicile. Publicom also holds a 5.75% interest in Nahuelsat S.A., or Nahuelsat, a company that provides, installs and operates satellite communications systems and markets these services.

For the nine months ended September 30, 2003, Publicom had net sales of P\$8 million. For the years ended December 31, 2002 and 2001, Publicom had net sales of P\$37 million and P\$189 million, respectively. Since October 2001, the activities performed by the call center for the 110 number and its employees have been transferred to Telecom.

#### **Management Agreement**

On the Transfer Date, Telecom entered into the Management Agreement with the Operators pursuant to which the Operators agreed to manage the business of Telecom and to provide services, expertise and know-how with respect to the entire range of activities conducted by Telecom. As required by the List of Conditions, the Management Agreement provides the Operators with full management powers. On December 11, 2003, the SC authorized the Telecom Italia Group to be Telecom's exclusive Operator. The basic terms and conditions of the Management Agreement are set forth below.

*Operator Responsibilities*

The responsibilities of the Operator include:

the provision of knowledge and expertise,

the provision of personnel, particularly highly qualified management personnel,

the development of general policies and strategies, and

the application of the most appropriate technology and expertise available.

#### *Duration*

The initial term of the Management Agreement was seven years from the Transfer Date. It was automatically extended upon the extension of the exclusivity period as provided for by the List of Conditions. Under the original Management Agreement, the parties were obligated to begin renegotiations of an extension of the Management Agreement six months before its expiration.

The Management Agreement does not provide for specific events of termination. Termination of this agreement without the consent of the relevant Regulatory Body is a basis for revocation of our License.

On August 9, 1999, the Operators and Telecom negotiated an amended Management Agreement with approximately the same terms and conditions for a period of five years. This contract can be renewed for an additional period of five years by agreement of both Telecom and the Operator under certain circumstances.

#### *Management Fee*

Under the Management Agreement, the Operators were entitled to receive an annual management fee equal to 3% of our total annual revenues, net of VAT and turnover tax, payable quarterly in dollars. In addition, Telecom had agreed to pay the Operators separate fees for any special services rendered by the Operators. Telecom had also agreed to pay any Argentine withholding taxes applicable to the management fee to be received by the Operators. As discussed in more detail below, upon the request of Telecom, the Operators agreed to suspend the management fee from April 1, 2002 until the end of the contract in October 2004. For the 2002 fiscal year, the total fees paid under the Management Agreement, including fees for special services, were approximately P\$27 million.

#### *Amendment of the Management Agreement*

As part of our plan to reduce expenses and investments in order to minimize the effects of the severe Argentine economic crisis affecting the business of Telecom, Telecom undertook negotiations with the Operators on amendments to the Management Agreement. In October 2001, considering the recession existing in Argentina, the Operators and Telecom agreed to temporarily reduce the Management Fee set forth in section 2.7 of the Management Agreement from 3% to 1.25%. The parties agreed that this reduction would not affect the services to be rendered by the Operators and would be applied from October 1, 2001 to March 31, 2002.

Additionally, Telecom subsequently requested that the Operators suspend the collection of the Management Fee from April 1, 2002 until the state of economic emergency declared by the Public Emergency Law subsided.

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In May 2002, the Operators agreed to temporarily suspend, from April 1, 2002 until December 31, 2002, certain provisions stated in Article II of the Management Agreement (which includes the provisions relating to payment of the Management Fee) except for the provisions relating to the collaboration between highly qualified personnel of the Operators and Telecom. This amendment does not affect our rights to require the Operators to provide assistance on specific projects upon request in compliance with Article III of the Management Agreement. In December 2002, in light of the continuing crisis in Argentina and its impact on Telecom, the Operators agreed to extend this suspension until the end of the contract in October 2004.

Further, the Operators, in compliance with Decree No. 62/90, confirmed their commitment to give Telecom all of the support and cooperation reasonably within their reach in order to help Telecom overcome our current difficulties. Telecom has agreed to reimburse the Operators' travel expenses in connection with management services provided during the suspension of the Management Fee.

FCR is no longer an Operator of Telecom following the SC authorization that was granted on December 10, 2003. As a result, the France Telecom Group is no longer a party to the Management Agreement. The Management Agreement will continue remain in effect between Telecom and Telecom Italia (as exclusive Operator of Telecom), on the terms agreed to by Telecom and Telecom Italia.

### *Description of Operator*

The Telecom Italia Group, which has an indirect interest in Telecom, is now our exclusive Operator. As of December 1, 2003, the Telecom Italia Group was one of the world's largest fixed telecommunications operators, with approximately 27.1 million subscriber fixed-lines installed (including ISDN equivalent lines). Through Telecom Italia Mobile S.p.A., or TIM, the Telecom Italia Group was also the largest mobile telecommunications operator in Italy and one of the largest in the world, with approximately 41.3 million mobile lines (which includes 33.2 million lines in which it had an economic interest, or proportionate lines). The Telecom Italia Group also had 5.8 million mobile lines (2.0 million proportionate lines) through companies indirectly owned through Telecom Italia International. In Italy, TIM is one of three operators with the right to provide GSM digital mobile telecommunications services and one of three operators with the right to provide DCS 1800 digital mobile telecommunications services (the fourth operator, Blu, was acquired in October 2002 and merged into TIM in December 2002). TIM is one of five entities which have acquired a UMTS license to provide third generation mobile services in Italy.

The Telecom Italia Group also provides leased lines and data communications services, Internet services and IT software and services. Following the merger between Telecom Italia and Olivetti effective August 4, 2003, as a result of which Olivetti changed its name to Telecom Italia S.p.A., Telecom Italia operates in the IT office products, specialized application for service automation in banking retail, gaming and public authorities services and specialized automation systems sectors.

### **Competition**

#### *Basic Telephony and International Long-Distance Services*

Prior to November 1999, Telecom held an exclusive license to provide basic telephony services to the Northern Region. The term basic telephony services is defined in the List of Conditions as the supply of fixed telecommunications links which form part of the public telephone network or are connected to this network and the provision of local and domestic long-distance telephone service. Our License was granted on an exclusive basis for a period of seven years from the Transfer Date, subject to our compliance with specified quantitative and qualitative conditions. On March 13, 1998, the Argentine government issued Decree No. 264/98, which extended the period of exclusivity with respect to basic telephony and international long-distance services until October 1999. The decree further provided for a transition period prior to the full liberalization of the telecommunications market. Telintar was also covered by the terms of Decree No. 264/98. See Regulatory Framework Deregulation Plan Established by Decree No. 264/98.

As a result of the liberalization plan, Telecom began to offer telephone services in the Southern Region in October 1999, and has begun to face competition in the Northern Region. Pursuant to SC Resolution No. 91/99, the Argentine government granted Telecom a non-expiring license to provide fixed-link local, national and international long-distance telephony, and data transmission as well as for the provision of national and international point-to-point links, and the power to lease links to other providers of telecommunications services in the Southern Region of the country under the terms of a license agreement signed with the SC by Telecom on March 31, 1999. Telefónica has the dominant market share for provision of telecommunication services in the Southern Region.

During the transition to full liberalization of the market established by Decree No. 264/98, Telecom competed in the basic telephony service throughout Argentina with Telefónica and with two new entrants to the market: CTP, led by Movicom, and Compañía de Telecomunicaciones Integrales S.A., led by CTI.

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Decree No. 764/00 established the general regulation of licenses and provided that each licensed company was allowed to launch its services in November 2000 when the full liberalization of the telecommunications market began. As of the date of this solicitation statement, the main licensees providing local and/or fixed long-distance telephone service are Techtel, Impsat, AT&T Argentina, CTI, Movicom Bell South, MetroRed, IPlan, Comsat,

Telefónica (in the Northern Region) and Telecom (in the Southern Region). Some of these competitors may be better capitalized than us and have substantial telecommunications experience. Accordingly, if the economic conditions in Argentina improve and competitors increase their presence in the Northern Region, Telecom expects that it will face additional pressure on the rates it charges for its services and experience loss in market share in the Northern Region.

#### *Wireless Telecommunications Services*

The cellular telecommunications market in Argentina has been open to competition within each service area. However, as a result of the award of several PCS licenses in 1999, additional competitors have begun to offer PCS services in the different cellular service areas. Beginning in year 2000, each service area has four wireless operators combining cellular and PCS services. These four operators are Telecom Personal, Unifón, Movicom and CTI.

Unifón operates SMRC services through the 800 MHZ band in the Buenos Aires metropolitan area and also holds a 40 MHZ PCS license for the Northern Region and an additional 20 MHZ PCS license in the Southern Region, its original service area. Telecom understands that as of December 31, 2002, Unifón provided cellular services to approximately 1,676,537 subscribers.

Movicom, a company owned and operated by a consortium including Bell South, Motorola, BGH S.A. and several other investors, introduced cellular service to Buenos Aires in 1989, operating the first band of the SRMC in the Buenos Aires metropolitan region through the 800 MHZ band. Movicom currently operates in the Buenos Aires metropolitan region and also holds a 40 MHZ PCS license for the Northern Region, a 40 MHZ PCS license in the Southern Region and an additional 20MHZ PCS license in the Buenos Aires metropolitan area. Telecom understands that as of December 31, 2002, Movicom provided cellular services to approximately 1,504,840 subscribers.

CTI has provided cellular service in the Northern and Southern Regions outside of the Buenos Aires metropolitan area since 1994 through the 800 MHZ band. CTI also holds a 40 MHZ PCS license in the Buenos Aires Metropolitan Area and the 20 MHZ PCS licenses in the Northern and Southern Regions. Telecom understands that as of December 31, 2002, CTI provided cellular service to approximately 994,638 subscribers. Telecom also understands that in October 2003 América Móvil S.A., a Mexico-based wireless telephony company led by investor Carlos Slim, acquired a controlling interest in CTI and announced plans to make significant investments into the modernization of CTI's technology.

#### *Internet and Data Services*

We face nationwide competition in the Internet service market in Argentina from Telefónica (Advance), AT&T, IPlan, Grupo Clarín (Prima), Netizen, Fullzero, UOL and Cablevisión (Fibertel), among others. Telecom believes, based on research conducted by it, that ARNET is the leading ISP in Argentina, with an estimated market share of 29% in the Northern region, compared to Grupo Clarín (Prima), with an estimated market share of 24% in the Northern region and UOL, with an estimated market share of 9% in the Northern region. Our data services business faces competition from Telefónica and from several providers of niche data services such as Impsat, MetroRed, Comsat, AT&T and IPlan.

#### *General*

The terms of the notes will impose certain operating and financial restrictions on us that will limit our ability to make capital expenditures and other investments and may restrict us from implementing new technologies in a timely fashion, while our competitors who do not face similar

constraints may be able to offer better services, functionality, speed and services to our customer base. See Risk Factors Telecom's business operates in a competitive environment which may result in a reduction in its market share in the future. Additionally, Telecom expects that the level of competition in its markets will increase in the future.



## Legal Proceedings

Telecom, Telecom Personal and Publicom are parties to several civil, tax, commerce and labor proceedings and claims that have arisen in the ordinary course of business. Telecom has established reserves in an aggregate amount of P\$219 million to cover potential losses related to these claims in its consolidated financial statements.

### *Bankruptcy and Summary Attachment Proceedings; Acceleration of Indebtedness*

We are aware of one involuntary bankruptcy petition, or *pedido de quiebra*, for an amount of US\$200,000, and seven summary attachment proceedings, or *juicios ejecutivos*, that have been filed against us by persons alleging to be holders of our outstanding notes for the aggregate value of the equivalent of approximately US\$2.0 million (based on exchange rates as of January 6, 2004). We have been served with process and have filed the required formal responses for each of these claims. With respect to the bankruptcy petition, the court rejected this petition in November 2003 because the petitioner failed to demonstrate that Telecom is insolvent since we made a voluntary deposit in escrow evidencing our ability to pay the amount under dispute. The plaintiff has not appealed this decision. With respect to the summary attachment proceedings, plaintiffs in four of the proceedings have been granted attachments over an aggregate amount of approximately P\$2.0 million deposited in certain of our bank accounts. In connection with one of the summary attachment proceedings, we have appealed the decision issued by the relevant court to increase the amount of the complaint for approximately US\$1.5 million. In addition, as of September 30, 2003, Telecom had received notices of acceleration with respect to the equivalent of approximately P\$307 million aggregate principal amount of debt of Telecom and approximately P\$294 million aggregate principal amount of debt of Telecom Personal. We do not expect that the summary attachment proceedings will result in Telecom being declared bankrupt. However there is a significant likelihood that we will have to commence reorganization (*concurso*) proceedings if we are unable to consummate the APE expeditiously and if claims of this nature increase.

### *Labor Claims for which ENTel is Liable*

The Transfer Agreement provides that ENTel, and not Telecom, is liable for all amounts owing in connection with claims based upon ENTel's contractual and statutory obligations to former ENTel employees, whether or not these claims are made prior to the Transfer Date, if the events giving rise to these claims occurred prior to the Transfer Date. However, using a theory of successor enterprise liability that they assert is based upon generally applicable Argentine labor law, certain former employees of ENTel have brought claims against Telecom, arguing that neither the Transfer Agreement nor any act of the executive branch of the Argentine government can be raised as a defense to our joint and several liability under allegedly applicable labor laws.

In an attempt to clarify the issue of successor liability for labor claims in favor of Telecom, Decree No. 1803/92 was issued on September 29, 1992 by the executive branch in Argentina. It stated that various articles of the Work Contract Law of Argentina, or the Articles, which form the basis for the foregoing claims of joint and several liability, would not be applicable to privatizations completed or to be completed under the State Reform Law. However, in December 1996, in a case in which Telefónica (Telecom's competitor) was party, the Supreme Court found the Articles to be applicable to privatizations and therefore concluded that transferors and transferees under these privatizations are jointly and severally liable for obligations arising from employment contracts.

As of September 30, 2003, the total amount of these labor claims filed against Telecom, including accrued interest and expenses with respect thereto, was approximately P\$16 million. Interest and expenses continue to accrue on this amount until it is paid in full. Telecom believes that the pending claims will not have a significant effect on our results of operations or financial position for these claims for two reasons: (1) under the Transfer Agreement, ENTel has expressly agreed to indemnify Telecom in respect of these claims and (2) the Argentine government has agreed to be jointly and severally liable with ENTel in respect of these indemnity obligations and has authorized Telecom to debit an account of the Argentine government at *Banco Nación* for any amounts payable by the Argentine government under this indemnity. Under the Debt

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Consolidation Law, ENTel and the Argentine government may discharge their above-described obligations to Telecom by issuing 16-year bonds to Telecom. In its ruling, the Supreme Court recognized the right of licensees to demand that the Argentine government comply with its Transfer Agreement obligations.

Although we cannot assure you as to the outcome of these proceedings, in the opinion of our management and internal legal counsel, the final outcome of these proceedings will not have a material effect on our financial position and results of operations.

*Consumer Trade Union Proceedings*

In November 1995, Telecom was served with notice of a complaint filed by a consumer trade union, *Consumidores Libres Cooperativa Limitada de Provisión de Servicios Comunitarios*, against Telecom, Telefónica, Telintar and the Argentine government. The suit seeks to declare null, illegal and unconstitutional all tariff rules and agreements as of the Transfer Agreement and to reduce the tariffs of the licensees so as to obtain a return rate not in excess of an annual 16% on fixed assets as described in the List of Conditions. Furthermore, the complaint seeks reimbursement of sums allegedly received in excess of the 16% return rate as well as sums resulting from the reduction in the rate of the city of Buenos Aires turnover tax, contending that the reduction has not been approved for the region of the city of Buenos Aires. The Court of Appeals rejected some objections and has postponed the consideration of the others until it issues its final decision. In October 2001, the federal Chamber of Appeals for Contentious and Administrative Matters issued a precautionary measure, or the Precautionary Measure. The Precautionary Measure requires the Argentine government and the co-sued companies, including Telecom Argentina, to abstain from applying the corrections set forth in art. 2 of the agreements approved by Decree No. 2585/91 until a final sentence is issued. On October 29, 2001, Telecom filed an extraordinary appeal to the Argentine Supreme Court of Justice against the Precautionary Measure. The case is currently still pending. This measure suspended the ability of the telecommunications companies to increase tariffs by reference to the U.S. consumer price index. The Public Emergency Law and the reformation of the exchange regime, however, has an analogous result to that proposed by the Precautionary Measure by prohibiting, as of January 6, 2002, contracts held with the public administration, including public work and services contracts, from being adjusted to dollars or other foreign currencies.

On October 22, 2003, Law No. 25,790 was published in the Official Gazette. It provides for the extension (up to December 31, 2004) of the term for renegotiating public works and services contracts provided for by article 9 of the Public Emergency Law. It also provides that the Argentine government's decisions related to the renegotiations of the above mentioned contracts will not be limited or conditioned by the regulations currently in effect. The extension of the term of the Public Emergency Law through December 31, 2004 was approved by Law No. 25,820 published in the Official Gazette on December 4, 2003. Consequently, Telecom does not expect the claims described above to be continued at this time.

Although we cannot assure you as to the outcome of these proceedings, in our opinion, based on the information available to us and the opinion of our legal counsel, the possibility that the above-mentioned proceedings will have a significant impact on our financial position is remote.

On August 14, 2003, Telecom was served notice of a legal action brought by *Consumidores Libres Cooperativa Limitada de Provisión de Servicios Comunitarios* against Telecom, Telefónica and the SC. The action was filed before the Federal Court in Administrative Litigation Matters No. 8 and requests the reimbursement of certain charges related to special equipment included in monthly basic charges billed by Telecom. On August 22, 2003, Telecom contested this claim on the grounds that the charges are valid since they were expressly provided for under applicable administrative rules and regulations.

Although we cannot assure you as to the outcome of this proceeding, in the opinion of our management and internal legal counsel, the final outcome of this proceeding will not have a material effect on our financial position and results of operations.

*Proceedings Related to Promotion and Protection of Investments*

On April 24, 2003, Telecom Italia filed a notice with the relevant Argentine authorities for the formal commencement of proceedings to resolve its dispute with the Argentine government pursuant to the Bilateral Agreement between Italy and Argentina Concerning the Promotion and Protection of Investments. The proceedings are aimed at receiving compensation for the damages deriving from the implementation, on the part of the Argentine government, of measures considered to be detrimental to Telecom Italia's investment in Telecom. The filing of the notice started a six-month period in which the parties shall attempt to effect an amicable settlement. If no decision is reached during this period, Telecom Italia

will have the right to initiate specific arbitration proceedings.

In addition, FCR filed notices with the relevant Argentine authorities under the terms and conditions of bilateral agreements between Argentina and France concerning the protection of investments.

#### *Tax Matters*

On March 4, 2000, our subsidiary, Micro Sistemas, received a notice from the Secretary of Treasury requesting Micro Sistemas to pay P\$1,147,373 in tax with respect to its failure to comply, prior to its acquisition by Telecom Soluciones, with the terms and conditions of a special tax regulation applicable to Micro Sistemas. On December 15, 2000, Micro Sistemas sent a response to the tax authority (i) stating that the notice should be nullified because the statutory period for making such a claim had passed and (ii) objecting to the tax authority's assertion that Micro Sistemas had not complied with the terms and conditions of its special tax rate. This matter is still pending but legal counsel for Telecom has indicated that the possibility that Micro Sistemas will have to pay the tax is remote. Further, if Micro Sistemas is required to pay this tax, Telecom may be able to recover all or a portion of the tax pursuant to the indemnity provided by the former owners of Micro Sistemas pursuant to the contract pursuant to which Micro Sistemas was purchased in 1997.

A criminal court in Argentina is currently reviewing a case commenced by the AFIP against companies that issued invoices for services that would not have been rendered to third parties. In connection with this proceeding, in November 2002 the court required several Argentine companies, including Telecom, to provide tax related information and collected invoices issued by the companies under investigation that were found in their possession. As a result of the query, Telecom initiated internal investigations which revealed that during 2001 Telecom paid invoices to two companies (one of these two companies is the issuer of the invoices that the court collected, as described above), for an amount equal to P\$1,200,000 to each company. Until now, Telecom has not been able to confirm that the services itemized in the invoices were effectively rendered to Telecom. Although as of this date Telecom has not had access to the claim initiated by Argentina's tax regulatory body and has not been summoned to appear before the court, the Board of Directors resolved to make any necessary tax adjustments and payments to adjust this matter in compliance with current tax laws.

In October 2002, Telecom was served notice by the CNC of a resolution requesting Telecom Argentina to refrain from billing their customers for any municipal tax increase to which Telecom is subject, and to refund customers for any amount charged in connection with municipal tax increases. Telecom has appealed this resolution. In November 2003, Telecom filed a complaint asserting its right to transfer municipal taxes to its customers. Telecom's complaint is pending court resolution.

Additional tax matters are discussed under *Operating and Financial Review and Prospects Taxes Turnover Tax*.

#### *Government-Sponsored Internet Fund*

In July 2003, Telecom Argentina was served notice by the CNC of a resolution requesting Telecom to contribute P\$46.6 million to a government-sponsored Internet program called *argentina@internet.todos*. As of September 30, 2003, the Company has recorded P\$13 million in connection with this program, which is included in other liabilities. The difference between the amount requested by the CNC and the recorded amount corresponds to interest and indexing. Even though it is not possible to determine the merits of these proceedings, in the opinion of the Company's management and its internal legal counsel, the final outcome of this resolution will not have a material effect on the Company's financial position and results of operations.

#### *General Proceedings*

There are several proceedings that have been initiated against us with respect to alleged regulatory violations from 1999 to 2003. If the outcomes of these proceedings are unfavorable to us, they could result in fines of

approximately P\$7,800,000. For each of these proceedings, we are challenging CNC's imposition of fines before administrative authorities and/or the courts. The most significant of these proceedings relate to the printing of telephone directories in small font sizes which were allegedly not clear enough to read and did not comply with the terms to remedy such non-compliance, for which the CNC imposed a fine of approximately P\$1,200,000; problems relating to the implementation of the Genesis system (billing software) for which the CNC imposed a fine of approximately P\$900,000; problems relating to failures in the process of presubscribing in several cases for which the CNC imposed a fine of approximately P\$890,000; and problems due to the transfer of tax increases to the billing to clients for which the CNC imposed a fine of approximately P\$420,000.

In 1999, the Argentine national environmental agency (*Secretaría de Medio Ambiente y Desarrollo Sustentable*) initiated an administrative proceeding against us in relation to our waste management based on liquid drainage from underground chambers at several of our sites. If this waste is classified as hazardous waste, Telecom will need to register with the National Register of Generators and Operators of Hazardous Waste. The annual fee that would be paid by registered companies is calculated by applying a formula that considers the extent of the hazard and quantity of the waste, which cannot exceed 1% of the presumed average profit of the activity for which the hazardous waste is generated. We have filed the requisite formal responses in connection with this administrative proceeding and we believe that we will not have to register with any environmental agency.

For a description of certain administrative appeals made by Telecom with respect to certain regulatory actions, see [Information on Telecom Regulatory Framework Reconsideration Request](#) and [Information on Telecom Regulatory Framework Regulations Applicable to Mobile Telephone Services](#). For a description of certain tax matters, see [Operating and Financial Review and Prospects Taxes](#).

## Rates

Pursuant to the original terms of the Transfer Agreement, Telecom was permitted to adjust the rates we charged for domestic telephone calls in accordance with the monthly variation of the Argentine consumer price index, or Argentine Consumer Price Index, or, in certain circumstances, a weighted average of the Argentine Consumer Price Index and the devaluation of the Argentine currency against the dollar. The Convertibility Law (see [Operating and Financial Review and Prospects Economic and Political Developments in Argentina](#)), which took effect on April 1, 1991, however, prevented the operation of this indexing mechanism; as a general matter, the Convertibility Law prohibits peso-based price adjustment mechanisms.

On November 28, 1991, Telecom and Telefónica signed an agreement, or the November Agreement, with the Argentine government providing for rates to be dollar-based and, at the election of each of Telecom and Telefónica, adjusted semi-annually according to the U.S. consumer price index, or the U.S. CPI. The November Agreement was ratified by Decree No. 2585/91 and became effective on December 18, 1991. On February 28, 1992, the Argentine government and Telecom entered into a supplemental agreement, or the February Agreement, which was ratified by Decree No. 506/92 (the November Agreement, as supplemented by the February Agreement, is referred to as the [Rate Agreement](#)).

## *Public Emergency Law*

As a consequence of the severe and ongoing deterioration of the economic situation of Argentina, effective January 6, 2002, the Argentine government has introduced measures that have had and are expected to continue to have a significant impact on the operations of Telecom, particularly on rates. On January 6, 2002, the Argentine government enacted the Public Emergency Law and applicable regulations including Decree No. 293/02, putting an end to ten years of dollar-peso parity under the Convertibility Law. The Public Emergency Law also has:

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converted to and fixed as pesos (at a rate of P\$1.00=US\$1.00) all tariffs for measured service, public telephone service, long distance, some supplementary services and monthly basic and installation charges;

eliminated contract clauses providing for adjustments to the value of payments with reference to the United States dollar or other foreign currencies as well as any indexation clauses (based on price indexes of other countries) or similar mechanism; and



established that certain contracts signed between the Argentine government and privatized companies (such as Telecom) will be renegotiated, including tariffs that Telecom may charge in the future.

The Argentine government and Telecom are currently in negotiations regarding certain tariffs and Telecom has presented the governing body with information and projections relating to our rate structure and the effects of the current emergency situation on our operations. According to the Public Emergency Law, while undertaking these negotiations, the Argentine government should consider several factors, including the effect of these rates on our users of our services as well as the effect on the economy.

#### *Rate Rebalancing Established by Decree No. 92/97*

At the time of ENTel's privatization, the need for a future amendment of rates to rebalance the pricing of domestic and international charges was foreseen. Subsequent agreements established the right of licensees to a rate rebalancing and set forth some mechanisms to implement a new tariff structure.

Decree No. 92/97 provided for a significant reduction in domestic and international long-distance rates, an increase in basic telephony charges, the elimination of free pulses and an increase in urban rates. The rate rebalancing established by Decree No. 92/97, or the Rate Rebalancing, was undertaken as part of the Argentine government's plan to create a competitive environment in the Argentine telecommunications industry, a plan which was initially adopted in connection with the privatization of ENTel in 1990.

The new rate schedule was intended to reduce cross-subsidies (particularly those existing between urban and long-distance services) to create a competitive environment beginning in the year 2000. The preservation of the licensees' financial position was one of the main principles of the Rate Rebalancing. Decree No. 2585/91 established that the Rate Rebalancing should have a neutral effect on the licensees' revenues. In developing the tariff structure implemented by Decree No. 92/97, the Argentine government relied on studies which demonstrated that because of the elasticity of demand for telephone service, an increase in demand for lower-priced services would compensate for the rate reductions. Decree No. 92/97 established corrective mechanisms to facilitate neutral results on revenues. The *Banco Interamericano de Reconstrucción y Fomento*, or InterAmerican Bank for Reconstruction and Development, was responsible for making measurements on a semi-annual basis, over a two year period, to determine the effects of the Rate Rebalancing.

Decree No. 92/97 provides for a mechanism to offset changes in revenue resulting from the Rate Rebalancing at the time of applying the price caps.

The variation in revenues resulting from the Rate Rebalancing for the two-year period beginning February 1997 was determined to amount to an increase of P\$9.5 million. In accordance with SC General Resolution No. 4269/99, this amount will be included in a future tariff reduction, although the Regulatory Bodies have not yet determined how to implement this reduction. This issue will be addressed in the current tariff renegotiations in conjunction with the other pending tariff issues.

#### *Rates*

The rates charged by Telecom are subject to the regulations described under Regulatory Framework. The following table sets forth certain of our maximum month-end rates for various components of local service and domestic long-distance service in pesos converted to US dollars based on the month-end exchange rates for the periods indicated(1):

|                                  | <u>September<br/>1998</u> | <u>December<br/>1999</u> | <u>December<br/>2000</u> | <u>December<br/>2001</u> | <u>December<br/>2002(4)</u> |
|----------------------------------|---------------------------|--------------------------|--------------------------|--------------------------|-----------------------------|
| <b>Residential:</b>              |                           |                          |                          |                          |                             |
| Installation charge per line     | 200                       | 150                      | 150                      | 150                      | 150                         |
| Monthly Basic Charge per line(2) | 12.83                     | 13.23                    | 13.23                    | 13.23                    | 13.23                       |
| <b>Commercial:</b>               |                           |                          |                          |                          |                             |
| Installation charge per line     | 200                       | 150                      | 150                      | 150                      | 150                         |
| Monthly Basic Charge per line(2) | 32.90                     | 33.91                    | 27.30                    | 27.30                    | 27.30                       |
| <b>Prices:</b>                   |                           |                          |                          |                          |                             |
| Price per pulse (nominal)        | 0.0455                    | 0.0469                   | 0.0469                   | 0.0469                   | 0.0469                      |
| Exchange Rate P\$/US\$(3)        | 1.00                      | 1.00                     | 1.00                     | 1.00                     | 3.37                        |

- (1) Figures shown do not include value added tax charged to customers.
- (2) Under the Rate Agreement, customers are billed in pesos at an exchange rate of the average of the closing bid and offer prices quoted by *Banco Nación* for wire transfers of dollars on the day before each bill is prepared.
- (3) Represents *Banco Nación* offered rate on the last day of the month for wire transfers of dollars.
- (4) In accordance with the Public Emergency Law these rates were pesified at the exchange rate of US\$1.00 = P\$1.00.

Many of our charges, such as the monthly basic charge and measured service charges, are calculated using pulses, a basic service unit. Effective November 1, 1999, the maximum rate per pulse (which was denominated in dollars until December 31, 2001) was US\$0.0469 (an increase of approximately 1.5% from the rate in effect from April 1999 through October 1999). As of the date of this solicitation statement, this was the last time the maximum rate per pulse was changed. However, changes corresponding to years 2000 and 2001, although not directly applied on the price per pulse, were included in the 2000 and 2001 price cap negotiation. Until December 31, 2001, customers were billed in pesos based on the conversion of the applicable rate (which in certain cases at our election could be lower than the maximum rate permitted by the Rate Agreement) into pesos at the exchange rate prevailing at the time of billing. This rate adjustment scheme has been eliminated by the enactment of the Public Emergency Law. Telecom is currently negotiating the rates for regulated services that Telecom may charge in the future. Because of the current economic and political conditions in Argentina, no assurance can be given regarding the future application of this method of calculating rates or whether, if this calculation method is continued, the expression of the rate per pulse in dollars or its adjustment in accordance with the U.S. CPI would have an adverse effect on the financial condition and results of operations of Telecom, particularly if the U.S. dollar-Argentine peso exchange rate remains fixed but Argentine inflation rates continue to exceed U.S. inflation rates.

*Price Cap.* The List of Conditions required that rates be reduced annually until the regulatory bodies determine that there is effective competition in the markets we serve. A 2% (measured in real dollar terms) reduction in the prior year's rates was required for each of the third through the seventh year following the Transfer Date (through November 7, 1997). In addition, following the extension of the exclusivity period, rates were required to be 4% lower (measured in real dollar terms) than the prior year's rates. This requirement is maintained pursuant to the Rate Agreement, whereby Telecom is permitted to effect aggregate rate reductions by lowering rates for some or all categories of service, *provided* that net reductions meet the applicable targets. The price cap regime will continue in those areas without effective competition. As of the date of this solicitation statement there is no effective competition declared by the regulatory bodies. Therefore, the price cap mechanism is still applicable although no further reductions have been applied since October 2001. See Agreement with Argentine government to Reduce Rates and Regulatory Framework Deregulation Plan Established by Decree No. 264/98.

*Agreement with Argentine Government to Reduce Rates.* On December 15, 1999, the Argentine government, Telecom and Telefónica agreed to implement certain modifications to the tariff structure in order to facilitate Argentine government actions to improve the level of competitiveness of the Argentine economy.

Among other issues, the agreement contemplated:

a 19.5% reduction in the monthly basic charges for commercial and governmental customers;

a 5.5% reduction in revenues from residential customers from local basic telephony service (these reductions were made available to customers that requested the rate reduction); and

the continuance of the 0610 Internet access dial-up charge to residential customers.

These tariff modifications were taken into account in the rate reductions when the price cap reduction of November 2000 was applied. The rate modifications came into effect as of March 1, 2000. The reductions to residential customers were applied by means of different pricing plans.

The impact of the adjustments to these items through November 2000 was to be applied on a pro rata basis to the price cap reductions for the years 2000, 2001 and 2002, carried forward at an interest rate of 12%. Additionally, the impact of the adjustments described above for the period November 2000 to October 2001 was to be applied to the price cap reduction of November 2000.

On April 6, 2000, the Argentine government, Telefónica and Telecom signed an agreement that set the effective price cap reduction at 6.75% for the period of November 2000 to November 2001. The price cap reductions contemplated that 6% of this reduction would be implemented through the items listed below:

the continuation of the reduction in basic monthly charges for commercial and governmental customers and pricing plans for residential customers that came into effect as of March 1, 2000;

Telecom would provide 110 (information) services free of charge from January 2000 until November 2001; and

the price of the pulse would not be adjusted in accordance with U.S. C.P.I. in April 2000 and in October 2000.

The licensees were permitted to decide how to apply the remaining reduction. In the event that by November 2001 the reduction in these items does not achieve the effective price cap reduction of 6.75%, the Argentine government was to determine which items shall be subject to additional reductions in order to achieve the effective price cap reduction up to 6.75%. As of the filing date of this solicitation statement, the regulatory agent had not yet reached a decision as to whether the reductions implemented by Telecom reached the agreed upon reduction of 6%. This issue will be addressed in the current tariff renegotiations in conjunction with the other pending tariff issues.

In October 2001, a preliminary injunction against us carrying out any tariff adjustments was issued. Telecom appealed this injunction arguing that if one part of the formula cannot be applied, the price cap system should be nullified. Finally, Public Emergency Law No. 25,561 prohibited tariff adjustments explicitly.

*Installation Charges.* Under the Rate Agreement, Telecom was required to gradually reduce installation charges so as to achieve pricing levels equal to those for internationally mature networks (estimated in the Rate Agreement to be US\$250) and to eliminate distinctions between residential and commercial users by November 1996. Installation charges were reduced annually until 1999 when the charges reached their current levels. Additionally, Telecom has been applying several promotions to installation charges. Decree No. 92/97 established that beginning in November 1997 installation charges may not exceed the amount charged in mature international markets. Actual levels of installation charges are P\$150.

*Monthly Basic Charges.* Until the effective date of Decree No. 92/97, customers were entitled to a certain number of free pulses per line depending on the category of each customer and the number of lines in the area. As a consequence of the application of Decree No. 92/97 and in order to offset tariff reductions in domestic and international long-distance services, free pulses were eliminated for all categories of customers, and monthly basic charges were equalized throughout the country. Decree No. 92/97, however, provided for a special reduced tariff that is available to certain low consumption residential and retired customers.

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*Long-Distance Tariffs.* The application of annual reductions to the general level of rates established in the List of Conditions (price cap) has been implemented mainly by reducing the long distance rates but especially in local service and discounts to certain public entities, including fire departments and public libraries.

Decree No. 92/97 reduced the current average weighted domestic long-distance tariff by approximately 33%. Under this revised tariff schedule, interurban tariffs were significantly reduced, with maximum long-distance tariffs reduced by 56%. Calls within Provincial Code 1 (up to 30 Km) made within provincial cities are now billed at an urban tariff, representing a significant reduction.

## Regulatory Framework

Set forth below is a summary of certain provisions of the general legal framework for the regulation of the activities of Telecom, Telecom Personal and Publicom. The principal features of this general regulatory framework have been created by:

the Privatization Regulations, including the *Pliego de Bases y Condiciones* approved by Decree No. 62/90, as amended, or the List of Conditions;

the Transfer Agreement;

the License granted to Telecom;

the Rate Agreement;

Decrees Nos. 2347/90, 2346/90 and 2345/90, granting to Telecom, Telintar and Startel the license to provide the telecommunications services described below;

Decree No. 1185/90, establishing the CNT, later replaced by the CNC, pursuant to Decrees No. 660/96, 1260/96 and 80/97;

Decrees Nos. 348/84 (establishing priorities for line installations), as amended by Decree Nos. 1747/85 and 1748/85 (establishing priorities in favor of persons financing the expansion of telephone services);

SC General Resolution No. 10059/99, establishing the Basic Telephony Service Client Regulation;

Decree No. 92/97, approving the changes to the General Tariff Structure, establishing the minute fraction as the new Calculation Unit, approving the National Numeration and Signalization Fundamental Plans and the following Regulations (each as described under Regulatory Framework Decree No. 92/97 below): Accounting and Financial Information and Costs Regulation, Basic Telephony Service Clients Regulation, Basic Telephony Quality Service Regulation, PCS Regulation, as amended by Decree No. 266/98, and Public and Residential Telephone Services for the Deaf;

Decree No. 264/98;

Decree No. 266/98;

SC General Resolution No. 1122/98, establishing the regulatory framework for licenses and public telephony plan;

SC General Resolution No. 2724/98 as amended, establishing the regulatory framework for the long-distance presubscription service;

Law No. 25,000 which adopts the norms of the World Trade Organization with regards to telecommunications in individual countries;

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Decree No. 465/00, establishing the deregulation of the telecommunications market commencing November 9, 2000; and

Decree No. 764/00, establishing the regulatory framework for licenses, interconnection, universal service and radio-spectrum management.

This summary does not purport to be complete and is qualified by reference to the License, the List of Conditions, the Transfer Agreement and applicable provisions of Argentine law.

*Regulatory Bodies*

The activities of Telecom and Telecom Personal are supervised and controlled by the CNC, a governmental agency under the supervision of the SC (which is presently supervised by the Ministry of Federal Planning, Public Investments & Services). The CNC is in charge of general oversight and supervision of telecommunications services. The SC has the power to develop, suggest and implement policies which are applicable to telecommunications services, to ensure that these policies are applied, to review the applicable legal regulatory framework, to act as the enforcing authority with respect to the laws governing the relevant activities, to approve major technical plans and to resolve administrative appeals filed against CNC resolutions.

*Law No. 25,609*

On June 12, 2002, the Argentine Congress passed Law No. 25,609 which, as of the date of this solicitation statement, has not been published in the Official Gazette. Law No. 25,609 provides that Argentine telephone operators such as Telecom must provide indispensable telephony services to the following entities (the Beneficiaries):

public hospitals and welfare institutions,

public education facilities, and

Argentine armed forces.

Law No. 25,609 has not defined the scope of indispensable telephony services. Pursuant to the terms of this law, Telecom must continue to provide telephony services even if the Beneficiaries do not pay for these services. Subject to the implementation of this law and subsequent regulations that may be enacted thereunder, Telecom may or may not be able to set-off any amounts due by the Beneficiaries against any amounts owed by Telecom to the Argentine government.

The executive branch vetoed Law No. 25,609 and instead passed Decree No. 1174/02 on July 4, 2002. However, Law No. 25,609 may still become effective upon a 2/3 majority vote of the National Congress. Decree No. 1174/02, unlike Law No. 25,609, does not require Argentine telephone operators such as Telecom to provide the above mentioned indispensable telephony services but does require a party wishing to suspend the provision of those services to provide 30 working days notice of the suspension to the affected entity and the Ministers or Secretaries of the executive branch.

*Decree No. 764/00*

On September 5, 2000, the Argentine executive branch issued Decree No. 764/00 which enacted four new regulations:

the regulation of licenses for telecommunications services,



the Argentine interconnection regulation,

the universal service regulation, and

the regulation governing the administration, management and control of the wireless spectrum.

The basic guidelines for these regulations are as follows:

*General Regulation of Licenses.* This regulation establishes a single nationwide license for the provision of all telecommunication services to the public, including fixed-line, wireless, national and international, irrespective of whether these services are provided through telecommunications infrastructure owned by the service provider. Under the regulation, a licensee's corporate purpose does not need to be exclusively the provision of telecommunications services. In addition, the regulation does not establish any minimum investment or coverage

requirements. Broadcasting services companies may also apply for a license to provide telecommunications services; *provided*, for certain activities (such as Internet services), that the company is owned at least 70% by Argentine companies or individuals. The regulation further authorizes the resale of telecommunications services subject to the receipt of a license, and there are no restrictions on participation by foreign companies. This regulation governs the license through which Telecom offers services in the Southern Region.

*Argentine Interconnection Regulation.* This regulation provides for a reduction of approximately 50% in the reference prices for interconnection. The regulation increases the number of functions that the dominant operator must provide, including the obligation to provide interconnection at the local exchange level, to provide billing services and to unbundle the local loop. This regulation also introduces interconnection for number translation services (NTS) such as Internet, audiotext, collect calling and the implementation of number portability, all of which shall be subject to future regulations.

*Universal Service Regulation.* The universal service regulation requires entities that receive revenues from telecommunications services to contribute 1% of these revenues to the universal service fund. The regulation establishes a formula for calculating the subsidy for the provision of universal service which takes into account the cost of providing this service and any foregone revenues. Additionally, the regulation creates a committee responsible for the administration of the universal service fund and the development of specific universal service programs. The regulation adopts a pay or play mechanism for compliance with the mandatory contribution to the universal service fund, although it establishes a mechanism for exemption from contribution for basic telephony service licensees, which combines loss of revenues and market share. However, material regulations to implement universal service programs are still pending.

During 2002, the SC conducted consultations regarding the administration of the universal service fund and the regulation requiring contribution to the universal service fund. Telecom has expressed the view that it should be compensated, retroactively from the end of the exclusivity period, for the social benefits programs that it is currently providing. However, to date Telecom has not received any compensation for its provision of these services. Telecom may be required to continue to make contributions to the universal service fund and without receiving any compensation for the universal service it has been rendering to date.

The SC has also set up a working group whose main purpose is to analyze the method to be applied in measuring the costs of the universal service programs. In May 2003 this working group determined that the application of the previously proposed measurement method was too complex but recommended moving forward with the implementation of the initial programs of the universal service fund.

*Regulation Governing the Administration, Management and Control of the Wireless Spectrum.* This regulation establishes the principles and requirements governing the administration, management and control of the wireless spectrum. According to the regulation, the authorizations or permissions will be granted subject to SC's right to substitute, modify or cancel them without any right to indemnification on the part of grantee. The new authorizations that are granted will have a minimum duration of 5 years. The authorizations or permissions for use of frequencies may not be transferred, leased or assigned, in whole or in part, without the prior authorization of the SC.

*Reconsideration Request.* During year 2000, Telecom filed an administrative appeal for the revocation of certain provisions of the regulations attached to Decree No. 764/00. The administrative appeal argues that:

the contested regulations contain inequities that violate the provisions adopted in connection with the privatization of the basic telephony service;

broadcasting companies may render telecommunications services through one entity while Telecom is unable to do so; and

the reduction of interconnection rates does not compensate for the access deficit which itself is not compensated by Universal Service.

*Deregulation Plan Established by Decree No. 264/98*

*General.* In March 1998, the Argentine government issued Decree No. 264/98, introducing a plan for the liberalization of the Argentine telecommunications industry, or the Plan. Decree No. 264/98 provided for the extension of the period of exclusivity with respect to the provision of basic telephony and international long-distance services until some time between October 8, 1999 and November 8, 1999, depending on the particular region. The Plan also provided for: (i) the immediate liberalization of public telephone services and (ii) during July 1998, the liberalization of telephone service in rural areas. In addition, the Plan contemplated that in January 1999, data transmission services within the countries included in Mercosur would be open to competition, subject to the following conditions: (i) each of the Mercosur countries enters into agreements providing for the liberalization of these services and establishing similar regulatory bodies and (ii) reciprocity exists between countries with respect to the granting of licenses, which is still pending. Finally, the full liberalization of local, domestic and international long-distance services took place in November 2000. See Regulatory Framework Decree No. 764/00.

Beginning in late 1999, two new operators, formed by independent operators, cellular operators and cable television operators, were permitted to offer services. These new operators, together with the existing licensees of basic telephony service, allowed customers to choose from four operators until the full liberalization of services occurred. The Plan also granted data transmission operators existing prior to the privatization of ENTel the right to operate domestic and international long-distance services by the end of 2000. See Competition.

The Plan focused on three central principles:

providing universal telephone service to all segments of the Argentine population,

establishing limitations on anti-competitive activities, and

creating fair and transparent guidelines for granting future licenses.

New regulatory obligations were also introduced with respect to quality and service targets applicable to both Telecom and Telefónica. For example, all localities with more than 80 inhabitants had to be incorporated into the network by means of the installation of semi-public long-distance services and all localities with more than 500 inhabitants had to be incorporated into the residential network by means of fixed-line or wireless services. During 1998 and 1999, 640,000 new lines had to be installed, of which 15% of these new lines were required to be installed for customers in suburban areas. During this period, 19,000 new public telephones had to be added to the existing network (50% of which are to be coin-operated telephones), and 2,000 telephones were required to be installed in low income areas. The division of these obligations among Telecom and Telefónica was specified by the regulations. For low-income customers, a plan must be introduced with a promotional installation fee of less than US\$100. Finally, requirements for improved communications for the Antarctic area are also contemplated.

The annual 4% price cap formula was in effect through 1999. The efficiency factor for the application of the price cap formula was set at 5.5% by the Regulatory Body. This factor was increased for 2000 to 6.75%, which represents 6% as established by the Regulatory Body and 0.75% as established by Telecom. See Rates Rates Agreement with Argentine government to Reduce Rates.

As long-distance services are liberalized, competition was introduced by presubscription of long-distance service for locations with more than 5,000 clients. Following the introduction of presubscription of long-distance service, a call-by-call selection service will be installed. These requirements obligate the telephone companies to make significant investments and modifications to their networks. See Presubscription of Long-distance Service.

During 1999, competition in local and national and international long-distance services was established among Telecom and Telefónica and CTP and Compañía de Telecomunicaciones Integrales S.A., the two new national operators permitted to offer services by Decree No. 264/98. Some provisions of Decree No. 264/98 and related resolutions were modified by Decree No. 764/00, mainly provisions related to licensing conditions, interconnection and universal service. Decree No. 764/00 established the general regulation of licenses and provided that each

licensed company was allowed to launch its services in November 2000 when the full liberalization of the telecommunications market began. As of the date of this solicitation statement, the main licensees providing local and/or fixed long-distance telephone service are Techtel, Impsat, AT&T Argentina, CTI, Movicom Bell South, MetroRed, IPlan, Comsat, MCI, Embratel, Telefónica (in the Northern Region) and Telecom (in the Southern Region).

*Public Telephone Services.* Pursuant to the Plan, the liberalization of public telephone services began. As of September 30, 2003, Telecom competes with a number of other companies for the provision of public telephone services. On December 9, 1998, Telecom entered into an agreement with the Argentine government whereby Telecom was granted (upon the subsequent issuance of SC General Resolution No. 2627/98) a license to provide public telephone services in the Southern Region. According to the terms of the agreement, Telecom was required to install at least 2,500 public phones in the Southern Region within a three year period.

As of September 30, 2003, Telecom has installed 8,313 public telephones in the Southern Region. Telecom has installed public telephony telecommunication centers, or CETs, providing access to public telephony services, Internet and fax services in the Southern Region in major cities including Buenos Aires, La Plata, Mar del Plata, Mendoza, San Luis, Villa Mercedes, Tandil, San Juan, Ushuaia and Junín.

#### *New Rate Structure*

On January 31, 1997, the Argentine government issued Decree No. 92/97, whereby a new tariff structure was established. Decree No. 92/97 implemented changes in certain regulatory issues that Telecom believes are essential to face a competitive environment. For example, Decree No. 92/97 ratified the new National Numbering Plan, which increases the length of telephone numbers to 10 digits, re-assigns numbers for special services such as police and hospitals and establishes the rules for future implementation of number portability. Decree No. 92/97 also ratified the Signalization Plan, which regulates certain aspects of call routing. Decree No. 92/97 further included a Service Quality Regulation, which defines the technical standards enforceable upon Telecom by the Regulatory Bodies in connection with compliance with the goals of the List of Conditions and the Clients General Regulation, as amended, which regulates the relationships between Telecom and its clients. Additionally, Decree No. 92/97, as amended, established a regulation and list of conditions for the granting of licenses to provide PCS services. See *The Business Wireless Telecommunications Services Miniphone*. Finally, it provides that Telecom may provide equipment and maintenance services to clients in a competitive environment.

As established by Decree No. 92/97, the calculation of per time units now uses minute as the calculation unit.

#### *Service Requirements*

Pursuant to the List of Conditions, Telecom is required to ensure continuity, availability and uniformity in rendering our services. We must provide, among other services, free emergency telephone services, free telephone directories to all subscribers and information services related to Telecom.

The List of Conditions also set forth certain mandatory objectives that Telecom must achieve and maintain. These included requirements as to network penetration (telephone lines and public telephones to be added, waiting time for installation), network performance (percentage of completed calls, repair time, frequency of failure) and service (operator efficiency, maintenance and information).

*National Numbering Plan*

During 1998, Telecom completed the technical changes to the public network necessary for the introduction of the change of numbering plan for basic telephony service that took effect on January 24, 1999 as ordered by the regulatory authority. Under the plan, the length of Telephone numbers increased to 10 digits. Substantial improvements were made in adapting the information applications and in the preparation for the date on which the change took effect. All these steps were coordinated with the major telecommunications competitors in the local market in order to provide for the interconnection of the different networks. The numbering plan provided additional capacity for the system and is part of several steps that the Argentine government has taken to prepare the telecommunications industry for competition.

*Presubscription of Long-distance Service*

According to the terms of SC General Resolution No. 2724/98, the SC approved the General Regulation of Presubscription of Long-distance Service. Among other things, this regulation provides that effective October 10, 1999, presubscription of long-distance service, whereby the customer may choose its long-distance carrier, must be available in all cities outside the Buenos Aires Metropolitan Area, or AMBA, with more than 5,000 customers. This service has been available in the AMBA since November 7, 1999.

As of October 10, 1999, for cities outside AMBA with more than 5,000 customers, and November 7, 1999, for the AMBA region, Telecom has started to transport long-distance traffic in the Southern Region through our fiber optic network. This network connects our network in the Northern Region with the main cities in the southern service area; it is complemented by the leasing of circuits to other operators, in order to offer long-distance services in approximately 50 local areas in the southern service area.

*Regulation for the Call by Call Selection of the Providers of Long Distance Services*

On December 28, 2001, the former Ministry of Infrastructure and Housing issued General Resolution No. 613/01 which approved a system that allows callers to select their preferred long distance provider for each call. This call by call selection system is referred to as SPM.

Subsequently, as a result of the claims submitted by several carriers objecting to General Resolution No. 613/01, the Ministry of Economy issued General Resolution No. 75/03, which introduced several changes to the regulations providing for SPM. The main changes relate to the following: long distance carriers' freedom to provide SPM, changes in blockage modality due to delinquency, changes in the service connection modality and greater flexibility of obligations connected with service promotion and advertising. General Resolution No. 75/03 also provides that origin providers, both fixed and mobile, must have their equipment and networks available to provide the SPM service within 120 days of February 6, 2003. Our equipment and networks have been able to provide this service since 2002. As of the date of this solicitation statement, no long distance operator has requested interconnection in order to provide this service.

*Penalties for Non-Compliance*

The List of Conditions specified various penalties which may be applied by the Regulatory Bodies to Telecom. These penalties may include warnings, fines and revocation of the License.

*Revocation of the License.* The following events may result in revocation of the License:

the interruption of all or a substantial portion of service;

the serious non-performance of material obligations;

the modification of corporate purpose or change of domicile to a jurisdiction outside Argentina;



the sale or transfer of the License to third parties without prior approval of the Regulatory Bodies;

any sale, encumbrance or transfer of assets which has the effect of reducing services supplied without the prior approval of the Regulatory Bodies;

the reduction of ownership of Nortel in the capital stock of Telecom to less than 51% without prior approval of the Regulatory Bodies;  
and

the assignment or delegation of the Management Agreement by the Operators or the termination of this contract without the prior approval of the Regulatory Bodies.

If our License is revoked, Nortel must transfer its shares in Telecom to the Regulatory Bodies, in trust, for their subsequent sale through a public auction. Upon the sale of the shares to a new management group, the Regulatory Bodies may renew the License of Telecom under conditions they determine.

*Regulations Applicable to International Telecommunications Services*

Telecom holds a non-expiring license to provide international telecommunications services, including telephone, international data transmission, international telex and international direct connections, *provided* that it meets the applicable mandatory objectives discussed above. See

Regulatory Framework Service Requirements. This license was exclusive through October 1999. As described below, Telecom previously provided these services through our former subsidiaries, Telintar and Telecom Internacional.

Prior to April 30, 1999, Telecom provided these services through Telintar, a former subsidiary jointly held by Telecom and Telefónica. The List of Conditions provided that access charges paid by Telintar were to be shared between Telecom and Telefónica in proportion to the traffic of Telintar originated by the customers of each shareholder, notwithstanding that Telecom and Telefónica each owned 50% of the shares of Telintar. The List of Conditions also required that the profits generated from these access charges be applied by Telecom and Telefónica in the first instance to the expansion and improvement of services provided by their respective networks according to the objectives set forth in the List of Conditions. Further, the List of Conditions provided that Telecom or Telefónica may each at any time propose to the Regulatory Bodies that Telintar be liquidated. During 1999, Telecom and Telefónica agreed to dissolve Telintar and to distribute the assets of Telintar in part to Telecom Internacional and in part to TLDA. Telecom Internacional was merged into Telecom in 1999. See Our Business International Long-Distance Service.

As of October 1999, two new operators were entitled to render international services. Additional operators became entitled to provide these services in November 2000 under the new license regulation. See Regulatory Framework Decree No. 764/00 General Regulation of Licenses.

*Regulations Applicable to Mobile Telephone Services*

As of April 15, 1997, pursuant to Decree No. 92/97 and SC General Resolution Nos. 263/97 and 344/97, mobile telephone services apply the calling party pays, or CPP, system, whereby the party placing a call from a land-line phone to a cellular phone, rather than the cellular subscriber, pays for the air time charges for the call. Despite the introduction of the CPP system to calls made from fixed-line phones to cellular phones, the regulatory authorities did not implement the CPP system for calls made between cellular phones.

The application of CPP for calls made between cellular phones was successively postponed until Resolution MIV No. 1/01 ultimately introduced the CPP system to the calls made between cellular phones and calling cards. Subsequently, SC General Resolution No. 122/01 suspended the CPP system for calls made between cellular phones until further approvals from the SC were granted. Telecom Personal filed an administrative appeal against SC General Resolution No. 122/01.

The SC subsequently issued General Resolution No. 253/01 which abolished General Resolution No. 122/01 and established that the CPP system to calls made between cellular phones would be implemented as of September 1, 2001. Afterwards, a precautionary measure was issued under the case Defensoría del Pueblo de la Ciudad de Buenos Aires e/Estado Nacional Secretaría de Comunicaciones s/Sumarísimo where Telecom Personal was notified that the effects of the General Resolution No. 253/01 were suspended. Telecom Personal has appealed this decision, but as of the filing date of this solicitation statement, the effects of the SC General Resolution No. 253 continued to be suspended. Since March 2002, Telecom has been applying CPP to the calls made using our calling card Telecom Global.

In accordance with SC General Resolution No. 124/02, in January 2003 the CPP for international calls began whereby overseas calls that terminate in cellular telephones in Argentina pay for CPP charges. In order to identify these calls, customers dialing from outside must add a prefix to the cellular number.

*Regulations Applicable to PCS Services*

Buenos Aires Area. In June 1999, Telecom Personal and Unifón were jointly awarded a license of 40 MHZ in the PCS Band for the region including the AMBA. Miniphone and Movicom each exercised the right to acquire a license of 20 MHZ in the PCS Band. Telecom Personal and Unifón have divided the 40 MHZ license awarded to the two companies and the additional 20 MHZ license granted to Miniphone.

*Interior Region.* Telecom Personal holds licenses of 40 MHZ in the PCS Band in the Southern Region. Telecom Personal also holds a license of 20 MHZ in the PCS Band in the Northern Region.

*2003 Telecommunications Fund*

In August 2003, the Department of Communications notified us of a proposal for the creation of a P\$70 million financial trust, the *Complejo Industrial de las Telecomunicaciones 2003* or 2003 Telecommunications Fund, to be funded by the major telecommunication companies. Banco de Inversion y Comercio Exterior, or BICE, was designated as trustee of the 2003 Telecommunications Fund. The fund will be used to develop the telecommunications sector in Argentina and its responsibilities will include:

the creation of alternative mechanisms for financing;

the completion of projects provided they are long-standing, profitable and relate to the telecommunications system;

the development and consolidation of the telecommunications sector; and

serving as the nexus between the major telecommunication companies and small and medium-sized companies and individual entrepreneurs within the sector serving the public interest.

We have committed to contribute P\$1.5 million at the inception of the 2003 Telecommunications Fund and up to P\$3.5 million on the first anniversary of the fund provided we successfully complete our financial restructuring. In addition, our management has announced that it is our intention to promote agreements with local suppliers for an estimated amount of P\$10 million, which would facilitate their access to financing which we expect will enable suppliers to provide more products to the Argentine telecommunications sector.

**Property, Plant and Equipment**

The principal physical properties of Telecom consist of transmission equipment, exchange equipment and switching equipment. These properties are mainly located throughout the Northern Region. Outside plant and equipment represented approximately 74% and 69% of the net book value of our total fixed assets at December 31, 2002 and December 31, 2001, respectively; construction in progress and materials represented approximately 2% and 7%, respectively, land and buildings represented approximately 12% and 11%, respectively, and furniture, vehicles and office equipment represented approximately 12% and 12%, respectively. We believe that these assets are, and for the foreseeable future will be, adequate and suitable for their respective uses.

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As of September 30, 2003, Telecom had 3,800,604 lines installed, all of which were connected to digital exchanges. As of December 31, 2002 and December 31, 2001, Telecom had 3,802,464 and 3,800,058 lines installed, respectively, all of which were connected to digital exchanges. As of September 30, 2003, the total number of customer lines was 3,327,514. As of December 31, 2002 and 2001, the total number of customer lines were 3,293,952 and 3,583,622, respectively.

As of September 30, 2003, Telecom has entered into purchase commitments totaling P\$65 million primarily for switching equipment, the repair and/or maintenance of public telephones, infrastructure works and other services. In general, the contracts were financed, directly or indirectly, by domestic and foreign vendors or other financing sources.

In order to consider the rapid evolution of the telecommunications industry, Telecom undertook a review of all of the remaining useful lives of our fixed assets as of December 31, 2000. As a result of this review, including advice provided by an independent specialist, Telecom confirmed the appropriateness of the useful lives of its fixed assets except for the remaining lives of the copper external wiring and related infrastructure, which Telecom determined should be extended as a result of the introduction of ADSL technology. Consequently, Telecom decided to extend the remaining useful life assigned to these assets by 5 years from January 1, 2001.

Our current major suppliers of equipment are Siemens Argentina S.A., Italtel S.p.A., Alcatel Techint S.A., IBM Argentina S.A. and Ericsson S.A.C.I. See Major Shareholders and Related Party Transactions.

### Capital Expenditures

Capital expenditures amounted to P\$236 million in the year ended December 31, 2002, P\$1,026 million in the year ended December 31, 2001 and P\$1,984 million in the year ended December 31, 2000. Telecom estimated that capital expenditures for year 2003 would be approximately P\$200 million. This estimate is set annually and is based on commercial, technical and economic factors such as rates, demand and availability of equipment and buildings. In addition, cost estimates remain subject to the finalization of services and other contracts relating to these expenditures. As a result of the recovery of demand for services, Telecom expects that it will need to increase its capital and marketing expenditures in order to maintain the quality of its service and its competitive position.

The following table sets forth our actual capital expenditures for the years ended December 31, 2002, 2001 and 2000.

|                               | Year ended December 31, |              |            |
|-------------------------------|-------------------------|--------------|------------|
|                               | 2000                    | 2001         | 2002       |
|                               | (P\$ millions)(1)(2)    |              |            |
| Buildings and equipment       | 52                      | 22           | 5          |
| Switching and transmission    | 524                     | 255          | 93         |
| Outside plant                 | 351                     | 192          | 27         |
| Telephone equipment and other | 46                      | 48           | 24         |
| Computer equipment            | 380                     | 253          | 63         |
| Other(3)                      | 631                     | 256          | 24         |
| <b>Total</b>                  | <b>1,984</b>            | <b>1,026</b> | <b>236</b> |

(1) The allocation of work in progress among items is estimated.

(2) Figures reflect the adoption of inflation accounting. See Presentation of Financial Information.

(3) Includes 100% of the capital expenditures and capitalization of interest for controlled subsidiaries and 50% of capital expenditures and the capitalization of interest for subsidiaries under joint control in 2000.

Telecom estimates that its unconsolidated capital expenditures will be approximately US\$74 million for 2004 and US\$109 million in 2005. The principal expenditures budgeted include costs of expanding basic lines and ADSL high speed network and connections, upgrading and enhancing information technology systems, complying with regulatory infrastructure requirements and upgrading obsolete technologies, such as transmission equipment, re-employing fiber optic network, replacing certain external plant and power sources and upgrading existing hardware. Telecom Personal estimates that its unconsolidated capital expenditures will be approximately US\$85 million for 2004 and US\$82 million in 2005 in connection with migrating from TDMA to GSM technology, improving its network, information technology systems and software,

services and infrastructure.

Capital expenditures outside of Argentina are not significant and are related to assets held by Núcleo, in Paraguay, and investment in certain submarine cables in which Telintar participated. Capital expenditures outside of Argentina were approximately P\$28 million for 2002, P\$35 million for 2001 and P\$76 million for 2000.

Telecom seeks to continue to improve the quality of our telecommunications network and to position ourselves for increasing competition by offering new services at competitive prices, satisfying demand in our service area, increasing telephone line density, taking advantage of leading technologies, improving service quality and improving productivity. In order to meet this strategy, Telecom intends to maintain its fixed line networks and expand its ADSL high speed network and connections, while Telecom Personal expects to focus on its wireless network transition from TDMA to GSM technology in order to meet the anticipated future demand for cellular services.

Due to the current macroeconomic situation and our related lack of access to bank financing and the capital markets, Telecom expects to finance these expenditures through operating cash flow. Our ability to fund required and other planned capital expenditures is dependent on, among other things, our ability to generate sufficient funds internally. In addition, the terms of the notes will limit capital expenditures by Telecom and Telecom Personal.

In light of the current economic situation and our default on our outstanding financial indebtedness, it is possible that we may be unable to raise or generate sufficient funds for all of our planned capital expenditures.

For further information regarding our capital expenditure program, see [Regulatory Framework](#) [Service Requirements](#).



## THE APE SOLICITATION

The following is a description of the material provisions of this APE solicitation. For a more complete understanding of this APE solicitation, the APE and the notes, we urge you to read carefully the APE attached as Exhibit A to this solicitation statement, and the form of indenture for the notes, all of which will be available for inspection at our principal offices and those of the information agent during normal business hours beginning on , 2004.

### Terms of the APE Solicitation

#### *Overview*

Subject to the terms and the conditions described in this solicitation statement, any supplement hereto, the election ballot and the accompanying letter of transmittal, we are soliciting powers of attorney in favor of the settlement agent (a) to execute the APE on your behalf and (b) to attend and vote at any meeting of holders of outstanding debt that might be required to confirm and give effect to the APE in order to reduce the total amount of our outstanding indebtedness to levels we estimate our operations can sustain. In the case of holders of our outstanding loans, we are alternatively soliciting commitments to sign the APE directly.

Upon the consummation of the APE, we expect to have replaced all of our outstanding unconsolidated debt with up to the equivalent of US\$2,447 million in consideration in the form of notes and cash consideration under the three options. In addition, we will pay to holders of our outstanding debt cash interest payments to pay part of the accrued but unpaid interest on our outstanding debt.

The aggregate principal face amount of our unconsolidated outstanding debt (excluding accrued but unpaid interest, penalties and post-default interest rate increases) as of September 30, 2003 was the equivalent of US\$2,436 million.

Our unconsolidated outstanding debt is comprised of medium term notes and loans with an aggregate principal amount of the equivalent of US\$2,627 million outstanding as of September 30, 2003, including accrued but unpaid interest, penalties and post-default interest rate increases.

#### *Capitalized Interest*

We will make a payment of accrued but unpaid interest on our outstanding debt corresponding to the period from June 25, 2002 through December 31, 2003, by increasing the principal face amount of outstanding debt to be restructured. The amount of accrued but unpaid interest to be capitalized has been determined pursuant to a formula and may be more or less than the amount of interest that would have accrued on your outstanding debt during this period under the terms of your outstanding debt. The amount of interest to be added to the principal face amount of your outstanding debt is the amount determined by multiplying the outstanding principal of each outstanding note or outstanding loan denominated in U.S. dollars, euro or Japanese yen (excluding accrued but unpaid interest, penalties and post-default interest rate increases) by the capitalized interest coefficient of 1.058. The capitalized interest coefficient represents a return equal to LIBOR plus 3% on the aggregate principal face amount of our outstanding debt, less the aggregate amount of the partial payment of past due interest we paid to holders of our outstanding debt in June 2003 for the period beginning on June 25, 2002 and ending on December 31, 2002. With respect to our outstanding loans denominated in Argentine pesos, we determined the amount of capitalized interest based on the CER adjustment to the principal amount of each peso-denominated loan before applying the capitalized interest coefficient. The aggregate amount of capitalized interest with respect to our

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outstanding debt resulting from these calculations equals approximately the equivalent of approximately US\$141 million. We will add the equivalent of approximately US\$141 million of aggregate capitalized interest to the aggregate principal amount of our outstanding debt of the equivalent of US\$2,436 million as of September 30, 2003, in consideration for the total principal amount of outstanding debt of the equivalent of US\$2,578 million to be restructured.

The actual amount of accrued but unpaid interest on the equivalent of US\$2,436 million aggregate principal amount of our outstanding debt for the June 25, 2002 to September 30, 2003 period, including penalties and post-default

interest rate increases, under the terms of our outstanding debt, amounts to the equivalent of approximately US\$191 million. Accrued but unpaid interest for the June 25, 2002 to December 31, 2003 period amounted to the equivalent of approximately US\$224 million.

The capitalized interest calculation means that for each 1,000 principal face amount of outstanding debt denominated in U.S. dollars, euro or Japanese yen, a holder of the outstanding debt will have, for purposes of the APE, outstanding debt of 1,058 dollars, euro or Japanese yen, as applicable, to be restructured pursuant to the APE. For each P\$1,000 principal face amount of outstanding loans denominated in Argentine pesos, a holder of peso-denominated loans will have outstanding debt of P\$1,058 to be restructured that will be based on the CER on the issuance date. Therefore, the amount of capitalized interest for this period on an outstanding note or outstanding loan may be greater or lower than the actual accrued interest on that note or loan under the terms or applicable statutory rate of the outstanding note or outstanding loan.

*Consideration*

The consideration of up to the equivalent of US\$2,447 million that we will pay to holders of our outstanding debt includes (1) up to the equivalent of US\$287 million of our floating rate notes, (2) up to the equivalent of US\$1,242 million of our step up notes, (3) up to the equivalent of US\$271 million of our PIK notes, (4) up to the equivalent of US\$400 million of our fixed rate notes and (5) Option B cash consideration of up to US\$250 million and Option C cash consideration of up to US\$351 million at a price to be determined pursuant to our Modified Dutch Auction to retire the equivalent of US\$468 million aggregate principal face amount of outstanding debt and capitalized interest (calculated based on the exchange rates quoted by Bloomberg L.P. as of 4:59 p.m., New York City time, on the second business day following the expiration date). These transactions will be completed in accordance with the procedures contemplated in Chapter VII, Title II of the Argentine Bankruptcy Law.

For purposes of the APE, all holders of our outstanding debt will constitute a single category (class).

Holders of our outstanding notes will receive notes initially represented by global certificates in fully registered form which may be issued in tranches denominated in dollars or euro. Holders of our outstanding loans will receive notes in the form of certificated notes which may be denominated in dollars, euro, pesos or Japanese yen. Holders of our outstanding debt will receive notes denominated in the same currency as the outstanding debt held by them or, at the election of the holder, in U.S. dollars. Holders of our outstanding notes will receive listed notes, and holders of our outstanding loans unlisted notes. We nonetheless reserve the right, but we are not obligated, to amend the APE to allow holders of our outstanding notes to receive unlisted notes and to allow holders of our outstanding loans to receive listed notes if, in our sole judgment, it will not trigger unfavorable tax treatment for us. Notwithstanding any amendment we make, any holder's election of consideration set forth in any letter of transmittal or instruction letter prior to any amendment we make will be final, and the holder (or the beneficial owner of the outstanding debt on behalf of which the holder has submitted such election) will be deemed to acknowledge and agree that the holder's election is final and that the holder has no right to change its election from listed notes to unlisted notes or unlisted notes to listed notes, as the case may be.

The table below set forth the consideration to be received per US\$1,058, 1,058 or ¥1,058 principal face amount of outstanding debt (as a result of the capitalized interest calculation, for each 1,000 principal face amount of debt denominated in dollars, euro and Japanese yen, a holder will have outstanding debt of 1,058 for purposes of the APE) to be restructured, together with capitalized interest.

**For dollar - and euro-denominated outstanding debt and peso-<sup>(1)</sup> and yen-denominated outstanding loans**

1,000 x Capitalized Interest Coefficient = 1,058 of outstanding debt to be restructured

**Option A**

**Option B**

**Option C**

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(in US\$)

|  |                      |  |                    |   |
|--|----------------------|--|--------------------|---|
| Floating Rate Notes                            | 169                  |  |                    |   |
| Step-up Notes                                  | 730                  | Fixed Rate Notes                               | 541                |   |
| PIK Notes                                      | 159                  | Cash   | 338                | Cash 688-794  |
|  | <u>          </u>    |  | <u>          </u>  | <u>          </u>   |
| Total consideration per 1,058 principal amount | 1,058 <sup>(2)</sup> | Total consideration per 1,058 principal amount | 879 <sup>(1)</sup> | Total consideration per 1,058 principal amount 688-794 <sup>(1)</sup> |
|  | <u>          </u>    |  | <u>          </u>  | <u>          </u>   |

- (1) The consideration per P\$1,000 principal face amount of peso-denominated outstanding loans will be adjusted based on the CER through the issuance date.
- (2) Includes capitalized interest, calculated as described above under Capitalized Interest.

For each P\$1,058 principal face amount of outstanding loans denominated in Argentine pesos, a holder of peso-denominated loans will have outstanding debt that will be adjusted based on the CER on the issuance date.

#### *Cash Interest Payments*

If the APE is completed in the form we have proposed, in addition to the consideration described above, on the issuance date, we will pay holders of outstanding debt, a cash interest payment for the period from January 1, 2004 to the issuance date of the notes (including capitalized interest but excluding any other accrued but unpaid interest, penalties and post-default rate increases) and paid at a rate equal to U.S. six-month LIBOR plus 3% for outstanding debt denominated in dollars, euro and yen, and a CER adjustment plus 3% for peso-denominated outstanding loans, as described under Issuance Date. Except for this cash interest payment and as a result of the receipt of notes and cash consideration pursuant to the terms of this APE solicitation, representing, in part, the capitalized interest described above, holders will not be entitled to receive any accrued interest (including accrued but unpaid interest, penalties and post-default interest rate increases) on their outstanding debt in respect of any period ending on or before the issuance date. We expect the cash interest payment to be approximately the equivalent of US\$55 million, in the aggregate, assuming an issuance date of June 30, 2004.

If the APE is completed in the form we have proposed, any amount of principal, interest, penalties or other amounts that remain unpaid pursuant to the contractual or applicable statutory terms of our outstanding debt will be extinguished as a matter of Argentine law as of the issuance date.

#### *Cut-off Date*

For purposes of calculating the requisite majorities required for receiving reviewing court approval of the APE, making the allocation of outstanding debt among the options, calculating proration and making any other calculation required under the terms of this APE solicitation, we intend to convert the outstanding principal amount of outstanding debt denominated in euro, Japanese yen and pesos into U.S. dollars at the exchange rates as described under Introduction Procedures for Approving the APE Calculation of U.S. Dollar Equivalents, at the cut-off date, which shall be a date, determined by us, reasonably close to the APE filing date. All calculations and determinations will be made by reference to the U.S. dollar-denominated principal amount resulting from those conversions, notwithstanding that the original currency of issue may strengthen or weaken against the U.S. dollar after that date.

#### *Currency Denomination and Governing Law of the Notes*

If you hold outstanding notes denominated in a currency other than U.S. dollars, your election ballots will permit you to elect to receive listed notes in euro or in U.S. dollars. The listed notes will be issued pursuant to an indenture governed by New York law.

If you hold outstanding loans, your election ballots will permit you to elect to receive unlisted notes in euro, U.S. dollars, Japanese yen or pesos. The unlisted notes will be issued pursuant to an indenture governed by New York law.

Participating holders of outstanding notes who fail to designate the currency in which they want their listed notes to be denominated, and non-participating holders of outstanding notes, will be deemed to have elected to receive their listed notes in the same currency as their outstanding debt, while participating holders of outstanding loans who fail to designate a currency, and non-participating holders of outstanding loans will be deemed to have elected to have their unlisted notes denominated in the same currency as their outstanding loans and governed by New York law.

*Voting Outstanding Debt*

In order to send a duly executed letter of transmittal to execute the APE on their behalf or to sign the APE directly with respect to any outstanding debt, holders of outstanding debt must return to the settlement agent an instruction letter setting forth their elections for amounts to be received for their outstanding debt among Option A, Option B and Option C. At the time a holder sends a duly executed letter of transmittal to consent to the APE, holders of outstanding debt will be required to choose among the three consideration options for their outstanding debt and to designate their first and second choices with respect to the debt represented by the letter of transmittal. You may elect different choices of options for different portions of your debt by completing a separate letter of transmittal for each portion. We will allocate the proportionate amount of outstanding debt representing capitalized interest paid to you among the options you select.

*Option A*

If you hold non-peso denominated outstanding debt and you elect (or are deemed to elect) or all or a portion of your outstanding debt is allocated into Option A as a result of proration, you will have the right to receive, upon court approval of the APE, for each 1,058 principal amount of outstanding debt, including capitalized interest, submitted with your consent and accepted in Option A, 169 principal amount of floating rate notes, 730 principal amount of step up notes and 159 of PIK notes. Consideration amounts for peso-denominated outstanding loans are set forth in the for peso-denominated outstanding loans table above.

*Option B*

If you hold non-peso denominated outstanding debt and you elect (or are deemed to elect) or all or a portion of your outstanding debt is allocated into Option B as a result of proration, you will have the right to receive, upon court approval of the APE, for each 1,058 principal amount of outstanding debt, including capitalized interest, submitted with your consent and accepted in Option B, 541 principal amount of fixed rate notes and a cash payment of 338. Consideration amounts for peso-denominated outstanding loans are set forth in the for peso-denominated outstanding loans table above.

*Option C*

If you elect (or are deemed to elect) or all or a portion of your outstanding debt is allocated into Option C as a result of proration, you will have the right to receive, for each 1,058 principal amount of outstanding debt, including capitalized interest, submitted with your consent and accepted in Option C upon court approval of the APE, the Option C cash consideration. This payment will be no more than 794 nor less than 688 per 1,058 principal amount of outstanding debt, together with capitalized interest, submitted, determined pursuant to a Modified Dutch Auction process. Consideration amounts for peso-denominated outstanding loans are set forth in the for peso-denominated outstanding loans table above.

*Modified Dutch Auction*

If you elect Option C, you will be able to select a price, within the range of 688 to 794 per 1,058 principal amount, including capitalized interest, at which you would be willing to retire your outstanding debt under this option. If you elect Option C and have not selected a price, your default price will be 688, the lowest end of the range. Based on the prices selected (or deemed to be selected) by holders electing Option C, we will determine the lowest single purchase price that will allow us to purchase an aggregate of the equivalent of up to US\$468 million principal face

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amount of outstanding debt and capitalized interest (calculated as described under Introduction Calculation of U.S. Dollar Equivalents, on the second business day following the expiration date) for up to US\$351 million or that will allow us to purchase all of the outstanding debt submitted if the debt submitted and price specified by holders would be equal to or less than US\$351 million.

All outstanding debt retired under Option C will be purchased at the same purchase price regardless of whether a holder selected a lower price or a non-participating holder was allocated in Option C. If Option C is oversubscribed, we will first accept for purchase and payment all outstanding debt from holders who elected Option



C at a price below the purchase price. We will then accept for purchase and payment all outstanding debt from holders who elected Option C at the purchase price on a pro rata basis, proportional to the amount of debt held by holders who requested to retire debt under Option C at the purchase price. If Option C clears at a lower price but is undersubscribed, holders will be prorated at the purchase price.

### ***Proration***

The election forms will require that each holder specify that holder's first choice option for their outstanding debt, and designate the second choice option to which that outstanding debt should be allocated if the holder's first choice option is oversubscribed. Participation in the three options will be limited based on the principal face amount of our outstanding debt and capitalized interest that can be retired under each option. The limits are as follows:

up to US\$1,800 million principal face amount of our outstanding debt and capitalized interest may be retired under Option A;

up to US\$782 million principal face amount of our outstanding debt and capitalized interest may be retired under Option B; and

up to US\$468 million principal face amount of our outstanding debt and capitalized interest may be retired under Option C.

Consequently, if holders of outstanding debt elect to retire outstanding debt under an option in excess of the limit for that option, proration will be required. Moreover, if the APE is approved by the reviewing court in the form we have proposed, and the other conditions to this solicitation are satisfied or waived, holders of our outstanding debt who do not participate in this solicitation (whom we refer to as non-participating holders) will be deemed to have elected to have their outstanding debt allocated among each of the three options in the same proportions as the participating holders have elected to have their outstanding debt allocated to each option, or, if the reviewing court decides to allocate consideration in a different manner, to receive the consideration determined by the reviewing court at the time the reviewing court approves the APE, subject only to the overall limit of each option. The elections of participating holders, as well as these deemed elections, may give rise to a need for us to prorate the oversubscribed options and to allocate the remaining portion of outstanding debt into the undersubscribed options. We will prorate among non-participating holders after prorating participating holders, if necessary. Because participating holders' elections will reduce the amount of debt that can be retired under each option, non-participating holders' final allocations may be different than participating holders' allocations. As a result of proration, participating holders may not receive the consideration specified in their election form, and non-participating holders may not receive their deemed elections based on the final allocations made to participating holders. See *The APE Cramdown of Non-Participating Holders Upon Court Approval*.

### ***Proration Steps***

#### *Step 1: Your First Choice Election*

If you participate in the APE solicitation, you will be asked to designate your first choice of consideration to be issued to you in the APE. You may elect from any of the following options for each 1,058 principal amount of outstanding debt and related capitalized interest:

Option A: a combination of (1) 169 principal amount of 4-year floating rate notes, (2) 730 principal amount of 10-year step up notes and (3) 159 principal amount of 13-year PIK notes; or

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Option B: a combination of (1) 541 principal amount of 5-year fixed rate notes and (2) Option B cash consideration of 338; or

Option C: cash consideration at a price not greater than 794 nor less than 688, to be determined pursuant to a Modified Dutch Auction.

If you do not participate or designate an option, see Step 7, First Allocation of Non-Participating Holders.

### *Step 2: Your Second Choice Election*

If you participate in the APE solicitation, you may elect to designate a second choice of consideration that is different from your first choice option in Step 1 from any of Option A, Option B or Option C.

If you do not participate or designate a second choice option, see Step 9, Second Allocation of Non-Participating Holders.

Set forth below under Proration Example is a table illustrating a hypothetical result of the APE solicitation. In our hypothetical example, we assume that a majority of our creditors representing 75% of our outstanding debt vote in favor of the APE with respect to US\$1,933.5 million principal amount of outstanding debt and related capitalized interest. In this example, we assume that:

participating holders representing 50% of the outstanding debt held by participating holders (US\$966.8 million of debt) elect Option A as their first choice. Of this amount, 60% of this debt designates Option B as a second choice and 40% of this debt designates Option C as a second choice;

participating holders representing 20% of the outstanding debt held by participating holders (US\$386.7 million of debt) elect Option B as their first choice. Of this amount, 40% of this debt designates Option A as a second choice and 60% of this debt designates Option C as a second choice; and

participating holders representing 30% of the outstanding debt held by participating holders (US\$580.1 million of debt) elect Option C as their first choice. Of this amount, 50% of this debt designates Option A as a second choice and 50% of this debt designates Option B as a second choice.

*Step 3: Allocation of First Choice Election*

We will determine the principal amount of outstanding debt and related capitalized interest to allocate to each of Option A, Option B and Option C, based on your first choice elections in Step 1.

If the principal amount of outstanding debt and related capitalized interest does not exceed the option limit amount, you will receive your first choice election.

If the principal amount of outstanding debt and related capitalized interest does exceed the option limit amount, you will be subject to proration. See Step 4, Proration of First Choice Election.

The first choice elections will determine the capacity remaining in each option for allocation of second choice elections. Capacity will be determined by subtracting the principal amount of outstanding debt and related capitalized interest allocated in the first choice elections from the option limit amount.

In our proration example,

The limit for Option A is US\$1,800.0 million. US\$966.8 million principal amount of outstanding debt and related capitalized interest is allocated into Option A, leaving capacity of US\$833.2 million of outstanding debt and related capitalized interest to be retired under Option A. All participating holders who selected Option A as their first choice receive Option A.

The limit for Option B is US\$782.0 million. US\$386.7 million principal amount of outstanding debt and related capitalized interest is allocated into Option B, leaving capacity of US\$395.3 million of outstanding debt and related capitalized interest to be retired under Option B. All participating holders who selected Option B as their first choice receive Option B.

The limit for Option C is US\$468.0 million. Of the US\$580.1 million of debt electing Option C as a first choice, US\$468.0 million principal amount of outstanding debt and related capitalized interest is allocated into Option C. Option C is oversubscribed, and participating holders who selected Option C will be subject to proration.

*Step 4: Proration of First Choice Election*

If the principal amount of outstanding debt and related capitalized interest elected under your first choice option exceeds the option limit amount, you will receive your pro rata share of your first choice election. The principal amount of outstanding debt and related capitalized interest that you submitted under your first choice election in excess of your pro rata share will be allocated to your second choice election from Step 2, Your Second Choice Election.

In our proration example, Option C is oversubscribed by US\$112.1 million, or approximately 19%. All participating holders who selected Option C will be subject to proration with respect to 19% of their outstanding debt and related capitalized interest submitted in the APE.

*Step 5: Allocation of Second Choice Election*

We will allocate the principal amount of outstanding debt and related capitalized interest in excess of your pro rata share of your first choice option to your second choice option.

If the principal amount of outstanding debt and related capitalized interest allocated in the second choice elections does not exceed the remaining capacity of the option you elected as a second choice, you will receive your second choice election.

If the principal amount of outstanding debt and related capitalized interest allocated in the second choice election is in excess of the remaining capacity of such option, you will be subject to proration. See Step 6, Proration of Second Choice Election.

In our proration example, Option C is oversubscribed by US\$112.1 million. Pursuant to the second choice designations of participating holders who designated Option C as their first choice, 50% (US\$56.0 million) will be allocated to Option A in the second election and 50% (US\$56.0 million) will be allocated to Option B in the second election. Because the amount of available capacity in Option B and Option C exceeds US\$56.0 million, all holders will receive their second choice.

Consequently, in our example the allocation of the second choice election results in the following:

an additional US\$56.0 million of outstanding debt is to be retired by participating holders under Option A, for a total of US\$1,022.8 million. US\$777.2 million of capacity remains for the outstanding debt of non-participating holders to be retired under Option A;

an additional US\$56.0 million of outstanding debt is to be retired by participating holders under Option B, for a total of US\$442.7 million. US\$339.3 million of capacity remains for the outstanding debt of non-participating holders to be retired under Option B; and

US\$468 million of participating holders' outstanding debt is to be retired under Option C, leaving no capacity for the outstanding debt of non-participating holders to be retired under Option C.

*Step 6: Proration of Second Choice Election*

If the principal amount of outstanding debt and related capitalized interest allocated in the second choice election exceeds the remaining capacity of such option, you will receive your pro rata share of your second choice election. The principal amount of outstanding debt and related capitalized interest from your second choice election in excess of your pro rata share will be allocated to the remaining undersubscribed option. In our proration example, there is sufficient capacity for the second choice elections and proration of second choice elections is not required.

*Step 7: First Allocation of Non-Participating holders*

If you did not participate in Step 1 or you did not designate an option in Step 1, you will be deemed to have elected to have the principal amount of your outstanding debt and related capitalized interest allocated among each of the options in the same proportions as the participating holders have elected to have their outstanding debt allocated to each option in Step 1.

In our proration example, US\$644.5 million of outstanding debt of non-participating holders is allocated in the same proportions as the first choice elections of the participating holders, as follows:

50%, or US\$322.3 million, of non-participating holders' outstanding debt is deemed to be allocated into Option A;

20%, or US\$128.9 million, of non-participating holders' outstanding debt is deemed to be allocated into Option B; and

30%, or US\$193.4 million, of non-participating holders' outstanding debt is deemed to be allocated into Option C.

We will allocate the consideration by subtracting the amount of these deemed elections from the available capacity of each option. If the principal amount of outstanding debt and related capitalized interest deemed to be allocated to an option does not exceed the remaining capacity of the option, you will receive the consideration allocated in the first deemed election.

If the principal amount of outstanding debt and related capitalized interest allocated in the first deemed election is in excess of the remaining capacity of such option, you will be subject to proration. See Step 8, Proration of Non-Participating Holders.

In our proration example,

US\$777.2 million is available under Option A. The US\$322.3 million deemed election under Option A is allocated to that option, leaving US\$454.9 million of capacity under Option A,

US\$339.3 million is available under Option B. The US\$128.9 million deemed election under Option B is allocated to that option, leaving US\$210.4 of capacity under Option B, and

there is no capacity remaining under Option C. Holders will be subject to proration with respect to the US\$193.4 million deemed election under Option C.

#### *Step 8: Proration of Non-Participating Holders*

If the principal amount of outstanding debt and related capitalized interest allocated in the first deemed election exceeds the remaining capacity of such option, you will receive your pro rata share of the first deemed election. The principal amount of outstanding debt and related capitalized interest from your first deemed election in excess of your pro rata share will be allocated to the options in the same percentages as were elected by the participating holders in Step 2.

In our proration example, Option C is fully subscribed. Since there is no remaining capacity for the outstanding debt of non-participating holders to be retired under Option C, all of the US\$193.4 million deemed election under Option C will be prorated.

#### *Step 9: Second Allocation of Non-Participating Holders*

If you did not designate an option in Step 2 or you were subject to proration in Step 8, we will allocate the principal amount of outstanding debt and related capitalized interest among the undersubscribed options in the same percentages as were elected by participating holders in Step 2.

We will determine the capacity remaining in each option by subtracting the principal amount of outstanding debt and related capitalized interest allocated to each option in Steps 1, 5 and 7 from the option limit amount.

If the principal amount of outstanding debt and related capitalized interest allocated in the second deemed election does not exceed the remaining capacity, you will receive your second deemed election.

If the principal amount of outstanding debt and related capitalized interest allocated in the second deemed election is in excess of the remaining capacity of such option, you will be subject to proration. See Step 10, Second Proration of Non-Participating Holders.

In our proration example, the US\$193.4 million deemed election under Option C will be allocated into undersubscribed options based on the second choice elections of participating holders who designated Option C as their first choice. Accordingly, 50% (approximately US\$96.7 million) will be allocated to Option A and 50% (approximately US\$96.7 million) will be allocated to Option B. Because the amount of available capacity in Option A and Option B exceeds US\$96.7 million, no further proration will be required.

In our example, as a result of the deemed elections and proration of non-participating holders, the US\$644.5 million of outstanding debt held by non-participating holders will be treated as follows:

US\$419 million of non-participating holders' outstanding debt will be retired under Option A; and

US\$225.6 million of participating holders' outstanding debt will be retired under Option B.

#### *Step 10: Second Proration of Non-Participating Holders*

If the principal amount of outstanding debt and related capitalized interest allocated in the second deemed election exceeds the remaining capacity of such option, you will receive your pro rata share of the second deemed election. The principal amount of outstanding debt and related capitalized interest under your second deemed election in excess of your pro rata share will be allocated to the remaining undersubscribed option. In our proration example, there was sufficient capacity for the second allocation, and a second round of proration of non-participating holders is not required.

#### ***Proration Example***

In our proration example, after prorating participating holders and non-participating holders, the final allocations result in US\$1,441.8 million of outstanding debt to be retired under Option A, in US\$668.3 million of outstanding debt to be retired under Option B and US\$468.0 million of outstanding debt to be retired under Option C. As a result, based on this proration example, 55.9% of our outstanding debt would be retired under Option A, 25.9% of our outstanding debt would be retired under Option B and 18.2% of our outstanding debt would be retired under Option C.



However, the final allocations remain subject to the approval of the reviewing court, which may require that holders receive notes and/or cash consideration in a manner different from the proration structure we have contemplated in our APE.

|   | <u>Option A</u>    | <u>Option B</u> | <u>Option C</u> |
|---|--------------------|-----------------|-----------------|
|   | (in US\$ Millions) |                 |                 |
| Maximum Outstanding Debt to be Retired                                    | 1,800.0            | 782.0           | 468.0           |
| First Choice Elections by Participating Holders                           | 966.8              | 386.7           | 580.1           |
| Proration of Participating Holders Based on Second Choice Designations(1) | 56.0               | 56.0            | (112.1)         |
|   | <u>1,022.8</u>     | <u>442.7</u>    | <u>468.0</u>    |
| Allocation of Participating Holders                                       |                    |                 |                 |
| Remaining Capacity for Non-Participating Holders                          | 777.2              | 339.3           | 0.0             |
| Deemed Elections of Non-Participating Holders(2)                          | 322.3              | 128.9           | 193.4           |
| Proration of Participating Holders Based on Second Choice Designations    | 96.7               | 96.7            | (193.4)         |
|   | <u>419.0</u>       | <u>225.6</u>    | <u>0.0</u>      |
| Allocation of Non-Participating Holders                                   |                    |                 |                 |
| Final Allocation of Holders of Outstanding Debt                           | <u>1,441.8</u>     | <u>668.3</u>    | <u>468.0</u>    |
| <i>Final Percentage of Outstanding Debt to be Retired</i>                 | <i>55.9%</i>       | <i>25.9%</i>    | <i>18.2%</i>    |

- (1) Assumes that 50% of the participating holders who designated Option C as a first choice designated Option A as a second choice and the remaining 50% of these participating holders designated Option B as a second choice.
- (2) Deemed election for non-participating holders allocated based on the same proportions as the participating holders have elected to have their outstanding debt allocated to each option.

#### **Incurrence of Additional Indebtedness**

Neither the terms of the APE nor applicable law will restrict our ability to incur indebtedness during the interim period. Although we currently do not intend to incur financial indebtedness during the interim period, if the filing and/or the court approval of the APE is delayed, there are no restrictions on us to incur additional indebtedness (if available). If we do incur additional indebtedness, that indebtedness will be granted the same treatment in right of payment as our outstanding debt, and will not be prohibited under the terms of the notes or result in an event of default under such notes.

#### **Issuance Date**

We expect the issuance date to occur as soon as practicable after we receive the reviewing court order approving the APE and all of the conditions to the APE are either satisfied or waived. On the issuance date we will issue and deliver the notes, pay cash consideration under Option B and Option C, and make a cash interest payment to pay unpaid interest accrued on the aggregate principal face amount plus capitalized interest on our outstanding debt from January 1, 2004 through the issuance date, at a rate of U.S. six-month LIBOR plus 3% for outstanding debt denominated in dollars, euro and yen. In order to pay the cash interest payment for unpaid interest accrued on

our peso-denominated outstanding loans from January 1, 2004 to the issuance date, we will apply a CER adjustment plus 3% for peso-denominated outstanding loans. We will pay this cash interest payment in cash on the issuance date in the same currency as the underlying outstanding debt. Upon the delivery, or the making available, of the notes, cash consideration and cash interest payments in accordance with the terms set forth in the APE, the restructuring plan approved in the APE will be deemed to have been complied with fully and all obligations thereunder discharged fully.

#### **Expiration Date; Extensions; Amendments; Termination**

For purposes of this APE solicitation, the term expiration date means 3:00 p.m., New York City time, 5:00 p.m., Buenos Aires time, on 2004, subject to our right to extend that time and date in our sole discretion, subject to applicable law, in which case the expiration date will mean the latest time and date to which the expiration date is extended. During any extension, all the outstanding debt previously submitted, and the consents relating to that debt will remain subject to this APE solicitation and may be accepted pursuant to this APE solicitation by us, and all of the powers of attorney previously granted and all the commitments to sign the APE directly will remain valid. We will announce any extension of the expiration date no later than 9:00 a.m., New York City time, 11:00 a.m., Buenos Aires time, on the Argentine business day after the previously scheduled expiration date.

We expressly reserve the right, at any time or from time to time, in our sole discretion, subject to applicable law, to:

- (a) delay the acceptance of any outstanding debt submitted in connection with this APE solicitation;
- (b) extend the expiration date for this APE solicitation and retain all the outstanding debt that, at the time of the extension, has been submitted;
- (c) terminate this APE solicitation as provided under the conditions to the APE and as permitted under applicable law;
- (d) refuse to accept submitted outstanding debt and return any or all outstanding debt that has been submitted to us if certain formalities have not been met to our satisfaction;
- (e) waive any condition to this APE solicitation, except as provided herein, and accept all outstanding debt previously submitted;
- (f) amend this APE solicitation in respect of the outstanding debt, by giving oral notice, promptly confirmed in writing, or written notice of this amendment to the solicitation agent; or
- (g) accept all properly submitted outstanding debt.

Any change in the consideration offered under any option to holders of outstanding debt pursuant to this APE solicitation will be paid to all holders whose outstanding debt is acquired pursuant to that option, including those who previously submitted their outstanding debt pursuant to this APE solicitation. There can be no assurance that we will exercise our right to extend, terminate or amend this APE solicitation. We do not intend to change the consideration currently offered. If we make a material change in the terms of this APE solicitation or the information concerning this APE solicitation or waive a material condition of this APE solicitation, we will disseminate additional materials relating to this APE solicitation and extend this APE solicitation accordingly. In addition, we may extend this APE solicitation for any other reason we deem to be appropriate.

We expressly reserve the right, in our reasonable discretion, to terminate or withdraw this APE solicitation if any of the conditions set forth below under "Conditions to the APE Solicitation" have not been satisfied or waived by us. If this APE solicitation is terminated, withdrawn or otherwise not completed, we will not consummate the APE and the consideration that you would have received upon court approval will not be paid or become payable to you, even if you have submitted validly your outstanding debt and/or delivered powers of attorney or if holders of outstanding loans committed to sign the APE directly in connection with this APE solicitation. Any outstanding debt you have submitted that we have not accepted will be returned promptly to you at our expense.

We will announce promptly any extension, amendment or termination of this APE solicitation by publishing notices in compliance with the regulations of the CNV, CONSOB, or through such other means of announcement as we deem to be appropriate. It will, in all cases, be sufficient means of announcement to provide notice to the trustee for the outstanding notes, the settlement agent, Euroclear and Clearstream, Luxembourg, and the notice will be published in a newspaper of general circulation in Argentina and in the Buenos Aires Stock Exchange Bulletin.

#### **Once Tendered, Outstanding Notes Cannot Be Transferred**

Giving instructions to submit outstanding notes and grant an authorization will affect a beneficial holder's right to sell or transfer its outstanding notes. The submission of outstanding notes will be accomplished through the transfer of such outstanding notes to a blocked account of the settlement agent at Euroclear, Clearstream Luxembourg or DTC. As a result, holders of outstanding notes will not be able to transfer their outstanding notes once submitted.

#### **Letter of Transmittal; Representations, Warranties and Covenants of Holders of Outstanding Debt**

Upon the submission of the letter of transmittal as to any outstanding debt, a holder, or the beneficial owner of the outstanding debt on behalf of which the holder has submitted, will be deemed, among other things, to:

- (a) irrevocably sell, assign and transfer to or upon our order or the order of the settlement agent, all right, title and interest in and to, and any and all claims in respect of or arising or having arisen as a result of the holder's status as a holder of, all outstanding debt submitted thereby, and thereafter it will have no contractual or other rights or claims in law or equity against us, the solicitation agents or any fiduciary, trustee, fiscal agent or other person connected with the outstanding debt arising under, from or in connection with the outstanding debt, except for the circumstances contemplated in the APE and except for return of the outstanding debt if the APE is terminated;
- (b) waive any and all rights with respect to the outstanding debt submitted thereby, including, without limitation, any and all rights to payment, any existing, past or continuing defaults and their consequences in respect of the outstanding debt;
- (c) release and discharge us, our directors, officers, members of the supervisory committee, shareholders, affiliates and any trustee from any and all claims the holder may have, now or in the future, arising out of or related to the outstanding debt submitted thereby, including, without limitation, any claims that the holder is entitled to receive additional principal or interest payments with respect to the outstanding debt submitted thereby, other than as expressly provided in this solicitation statement and the letter of transmittal, or to participate in any redemption or defeasance of the outstanding notes submitted thereby;
- (d) in the case of holders of the notes, and holders of outstanding loans that did not commit to sign the APE directly, grant a power of attorney to the settlement agent authorizing the settlement agent to (1) execute on the holder's or beneficial owner's behalf the APE and any ancillary documents that may be required to effect the transactions contemplated in connection therewith, (2) attend on its behalf any meeting of holders of outstanding debt that may be required to confirm its acceptance of this APE solicitation and the APE and/or to give effect to the APE, (3) agree to any ministerial or *de minimus* amendment of the APE that may be required to confirm the APE or to effect the transactions contemplated therein; and
- (e) grant to the settlement agent the power to confirm delivery of the notes, cash consideration and cash interest payments in accordance with the letter of transmittal and the APE.



In addition, the holder of outstanding debt, or the beneficial owner of the outstanding debt on behalf of which the holder has submitted, will be deemed to acknowledge, represent, warrant and agree that:

- (a) (1) all transactions undertaken by us and the settlement agent to effect the restructuring of our outstanding debt, including this APE solicitation, will have been effected in compliance with all applicable laws and in a manner consistent with the statutory rights of all holders of outstanding debt to be treated equally and ratably and (2) it hereby waives any rights that it may have pursuant to Argentine law or the governing laws of the outstanding notes and outstanding loans submitted to bring an action to challenge the legality or validity of this APE solicitation and agrees that that waiver will survive any termination of the APE;
- (b) it has received and reviewed this solicitation statement;
- (c) it is the beneficial owner of, or a duly authorized representative of one or more beneficial owners of, the outstanding debt submitted thereby and it has full power and authority to execute the letter of transmittal, and has full power and authority to execute the consent to the APE with respect to all the outstanding debt submitted and to tender, sell, assign and transfer the outstanding debt submitted thereby;
- (d) the outstanding debt being submitted thereby was owned as of the date of the grant of the power of attorneys or the commitment to sign the APE directly by holders of outstanding loans, free and clear of any liens, charges, claims, encumbrances, interests and restrictions of any kind, and acknowledges that we will acquire good, indefeasible and unencumbered title to the outstanding debt, free and clear of all liens, charges, claims, encumbrances, interests and restrictions of any kind, when we accept the same, except for the circumstances contemplated in the APE;
- (e) it will not sell, pledge, hypothecate or otherwise encumber or transfer any outstanding debt submitted thereby or any interest therein and will not grant to any person any proxy or other right to vote such debt from the date of the letter of transmittal until any termination of the APE and any purported sale, pledge, hypothecation or other encumbrance or transfer or grant of proxy or voting right will be void and of no effect;
- (f) (1) none of us, the settlement agent, the information agent, the solicitation agents nor any person acting on behalf of any of the foregoing, has made any statement, representation or warranty, express or implied, to it with respect to us, this APE solicitation or the offer or delivery of the notes, cash consideration and cash interest payments, other than the information included in this solicitation statement, and (2) any information it desires concerning us, this APE solicitation and the notes, cash consideration and cash interest payments or any other matter relevant to its decision to accept this APE solicitation, including a copy of this solicitation statement, is or has been made available to it;
- (g) in evaluating this APE solicitation and in making its decision whether to participate therein by submitting a letter of transmittal and submitting its outstanding debt, the holder has made its own independent appraisal of the matters referred to herein and in any related communications and is not relying on (1) any statement, representation or warranty, express or implied, made to the holder by us or the solicitation agent or the settlement agent other than those contained in this solicitation statement, as supplemented prior to the expiration date, or (2) any investigation that the solicitation agents or any of their affiliates or any person acting on any of their behalf may have made with respect to the notes, cash consideration and cash interest payments or us;
- (h) the execution and delivery of the letter of transmittal will constitute an undertaking to execute any further documents and give any further assurances that may be required in connection with any of the foregoing, in each case on and subject to the terms and conditions set out or referred to in this solicitation statement;

- (i) unless such holder is a holder of outstanding loans and committed to sign the APE directly, the submission of the letter of transmittal to the settlement agent will, subject to the terms and conditions of this APE solicitation generally, constitute the irrevocable appointment of the settlement agent as its attorney-in-fact and agent, and an irrevocable instruction to the attorney-in-fact and agent to complete and execute all or any forms of transfer and other documents deemed to be necessary in the opinion of the attorney-in-fact and agent in relation to the outstanding debt submitted thereby in our favor or in the favor of any other person or persons as we may direct and to deliver these forms of transfer and other documents in the attorney-in-fact and agent's opinion and/or the certificates and other documents of title relating to the outstanding debt's registration and to execute all other documents and to do all other acts and things as, in the opinion of the attorney-in-fact or agent, may be necessary or expedient for the purpose of, or in connection with, the acceptance of this APE solicitation and to vest in us or our nominees the outstanding debt;
- (j) the terms and conditions of this APE solicitation and the APE attached hereto will be deemed to be incorporated in, and form a part of, the letter of transmittal, which will be read and construed accordingly;
- (k) the settlement agent is acting solely in its capacity as attorney-in-fact in order to execute the APE on behalf of the holder or the beneficial owner that grants a power of attorney, that the settlement agent does not assume any obligation or relationship of agency or trust, for or with the holder or the beneficial owner, and that the settlement agent shall have no duties or obligations other than those specifically set forth in this solicitation statement and the letter of transmittal;
- (l) we and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations, warranties and agreements, and that if any of the acknowledgements, representations, warranties and agreements deemed to have been made by it by its acquisition of the notes, cash consideration and cash interest payments are no longer accurate, it will promptly notify us;
- (m) in acting as attorney-in-fact in order to execute the APE on behalf of the holder or the beneficial owner that grants a power of attorney, on the terms set forth in the solicitation statement and in the letter of transmittal, the settlement agent shall be entitled to all of the rights, immunities, benefits and protections afforded to the settlement agent under the settlement agent agreement dated , 2004 between us and the settlement agent;
- (n) the holder has no right to change its election from listed notes to unlisted notes or listed notes to unlisted notes, as the case may be, in the event that the APE is amended to allow holders of our outstanding notes to receive unlisted notes and to allow holders of our outstanding loans to receive listed notes; and
- (o) the execution and delivery of the letter of transmittal will constitute your acceptance to receive your consideration in accordance with any allocation and proration of the oversubscribed options or to otherwise receive your consideration that results from the reviewing court's decision to cramdown non-participating holders.

Further, each holder of outstanding notes, or the beneficial owner of such outstanding notes on behalf of which the holder is receiving the listed notes, who is not a U.S. Person as defined pursuant to Rule 902(k)(2) of Regulation S under the Securities Act, will be deemed to acknowledge, represent, warrant and agree to the terms and conditions set forth under Transfer Restrictions and Jurisdictional Notices.



Under Rule 902(k)(1) of Regulation S under the Securities Act, U.S. person means (i) any natural person resident in the United States, (ii) any partnership or corporation organized or incorporated under the laws of the United States; (iii) any estate of which any executor or administrator is a U.S. person; (iv) any trust of which any trustee is a U.S. person; (v) any agency or branch of a foreign entity located in the United States; (vi) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person; (vii) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (in an individual) resident in the United States and (viii) any partnership or corporation if: (A) organized or incorporated under the laws of any foreign jurisdiction and (B) formed by a U.S. person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) of the Securities Act) who are not natural persons, estates or trusts.

Under Rule 902(k)(2), the following are not U.S. persons : (i) any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. person by a dealer or other professional fiduciary organized, incorporated, or (if an individual) resident in the United States; (ii) any estate of which any professional fiduciary acting as executor or administrator is a U.S. person if: (A) an executor or administrator of the estate who is not a U.S. person has sole or shared investment discretion with respect to the assets of the estate; and (B) the estate is governed by foreign law; (iii) any trust of which any professional fiduciary acting as trustee is a U.S. person, if a trustee who is not a U.S. person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. person; (iv) an employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country; (v) any agency or branch of a U.S. person located outside the United States if: (A) the agency or branch operates for valid business reasons; and (B) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and (vi) the International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans.

The acknowledgements, representations, warranties and agreements of a holder accepting the APE and submitting outstanding debt will be deemed to be repeated and reconfirmed on and as of each of the expiration date, the date the APE is executed, the date the APE is filed with the reviewing court and the date that the notes, cash consideration and cash interest payments are delivered to holders of outstanding debt. For purposes of this solicitation statement, the beneficial owner of any outstanding debt will be any holder that exercises sole investment discretion with respect to that outstanding debt.

Neither the delivery of this solicitation statement nor any acceptance or submission of, or payment for outstanding debt, will under any circumstances create any implication that the information contained in this solicitation statement is correct as of a time subsequent to the date hereof or that there has been no change in the information set forth in this solicitation statement or in any attachments hereto since the date hereof.

Except as otherwise expressly required by applicable law, no representation, warranty or undertaking, express or implied, is made and no responsibilities or liabilities of any kind or nature whatsoever are accepted by the solicitation agent or any other dealer as to the accuracy or completeness of the information contained in this solicitation statement or any other information provided by us in connection with this solicitation statement.

No dealer, salesperson or other person has been authorized to give any information or to make any representation not contained in this solicitation statement and, if given or made, this information or representation may not be relied upon as having been authorized by us or the solicitation agent. This solicitation statement contains important information that should be read before any decision is made with respect to a vote or grant of a power of attorney, or commitment to sign the APE, with respect to outstanding debt.

This APE solicitation is not being made, notes, cash consideration and cash interest payments to be delivered pursuant to the APE are not being delivered, and tenders of outstanding debt will not be accepted from or on behalf of any holders, in any jurisdiction in which the making or

acceptance thereof would not be in compliance with the notes, cash consideration and cash interest payments, blue sky or other laws of that jurisdiction or would require any registration or filing with any regulatory authority.

## Procedures for Participating in the APE Solicitation

There are only a few court cases interpreting the law in Argentina regarding procedures involving APE agreements. Under some of these cases, certain courts have considered the execution of a proxy in favor of the settlement agent and the vote cast by the settlement agent sufficient to determine the vote of the creditor. However, certain courts may hold that a special meeting of holders of outstanding debt must be held to cast the vote. We do not intend to hold an actual meeting of holders of the outstanding debt unless we are required to do so by the reviewing court.

### *How to Participate if You Hold Outstanding Notes*

The outstanding notes are issued in global form and held of record by the nominees of Euroclear/Clearstream, Luxembourg or of DTC. In turn, the outstanding notes are recorded on DTC's books in the names of people who have accounts with DTC, which we refer to as DTC Participants, that hold the outstanding notes for beneficial owners.

If your outstanding notes are held through Euroclear or Clearstream, Luxembourg, you must comply with the procedures established by Euroclear or Clearstream, Luxembourg, as applicable, to participate in this APE solicitation. Euroclear and Clearstream, Luxembourg intend to collect from their direct participants (a) instructions to (1) transfer of outstanding notes to the settlement agent and grant powers of attorney with respect to outstanding notes held by them on behalf of their direct participants in this APE solicitation, (2) block any transfer of outstanding notes for which powers of attorney are being granted until the issuance date and (3) debit their account on or about the date the notes will be delivered to holders of outstanding debt, or as soon as practicable thereafter, in respect of all outstanding notes accepted pursuant to this APE solicitation by us; and (b) irrevocable authorizations to disclose the names of the direct participants and information about the foregoing instructions. Upon the receipt of these instructions, Euroclear and Clearstream, Luxembourg will advise the settlement agent of the principal amount of outstanding notes being submitted and other required information. Euroclear and Clearstream, Luxembourg may impose additional deadlines in order to properly process these instructions. As a part of tendering through Euroclear or Clearstream, Luxembourg, you are required to become aware of any of these deadlines.

Only DTC Participants that have security positions in the outstanding notes in their DTC accounts will be entitled to vote and participate directly in this APE solicitation. If you are a beneficial owner whose outstanding notes are held by a broker, dealer, commercial bank, trust company or other securities intermediary and you wish to participate in this APE solicitation, you should instruct that securities intermediary to vote on your behalf by executing an instruction letter and delivering it to that securities intermediary or by following that securities intermediary's internal procedures. **Instruction letters should be delivered to your securities intermediary well in advance of the expiration date if you are a beneficial owner and wish to participate in this APE solicitation because your securities intermediary may be required to deliver a signed letter of transmittal to the settlement agent and have that letter of transmittal notarized and either apostilled, in accordance with The Hague Convention, or consularized by an Argentine Consulate, prior to the expiration date in order to validly tender your outstanding notes. We will not be responsible if you or your securities intermediary fails to meet any delivery deadlines.**

If you are a DTC Participant that holds outstanding notes, the settlement agent and DTC have confirmed that this APE solicitation is eligible for ATOP. Accordingly, DTC Participants must electronically transmit their acceptance of this APE solicitation by causing DTC to transfer their outstanding notes to the settlement agent in accordance with DTC's ATOP procedures for this transfer. DTC will then send an Agent's Message to the settlement agent.

**In addition, if you hold outstanding notes through Euroclear or Clearstream, Luxembourg, or are a DTC Participant, you must sign a letter of transmittal, have that letter of transmittal notarized and either apostilled, in accordance with The Hague Convention, or consularized by an Argentine Consulate, and deliver that letter of transmittal to the settlement agent prior to the expiration date. If you fail to deliver the letter of transmittal, you will not be eligible to participate in this APE solicitation.**



***How to Participate if You are a Holder of Outstanding Loans***

If you hold outstanding loans, you must deliver a duly executed letter of transmittal, notarized, and either apostilled, in accordance with The Hague Convention, or consularized by an Argentine Consulate, relating to your outstanding loans to the settlement agent, deliver any outstanding loan and promissory note, or *pagaré*, and any acknowledgement of debt obligations, or *reconocimiento de deuda*, or similar document to the settlement agent and contact the information agent and settlement agent for further instructions as to how to complete your vote and election among the options with respect to your outstanding loans prior to the expiration date. Delivery of a properly executed letter of transmittal and a grant of a power of attorney, or commitment to sign the APE, with respect to outstanding loans are required in order to participate in this APE solicitation. If you hold outstanding loans and agree to participate in this APE solicitation, we will require that you grant the settlement agent a power of attorney to execute the APE on your behalf or that you sign the APE directly.

***Delivery of Listed Notes, Cash Consideration and Cash Interest Payments for Outstanding Notes***

The listed notes will be accepted for clearance by DTC (in the case of the global notes issued in the APE to holders of Telecom s currently outstanding Series C notes only), Euroclear and Clearstream, Luxembourg. Beneficial interests in the notes will be shown on, and transfers thereof will be effected only through, the book-entry records maintained by DTC (in the case of the global notes issued in the APE to holders of Telecom s currently outstanding Series C notes only), Euroclear or Clearstream, Luxembourg. See Description of the Notes Form of Notes; Book-Entry System. Notes issued, cash consideration and cash interest payments made for outstanding notes following court approval of the APE will be delivered to the DTC (in the case of the global notes issued in the APE to holders of Telecom s currently outstanding Series C notes only), Euroclear or Clearstream, Luxembourg account that you specify in the letter of transmittal.

Investors who are not eligible to hold securities through DTC may be required to obtain definitive notes. If you require a definitive note you must contact the settlement agent immediately. See Description of the Notes Issuance of Definitive Notes.

***Delivery of Unlisted Notes, Cash Consideration and Cash Interest Payments for Outstanding Loans***

Unlisted notes issued for outstanding loans following court approval of the APE will be delivered to the address that you specify in the letter of transmittal. Cash consideration and cash interest payments made for outstanding loans will be wired to the account specified in the letter of transmittal.

Any outstanding notes or outstanding loan that has been submitted pursuant to this APE solicitation but that is not accepted will be returned to the holder thereof without cost to this holder as soon as practicable following the earlier to occur of the expiration date or the date on which this APE solicitation is terminated without any outstanding debt being purchased thereunder.

**Withdrawal**

A grant of a power of attorney will be irrevocable except as otherwise provided below. If we amend the terms and conditions of this APE solicitation and the amendment is, in our reasonable judgment, materially adverse to one or more holders of outstanding debt that have elected to participate in this APE solicitation by granting a power of attorney to consent to the APE and electing among the options, this or these holders shall be entitled to withdraw their power of attorney with respect to all, but not less than all, of its outstanding debt by written notice to us and

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the settlement agent prior to 3:00 p.m., New York City time, 5:00 p.m., Buenos Aires time, on the fifth business day after the date on which notice of this amendment has been provided.

For a withdrawal of a power of attorney with respect to outstanding debt to be effective, a written or facsimile transmission notice of withdrawal must be received by the settlement agent during any period in which withdrawals

are allowed at its address set forth on the back cover page of this solicitation statement. Any notice of withdrawal must (a) specify the name of the direct participant or holder who granted the power of attorney with respect to outstanding debt to be withdrawn, (b) contain a description of the election choice for the outstanding debt to be withdrawn and the aggregate principal amount represented by the outstanding debt and (c) be signed by the holder of that outstanding debt in the same manner as the original signature on the letter of transmittal by which the power of attorney with respect to that outstanding debt was submitted. If the outstanding debt to be withdrawn has been delivered or otherwise identified to the settlement agent, a signed notice of withdrawal will be effective immediately upon written or facsimile notice of that withdrawal even if physical release is not effected.

Holders of outstanding loans that elect to participate in this APE solicitation by committing to sign the APE directly with respect to their outstanding loans will not have the right to withdraw their commitment, unless we make an amendment to the terms and conditions of this APE solicitation that is, in our reasonable judgment, materially adverse to one or more holders of outstanding loans that has granted a commitment with respect to the outstanding loans.

### **Validity**

We, in our sole discretion, will determine all questions as to the form of documents and validity, eligibility, including time of receipt and acceptance for payment, and our determination will be final and binding. We reserve the right to reject any and all election forms and grants of a power of attorney and commitments with respect to outstanding debt that we determine are not in proper form or the acceptance for payment of or payment for which may, in the opinion of our counsel, be unlawful. We also reserve the right, in our sole discretion, to waive any of the conditions of this APE solicitation or any defect or irregularity in the election form or grant of a power of attorney of any particular holder and commitments, whether similar conditions, defects or irregularities are waived in the case of other holders. Our interpretation of the terms and conditions of this APE solicitation, including the instructions in the letter of transmittal, will be final and binding. None of us, the settlement agent, the solicitation agent, the information agent, the trustee for the outstanding notes or any other person will be under any duty to give notification of any defects or irregularities in any election form or grant of a power of attorney and commitments with respect to the outstanding debt of any particular holder, or any notices of withdrawal or will incur any liability for failure to give any notification.

### **Conditions to the APE Solicitation**

We will not be required to consummate this APE solicitation or execute the APE, and we may terminate this APE solicitation or, at our option, subject to applicable laws and regulatory requirements, withdraw, modify, extend or otherwise amend this APE solicitation at any time prior to or concurrently with the expiration of this APE solicitation, as extended for any reason in our sole discretion if any of the following conditions have not been satisfied or, in the case of conditions (c) through (h), waived:

- (a) The settlement agent has received powers of attorney or the commitment of holders of outstanding loans to sign the APE directly from the requisite majorities, in accordance with the terms prescribed by Argentine law to make this agreement enforceable in Argentina for purposes of Chapter VII, Title II of the Argentine Bankruptcy Law. See Risk Factors The Argentine Bankruptcy Law does not specify how the requisite majorities should be calculated for purposes of the court approval of the APE for a discussion of uncertainties related to the calculation of the requisite majorities.
- (b) All governmental and third party approvals necessary in connection with the transactions contemplated hereby, including, without limitation, the Argentine Central Bank's approval of the cash consideration and cash interest payments, the approval of the issuance and delivery of the notes by Telecom's shareholders and all approvals of the CNV, the Buenos Aires Stock Exchange, Mercado Abierto Electrónico S.A., the CONSOB, the Bank of Italy, the Luxembourg Stock Exchange, the Commission de Surveillance du Secteur Financier and the SEC necessary for the consummation of this APE solicitation have been obtained and continue to be valid and in full force and effect.





- (c) Subsequent to the commencement of the APE solicitation, no action or event shall have occurred or been threatened (*provided* that the threat is documented), no action shall have been taken, and no statute, rule, regulation, judgment, order, stay, decree or injunction shall have been promulgated, enacted, entered, enforced or deemed applicable to this APE solicitation or any of the options, by or before any court or governmental, regulatory or administrative agency, authority or tribunal, including, without limitation, any amendment of the Argentine Bankruptcy Law, that either:
- (1) challenges the making of the APE solicitation or any of the options, or might, directly or indirectly, prohibit, prevent, restrict or delay consummation of this APE solicitation, or any of the options; or
  - (2) in our judgment, could materially adversely affect the business, economic or financial conditions, revenues, income, operations, properties, assets, liabilities or prospects of Telecom and its subsidiaries based on conditions as of the date of this solicitation statement, taken as a whole, or materially impair the contemplated benefits to us of this APE solicitation or any of the options.
- (d) Subsequent to the commencement of the APE solicitation, there shall not have occurred any of the following: (1) any general suspension of or limitation on trading in securities in Argentina, Italy, the United States or other financial markets, including the over-the-counter market, whether or not mandatory, (2) a material impairment in the general trading market for debt securities, (3) a declaration of a banking moratorium in Argentina, Italy, the United States or other major financial markets, whether or not mandatory, (4) a commencement of a war, armed hostilities or other national or international crisis directly or indirectly relating to Argentina, Italy or the United States, (5) any material adverse change in political or economic conditions in Argentina or in securities or financial markets in Argentina, Italy, the United States or other international securities or financial markets generally, (6) a material change in the peso, U.S. dollar, euro or yen currency exchange-rates or a general suspension of or material limitation on the markets therefor or (7) in the case of any of the foregoing existing at the time of the commencement of this APE solicitation, a material acceleration or worsening thereof, which, in the case of (1) through (7) could materially adversely affect the business, economic or financial conditions or revenues of Telecom and its subsidiaries based on conditions as of the date of this solicitation statement.
- (e) The trustee with respect to the indenture under which the outstanding notes have been issued and the trustee with respect to the indenture under which the notes will be issued shall not have objected in any respect to, or taken any action that could, in our reasonable judgment, adversely affect the consummation of this APE solicitation or any of the options, nor shall the trustee have taken any action that challenges the validity or effectiveness of the procedures we used in making this APE solicitation or any of the options.
- (f) After the publication of the APE Solicitation and prior to the issuance date, we shall not have received notice of any regulatory authority that this APE solicitation is in violation of the laws of its jurisdiction.
- (g) The reviewing court shall not have made any modifications to the restructuring plan that are materially adverse to holders of our outstanding debt.
- (h) The concurrent or prior consummation of Telecom Personal's debt restructuring (which restructuring shall be subject to substantially similar conditions with respect to Telecom Personal).

The foregoing conditions, other than clauses (a) and (b) above, are for our sole benefit and may be waived by us in whole or in part in our reasonable discretion. Any determination made by us concerning an event, development or circumstance described or referred to above will be conclusive and binding.

We reserve the right, in our sole discretion, if this APE solicitation is not successful, to purchase or make offers to purchase any outstanding notes and outstanding loans that remain outstanding subsequent to the expiration date for this APE solicitation and, to the extent permitted by applicable law, purchase outstanding notes in the open market, in privately negotiated transactions, tender offers, another APE solicitation or otherwise. The terms of any of these purchases or offers could differ from the terms of this APE solicitation. If this APE solicitation is not successful, there is a significant likelihood that we will have to commence reorganization (*concurso*) proceedings in Argentina. See Risk Factors Risks Associated with the APE Solicitation.

### **Processing Fee**

A processing fee will be paid to certain banks and financial institutions for processing consents of outstanding notes accepted where the aggregate principal amount of outstanding notes delivered by the holder of the outstanding note is less than or equal to the equivalent of US\$100,000 in the relevant currency (calculated based on the exchange rates as indicated under Introduction Calculation of U.S. Dollar Equivalents ). The processing fee in respect of outstanding notes properly delivered and accepted by us will be paid to the bank or financial institution (each of whom we refer to as a processor ), if any, designated by the beneficial owner of those outstanding notes and will be equal to 0.25% of the aggregate principal amount of the outstanding notes in respect of which that designation is made. Notwithstanding the above, no processing fee will exceed the equivalent of US\$250,000 (in the relevant currency) for any bank or financial institution and its affiliates, for processing the submissions of outstanding notes. No processing fee will be available to banks or financial institutions for processing or assisting in submissions of outstanding loans.

Retail beneficial owners will be able to nominate processors in the accompanying instruction letter. No processing fee will be paid in respect of any outstanding notes for which no processor is designated.

We will cause the processing fee to be delivered to the settlement agent. The settlement agent will be required to undertake to distribute the processing fee within a reasonable time after the issuance date to the appropriate persons. Neither we nor the solicitation agent will be responsible for distributing the processing fee or for ensuring that the settlement agent makes this distribution. If the information is incomplete or we are unable to verify a processor's eligibility, then no processing fee will be paid to that processor. No person in the United States may receive a processing fee unless that person is a member of the National Association of Securities Dealers, Inc. or a bank legally authorized to receive these processing fees.

### **Other Fees and Expenses**

We will bear the expenses of soliciting tenders to this APE solicitation. We are making the principal solicitation by mail. Additional solicitations may be made by telegraph, facsimile transmission, telephone, e-mail or in person by the solicitation agent and the information agent.

Holders of outstanding debt that elect to participate in this APE solicitation will not be required to pay any fee or commission to the solicitation agent. If, however, a participating holder handles the transaction through its broker, dealer, commercial bank, trust company or other institution, that holder may be required to pay brokerage fees or commissions to those institutions.

For a description of court fees in connection with the APE, see Description of the APE.

**Information Agents**

Georgeson Shareholder Communications, Inc. has been appointed as the information agent for this APE solicitation in the United States and Argentina and GSC Proxitalia SpA has been appointed as the information agent for this APE solicitation in Europe. The information agents will receive customary compensation for their services.

Questions concerning tender procedures and requests for additional copies of this solicitation statement or the letter of transmittal should be directed to the information agents at their addresses and telephone numbers set forth on the back cover page of this solicitation statement. Holders of outstanding debt may also contact their commercial bank, broker, dealer, trust company or other nominee for assistance concerning this APE solicitation.

#### **Solicitation Agents**

We have retained Morgan Stanley & Co. Incorporated to act as solicitation agent in connection with this APE solicitation. MBA Banco de Inversiones S.A. will act as solicitation agent in Argentina only. We will pay fees to the solicitation agents for their role as solicitation agents for soliciting powers of attorney to execute the consent to the APE or commitments to sign the APE directly from holders of outstanding debt. We will also reimburse the solicitation agents for reasonable and documented out-of-pocket expenses, including, but not limited to, the cost of their United States and Argentine counsel. The obligations of the solicitation agents to perform these functions are subject to certain conditions. We have agreed to indemnify the solicitation agents against certain liabilities, including certain liabilities under U.S. federal securities laws. Questions regarding the terms of this APE solicitation may be directed to the information agent or the solicitation agents at their addresses or telephone numbers set forth on the back cover page of this solicitation statement.

#### **Settlement Agent**

The Bank of New York has been appointed as the settlement agent for this APE solicitation. We will pay the settlement agent customary fees for its services and will reimburse it for its reasonable and documented out-of-pocket expenses in connection therewith. Letters of transmittal and all correspondence in connection with this APE solicitation should be sent or delivered by each holder of outstanding debt, or a beneficial owner's commercial bank, broker, dealer, trust company or other nominee, to the settlement agent at its address or facsimile number set forth on the back cover page of this solicitation statement.

#### **Brokerage Commissions**

You are not required to pay any brokerage commissions to the information agent, the settlement agent or the solicitation agents.

#### **Luxembourg Agent**

We have retained BNP Paribas Securities Services, Luxembourg Branch, to act as Luxembourg Agent with respect to the APE solicitation. For services of the Luxembourg Agent, we have agreed to pay reasonable documented and customary fees and to reimburse the Luxembourg Agent for its reasonable out-of-pocket expenses in connection with such services. The Luxembourg Agent will be able to provide holders of the outstanding notes with the certain documents in connection with the APE solicitation. See General Information.

#### **Telecom Personal Restructuring Proposal**

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Concurrently with our APE solicitation, Telecom Personal is conducting a debt restructuring in which it is soliciting its existing creditors to agree to a restructuring plan under which Telecom Personal will restructure the equivalent of approximately US\$590 million of outstanding debt, including US\$27 million in intercompany obligations, by issuing loans to its existing creditors with new payment terms and by paying cash consideration and making partial cash interest payments. The terms of Telecom Personal's loans pursuant to its restructuring are expected to be substantially equivalent to the terms of Telecom's unlisted notes pursuant to its APE.

As of September 30, 2003 Telecom Personal had approximately US\$590 million unconsolidated aggregate principal face amount of outstanding debt, including US\$27 million of intercompany debt owed to Telecom. The principal face amount of Telecom Personal's unconsolidated debt also includes certain commissions payable to certain banks on Telecom Personal's outstanding loans that are being restructured. In addition, as of September 30, 2003 Telecom Personal had also guaranteed approximately US\$42.6 million principal face amount of financial indebtedness of Núcleo.

If Telecom Personal's restructuring is completed in the form that it has proposed, Telecom Personal will make available to each of its existing creditors, at this creditor's option and, subject to proration and the other terms and conditions of the restructuring proposed for each 1,063 principal amount of outstanding debt (including capitalized interest of 63):

Option A - to creditors who select Option A, a combination of (1) 207 principal amount of 4-year floating loans due 2008, which we refer to as the Personal floating rate loans, (2) 646 principal amount of 10-year step up loans due 2014, which we refer to as the Personal step up loans, (3) 151 principal amount of 13-year payment in kind loans due 2017, which we refer to as the Personal PIK loans and (4) a cash payment of 59; or

Option B - to creditors who select Option B, a combination of (1) 871 principal amount of 5-year loans due 2009, which we refer to as the Personal fixed rate loans and (2) a cash payment of 55; or

Option C - to creditors who select Option C, a cash payment at a price not greater than 797 nor less than 691, to be determined pursuant to a Modified Dutch Auction, which means that Telecom Personal will select the single lowest purchase price based on the prices specified by creditors, within the range of 691 to 797 per 1,063 principal face amount of outstanding debt (including capitalized interest of 63), that will enable Telecom Personal to purchase the equivalent of US\$113 million of outstanding debt for an aggregate purchase price of US\$85 million or less.

Participation in the three options will be limited such that 48% of the aggregate principal face amount of Telecom Personal's financial indebtedness will be allocated Option A consideration, 33% of the aggregate principal face amount of Telecom Personal's financial indebtedness will be allocated Option B consideration and 19% of the aggregate principal face amount of Telecom Personal's financial indebtedness will be allocated Option C consideration.

If Telecom Personal's restructuring is completed through an APE, if court approval of the APE is granted and other conditions are satisfied or waived, non-participating holders of outstanding debt that have not consented to the APE with respect to any portion of their outstanding debt will be deemed to have elected to have their outstanding debt allocated among each of the three options in the same proportions as the participating holders have elected to have their outstanding debt allocated to each option or, if the reviewing court decides to allocate consideration in a different manner, to receive the consideration determined by the reviewing court at the time the reviewing court approves the APE, subject only to the overall limit of each option. The elections of participating holders, as well as these deemed elections, may give rise to a need to prorate the oversubscribed options and to allocate the remaining portion of outstanding debt into the undersubscribed options. We will prorate among non-participating holders after prorating participating holders, if necessary. Because participating holders' elections will reduce the amount of debt that can be retired under each option, non-participating holders' final allocations may be different than participating holders' allocations.

Telecom currently intends to participate in Telecom Personal's restructuring and select Option A with respect to its US\$27 million outstanding loan to Telecom Personal although this election will be subject to proration.

After completion of the restructuring, Telecom Personal expects to have US\$430 million of consolidated outstanding financial indebtedness, which will consist of:

approximately US\$56 million aggregate outstanding principal amount of Telecom Personal floating rate loans, with principal maturities of 5% in 2004, 5% in 2005, 25% in 2006, 45% in 2007 and 20% in 2008, bearing interest at an annual interest rate of LIBOR plus 3%, with a cap of 7% for U.S. dollar-denominated notes and TIBOR plus 2.85% with a cap of 2.88% for yen-denominated notes;

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approximately US\$175 million aggregate outstanding principal amount of Telecom Personal step up loans with principal maturities of 5% in 2009, 25% in 2010, 25% in 2011, 25% in 2012, 15% in 2013 and 5% in 2014, bearing interest at an annual interest rate of 4% until 2008 and 7% thereafter for U.S. dollar-denominated notes and an annual interest rate of 0.83% until 2008 and 2.87% thereafter for yen-denominated notes;

approximately US\$41 million aggregate outstanding principal amount of Telecom Personal PIK loans with principal maturities of 33% in 2015, 33% in 2016, and 34% in 2017, bearing interest at an annual interest rate of 6% for U.S. dollar-denominated notes and 2.28% for yen-denominated notes; and

approximately US\$158 million aggregate outstanding principal amount of Telecom Personal fixed rate loans with principal maturities of 4.5% in 2004, 4.5% in 2005, 4.5% in 2006, 15% in 2007, 24% in 2008 and 47.5% in 2009, bearing interest at an annual interest rate of 8% for U.S. dollar-denominated notes and 4.62% for yen-denominated notes.

Telecom Personal's loans will be subject to mandatory prepayment provisions that will require Telecom Personal to prepay the loans with excess cash (as defined in the Telecom Personal loan), subject to requirements regarding Telecom Personal's minimum cash balance. The excess cash provision will require Telecom Personal to apply 90% of its excess cash to prepay the loans if its minimum cash balance is at least US\$20 million, and to apply 100% of its excess cash to prepay the loans if its minimum cash balance is US\$35 million or more. Telecom Personal will also be subject to covenants that will, among other things, limit Telecom Personal's ability to incur liens, incur indebtedness, sell assets, engage in transactions with our shareholders and affiliates, make capital expenditures, make restricted payments (including loans and investments), impose payment restrictions affecting restricted subsidiaries, engage in other lines of business or engage in certain mergers. While Telecom Personal's loans are outstanding, these covenants will significantly restrict Telecom Personal's ability to distribute cash to us.

Telecom Personal's debt restructuring proposal does not include Telecom Personal's outstanding guarantee of approximately US\$42.6 million principal face amount of financial indebtedness of Núcleo. Núcleo is currently negotiating a restructuring of its financial indebtedness with its creditors. See Recent Developments Repurchase and Cancellation of Outstanding Indebtedness. If Núcleo is not able to effectively restructure financial indebtedness underlying Telecom Personal's guarantee prior to the completion of Telecom Personal's restructuring, it is expected that Telecom Personal's restructuring proposal will be amended to include the restructuring of the guarantee (and the underlying indebtedness). In the event that Telecom Personal's guarantee of Núcleo's financial indebtedness is included in Telecom Personal's restructuring, the holders of this guarantee are expected to be provided with the following options:

they may choose to exercise the guarantee and to submit a claim in an amount equal to the face principal amount of guaranteed debt, in which case they will receive the same consideration provided to the other holders of Telecom Personal's financial indebtedness.

they may choose not to participate in Telecom Personal's restructuring, in which case they will be treated as non-participating holders of Telecom Personal's financial indebtedness having a claim in an amount equal to the face principal amount of the guaranteed debt and will be allocated the same consideration as other non-participating holders.

Telecom expects that any restructuring of this guarantee will include a release of the underlying indebtedness of Núcleo guaranteed by Telecom Personal (together with interest, penalties and post-default interest rate increases).



## DESCRIPTION OF THE APE

This section provides a summary of the structure and means of implementing the APE and the classification and treatment of certain claims against us under the APE. This section is qualified in its entirety by reference to the APE, which is attached as Exhibit A to this solicitation statement.

The statements contained in this solicitation statement include summaries of the provisions contained in the APE and the documents referred to in the APE. The statements contained in this solicitation statement do not purport to be precise or complete statements of all the terms and provisions of the APE or the documents referred to in the APE, and reference is made to the APE and to those documents for the full and complete statements of those terms and provisions.

The APE attached as Exhibit A itself controls the actual treatment of claims against us that are subject to the APE and will, upon approval, or *homologación*, by the reviewing court be binding upon holders of those claims against us.

The APE restructures our obligations under the outstanding debt, consistent with the provisions of the Argentine Bankruptcy Law. If the APE is granted court approval and consummated, and subject to any modifications of the terms of the APE by the reviewing court, holders of outstanding debt will, based on their election or deemed election and subject to proration, receive either (a) floating rate notes, step up notes and PIK notes, (b) fixed rate notes and an Option B cash payment, (c) an Option C cash payment or (d) a combination of (a), (b) and (c).

The amendments to the Argentine Bankruptcy Law allowing private sector debtors to restructure their unsecured liabilities pursuant to an APE, in its current form, were adopted in May 2002. To our knowledge, there are few judicial interpretations of proceedings involving APE agreements, and Argentine courts may therefore construe the statutory rules applicable to proceedings involving APE agreements in a manner differently than we do. Accordingly, while we have been advised by our Argentine counsel that the APE satisfies the requirements of the Argentine Bankruptcy Law, we cannot assure you that the reviewing court will not challenge one or more aspects of the APE, or that the APE will be granted court approval substantially in the form that we have proposed. Various procedures that we have outlined herein and elsewhere in this solicitation statement with respect to the filing and court approval of the APE are based on the experience of other Argentine companies with the Argentine Bankruptcy Law and Argentine courts prior to the adoption of the APE procedure in the amendments to the Argentine Bankruptcy Law.

### Summary of the Proceedings Involving APE Agreements

As described in this solicitation statement, the APE agreement was established to enable debtors that are unable to pay all or part of their unsecured debts as they become due to restructure those obligations in a manner that is binding upon all unsecured creditors of the debtor. An APE binds only creditors of the entity entering into the APE, not creditors of its subsidiaries. Furthermore, a debtor's secured creditors are also excluded from the APE. Pursuant to Section 73 of the Argentine Bankruptcy Law, together with the remaining sections of the Argentine Bankruptcy Law relating to the APE, which we refer to as the APE rules, a debtor must obtain the approval of its restructuring proposal from a majority of its unsecured creditors (based on the total number of creditors as described in this solicitation statement with respect to the minimum threshold condition) accounting for at least two-thirds, or any lower percentage that may be required by Argentine law, of its total outstanding unsecured indebtedness (based on the total outstanding amount of principal and accrued but unpaid interest) affected by the restructuring contemplated in its APE and file the agreement evidencing this restructuring proposal with a reviewing court for court approval, in accordance with Chapter VII of Title II of the Argentine Bankruptcy Law.

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In the case of a reorganization (*concurso*), the Argentine Bankruptcy Law provides that, in the case of negotiable obligations issued in series, such as our outstanding notes, the courts will consider for the purposes of the voting procedure that the votes of all holders of a series of these negotiable obligations that support a reorganization plan will be counted as one vote in favor and whatever amount of principal, and accrued interest, they hold will be added to that of other creditors also supporting the reorganization plan, while the votes of all other holders of these negotiable obligations who have not consented to the reorganization plan will be counted as one vote against, and

whatever amount of principal, and accrued interest, they hold will be added to the amount recorded for creditors opposing the reorganization plan. Our Argentine counsel have advised us that we should expect the same principles to apply in determining support for our APE. However, two recent judicial decisions issued by two different Argentine commercial courts determined that the debt held by holders who do not attend the relevant meeting or debt held by holders who abstain from voting in the relevant meeting will not be computed for purposes of calculating the majorities required to grant court approval of the APE. One of these decisions is currently being appealed. Therefore, we cannot assure you how the reviewing court will compute the majorities required by the Argentine Bankruptcy Law to approve the APE.

To our knowledge, no court in the United States or any other jurisdiction has ruled on whether and under what circumstances a proceeding involving APE agreements would be recognized outside of Argentina. At least one Argentine reorganization (*concurso*) proceeding has in the past been held to be enforceable in the United States. Accordingly, while we believe an APE may be similarly enforceable, we cannot assure you of this result, particularly since while the APE procedure was established pursuant to the Argentine Bankruptcy Law, a restructuring pursuant to an APE occurs outside of actual bankruptcy, with less involvement by the Argentine courts than in other judicial reorganization proceedings. We may, if we deem it to be necessary, file a petition in the United States pursuant to Section 304 of the United States Bankruptcy Code, requesting that the endorsement of the APE be recognized under United States law and requesting other relief as we may consider appropriate in the circumstances. However, because the APE procedure is a new procedure, we cannot assure you that any relief would be forthcoming pursuant to those proceedings.

Creditors may contest an APE solely on the grounds of (a) misrepresentation by the debtor of its assets or liabilities in the assets and liabilities statement filed with the reviewing court, or (b) failure of the debtor to obtain the support of the requisite majorities. Although the Argentine Bankruptcy Law does not expressly provide so with respect to an APE, case law developed in the context of reorganization (*concurso*) proceedings suggests that the reviewing court may refuse to approve an APE if it fails to meet certain minimum fairness standards.

Under the APE rules, among other documents, we are required to file along with the APE a list of our assets and liabilities, which we refer to as the assets and liabilities statement. The assets and liabilities statement must be certified by an independent public accountant and must be dated as of the cut-off date. We will determine that we have the minimum threshold conditions to file the APE and request court approval on the basis of this determination by reference to the assets and liabilities statement.

For purposes of the APE, all holders of our outstanding debt will constitute a single category (class).

### **Effect of the APE on Our Outstanding Debt**

We are proposing to restructure only the claims of holders of our outstanding debt, or the affected claims, pursuant to our APE. We are current with respect to all of our material liabilities (including our commercial obligations), other than the outstanding debt. We do not intend to seek the consent of holders of commercial obligations to the APE. As a result, we may ask the reviewing court to find that the holders of commercial obligations are deemed to have accepted the APE by virtue of the fact that their claims have not been affected. Alternatively, if the reviewing court requires us to, or, if we determine that it is advisable to, include commercial obligations in the APE, we will request the formal approval of the APE from both holders of commercial obligations and holders of affected claims and we will offer holders of commercial obligations, in full satisfaction, settlement and release of their claims, treatment that leaves unaltered the legal, equitable, and contractual rights to which the holders of those claims are entitled at that time. We reserve the right to pay any holder of a commercial obligation or a preferred claim in full on the date that any commercial obligation or preferred claim becomes due in the ordinary course of our business. Court approval of our APE will be a judicial determination of the discharge and release of all affected claims, except as to claims that are preserved, reinstated or assumed under the terms of the APE or the court approval, if any.

### ***Administrative Claims***

We will incur liabilities, which we refer to as the administrative claims, related to the cost and expenses of administration of the court proceedings related to the APE and the preservation of our assets incurred after the APE filing date. These claims are entitled to priority under Section 240 of the Argentine Bankruptcy Law. We are entitled to pay each administrative claim in accordance with any applicable reviewing court resolution, the terms of any agreement relating to any administrative claim or on such other less favorable terms as agreed upon with the holder of any administrative claim.

### ***Claims Included in a Proceeding Involving APE Agreements***

By giving their consent to the APE for the amount of their outstanding debt, including accrued but unpaid interest, in the manner described under The APE Solicitation, holders of claims participating in the APE will be entitled to elect among Option A, Option B and Option C. Upon court approval of the APE and subject to any modification of the terms of the APE by the reviewing court, each participating holder shall receive, in full satisfaction, settlement, release, and discharge of and as payment for its outstanding debt consideration under Option A, Option B, Option C or a combination thereof.

Each participating holder waives any rights that it may have pursuant to Argentine law to (a) challenge the validity of the transactions contemplated by the restructuring, including the right to claw back, or be subject to *acción revocatoria*, any payment we make in connection therewith and (b) bring any action against any of our directors, officers or members of our supervisory committee, or *acción de responsabilidad*, in connection with or as a result of any of these transactions.

### **Effects of the APE on Our Business and Operations**

#### ***Our Operations After Filing the APE and Before Court Approval***

We will continue to operate during the interim period in the ordinary course of business. We will not pay any interest on our outstanding debt during the interim period. We expect that cash on hand and cash from operations will be sufficient to allow us, during the interim period, to continue to operate our business as currently operated; *provided, however*, that the APE provides that nothing shall prevent us from disposing of any property or asset if this property or asset is, in the good faith judgment of our Board of Directors, no longer necessary to the conduct of our business.

#### ***Treatment of Executory Contracts and Unexpired Leases***

We intend to continue to honor all of our obligations under any executory contracts and unexpired leases.

#### ***Continued Corporate Existence After Court Approval***

We will continue to exist after receiving the approval of the APE by the reviewing court.

*Corporate Action Upon Court Approval*

As early as practicable after we receive the reviewing court approval and certain other conditions are met or waived, we will execute and deliver the indenture and execute and deliver the notes, cash consideration and cash interest payments, as notified by the settlement agent.

As of the issuance date, on which all of the actions listed in the preceding paragraph shall have been taken, we will be deemed, under the terms of the APE, to have complied in full with the APE, without further act or action under applicable law, regulation, order or rule.

***Treatment of Outstanding Debt After Court Approval***

Upon the delivery of the notes, cash consideration and cash interest payments, (a) all outstanding debt will be cancelled and extinguished as a matter of Argentine law and (b) our obligations to holders of our outstanding debt, the trustee of the outstanding notes and any existing agent thereunder and under any agreements or instruments governing this indebtedness will be discharged; *provided, however*, that the indenture that governs the rights of the holders of outstanding notes will continue in effect solely for the purpose of permitting the trustee thereunder to maintain, as general unsecured commercial claims, any rights it may have for fees, costs, and expenses under that indenture.

***Preservation of Rights of Action During the Interim Period***

During the interim period, we will retain our rights in respect of, and may, in our discretion, enforce, sue on, settle or compromise, all claims, rights or causes of action, suits and proceedings.

***General Injunction Affecting Our Assets***

Upon the filing of the APE, the reviewing court may impose a general injunction on the disposition of our assets, or *inhibición general de bienes*. In that case, we intend to request relief to the extent required to conduct our business in the ordinary course. The APE provides that the participating holders will be deemed to have consented to any relief that we may seek to revoke or vacate any general injunction on the disposition of our assets that may be imposed by the reviewing court in connection with the APE during the interim period, upon the court approval or during the period of time between the issuance date and the date on which the reviewing court formally declares that we have fully performed our obligations under the APE in accordance with Section 59 of the Argentine Bankruptcy Law. This waiver will not, however, be construed as a waiver of our covenant not to sell assets or properties that our Board of Directors believes to be necessary to the conduct of our business. We expect that all of our property will otherwise be free and clear of any lien or encumbrance on the APE filing date.

**Provisions Governing Submission of Outstanding Debt and Delivery of Notes Issued, Cash Consideration and Cash Interest Payments Made Pursuant to the APE**

***Assets and Liabilities Statement and Creditors List***

Under the APE rules, we are required to file along with the APE and certain other documents (a) the assets and liabilities statement and (b) a detailed list of our creditors, which we refer to as the creditors list, in each case as certified by an independent public accountant. We will determine that we have satisfied the minimum threshold conditions to file the APE and request court approval by reference to the assets and liabilities statement and the creditor list.

***Transfer of Outstanding Debt***

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*Outstanding Notes.* Holders of outstanding notes will vote their outstanding notes and agree to transfer their outstanding notes to Telecom in the manner described in [The APE Solicitation Terms of the APE Solicitation Overview Voting Outstanding Debt](#) and [The APE Solicitation Procedures for Participating in the APE Solicitation How to Participate if You Hold Outstanding Notes](#).

*Outstanding Loans.* Holders of outstanding loans will vote their outstanding loans and agree to assign their outstanding loans in the manner described in [The APE Solicitation Terms of the APE Solicitation Overview Voting Outstanding Debt](#) and [The APE Solicitation Procedures for Participating in the APE Solicitation How to Participate if You are a Holder of Outstanding Loans](#).

**Delivery of Notes Issued, Payment of Cash Consideration and Cash Interest Payments Made Pursuant to the APE**

***Delivery of the Notes***

On the issuance date, we will issue and make the notes available for delivery. Issuance and delivery of the notes will be governed by the indenture. In order to evidence to the reviewing court that we have issued and made the notes available for delivery in compliance with the court approval, and thereby close the APE process, we will request that the trustee under the notes indenture issue a certificate as to these issuances and deliveries. See Description of the Notes Form of Notes; Book-Entry System Settlement.

**Delivery of Cash Consideration and Cash Interest Payments**

We will pay cash consideration and make the cash interest payments on the issuance date. The reviewing court may require us to confirm that the holders of our outstanding notes and outstanding loans or their intermediaries had received the cash consideration and the cash interest payments.

***Withholding and Reporting Requirements***

We will comply with all tax withholding and other reporting requirements imposed by any Argentine federal, state or local taxing authority, and all payments will be subject to any of these withholding and reporting requirements.

***Set-Off***

Pursuant to the Argentine Civil Code, creditors of a company in bankruptcy (*quiebra*) may only exercise a set-off if Telecom's debt subject to the set-off was due and enforceable at the time bankruptcy (*quiebra*) was declared. Neither the reorganization (*concurso*) rules nor the APE procedure includes special set-off rules. Despite this lack of specific regulation, Argentine courts apply the bankruptcy (*quiebra*) set-off rules to reorganization (*concurso*) proceedings. As the APE procedure is new, we cannot be certain whether the same set-off rules will be applied to the APE procedure. We have been advised by our Argentine counsel, Marval, O'Farrell & Mairal and Estudio Alegria, Buey Fernández, Fissore y Montemerlo S.R.L., however, that those set-off provisions applicable to bankruptcy (*quiebra*) and reorganization (*concurso*) proceedings may apply to the APE procedure as well. As a result, holders of outstanding debt may not exercise a set-off with respect to our debts after the filing of the APE if the debt owed by us was not due and enforceable before the APE filing date.

***No Notes, Cash Consideration or Cash Interest Payments to be Issued or Paid Pending Court Approval***

The notes can be issued, and the cash consideration and cash interest payments can be paid, only after court approval of the APE and certain other conditions are satisfied or waived.



**Treatment of Holders of Outstanding Debt Who Do Not Participate in the APE Solicitation**

***Objections to Approval of the APE***

Non-participating holders may contest the APE for ten Argentine court days, commencing from the last public notice, or *publicación de edictos*, of the filing of the APE. Creditors may contest an APE solely on the following grounds: (a) misrepresentation by the debtor of its assets or liabilities in the assets and liabilities statement filed with the reviewing court or (b) failure of the debtor to obtain the support of the requisite majorities.

If deemed to be necessary or appropriate, the reviewing court may allow opposing creditors to present evidence supporting their claim for a period of ten Argentine court days. Pursuant to the APE rules, the reviewing court must issue a ruling on the claims presented within ten Argentine court days of the expiration of the period for the submission of evidence. Our Argentine counsel have advised us that the reviewing court should reject all objections to the APE and approve, or *homologar*, the APE if it finds that the following conditions were satisfied: (a) the legal requirements for the APE are met and (b) a majority of the holders of outstanding debt accounting for at least two-thirds,

or any lower percentage that may be required by Argentine law, of the aggregate principal amount, including any accrued interest, of outstanding debt have consented to the APE. Although the Argentine Bankruptcy Law does not expressly provide so with respect to an APE, case law developed in the context of reorganization (*concurso*) proceedings suggest that a reviewing court may refuse to approve an APE if it fails to meet certain minimum fairness standards. In addition, case law indicates that the reviewing court has the power to dismiss a petition for the approval of an APE if it finds that that APE contains abusive or legally fraudulent provisions. Although the timeframes for the submission of evidence and the issuance of a ruling on the objections are mandated by law, given the recent adoption of the APE procedures, Telecom cannot assure you that the reviewing court will complete all procedural steps strictly in accordance with the timeframe contemplated in the Argentine Bankruptcy Law. See Risk Factors Risks Associated with the APE Solicitation.

In addition, we have been advised by our Argentine counsel that Section 60 of the Argentine Bankruptcy Law, which is applicable to reorganization (*concurso*) proceedings, is also applicable to an APE. This provision of the Argentine Bankruptcy Law allows creditors affected by the APE (holders of affected claims) to file a petition to have an approved APE, or *acuerdo homologado*, declared null and void. Such a cause of action may be based only on (a) willful misrepresentation in the assets and liabilities statement or (b) the creation of illegitimate preferences in favor of certain creditors, which, in either case, is discovered after receiving court approval. A petition to declare an APE null and void must be filed within six months of receiving court approval.

If, subsequent to receiving court approval, our APE were to be declared null and void, we would be placed in liquidation. The rights held by our creditors prior to receiving court approval would be reinstated; *provided, however*, that amounts paid to creditors after receiving court approval in accordance with the terms of the APE would not be clawed back, or *revocados*, to the extent provided for by Section 62(2) of the Argentine Bankruptcy Law. To the extent that any of our creditors is judged to have participated in the fraud that resulted in the APE being declared null and void, those creditors will lose all of their claims against our estate. Although our Argentine counsel have advised us that they are not aware of any precedent of a court in Buenos Aires declaring null and void a reorganization plan approved in a reorganization (*concurso*), we cannot assure you that this will not happen with respect to its APE.

#### ***Cramdown of Non-Participating Holders Upon Court Approval***

We will not execute the APE unless a majority of the holders of our outstanding debt holding at least two-thirds, or any lower percentage that may be required by Argentine law, of the aggregate amount of principal and accrued interest of our outstanding debt agree to participate in the APE. Under the Argentine Bankruptcy Law, courts have ruled that creditors opposing a reorganization plan in a reorganization (*concurso*) cannot be put at a disadvantage in relation to those creditors who agreed to the plan on a voluntary basis.

If court approval of the APE is granted, holders of outstanding debt that have not granted a power of attorney in favor of the APE solicitation, or have not signed the APE directly, with respect to any portion of their outstanding debt, whom we refer to as non-participating holders, will be deemed to have elected to have their outstanding debt allocated among each of the three options in the same proportions as the participating holders have elected to have their outstanding debt allocated to each option, or, if the reviewing court decides to allocate consideration in a different manner, to receive the consideration determined by the reviewing court at the time the reviewing court approves the APE, subject only to the overall limit of each option. We will prorate among non-participating holders after prorating participating holders, if necessary. If one or more options is oversubscribed after the final allocation of the participating holders or becomes oversubscribed after the deemed elections of the non-participating holders are made, we will prorate among non-participating holders into the undersubscribed options.

Any portion of a non-participating holder's deemed election that cannot be allocated into an option because of oversubscription will be allocated to each of the other two options in proportion to the limits of the undersubscribed options or otherwise as determined by the reviewing court's decision to cramdown the non-participating holders as contemplated in the APE. Therefore, in effect, the non-participating holder will be deemed to have made a second choice election that its consideration be allocated in proportion to the limits of each of the undersubscribed options.



By providing your consent to the APE you are agreeing to receive your consideration in accordance with the allocation and proration of the oversubscribed options, or to otherwise receive your consideration that results from the reviewing court's decision to cramdown the non-participating holders, as we have contemplated in the APE.

### **Modifications and Amendments to the APE**

Prior to receiving court approval, we can amend the terms and conditions of the APE with the written consent of participating holders that represent a majority of holders of our outstanding debt and account for at least two-thirds, or any lower percentage that may be required by Argentine law, of the aggregate principal amount of the outstanding debt as of the APE filing date. Such an amendment will be reported to the CNV, the Buenos Aires Stock Exchange and CONSOB. Upon receiving court approval, the terms and conditions of the APE may not be amended.

Our Argentine counsel have advised us that the Argentine Bankruptcy Law does not contemplate the modification or the amendment of the APE by the reviewing court in connection with the court approval. However, our Argentine counsel have advised us that in the context of some reorganization (*concurso*) proceedings, the reviewing court has modified or amended residual options contemplated in the proposed restructuring plan in response to judicial challenges by creditors that did not participate in the process. In most of these cases, the modifications or amendments to the plan consisted of changes to the residual proposals that had been established for the non-participating holders so that they received treatment more closely resembling that afforded to participating holders.

### **Retention of Jurisdiction**

The reviewing court will have exclusive jurisdiction under Argentine law over all matters arising out of and relating to the APE under the Argentine Bankruptcy Law. In the event that action is taken to enforce claims against us in the United States, we will consider seeking court protection by filing ancillary proceedings under Section 304 of the United States Bankruptcy Code. See Summary of the Proceedings Involving APE Agreements.

### **Miscellaneous Provisions**

#### ***Payment of Court Tax Fees***

The Argentine Bankruptcy Law does not specify the amount of the court tax we must pay when we file the APE. The reorganization (*concurso*) rules set a court tax rate of 0.75% of the sum of all the admitted credits, or *créditos verificados*, covered by a plan, *provided, however*, that if the aggregate amount of these claims exceeds P\$100 million, the applicable court tax rate for any excess will be 0.25%. We expect to pay this court tax over a period of up to ten years. Under Argentine law, tax authorities can grant entities in reorganization (*concurso*) payment plans of up to 10 years to pay court taxes.

Although there are no express provisions in the Argentine Bankruptcy Law relating to court tax in an APE proceeding, it could be reasonably interpreted that in the event that court approval is challenged, the APE rules, by analogy to the reorganization (*concurso*) rules, would provide that the fees and expenses of advisors will be regulated by the reviewing court based on the amount and type of work performed.

*Successors and Assigns*

The rights, benefits and obligations of any entity named or referred to in the APE will be binding upon, and will inure to the benefit of, any heir, successor or assign of that entity. Transfer and assignment of the notes will be subject to the provisions of the indenture.

*Discharge*

All consideration, including but not limited to the notes, cash consideration and cash interest payments, delivered pursuant to the APE will be in exchange for, and in complete satisfaction, settlement, discharge and release of, all affected claims against and interests in us of any nature whatsoever or against any of our assets or properties. Upon the consummation of all the transactions required to be taken by us on the issuance date, our

outstanding debt will be deemed to have been fully paid, discharged, and cancelled. Upon the delivery, or the making available, of the notes, cash consideration and cash interest payments and, in accordance with the terms set forth in the APE, the restructuring plan approved in the APE will be deemed to have been complied with fully and all obligations thereunder discharged fully. We will request the reviewing court to confirm this compliance.

### ***Binding Effect***

The APE will be binding upon and inure to our benefit, all present and former holders of affected claims against and interests in us, and their respective successors and assigns, including, but not limited to, all parties in interest in the APE.

### ***Termination and Survival***

The APE provides that the following provisions will survive termination of the APE:

the waiver by the participating holders of any rights they may have pursuant to Argentine law or the governing law of the underlying outstanding notes to challenge the legality or the validity of the transactions undertaken by us to satisfy the conditions precedent to the execution of the APE or to bring any action against any of our directors in connection with or as a result of these transactions;

the waiver by the participating holders of any right that they may have to contest or challenge the APE or the court approval;

the acknowledgement of the participating holders that we will have fully performed our obligations under the APE; and

the waiver of the participating holders of their rights to bring any action for bankruptcy under Section 63 of the Argentine Bankruptcy Law in the event that we fail to comply with the APE.

### ***Withdrawal or Non-Consummation***

Subject to applicable law, we reserve the right to withdraw and terminate the APE at any time after its execution and prior to receiving the court approval and to file other APE applications or to file for a reorganization (*concurso*). Participating Creditors holding in excess of 75% of the principal amount of our outstanding debt held by all Participating Creditors may request that the settlement agent terminate the APE if

the APE filing date has not occurred within 90 days of the date on which the APE is signed by all parties thereto, or

in the event that the APE filing date has occurred within the time period specified in clause (a), we have not received court approval prior to the first anniversary of the APE filing date unless one or more objections to the APE have been asserted, in which case this period shall instead end on the second anniversary of the APE filing date.

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If we or the participating holders as provided above withdraw from the APE, except for those provisions described above under Termination and Survival, then

the APE will terminate,

any settlement or compromise embodied in the APE, including the fixing or limiting to an amount of any claim or category (class) of claims, assumption or rejection of indebtedness effected by the APE, and any document or agreement executed pursuant to the APE, will have no further effect, and

nothing contained in the APE, and no acts taken in preparation for approval of the APE application by the reviewing court, will

constitute or be deemed to constitute a waiver or release of any claims by or against, or any interests in, us or any other person,

prejudice in any manner our rights or those of any other person in any further proceedings involving us, or

constitute an admission of any sort by us or any other person.

### ***Indemnification Obligations***

Except as otherwise specifically limited in the APE, any obligations or rights of ours to defend, indemnify, reimburse or limit the liability of our present and former directors, officers, or employees pursuant to our certificate of incorporation, bylaws, policy of providing employee indemnifications, applicable Argentine law, or specific agreement in respect of any claims, demands, suits, causes of action, or proceedings against any directors, officers, or employees based upon any act or omission related to any present and former directors, officers, or employees service with, for, or on behalf of us prior to the APE filing date, will survive the court approval and remain unaffected thereby, and will not be discharged, irrespective of whether that defense, indemnification, reimbursement, or limitation of liability is owed in connection with an occurrence before or after the date of the court approval.

### ***Term of Injunction or Stays***

Upon the filing of the APE and provided that we comply with certain formal requirements set forth under the Argentine Bankruptcy Law, all legal proceedings in respect of the affected claims against us will be stayed. The Argentine Bankruptcy Law does not provide complete rules relating to stays in the context of an APE. Our Argentine counsel have advised us, however, that the rules governing stays in the context of a reorganization (*concurso*) may also be construed to apply to an APE. As a result, our Argentine counsel have advised us that in a proceeding involving APE agreements:

- (a) other than claims brought by creditors opposing the proceeding involving APE agreements itself, holders of affected claims cannot bring causes of actions based on affected claims acquired prior to the APE filing date;
- (b) any legal proceedings mentioned in clause (a) above that were in progress at the time of the APE filing are stayed; and
- (c) the filing of the APE neither stays nor prevents foreclosure proceedings brought by holders of secured claims.

As to the power of the reviewing court to order the stay of foreclosure proceedings and injunctions, our Argentine counsel have advised us that it is possible to file a petition to vacate or remove injunctions and provisional remedies sought by unsecured creditors, but not those sought by secured creditors.

The impact of an APE solicitation on a pending bankruptcy petition is not clearly defined in the Argentine Bankruptcy Law. Our Argentine counsel have advised us that, in their opinion, the filing of an APE stays any pending bankruptcy proceedings.

### ***Reservation of Rights***



If court approval is not granted, or if the APE is granted court approval and the transactions contemplated by the APE are not consummated, the rights of ours and of all other signatories to the APE are and will be reserved in full. Except for those waivers specified in the provisions of the APE that survive the termination of the APE, as described above under Termination and Survival, any concessions or settlements reflected in the APE, if any, are made for purposes of the APE only, and if the APE is not granted court approval, neither us nor any other signatory to the APE will be bound or deemed to be prejudiced by any concession or settlement.

### ***Governing Law***

Argentine law will govern all aspects of the APE, including its required form and content, the application and approval process, and the effect of its approval by final judicial order on our outstanding debt. Argentine law will also govern corporate governance matters with respect to us.

The Negotiable Obligations Law will govern the requirements for the notes to qualify as *obligaciones negociables*, while this law, together with the Argentine Companies law and other applicable Argentine laws and regulations will govern our capacity and corporate authorization to execute and deliver the notes and the public offering of the listed notes in Argentina. All other matters with respect to the notes will be governed by and construed in accordance with the laws of the State of New York, United States.

### **Procedural Matters**

#### ***Execution of the APE***

The APE filing must be signed by our legal representative or attorney-in-fact, with prior authorization by our Board of Directors. We intend to obtain shareholder approval of the APE promptly after we file the APE. Our Board of Directors authorization and ratification will cover both the filing of the APE and the execution of any document relating to the implementation of the transactions contemplated in the APE.

#### ***Consents Required for Consummation of the APE***

No consent, approval, or filing with, any governmental agency or regulatory body or any court is required for the consummation of the transactions contemplated by the APE except (a) the reviewing court approval, (b) the approvals for the public offer of the notes by the CNV in Argentina, the CONSOB in Italy, the Luxembourg Stock Exchange and the SEC in United States, (c) the registration to trade each of the listed notes by the Buenos Aires Stock Exchange and the Argentine Electronic Trading Market, (d) the Central Bank in connection with the foreign exchange regulations that may be applicable to the APE and (e) our shareholders' approval in connection with the issuance and delivery of the notes. We will also apply to have the listed notes listed on the Luxembourg Stock Exchange.

#### ***The Proceeding Involving Our APE***

Once we file the APE with the reviewing court, the reviewing court will commence the proceeding involving our APE. Upon the commencement of the proceeding involving our APE, we must publicly announce this APE solicitation to our creditors through publication, for five Argentine court days, in the Official Gazette, or *publicación de edictos*, and in a newspaper of major circulation in Argentina and those jurisdictions in which we have business establishments or engage in business operation.

Creditors may contest the APE for a ten Argentine court period following the last publication of the announcement. Creditors may contest an APE solely on the following grounds: (a) misrepresentation by the debtor of its assets or liabilities in the assets and liabilities statement filed with the reviewing court, or (b) failure of the debtor to obtain the support of the requisite majorities. Although the Argentine Bankruptcy Law

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does not expressly provide so with respect to an APE, case law developed in the context of reorganization (*concurso*) proceedings suggests the reviewing court may refuse to approve an APE if it fails to meet certain minimum fairness standards. In the event objections are raised, the reviewing court may admit evidence for a period of ten Argentine court days. The reviewing court is then required to rule on the objections raised within the following ten Argentine court days. The ruling of the reviewing court may be appealed. If the appeal is filed by a creditor opposed to the APE, the reviewing court may not stay the court approval pending resolution of the appeal.

Argentine Bankruptcy Law does not specify how the reviewing court should calculate the requisite majorities and it is unclear how this calculation will be performed. Our Argentine counsel has advised us that by analogy to the rules governing a reorganization (*concurso*), it expects that in order to calculate the majority in number of the holders of our outstanding debt, the reviewing court will likely count the holders of each series of outstanding notes

as two creditors, one creditor that supports the APE and one creditor that votes against the APE (assuming at least one member of each series votes for the APE and at least one member of each series votes against the APE). Thus, each series of notes would be deemed to be held by two creditors in the per capita majority. On the assumption that the settlement agent will not receive powers of attorney to execute the consent to the APE, or even responses to this APE solicitation, from all of the holders of our outstanding notes, we expect that the number of noteholders in favor of the APE will be equal to the number of noteholders opposed to the APE. Each of the holders of our outstanding loans will be treated as a separate creditor. The precedent analysis is based on the assumption that the reviewing court will apply the rules of a reorganization (*concurso*) to the calculation of the requisite noteholders and we cannot assure you that this will be the case. If the reviewing court applies other rules to the calculation of the requisite noteholders, the outcome may be different as discussed above under Cramdown of Non-Participating Holders Upon Court Approval..

#### ***Events Likely to Occur Following Court Approval of the APE***

Upon our receiving court approval, all holders of outstanding debt will be bound by the terms and conditions of the APE whether or not they have filed independent claims. Upon consummation of the APE, we may file a petition for a ruling declaring that the APE has been performed. For this purpose, we will need to file evidence of the performance of the APE. That evidence would consist of evidence from the trustee under the indenture as to the issuance and delivery of the notes, the cash consideration and cash interest payments.

#### ***Court Failure to Approve the APE***

Our Argentine counsel have advised us that, if the APE is not granted court approval, it is unlikely that the court will commence bankruptcy proceedings against us because the APE rules do not provide for this. In addition, reorganization (*concurso*) proceedings against us are available exclusively to the debtor.

If our APE is not granted court approval, there is a substantial likelihood that we will have to commence reorganization (*concurso*) proceedings. If this petition is made within one year of the dismissal of our APE, there is a possibility that an argument could be made that the reviewing court with which we have filed the APE will reject the filing if there are bankruptcy proceedings against us pending the decision of an Argentine court. If our APE is not granted court approval, we may try another APE solicitation. As in the case of a reorganization (*concurso*), if this petition is made within one year of the dismissal of our first APE, the reviewing court may require that no bankruptcy proceedings be pending against us at the time of the filing of the second APE. If we decide to commence a reorganization (*concurso*) proceeding or to file a new APE, the reviewing court that will hear our petition will be the same one that dismissed our first APE.

#### ***Anticipated Timeline for the APE***

Our Argentine counsel estimate that the period of time from the APE filing date to receiving court approval could last between three and four months if non-participating holders do not file any objections to the APE and between four to five months if objections are filed. In addition, these time periods could be extended in the event that, among others, the reviewing court rejects the objection of a creditor that is opposed to the APE and this rejection is appealed or the court approval is stayed in the case of an appeal of the court approval. However, these time periods are merely estimates. Because there is no precedent of APE approvals that are applicable or comparable to our APE in Argentina, the anticipated timetable for the APE cannot be confirmed or determined with any certainty. We cannot assure you that the APE approval process will proceed expeditiously.

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## DESCRIPTION OF THE NOTES

The following summary of the material provisions of the notes does not purport to be complete and is subject to and qualified in its entirety by reference to the indenture and the notes. As used in this section, unless otherwise specified, the term "Telecom" refers to the Company on an unconsolidated basis and the term "the Company" refers to Telecom and its subsidiaries on a consolidated basis. Capitalized terms not otherwise defined herein shall have the meanings given to them in the indenture. Certain terms are defined as set forth below under "Certain Definitions." A copy of the form of indenture will be available for inspection at the offices of Telecom and of the Information Agent during normal business hours until completion of the APE.

### General Overview

In connection with the APE, Telecom will issue new notes to holders of its outstanding debt. Holders of outstanding notes will receive notes which will initially be represented by global certificates in fully registered form. We will apply to have such notes listed on the Buenos Aires Stock Exchange or the *Mercado Abierto Electrónico S.A.* and, with respect to notes denominated in euro, on the Luxembourg Stock Exchange ("listed notes"). Holders of outstanding loans will receive a separate series of notes in registered certificated form having the same terms as the relevant listed notes, but which will not be listed on any securities exchange ("unlisted notes").

We refer to the 4-year floating rate notes due 2008 issued by Telecom (whether listed notes or unlisted notes) as the "Floating Rate Notes." We refer to the 5-year fixed rate notes due 2009 issued by Telecom (whether listed notes or unlisted notes) as the "Fixed Rate Notes." We refer to the 10-year step-up notes due 2014 issued by Telecom (whether listed notes or unlisted notes) as the "Step-Up Notes." We refer to the 13-year pay-in-kind notes due 2017 issued by Telecom (whether listed notes or unlisted notes) as the "PIK Notes." We will issue up to four series of listed notes (Floating Rate listed notes, Step-Up listed notes, Fixed Rate listed notes and PIK listed notes) and up to four series of unlisted notes (Floating Rate unlisted notes, Step-Up unlisted notes, Fixed Rate unlisted notes and PIK unlisted notes), and each is referred to as a "series" of notes. We refer to the Floating Rate Notes, the Fixed Rate Notes, the Step-Up Notes and the PIK Notes together as the "notes."

The notes of each series may be issued in one or more tranches denominated in dollars, euro, pesos or yen. Holders of outstanding debt will receive notes denominated in the same currency as the outstanding debt held by them or, at the election of the holder, in U.S. dollars. Payments of principal of, and interest on, the notes (including Additional Amounts) will be made in the currency in which such notes are denominated or in such funds as may then be customary for the settlement of international transactions in that currency.

Each series of the notes is to be issued under an indenture dated as of the issuance date between Telecom and The Bank of New York, as trustee, which we refer to as the "indenture." The notes will be issued by Telecom and Telecom will be liable therefor and obligated to perform all covenants and agreements to be performed by Telecom pursuant to the notes and the indenture, including the obligations to pay principal, interest and Additional Amounts (as defined below), if any. The trustee under the indenture is The Bank of New York (the "Trustee," which term shall include any successor as Trustee under the indenture). Initially, the Trustee will act as principal paying agent (the "Principal Paying Agent," together with its successors and assigns and any additional qualified paying agents, collectively, the "Paying Agents"), transfer agent (the "Transfer Agent," together with its successors and assigns and any additional qualified transfer agents, collectively, the "Transfer Agents"), calculation agent (the "Calculation Agent," together with its successors and assigns, and any additional qualified calculation agents, collectively, the "Calculation Agents") and registrar (the "Registrar," and together with its respective successors and assigns and any additional qualified registrars, collectively, the "Registrars"). The respective terms of the notes include those stated in the indenture and those made part of each indenture by reference to the Trust Indenture Act of 1939, as amended, which we refer to as the "Trust Indenture Act." The notes are subject to all such terms, and you are referred to the indenture and the Trust Indenture Act for a statement thereof.

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The notes will be negotiable obligations (*obligaciones negociables*) under, and will be issued pursuant to and in compliance with all the requirements of the Argentine Negotiable Obligations Law, Law No. 23,576, as amended (the Negotiable Obligations Law ) and other applicable Argentine regulations. The listed notes will be authorized for public offering in Argentina by the CNV.

**Basic Terms of the Notes**

The Floating Rate Notes:

will have an original aggregate principal amount of up to US\$287 million (or its equivalent in other currencies);

will provide that principal will be due and payable in semiannual installments commencing on October 15, 2004 as shown in the amortization schedule below (adjusted to take into account any prepayments or repurchases), together with accrued and unpaid interest, if any, to the redemption date:

| <u>Scheduled Payment Date</u> | <u>Percentage of Original Principal Amount Payable</u> |
|-------------------------------|--|
| October 15, 2004              | 20.0%  |
| April 15, 2005                | 17.5%  |
| October 15, 2005              | 17.5%  |
| April 15, 2006                | 15.0%  |
| October 15, 2006              | 15.0%  |
| April 15, 2007                | 5.0%   |
| October 15, 2007              | 5.0%   |
| April 15, 2008                | 2.5%   |
| October 15, 2008              | 2.5%   |

In the event that the issuance date does not occur prior to October 15, 2004, the payment schedule will be delayed by successive six month periods such that the first scheduled payment date will take place on the next succeeding April 15 or October 15 following the issuance date.

will provide that interest on the outstanding principal amount of the Dollar Notes, Euro Notes and Yen Notes will accrue beginning on the issuance date, at a per annum floating rate equal to the Applicable Currency Rate for the relevant period plus the Applicable Margin but at a rate per annum not higher than the Maximum Interest Rate. With respect to the Floating Rate Notes the Applicable Margin and Maximum Interest Rate means, for any date, the rate set forth below in the row opposite such term and in the column corresponding to the Denomination of the Floating Rate Notes:

| <u>Term</u>           | <u>Denomination</u> |                   |                  |
|-----------------------|---------------------|-------------------|------------------|
|                       | <u>Dollar Notes</u> | <u>Euro Notes</u> | <u>Yen Notes</u> |
| Applicable Margin     | 3.00%               | 3.02%             | 2.85%            |
| Maximum Interest Rate | 7.00%               | 6.36%             | 2.88%            |

will provide that interest on the outstanding principal amount of Peso Notes will accrue beginning on the issuance date at a per annum rate of 3%;

will provide that interest will be payable semiannually in arrears on each Interest Payment Date to holders of record of notes on the Record Date immediately preceding such Interest Payment Date; and

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will provide that interest on overdue principal and interest will accrue, to the extent lawful, at the rate of 2% per annum plus the rate otherwise applicable for such day.

Interest will be computed (i) with respect to any Dollar Notes, Euro Note or Yen Note, on the basis of a year of 360 days and paid for the actual number of days elapsed (including the first day but excluding the last day) and (ii) with respect to any Peso Note on the basis of a year of 365 days (in the case of a leap year, 366 days) and paid for the actual number of days elapsed (including the first day but excluding the last day).



The Applicable Margin on the Applicable Currency Rate and the Maximum Interest Rate payable on the Floating Rate Notes denominated in euro and yen represent the market equivalent of the Applicable Margin on the Applicable Currency Rate and the market equivalent of the Maximum Interest Rate on the Floating Rate Notes denominated in dollars with the same maturity and amortization schedule based on the mid-market swap rates published by Bloomberg L.P. at 4:59 p.m., New York City time, on December 22, 2003 in the Forward Curve Analysis Page (FWCV) and the Basis Curve Page (TTSA).

The interest rate payable on Peso Notes represents the spread over LIBOR for the Floating Rate Notes made in dollars and having an average life equal to the relevant Peso Note. Payments on the Peso Notes will be adjusted based on CER as described below under CER Adjustment of Peso Notes.

The Fixed Rate Notes:

will have an original aggregate principal amount of up to US\$400 million (or its equivalent in other currencies);

will provide that principal will be due and payable in semiannual installments commencing on October 15, 2004 as shown in the amortization table below (adjusted to take into account any prepayments or repurchases), together with accrued and unpaid interest, if any, to the redemption date:

| <u>Scheduled Payment Date</u> | <u>Percentage of Original Principal Amount Payable</u> |
|-------------------------------|--|
| October 15, 2004              | 5.0%   |
| April 15, 2005                | 4.0%   |
| October 15, 2005              | 4.0%   |
| April 15, 2006                | 4.0%   |
| October 15, 2006              | 4.0%   |
| April 15, 2007                | 6.5%   |
| October 15, 2007              | 6.5%   |
| April 15, 2008                | 12.5%  |
| October 15, 2008              | 12.5%  |
| April 15, 2009                | 20.5%  |
| October 15, 2009              | 20.5%  |

In the event that the issuance date does not occur prior to October 15, 2004, the payment schedule will be delayed by successive six month periods such that the first scheduled payment date will take place on the next succeeding April 15 or October 15 following the issuance date.

will provide that interest on the outstanding principal amount will accrue beginning on the issuance date at a fixed rate per annum equal to 8.00% for Dollar Notes, 7.98% for Euro Notes, 4.86% for Peso Notes and 4.62% for Yen Notes;

will provide that interest will be payable semiannually in arrears on each Interest Payment Date to the holders of record of notes on the Record Date immediately preceding such Interest Payment Date; and

will provide that interest on overdue principal and interest will be payable, to the extent lawful, at the rate of 2% per annum plus the rate otherwise applicable for such day.

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Interest will be computed (i) with respect to any Dollar Note on the basis of a 360-day year of twelve 30-day months and (ii) with respect to any Euro Note, Yen Note or Peso Note on the basis of a year of 365 days (in the case of a leap year, 366 days) and paid for the actual number of days elapsed (including the first day but excluding the last day).

The interest rates payable on the Fixed Rate Notes denominated in euro and yen represent the market equivalent of the interest rate payable on the Fixed Rate Notes denominated in dollars with the same maturity and amortization schedule based on the mid-market swap rates published by Bloomberg L.P. at 4:59 p.m., New York City time, on December 22, 2003 in the Forward Curve Analysis Page (FWCV) and the Basis Curve Page (TTSA).

The interest rates payable on Peso Notes represent the difference between the fixed rates payable on the Fixed Rate Notes made in dollars and the dollar swap rates published by Bloomberg L.P. at 4:59 p.m., New York City time, on December 22, 2003 in the Forward Curve Analysis Page (FWCV) and the Swap Default Page (SWDF) having an average life equal to the relevant note. Payments on the Peso Notes will be adjusted based on CER as described below under CER Adjustment of Peso Notes.

The Step-Up Notes:

will have an original aggregate principal amount of up to US\$1,242 million (or its equivalent in other currencies);

will provide that principal will be due and payable in semiannual installments commencing on April 15, 2009 as shown in the amortization table below (adjusted to take into account any prepayments or repurchases), together with accrued and unpaid interest, if any, to the redemption date:

| Scheduled Payment Date | Percentage of Original Principal Amount Payable |
|------------------------|---|
| April 15, 2009         | 8.5%  |
| October 15, 2009       | 8.5%  |
| April 15, 2010         | 8.5%  |
| October 15, 2010       | 8.5%  |
| April 15, 2011         | 8.5%  |
| October 15, 2011       | 8.5%  |
| April 15, 2012         | 8.5%  |
| October 15, 2012       | 8.5%  |
| April 15, 2013         | 8.5%  |
| October 15, 2013       | 8.5%  |
| April 15, 2014         | 7.5%  |
| October 15, 2014       | 7.5%  |

In the event that the issuance date does not occur prior to October 15, 2004, the payment schedule will be delayed by successive six month periods such that the first scheduled payment date will take place on the next succeeding April 15 or October 15 following the fifth anniversary of the issuance date.

will provide that interest on the outstanding principal amount will accrue at a per annum fixed rate equal to the Applicable Fixed Rate (determined in accordance with the schedule set forth below):

Applicable Fixed Rate means, for any date, the rate set forth below in the row opposite such date in the column corresponding to the Denomination of the notes.

| Date                                   | Denomination |            |            |           |
|--|--------------|------------|------------|-----------|
|  | Dollar Notes | Euro Notes | Peso Notes | Yen Notes |
| Issuance Date through October 15, 2008 | 4.00%        | 3.94%      | 0.77%      | 0.83%     |
| October 16, 2008 through maturity      | 7.00%        | 6.42%      | 2.83%      | 2.87%     |

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In the event that the issuance date does not occur prior to October 15, 2004, the increase in interest rate scheduled to occur beginning on October 16, 2008 will occur at the commencement of the ninth semi-annual interest payment period for the Step-Up Notes.

will provide that interest will be payable semiannually in arrears on each Interest Payment Date to the holders of record of notes on the Record Date immediately preceding such Interest Payment Date; and

will provide that interest on overdue principal and interest will be payable, to the extent lawful, at the rate of 2% per annum plus the rate otherwise applicable for such day.

Interest will be computed (i) with respect to any Dollar Notes, on the basis of a 360-day year of twelve 30-day months and (ii) with respect to any Euro Note, Yen Note or Peso Note on the basis of a year of 365 days (or 366 days in the case of a leap year) and paid for the actual number of days elapsed (including the first day but excluding the last day).

The interest rates payable on the Step-Up Notes denominated in euro and yen represent the market equivalent of the interest rates payable on the Step-Up Notes denominated in dollars with the same maturities and amortization schedules based on the mid-market swap rates published by Bloomberg L.P. at 4:59 p.m., New York City time, on December 22, 2003 in the Forward Curve Analysis Page (FWCV) and the Basis Curve Page (TTSA).

The interest rates payable on Peso Notes represent the difference between the fixed rates payable on the Fixed Rate Notes made in dollars and the dollar swap rates published by Bloomberg L.P. at 4:59 p.m., New York City time, on December 22, 2003 in the Forward Curve Analysis Page (FWCV) and the Swap Default Page (SWDF) having an average life equal to the relevant note. Payments on the Peso Notes will be adjusted based on CER as described below under CER Adjustment of Peso Notes.

The PIK Notes:

will have an original aggregate principal amount of up to US\$271 million (or its equivalent in other currencies);

will provide that interest will accrue beginning on the issuance date, at a fixed rate per annum equal to 6.00% for Dollar Notes, 5.59% for Euro Notes, 1.22% for Peso Notes and 2.28% for Yen Notes;

will provide that interest will be payable semiannually in arrears on each Interest Payment Date to the holders of record of notes on the Record Date immediately preceding such Interest Payment Date;

will provide that interest on the outstanding principal amount of the Dollar Notes, Euro Notes and Yen Notes payable on each payment date on or prior to October 15, 2014 will be paid by increasing the principal amount of the notes in an amount equal to the interest due on the notes. Assuming the issuance date is June 30, 2004, the principal amount of the notes, per 1,000 amounts of the respective currency, will increase from US\$1,000, euro 1,000, and yen 1,000 on the issuance date to US\$1,838, euro 1,764, and yen 1,263, respectively, on October 15, 2014. The final principal amount for the PIK Notes will vary based on the issuance date and will be announced on the issuance date. The principal amount on the Peso Notes will increase by both CER and the interest due on the Peso Notes on each payment date;

will provide that interest will be payable in cash commencing on April 15, 2015;

will provide that interest on overdue principal and interest will be payable, to the extent lawful, in cash at the rate of 2% per annum plus the rate otherwise applicable for such day.

will provide that principal will be due and payable in semiannual installments commencing on April 15, 2015 as shown in the amortization table below (adjusted to take into account any prepayments or repurchases) together with any accrued but unpaid interest, if any, to the redemption date:

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| <u>Scheduled Payment Date</u> | <u>Percentage of Accrued Value Payable</u> |
|-------------------------------|--|
| April 15, 2015                | 16.5%                                      |
| October 15, 2015              | 16.5%                                      |
| April 15, 2016                | 16.5%                                      |
| October 15, 2016              | 16.5%                                      |
| April 15, 2017                | 17.0%                                      |
| October 15, 2017              | 17.0%                                      |

In the event that the issuance date does not occur prior to October 15, 2004, the payment schedule will be delayed by successive six month periods such that the first scheduled payment date will take place on the next succeeding April 15 or October 15 following the eleventh anniversary of the issuance date.

Interest will be computed (i) with respect to any Dollar Notes, on the basis of a 360-day year of twelve 30-day months and (ii) with respect to any Euro Note, Yen Note or Peso Note on the basis of a year of 365 days (or 366 days in the case of a leap year) and paid for the actual number of days elapsed (including the first day but excluding the last day).

The rates at which interest will accrue on the PIK Notes denominated in euro and yen represent the market equivalent rate at which interest will accrue on the PIK Notes denominated in dollars such as to allow for an equivalent present value of payments, applying the discount factors implied by the mid-market swap rates published by Bloomberg L.P. at 4:59 p.m., New York City time, on December 22, 2003 in the Forward Curve Analysis Page (FWCV) and the Basis Curve Page (TTSA).

The interest rates payable on Peso Notes represent the difference between the fixed rates payable on the Fixed Rate Notes made in dollars and the dollar swap rates published by Bloomberg L.P. at 4:59 p.m., New York City time, on December 22, 2003 in the Forward Curve Analysis Page (FWCV) and the Swap Default Page (SWDF) having an average life equal to the relevant note. Payments on the Peso Notes will be adjusted based on CER as described below under CER Adjustment of Peso Notes.

#### **CER Adjustment of Peso Notes**

The outstanding principal amount of the Peso Notes will be adjusted by the variation of CER. The interest payment amount due as of each interest payment date will be calculated based on the outstanding principal amount as of each Interest Payment Date. The principal payment amount due as of each amortization payment date will be calculated by applying the percentage shown in the relevant amortization schedule to the outstanding principal amount of the Peso Notes as of the issuance date and then adjusting such amount by the variation of CER between the issuance date and each amortization payment date.

#### **Status of the Notes**

The notes will constitute direct, unconditional and unsubordinated obligations of Telecom ranking at all times at least *pari passu* in priority of payment, in right of security and in all other respects among themselves and with all other unsecured Indebtedness of Telecom now or hereafter outstanding, except to the extent that such other Indebtedness may be preferred by mandatory provisions of applicable law.

#### **Certain Covenants of Telecom**

##### ***Mandatory Prepayment with Excess Cash***

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Subject to the authorization of the Central Bank of the Republic of Argentina, if for any six-month period beginning on July 1 or January 1, which period begins after the issuance date, there is any Excess Cash, then, not later than the next April 15 or October 15, respectively (each a Mandatory Prepayment Date ), Telecom will apply such Excess Cash as follows:

if Telecom's Cash Balance as of the Measurement Date is US\$85 million or more (or its equivalent in other currencies), Telecom will apply 100% of the Excess Cash to the prepayment of the notes;

if Telecom's Cash Balance as of the Measurement Date is US\$60 million or more but less than US\$85 million (or its equivalent in other currencies), Telecom will apply 90% of the Excess Cash to the prepayment of the notes; and



if Telecom's Cash Balance as of the Measurement Date is less than US\$60 million (or its equivalent in other currencies), Telecom will not be required to apply any Excess Cash to prepay the notes on such Mandatory Prepayment Date;

*provided*, however, that if the application of such Excess Cash to such prepayment would cause Telecom's Cash Balance as of the Measurement Date to be less than US\$60 million (or its equivalent in other currencies) after subtracting any scheduled but unpaid principal and interest payable on the next Interest Payment Date, the amount of the required prepayment shall be reduced by the amount required to maintain a Cash Balance of at least US\$60 million after giving effect to such prepayment and any scheduled but unpaid principal and interest payable on the next Interest Payment Date.

If Excess Cash for any period is less than US\$20 million (or its equivalent in other currencies), the amount of Excess Cash may be carried forward to the next Mandatory Prepayment Date.

The amount of Excess Cash, if any, required to be applied to prepayments shall be applied as follows:

for so long as any Floating Rate Notes or Fixed Rate Notes are outstanding, to the pro rata prepayment of the outstanding Floating Rate Notes and Fixed Rate Notes, which prepayment shall be applied to the remaining installments of such Floating Rate Notes or Fixed Rate Notes in the direct order of their maturity (such payment to be made pro rata as among the Fixed Rate Notes and Floating Rate Notes based on the next succeeding scheduled amortization payments of such Fixed Rate Notes and Floating Rate Notes),

after the Floating Rate Notes and Fixed Rate Notes have been paid in full, to the pro rata prepayment of the Step-Up Notes, which prepayment shall be applied to the remaining installments of the Step-Up Notes in the direct order of their maturity, and

after the Floating Rate Notes, Fixed Rate Notes and the Step-Up Notes have been paid in full, to the pro rata prepayment of the PIK Notes, which prepayment shall be applied to the remaining installments of such PIK Notes in the direct order of their maturity.

Telecom will calculate the amount of Excess Cash in pesos based on Telecom's unconsolidated financial statements prepared in accordance with Argentine GAAP. For purposes of determining the proportion of Excess Cash payable to holders of notes denominated in various currencies, the principal amount of all outstanding notes shall be deemed to equal the Dollar Amount thereof as of the relevant Measurement Date. Payments will be made to holders of notes in the same currency in which the underlying notes are denominated. Payments in currencies other than dollars will be calculated by converting the applicable amount into pesos, euro and yen, as applicable, using the same rates of exchange as applied in determining the Dollar Amount of the outstanding notes.

To the extent that any authorization of the Central Bank of the Republic of Argentina required to make any such payment is not obtained on or prior to the relevant Mandatory Prepayment Date, Telecom will hold the Excess Cash in pesos and will make the prepayment as soon as practicable after receipt of the authorization of the Central Bank of the Republic of Argentina. In such case, the determination of the proportion of Excess Cash payable to holders of notes denominated in various currencies will be made as of the end of business on the third Business Day prior to the date of such payment. Any such delay in payment shall not constitute an Event of Default and no interest will be payable to holders of notes in respect of such amount.

Assuming that the issuance date is on or prior to June 30, 2004, the first Mandatory Prepayment Date will be April 15, 2005.

*Limitation on Liens*

Telecom will not, and will not permit any of its Restricted Subsidiaries to, incur, assume or suffer to exist, any Lien upon its property, assets or revenues, whether now owned or hereafter acquired, securing any Indebtedness of any Person, unless the notes are equally and ratably secured by such Liens, other than the following ( Permitted Liens ):

- (1) Liens for taxes not yet due or which are being contested in good faith by appropriate proceedings; *provided*, that adequate reserves with respect thereto are maintained on the books of Telecom or such Restricted Subsidiary, as the case may be, in conformity with Argentine GAAP;
- (2) Liens incurred in the ordinary course of business on all or part of any assets to secure Indebtedness incurred solely for purposes of financing the acquisition, construction or installation thereof;
- (3) Liens arising in the ordinary course of business which do not secure Indebtedness and are not overdue for a period of more than 30 days or which are being contested in good faith by appropriate proceedings, which proceedings have the effect of preventing the forfeiture or sale of the property or assets subject to any such Lien;
- (4) deposits to secure the performance of bids, trade contracts, leases, statutory obligations, surety and appeal bonds, performance bonds and other obligations of a like nature incurred in the ordinary course of business;
- (5) Liens arising by reason of (1) any judgment, decree or order of any court, so long as such Lien is being contested in good faith and any appropriate legal proceedings which may have been duly initiated for the review of such judgment, decree or order shall not have been finally terminated or the period within which such proceedings may be initiated shall not have expired; (2) security for payment of workers' compensation or other insurance or obligations arising from other social security laws; and (3) operation of law in favor of carriers, warehousemen, landlords, mechanics, materialmen, laborers, employees or suppliers, incurred in the ordinary course of business for sums which are not yet delinquent or are being contested in good faith by negotiations or by appropriate proceedings which suspend the collection thereof;
- (6) easements, rights-of-way, zoning and similar covenants and restrictions and other similar encumbrances or title defects which, in the aggregate, are not substantial in amount, and which do not in any case materially detract from the value of the property subject thereto or materially interfere with the ordinary conduct of our business;
- (7) Liens on property at the time Telecom or any of its Restricted Subsidiaries acquires such property, including any acquisition by means of a merger or consolidation with or into Telecom or a Restricted Subsidiary of such Person; *provided* that such Liens were not created in contemplation thereof and do not extend to any other property of Telecom or any Restricted Subsidiary;
- (8) escrow deposits, trusts or similar accounts for the payment of debt service obligations under the notes; *provided*, that such payments are applied to scheduled payments of principal and interest in direct order of maturity;
- (9) customary Liens in favor of trustees and escrow agents, and netting and setoff rights, banker's liens and the like in favor of financial institutions and counterparties to financial obligations and instruments;
- (10) Liens securing Indebtedness in an aggregate principal amount not in excess of US\$20,000,000 (or its equivalent in other currencies) at any time outstanding; and

- (11) Liens in existence on the issuance date and any renewals or extensions thereof, so long as (A) such renewal or extension Lien does not extend to any property other than that originally subject to the Liens being renewed or extended and (B) the principal amount of the Indebtedness secured by such Lien is not increased.

***Limitations on Indebtedness***

Telecom will not, and will not permit any of its Restricted Subsidiaries to, Incur any Indebtedness unless on the date of the Incurrence of such Indebtedness, after giving effect to such Incurrence and the receipt and application of the proceeds therefrom, the Leverage Ratio does not exceed 3.5 to 1.

Notwithstanding the foregoing, Telecom and any of its Restricted Subsidiaries may, to the extent provided below, Incur the following Indebtedness:

- (1) Indebtedness outstanding on the issuance date;
- (2) Indebtedness issued pursuant to the APE (including the notes and any increase in the principal amount of PIK Notes) and Telecom Personal Debt (including any increase in the principal amount of Telecom Personal Debt in the form of pay-in-kind instruments);
- (3) Indebtedness of Telecom or any of its Restricted Subsidiaries constituting Permitted Refinancing Indebtedness;
- (4) Acquired Indebtedness permitted to be incurred under Limitations on Mergers, Consolidations, Sales and Conveyances ;
- (5) Indebtedness, which may include Capital Leases, incurred no later than 365 days after the purchase or completion of construction or improvement of property for purposes of financing all or any part of the purchase price or cost of construction, improvement or installation thereof;
- (6) Indebtedness of Telecom or any of its Restricted Subsidiaries to Telecom or any of its Restricted Subsidiaries so long as such Indebtedness continues to be owed to Telecom or a Restricted Subsidiary and which, if the obligor is Telecom, is subordinated in right of payment to the notes; and
- (7) Indebtedness of Telecom or any of its Restricted Subsidiaries Incurred on or after the issuance date not otherwise permitted in an aggregate principal amount at any time outstanding not to exceed US\$70 million (or its equivalent in other currencies); *provided* , that such Indebtedness is Incurred for purposes relating to the operation of Telecom s or any of the Restricted Subsidiaries business, including for investments, purchase of assets, payment of expenses, refinancing of Indebtedness, funding of intercompany loans and funding of working capital.

For the purposes of determining compliance with this covenant, in the event that an item of Indebtedness meets the criteria of more than one of the types of Indebtedness permitted by the preceding paragraph or is entitled to be incurred pursuant to the first paragraph of this covenant, Telecom in its sole discretion shall classify or reclassify such item of Indebtedness and only be required to include the amount of such Indebtedness as one of such types.

***Limitations on Asset Sales***

Telecom will not, and will not permit any Restricted Subsidiary to, make any Asset Sale unless the following conditions are met:

- (1) the Asset Sale is for fair market value, as determined in good faith by the Board of Directors;
- (2) at least 75% of the value of the consideration therefrom received by Telecom is in the form of cash or Cash Equivalents or the assumption by the Person acquiring the assets in such Asset Sale of Indebtedness of Telecom or any of its Restricted Subsidiaries pursuant to a customary novation agreement with the effect that Telecom and its Restricted Subsidiaries will not have any obligation with respect to such Indebtedness;
- (3) immediately before and immediately after giving effect to such Asset Sale, no Default or Event of Default shall have occurred and be continuing; and

- (4) within 360 days after the receipt of any Net Cash Proceeds from an Asset Sale, the Net Cash Proceeds are (A) applied as stated under Mandatory Prepayment with Excess Cash, (B) used to permanently repay Indebtedness other than Subordinated Indebtedness of Telecom owing to a Person other than Telecom or any Restricted Subsidiary, or (C) used to acquire all or substantially all of the assets of a Permitted Business, or a majority of the Voting Stock of another Person that thereupon becomes a Restricted Subsidiary engaged in a Permitted Business, or to make capital expenditures or otherwise acquire long-term assets that are to be used by Telecom or a Restricted Subsidiary in a Permitted Business. If Telecom shall elect to apply the Net Cash Proceeds in accordance with subclause (B) of this paragraph, Telecom may defer the application until the aggregate Net Cash Proceeds are US\$20 million (or its equivalent in other currencies) at which time the entire amount shall be applied to make the payments.

***Limitation on Transactions with Shareholders and Affiliates***

Telecom will not, and will not permit any of its Restricted Subsidiaries to, directly or indirectly, enter into, renew or extend any transaction or arrangement including the purchase, sale, lease or exchange of property or assets, or the rendering of any service, with any holder of 10% or more of the Capital Stock of Telecom, except upon terms no less favorable to Telecom or such Restricted Subsidiary than those that could be obtained in a comparable arm's-length transaction with a Person that is not an Affiliate of Telecom (an Arm's-length Transaction).

In addition, Telecom will not, and will not permit any of its Restricted Subsidiaries to, directly or indirectly, enter into, renew or extend any transaction or arrangement including the purchase, sale, lease or exchange of property or assets, or the rendering of any service, with any Affiliate of Telecom, except for Arm's-length Transactions. If any such transaction or series of related transactions has an aggregate value in excess of 1% of Telecom's net worth as set forth in Telecom's latest publicly available financial statements, Telecom will, prior to such transaction, (i) obtain a favorable written opinion from either (A) the audit committee of the Board of Directors, which committee shall include at least two independent members of the Board of Directors or (B) at least one independent consultant that the terms of the transaction are consistent with those obtained in an Arm's-length Transaction and (ii) obtain the approval of a majority of the Board of Directors who are disinterested in the subject matter of the transaction pursuant to a resolution of the Board of Directors.

The foregoing paragraphs do not apply to:

- (1) any transaction between Telecom and any of its Restricted Subsidiaries or between Restricted Subsidiaries of Telecom;
- (2) any payment of reasonable and customary fees to directors of Telecom;
- (3) any transaction or payment required pursuant to Argentine laws and regulations;
- (4) any transaction or payment pursuant to any employee, officer or director compensation or benefit plans or arrangements entered into in the ordinary course of business; or
- (5) up to US\$10 million (or its equivalent in other currencies) in any fiscal year in aggregate payments (including out-of-pocket costs and expenses) relating to technical services, assistance with specified projects undertaken at the request of Telecom's Board of Directors and services of highly qualified personnel under the Management Contract dated August 9, 1999, as amended, modified or replaced from time to time so long as the amended, modified or new provisions, taken as a whole, are no less favorable to Telecom and its Restricted Subsidiaries than those in effect on the issuance date.

***Limitation on Capital Expenditures***

Telecom will not, and will not permit any Restricted Subsidiary to, make any capital expenditure other than Permitted Capital Expenditures and Telecom Personal Permitted Capital Expenditures unless on the date of such capital expenditure, the Leverage Ratio does not exceed 3.5 to 1.

Notwithstanding the foregoing, Telecom and any Restricted Subsidiary may apply Net Equity Proceeds or Net Cash Proceeds from any Asset Sale to capital expenditures without regard to this Limitation on Capital Expenditures and the application of such Net Equity Proceeds or such Net Cash Proceeds will not reduce the aggregate amount of Permitted Capital Expenditures that may be made in any fiscal year under this covenant.

This covenant shall not apply to any capital expenditures made by Núcleo S.A.

***Limitation on Restricted Payments***

- (a) Telecom will not, and will not permit any of its Restricted Subsidiaries to, directly or indirectly (the payments and other actions described in the following clauses being collectively Restricted Payments ):

purchase any Equity Interests of Telecom;

repay, redeem, repurchase, defease or otherwise acquire or retire for value, or make any payment on or with respect to, any Subordinated Indebtedness except scheduled payments of interest or principal; or

make any Investments other than Permitted Investments;

unless, at the time of, and after giving effect to, the proposed Restricted Payment:

- (1) no Default or Event of Default has occurred and is continuing,
- (2) Telecom could incur at least US\$1.00 of Indebtedness under Limitations on Indebtedness, and
- (3) the aggregate amount expended for all Restricted Payments made on or after the issuance date would not, subject to paragraph (c), exceed the sum of (i) 50% of the aggregate amount of the Net Income of Telecom and its Restricted Subsidiaries (or, if the Net Income of Telecom and its Restricted Subsidiaries is a loss, minus 100% of the amount of the loss) accrued on a cumulative basis during the period, taken as one accounting period, beginning on the first day of the first fiscal quarter of Telecom occurring after the issuance date and ending on the last day of Telecom's most recently completed fiscal quarter for which internal financial statements are available, and (ii) to the extent not included in Net Income:
  - (A) subject to paragraph (c), the aggregate Net Equity Proceeds received after the issuance date except to the extent such proceeds are used to make capital expenditures as set forth in the proviso under Limitation on Capital Expenditures ;
  - (B) an amount equal to the sum, for all Unrestricted Subsidiaries, of the following:

(x) the cash return, after the issuance date, on Investments in an Unrestricted Subsidiary made after the issuance date pursuant to this paragraph (a) as a result of any sale for cash, repayment, redemption, liquidating distribution or other cash realization; and



(y) the portion (proportionate to Telecom's Equity Interest in such Unrestricted Subsidiary) of the fair market value of the assets less liabilities of an Unrestricted Subsidiary at the time such Unrestricted Subsidiary is designated a Restricted Subsidiary;

not to exceed, in the case of any Unrestricted Subsidiary, the amount of Investments made after the issuance date by Telecom and its Restricted Subsidiaries in such Unrestricted Subsidiary pursuant to this paragraph (a); and

- (C) the cash return, after the issuance date, on any other Investment made after the issuance date pursuant to this paragraph (a), as a result of any sale for cash, repayment, redemption, liquidating distribution or other cash realization (not included in Consolidated Net Income), not to exceed the amount of such Investment so made.

The amount of any Restricted Payment, if other than in cash, will be deemed to be the fair market value of the relevant non-cash assets, as determined in good faith by the Board of Directors, whose determination will be conclusive and evidenced by a resolution by the Board of Directors.

- (b) The foregoing will not prohibit:
  - (1) the repayment, redemption, repurchase, defeasance or other acquisition or retirement for value of Subordinated Indebtedness with the proceeds of, or in exchange for Permitted Refinancing Indebtedness;
  - (2) the repayment, redemption, repurchase, defeasance or other acquisition or retirement of Subordinated Indebtedness of Telecom in exchange for, or out of the net cash proceeds of, a substantially concurrent offering of, Qualified Equity Interests of Telecom or of a cash contribution to the common equity of Telecom;
  - (3) any Investment made in exchange for, or out of the net cash proceeds of, a substantially concurrent offering of Qualified Equity Interests of Telecom or of a cash contribution to the common equity of Telecom; or
  - (4) so long as no Default or Event of Default shall have occurred and be continuing, Restricted Payments not to exceed an aggregate of US\$25 million (or its equivalent in other currencies).
- (c) Proceeds of the issuance of Qualified Equity Interests will be included under clause (3) of paragraph (a) only to the extent they are not applied as described in clause (2) of paragraph (b) or applied to capital expenditures under the second paragraph of *Limitation on Capital Expenditures*. Restricted Payments permitted pursuant to paragraph (b) will not be included in making the calculations under clause (3) of paragraph (a).
- (d) Not later than the date of making any Restricted Payment, Telecom will deliver to the Trustee an Officers Certificate stating that the Restricted Payment is permitted and setting forth the basis upon which the calculations required by the covenant were calculated.

***Limitation on Payment Restrictions Affecting Restricted Subsidiaries.***

- (a) Except as provided in paragraph (b), Telecom will not, and will not permit any of its Restricted Subsidiaries to, create or otherwise cause or permit to exist or become effective any consensual encumbrance or restriction of any kind on the ability of any Restricted Subsidiary to:
  - (1) pay dividends or make any other distributions on any Equity Interests of the Restricted Subsidiary owned by Telecom or any other Restricted Subsidiary, or
  - (2) pay any Indebtedness or other obligation owed to Telecom or any other Restricted Subsidiary.
- (b) The provisions of paragraph (a) do not apply to any encumbrances or restrictions:
  - (1) existing under or by reason of applicable law,

- (2) existing with respect to any Person, or to the property or assets of any Person, at the time the Person is acquired by Telecom or any Restricted Subsidiary or with respect to any Unrestricted Subsidiary, at the time it is designated as a Restricted Subsidiary, which encumbrances or restrictions (i) are not applicable to any other Person or the property or assets of any other Person and (ii) were not put in place in anticipation of such event and any extensions, renewals, replacements or refinancings of any of the foregoing; *provided* the encumbrances and restrictions in the extension, renewal, replacement or refinancing are, taken as a whole, no less favorable in any material respect to the holders of notes than the encumbrances or restrictions being extended, renewed, replaced or refinanced,

- (3) with respect to a Restricted Subsidiary and imposed pursuant to an agreement that has been entered into for the sale or disposition of all or substantially all of the Capital Stock of, or property and assets of, the Restricted Subsidiary that is permitted by Limitations on Asset Sales
- (4) required pursuant to the indenture or the notes, or
- (5) required in order to comply with the Mandatory Prepayment with Excess Cash provision under the terms of Telecom Personal Debt.

***Redemption upon a Change of Control.***

Not later than 60 days following a Change of Control, Telecom will make an Offer to Redeem all outstanding notes at a redemption price equal to 100% of the outstanding principal amount thereof plus accrued but unpaid interest to the date of purchase.

An Offer to Redeem must be made by written offer, which will specify the principal amount of notes subject to the offer and the redemption price. The offer must specify an expiration date (the offer termination date) not less than 30 days or more than 60 days after the date of the offer and a settlement date for redemption (the redemption date) not more than 5 Business Days after the offer termination date. The offer must include information concerning the business of Telecom and its Restricted Subsidiaries which Telecom in good faith believes will enable the holders of the notes to make an informed decision with respect to the Offer to Redeem. Each offer will also contain instructions and materials necessary to enable holders of the notes to tender their notes pursuant to the offer.

A holder of the notes may tender all or any portion of its notes pursuant to an Offer to Redeem. Holders of the notes are entitled to withdraw tendered notes up to the close of business on the offer termination date. On the redemption date the redemption price will become due and payable on each note accepted for purchase or redemption pursuant to the Offer to Redeem, and interest on notes purchased will cease to accrue on and after the redemption date.

Telecom will comply with Rule 14e-1 under the Exchange Act of 1934, as amended, which we refer to as the Exchange Act, the regulations of the Central Bank of the Republic of Argentina and the Italian CONSOB and all other applicable Argentine, Italian and US securities laws in making any Offer to Redeem and the above procedures will be deemed modified as necessary to permit such compliance. To the extent that the provisions of any securities laws or regulations conflict with this Redemption upon a Change of Control provision, Telecom will comply with the applicable securities laws and regulations and will not be deemed to have breached its obligations under such provision by virtue of such conflict.

Except as described above with respect to a Change of Control, the indenture does not contain provisions that permit the holder of the notes to require that Telecom purchase, prepay or redeem the notes in the event of a takeover, recapitalization or similar transaction.

The provisions under the indenture relating to Telecom's obligation to make an Offer to Redeem as a result of a Change of Control may be waived or amended as described in Modifications and Amendments.

***Delivery of Financial Statements***

Telecom will furnish to the Trustee:

- (1) as soon as available, but in any event within 120 days after the end of each fiscal year of the Company, a copy of the consolidated balance sheet of the Company as of the end of such year and the related consolidated statements of income and cash flows for such fiscal year, certified by independent accountants selected by Telecom and of internationally recognized standing;

- (2) as soon as available, but in any event within 75 days after the end of each of the first three fiscal quarters of the Company, a copy of the unaudited consolidated balance sheet of the Company and its consolidated Subsidiaries as of the end of each such quarter and the related unaudited consolidated statements of income and cash flows of the Company for such quarter and the portion of the fiscal year through such date, certified by the chief financial officer of the Company as presenting fairly the financial condition and results of operations of Telecom and its consolidated Subsidiaries (subject to normal year-end audit adjustments);
- (3) concurrently with the delivery of the financial statements referred to in clause (1) above, a certificate of such independent accountants certifying such financial statements, stating whether in the course of the normal audit procedures anything came to their attention (except for the APE procedure) to cause them to believe that there existed on the date of such statements any Event of Default, or any condition or event which with the giving of notice, lapse of time or satisfaction of any other condition or any combination of the foregoing would, unless cured or waived, become an Event of Default, and if so, specifying the nature and period of existence thereof, it being understood that such independent accountants shall not be obligated to expand the scope of their examination beyond that required by their normal audit procedures for companies conducting APE procedures;
- (4) concurrently with the delivery of the financial statements referred to in clause (1) above and the financial statements for the second fiscal quarter of the Company referred to in clause (2) above, certificate of the chief financial officer of the Company setting forth calculation of Excess Cash; and
- (5) concurrently with the delivery of the financial statements referred to in clauses (1) and (2) above, a certificate of the chief financial officer of the Company stating whether, to the best of such Officer's knowledge, Telecom during such period has kept, observed, performed and fulfilled each and every covenant and condition contained herein and whether, to the best of such Officer's knowledge, anything came to his or her attention (except for the APE procedure) to cause him or her to believe that there existed on the date of such statements any Event of Default, or any condition or event which with the giving of notice, lapse of time or satisfaction of any other condition or any combination of the foregoing would, unless cured or waived, become an Event of Default, and if so, specifying the nature and period of existence thereof.

All of the financial statements referred to in (1) and (2) above are to be complete and correct in all material respects, to be prepared in reasonable detail and in accordance with Argentine GAAP applied consistently throughout the periods reflected therein and to be delivered in both the English and Spanish languages.

#### ***Notices of Default***

Telecom will notify the Trustee by facsimile or electronic mail (promptly thereafter confirmed by mail in writing) promptly after it becomes aware of the occurrence of any Event of Default, or any condition or event which with the giving of notice, lapse of time or satisfaction of any other condition or any combination of the foregoing would, unless cured or waived, become an Event of Default. Each notice given pursuant to this paragraph shall be accompanied by a certificate of an Officer of Telecom setting forth the details of the occurrence referred to therein and stating what action Telecom proposes to take with respect thereto.

#### ***Maintenance of Existence***

Except as otherwise permitted under the indenture and referred to below under Mergers, Consolidations, Sales and Conveyances, Telecom will, and will cause each of its Restricted Subsidiaries to, at all times continue to maintain its corporate existence and keep in full force and effect all licenses and permits necessary to the proper conduct of its business.



*Line of Business*

Telecom will not, and will not permit any of its Restricted Subsidiaries to, engage in any business other than a Permitted Business, except to an extent that so doing would not be material to Telecom and its Restricted Subsidiaries, taken as a whole.

*Designation of Restricted and Unrestricted Subsidiaries.*

(a) The Board of Directors may designate any Subsidiary, including a newly acquired or created Subsidiary, to be an Unrestricted Subsidiary if it meets the following qualifications and the designation would not cause a Default:

- (1) Such Subsidiary does not own any Capital Stock of Telecom or any Restricted Subsidiary of Telecom or any Restricted Subsidiary.
- (2) At the time of the designation, the designation would be permitted under Limitations on Restricted Payments.
- (3) To the extent the Indebtedness of the Subsidiary is not Non-Recourse Debt, any Guarantee or other credit support thereof by Telecom or any Restricted Subsidiary is permitted under Limitations on Indebtedness Limitations on Restricted Payments.
- (4) The Subsidiary is not party to any transaction or arrangement with Telecom or any Restricted Subsidiary that would not be permitted under Limitation on Transactions with Shareholders and Affiliates.

Once so designated the Subsidiary will remain an Unrestricted Subsidiary, subject to paragraph (b).

- (b) (1) A Subsidiary previously designated an Unrestricted Subsidiary which fails to meet the qualifications set forth in paragraph (a) will be deemed to become at that time a Restricted Subsidiary, subject to the consequences set forth in paragraph (d).
- (2) The Board of Directors may designate an Unrestricted Subsidiary to be a Restricted Subsidiary if the designation would not cause a Default.
- (c) Upon a Restricted Subsidiary becoming an Unrestricted Subsidiary:
  - (1) all existing Investments of Telecom and the Restricted Subsidiaries therein (valued at Telecom's proportional share of the fair market value of its assets less liabilities) will be deemed made at that time;
  - (2) all existing Indebtedness of Telecom or a Restricted Subsidiary held by it will be deemed incurred at that time, and all Liens on property of Telecom or a Restricted Subsidiary held by it will be deemed incurred at that time;
  - (3) all existing transactions between it and Telecom or any Restricted Subsidiary will be deemed entered into at that time; and



- (4) it will cease to be subject to the provisions of the indenture and the notes as a Restricted Subsidiary.
  
- (d) Upon an Unrestricted Subsidiary becoming, or being deemed to become, a Restricted Subsidiary:
  - (1) all of its Indebtedness and Disqualified Stock will be deemed incurred at that time for purposes of Limitation on Indebtedness, but will not be considered the sale or issuance of Equity Interests for purposes of Limitation on Asset Sales,
  
  - (2) Investments therein previously charged under Limitation on Restricted Payments will be credited thereunder; and

- (3) it will thenceforward be subject to the provisions of the indenture and the notes as a Restricted Subsidiary.

(e) Any designation by the Board of Directors of a Subsidiary as a Restricted Subsidiary or Unrestricted Subsidiary will be evidenced to the Trustee by delivering to the Trustee a copy of the resolutions of the Board of Directors giving effect to the designation and an Officer's Certificate certifying that the designation complied with the foregoing provisions not later than the next succeeding delivery of financial statements as required under Delivery of Financial Statements.

#### *Limitation of Applicability of Certain Covenants*

Notwithstanding the foregoing, Telecom's obligations to comply with the covenants described above under the captions Limitations on Indebtedness, Limitations on Asset Sales, Limitation on Transaction with Shareholders and Affiliates, Limitation on Capital Expenditure, Limitation on Restricted Payments, Limitation on Payment Restrictions Affecting Restricted Subsidiaries and Line of Business (collectively, Extinguished Covenants) will terminate and cease to have any further effect from and after the first date that Telecom attains a long-term debt rating that is Investment Grade; *provided* that if the long-term debt rating subsequently ceases to be rated Investment Grade, then, from and after the time the long-term debt rating ceases to be rated Investment Grade, Telecom and its Restricted Subsidiaries' obligation to comply with the Extinguished Covenants shall be reinstated.

The Extinguished Covenants will not, however, be of any effect with regard to actions of Telecom properly taken while Telecom's long term debt was rated Investment Grade, and the Limitation on Restricted Payments covenant will be interpreted as if it had been in effect since the date of the indenture except that no Default will be deemed to have occurred solely by reason of a Restricted Payment made while that covenant was suspended.

#### **Events of Default**

Each of the following events with respect to any series of notes (whatever the reason for such Event of Default and whether it shall be voluntary or involuntary or be effected by operation of law or pursuant to any judgment, decree or order of any court or any order, rule or regulation of any administrative or governmental body) shall be an event of default ( Events of Default ):

- (1) default in the payment of principal of any of the notes of any series as and when the same shall become due and payable, whether at maturity, upon redemption, by declaration, by prepayment or otherwise and continuance of such default for 5 Business Days; *provided*, however, that if and to the extent that Telecom fails to make any principal payment as a direct consequence of a series of acts taken by the government of Argentina, general market conditions or any other event (each a Major Devaluation Event) which causes the exchange rate of the dollars to pesos to decrease by more than 50% during any ninety-day period, Telecom shall have up to 365 days (the Devaluation Event Cure Period) to cure such payment default; or
- (2) default in the payment of any interest or Additional Amounts upon any of the notes of any series as and when the same shall become due and payable, and such default continues for 30 days; or
- (3) failure on the part of Telecom to duly observe or perform any of the covenants or agreements of Telecom in respect of the notes (other than those referred to in (1) and (2) above) for a period of more than 90 days after the date on which written notice thereof requiring Telecom to remedy the same shall have been given to Telecom by the Trustee or the holders of at least 25% in aggregate principal amount of the notes of such series; or

- (4) any event or condition shall occur which results in the acceleration of the maturity of any Indebtedness (including any other series of notes) the aggregate principal amount of which is US\$20,000,000 (or its equivalent in other currencies) or more of Telecom or any of its Restricted Subsidiaries or enables the holder of such Indebtedness or any Person acting on such holder's behalf to accelerate the maturity thereof; or

- (5) any event or condition shall occur or exist which results in or is reasonably likely to result in the loss or revocation of the license to operate (or a portion thereof) of Telecom or any of its Restricted Subsidiaries by any governmental authority or court or other person or entity purporting to act under the authority of the government of Argentina, which loss or revocation of license (or a portion thereof) has or could reasonably be expected to have a material adverse effect on the business, operations, assets or condition, financial or otherwise, of Telecom and its Restricted Subsidiaries taken as a whole; or
- (6) there shall have been entered against Telecom or any of its Restricted Subsidiaries a final judgment, decree or order by a court of competent jurisdiction from which no appeal may be taken or, within the applicable period to appeal, is taken for the payment of money, or the forfeiture of property with an aggregate value, in excess of US\$20,000,000 (or its equivalent in other currencies) and 60 days shall have passed since the entry of the order without it being satisfied, discharged or stayed; or
- (7) Telecom or any of its Restricted Subsidiaries shall, after the issuance date:
- apply for or consent to the appointment of a receiver, trustee, liquidator or the like for itself or of its property,
- make a general assignment for the benefit of its creditors,
- be adjudicated bankrupt or insolvent,
- file a voluntary petition in bankruptcy or a petition or an answer seeking reorganization or an arrangement with creditors pursuant to a *concurso preventivo de acreedores*, seeking approval of an *acuerdo preventivo extrajudicial* or seeking to take advantage of any applicable insolvency law, or
- file any answer admitting the material allegation of a petition filed against it in any bankruptcy, reorganization or insolvency proceeding; or
- (8) after the issuance date and without its application, approval or consent, a proceeding shall be instituted in any court of competent jurisdiction, seeking in respect of Telecom or any of its Restricted Subsidiaries: adjudication in bankruptcy, reorganization, dissolution, winding-up, liquidation, a composition or arrangement with creditors, the appointment of a trustee, a receiver, liquidator or the like of Telecom or any of its Restricted Subsidiaries or of all or any asset thereof or other like relief in respect of Telecom or any of its Restricted Subsidiaries under any applicable bankruptcy or insolvency law, and either
- such proceeding shall not be actively contested by Telecom or any of its Restricted Subsidiaries in good faith, or
- any order, judgment or decree shall be entered by any court of competent jurisdiction to effect any of the foregoing; or
- (9) the authorization of the CNV pursuant to Law No. 17,811, as amended, and the rules and regulations of the CNV with respect to the public offering of the listed notes shall cease to be in full force and effect; or
- (10) any authorization, consent, approval, license, filing or registration now or hereafter legally necessary to enable Telecom to perform its obligations under the notes, or any law, rule or regulation necessary for a holder to enforce Telecom's obligations under the notes in accordance with the terms of the notes, shall be revoked, withdrawn, withheld or modified or shall cease to remain in full force and

effect which revocation, modification or cessation would reasonably be expected to have a material adverse effect on Telecom's ability to perform its obligations under the notes, or it shall become unlawful for Telecom to perform its obligations under the notes or any governmental agency shall contest the legality or validity of any of the notes in a formal administrative, legislative or judicial proceeding and, in each such case, such revocation, withdrawal, cessation, illegality or invalidity shall be determined to be final and non-appealable; or

- (11) any condemnation, seizure, compulsory purchase or expropriation by any governmental authority or agency of assets of Telecom or its Restricted Subsidiaries which, in the aggregate, would be likely to have a material adverse effect upon the business and results of operations of Telecom and its Restricted Subsidiaries taken as a whole; or
- (12) a general moratorium shall be agreed or declared in respect of the payment or performance of the obligations of Telecom or any of its Restricted Subsidiaries.

If an Event of Default shall have occurred and is continuing, at the direction or request of the holders of not less than 25% in the Dollar Amount of the then outstanding aggregate principal amount of (x) the notes of such series in the case of any event specified in paragraph (1) through (3) under Events of Default, inclusive or (y) all series of notes (voting as one class) in the case of any event specified in paragraph (4) through (12) under Events of Default, inclusive, the Trustee shall, by notice in writing to Telecom declare the principal amount of all the notes of such series (in the case of any event specified in paragraph (1) through (3) under Events of Default, inclusive) or all series of notes (in the case of any event specified in paragraph (4) through (12) under Events of Default, inclusive) to be due and payable immediately, and upon any such declaration the same shall become and shall be immediately due and payable upon the date that such written notice is received by or on behalf of Telecom.

After a declaration of acceleration of a series of notes but before a judgment or decree of the money due in respect of such series of notes has been obtained, the holders of not less than a majority in the Dollar Amount of the then outstanding aggregate principal amount of such series of notes may rescind (in the case of a series of notes, by written notice to the Trustee) an acceleration and its consequences if all existing Events of Default (other than the nonpayment of principal and interest and any Additional Amounts on such series of notes which has become due solely by virtue of such acceleration) have been cured or waived and if the rescission would not conflict with any judgment or decree. No such rescission shall affect any subsequent Event of Default or impair any right consequent thereto.

#### **Limitations on Mergers, Consolidations, Sales and Conveyances**

Telecom will not merge into or consolidate with any Person or sell, assign, transfer or otherwise convey or dispose of all or substantially all of its assets, whether by one transaction or a series of transactions, to any Person unless:

- (1) the resulting surviving or transferee person, which we refer to as the surviving entity is (a) Telecom or an Argentine Affiliate or (b) a *sociedad anónima* organized under the laws of Argentina;
- (2) the surviving entity (if not Telecom) shall have expressly assumed, by a document executed and delivered to the Trustee in form and substance reasonably satisfactory to the Trustee all of the obligations of Telecom under the notes;
- (3) immediately after giving effect to such transaction or series of transactions on a *pro forma* basis, no Default or Event of Default shall have occurred and be continuing;
- (4) immediately after giving effect to such transaction or series of transactions on a *pro forma* basis, including any Indebtedness incurred or anticipated to be incurred in connection with or in respect of the transaction or series of transactions (a) the surviving entity shall have a Consolidated Net Worth equal to or greater than Telecom's Consolidated Net Worth immediately prior to such transaction or

series of transactions, and (b)

either the surviving entity could incur at least US\$1.00 of indebtedness under Limitations on Indebtedness or the surviving entity will have a Leverage Ratio equal to or less than the Company's Leverage Ratio immediately prior to such transaction or series of transactions; and

- (5) the surviving entity shall have delivered to the Trustee an Officer's Certificate and an Opinion of Counsel each stating that such merger, consolidation, sale, assignment, transfer or other conveyance or disposition complies with this covenant and the indenture;

Upon the occurrence of any of the transactions permitted by the preceding paragraph, the surviving entity (if not Telecom) will succeed to and become substituted for Telecom, and may exercise every right and power of Telecom, with the same effect as if it had been named in the notes and the indenture. Following such transaction, Telecom will be released from its liability as obligor on the notes and under the indenture.

### **Redemption at Telecom's Option**

The notes may be redeemed at the option of Telecom, without payment of any premium or penalty, in whole or in part, after the issuance date and prior to the maturity date specified in the terms of the notes at the redemption price equal to 100% of the outstanding principal amount thereof (adjusted to take into account any prepayments or repurchases), together with accrued interest, if any, to the date fixed for redemption and any Additional Amounts. Notice of redemption will be given as described under Notices below not less than 5 Business Days prior to the date fixed for redemption.

In the case of any partial redemption, Telecom will redeem (i) for so long as any Floating Rate Notes or Fixed Rate Notes are outstanding, the outstanding Floating Rate Notes and Fixed Rate Notes, (ii) after the Floating Rate Notes and Fixed Rate Notes have been paid in full, the Step-Up Notes, and (iii) after the Floating Rate Notes, Fixed Rate Notes and the Step-Up Notes have been paid in full, the PIK Notes.

Notes will be redeemed on a *pro rata* basis, or will be selected for redemption by the Trustee in compliance with the requirements of the principal securities exchange, if any, on which such notes are listed, by lot or by such other method as the Trustee in its sole discretion shall deem to be fair and appropriate. If any notes are to be redeemed only in part, the notice of redemption relating to the notes shall state the portion of the principal amount thereof to be redeemed. The notes in principal amount equal to the unredeemed portion thereof will be issued in the name of the holder thereof upon cancellation of the original notes. On and after the redemption date, interest, if any, will cease to accrue on the notes or portions thereof called for redemption.

### **Redemption for Taxation Reasons**

Notes of any series (or any tranche thereof) may be redeemed at the option of Telecom, as a whole, but not in part, at any time, upon giving not less than 30 nor more than 60 days' notice to holders of notes (which notice shall be irrevocable and shall be given in the manner described below), at a redemption price equal to the principal amount thereof, together with accrued interest to the date fixed for redemption and Additional Amounts, if any, if Telecom determines and certifies to the Trustee that:

as a result of any change in or amendment to the laws (or any regulations or rulings promulgated thereunder) of Argentina or any political subdivision or taxing authority thereof or therein affecting taxation, or any change in the official position regarding the application or interpretation of such laws, regulations or rulings (including a holding by a court of competent jurisdiction), which change, amendment, application or interpretation becomes effective on or after the date of issue of such notes, Telecom pays or would become obligated to pay Additional Amounts in respect of such notes pursuant to the terms hereof, and

such obligation cannot be avoided by Telecom taking reasonable measures available, provided, that no such notice of redemption may be given earlier than 60 days prior to the earliest date on which Telecom would be obligated to pay such Additional Amounts if a payment in respect of such notes was due on such date.



Prior to the giving of any notice of redemption of any notes described in this paragraph, Telecom shall deliver to the Trustee:

a certificate signed by two directors of Telecom stating that the obligation to pay Additional Amounts cannot be avoided by Telecom by taking reasonable measures available to it, and

a written opinion of independent legal counsel to Telecom to the effect that Telecom has become obligated to pay Additional Amounts as a result of a change, amendment, official interpretation or application described above and that Telecom cannot avoid payment of such Additional Amount by taking reasonable measures available to it.

Notice of redemption or prepayment, including the date fixed for redemption, will be given by Telecom in the manner specified under Notices to Holders of Notes below.

#### **No Liability of Directors, Officers, Employees, Incorporators, Members, and Stockholders**

No director, officer, employee, incorporator, member or stockholder of Telecom will have any liability for any obligations of Telecom under the notes or the indenture or for any claim based on, in respect of, or by reason of, such obligations. Each holder of the notes by accepting such notes waives and releases all such liability. The waiver and release are part of the consideration for issuance of the notes. The waiver may not be effective to waive liabilities under the federal securities laws of the United States and it is the view of the U.S. Securities and Exchange Commission that such a waiver is against public policy.

#### **Foreign Exchange Restrictions**

In the event of any foreign exchange restriction or prohibition in Argentina, any and all payments of the notes will be made in dollars (or with respect to notes denominated in euro or yen, in euro or yen, respectively) through:

the sale of Global 08 of Argentina or any other public or private bond issued in dollars or euro or yen, as applicable, in Argentina, or any other legal mechanism for the acquisition of dollars or euro or yen, as applicable, in any exchange market;

Notwithstanding the foregoing, if in Telecom's reasonable judgment, the cost of obtaining dollars or euro or yen, as applicable, makes it impracticable to satisfy its payment obligations on the notes, Telecom will have 30 days to explore alternatives or to obtain requisite approvals for obtaining the dollars or euro or yen, as applicable, required to meet its payment obligations with respect to the notes, and Telecom's failure to meet its payment obligations during this 30 day period will not constitute an Event of Default. In addition, in any such case Telecom may pay each holder of Dollarized Notes that is a resident or domiciled in Argentina the peso equivalent amount of the foreign currency amount due on the relevant payment date and such payment will discharge and satisfy Telecom's payment obligations to such holders on such payment date. In each case all costs, including any taxes, relative to such operations to obtain foreign currency will be borne by Telecom.

This provision shall not alter the provisions set forth above with respect to any Major Devaluation Event.

**Judgment Currency**

If for the purpose of obtaining judgment in any court it is necessary to convert a sum due under a note in one currency into another currency, Telecom has agreed and each holder of any note agrees, to the fullest extent that they may effectively do so, that the rate of exchange used shall be that at which in accordance with normal banking procedures such holder could purchase the first currency with such other currency in the city which is the principal financial center of the country of issue of the first currency on the day two Business Days preceding the day on which final judgment is given.

The obligation of Telecom in respect of any sum payable by it to the holder of a note shall, notwithstanding any judgment in a currency (the judgment currency ) other than that in which such sum is denominated in accordance with the applicable provisions of the applicable notes (the security currency ), be discharged only to the extent that on the Business Day following receipt by such holder of any sum adjudged to be so due in the judgment currency, such holder may in accordance with normal banking procedures purchase the security currency with the judgment currency; if the amount of the security currency so purchased is less than the sum originally due in the security currency Telecom has agreed, as a separate obligation and notwithstanding any such judgment, to indemnify such holder against such loss, and if the amount of the security currency so purchased exceeds the sum originally due to such holder, such holder agrees to remit to Telecom such excess, provided that such holder shall have no obligation to remit any such excess as long as Telecom shall have failed to pay such holder any obligations due and payable under the applicable note, in which case such excess may be applied to such obligations of Telecom under such note in accordance with the terms of such note.

### **Taxation**

All payments by Telecom in respect of the notes will be made without withholding or deduction for or on account of any present or future taxes, duties, assessments or other governmental charges of whatsoever nature imposed or levied by or on behalf of Argentina or any political subdivision or authority thereof or therein having power to tax, unless Telecom is compelled by law to deduct or withhold such taxes, duties, assessments or other governmental charges. In such event, Telecom will pay such additional amounts ( Additional Amounts ) as may be necessary to ensure that the net amounts paid by Telecom after such withholding or deduction shall equal the respective amounts of principal and interest that would have been payable by Telecom in respect of the notes in the absence of such withholding or deduction, except that no such Additional Amounts shall be payable in respect of any note

(1) if any such tax, duty, assessment or other governmental charge would not have been so imposed but for the presentation by the holder of any such note for payment on a date more than 30 days after the date on which such payment became due and payable or the date on which payment thereof is duly provided for, whichever occurs later;

(2) if any such tax, duty, assessment or other governmental charge would not have been imposed or withheld but for the failure by the holder of notes or, if different, the beneficial owner of any payment on the note to provide information, documents or other evidence, in the form and conditions as required under applicable law, statute, treaty, regulation or administrative practice of Argentina concerning the nationality, residence, identity, or connection with Argentina of such holder or beneficial owner or other significant information which is required or imposed by a law, statute, treaty, regulation or administrative practice of Argentina as a precondition to exemption from all or part of such tax, duty, assessment or governmental charge,

(3) held by or on behalf of a holder of notes who is liable for taxes, duties, assessments or governmental charges in respect of such note by reason of having some connection with Argentina (or any political subdivision or authority thereof) other than the mere purchase, holding or disposition of such note, or the receipt of principal or interest in respect thereof,

(4) for any estate, inheritance, gift, sales, transfer, personal property tax or any similar tax, assessment or governmental charge,

(5) for any tax, duty, assessment or other governmental charge which is payable otherwise than by withholding or deduction from payments on or in respect of any note,

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(6) if Telecom is compelled by law to make any withholding or deduction for or on account of, or is obligated to act as substitute obligor for the Personal Assets Tax (as described under Certain Argentine Tax Considerations The Notes Personal Assets Tax), or

(7) any combination of (1), (2), (3), (4), (5) or (6).

In any event, Telecom shall not pay any Additional Amounts with respect to any payment under any note to any holder of notes to the extent any such tax, duty, assessment or other governmental charge is required to be deducted, withheld or otherwise imposed in an amount greater than the deduction or withholding that would be imposed on a person set forth in Section 93(c)(1) of the Argentine Income Tax Law or any amendment to such section.

Payment of the amounts corresponding to CER may be subject to an income tax withholding at a rate of up to 35%.

Nor shall Additional Amounts be paid with respect to any payment under any note to any holder of notes who is a fiduciary or partnership or other than the sole beneficial owner of such payment to the extent that a beneficiary or settlor or beneficial owner would not have been entitled to any Additional Amounts had such beneficiary or settlor or beneficial owner been the holder of notes.

Telecom will also:

make such withholding or deduction compelled by applicable law, and

remit the full amount deducted or withheld to the relevant authority in accordance with applicable law.

Telecom will furnish to the Trustee, upon written request from the holders of the notes through the Trustee, copies of such receipts evidencing the payment of any taxes, duties, assessments or other governmental charges so deducted or withheld in such form as provided in the normal course by the taxing authority imposing such taxes, duties, assessments or other governmental charges and as is reasonably available to Telecom to the Trustee within 60 days after the date of receipt of such evidence. The Trustee will make such evidence available to the holders of notes upon request.

Telecom will pay any present or future stamp, or documentary taxes, which arise in Argentina from the execution, delivery or registration of the notes or any other document or instrument referred to in the notes.

Section 93(c)(1) of Argentine Income Tax Law provides that payments of interest under a debt obligation to a non-Argentine holder will be subject to Argentine income tax withholding levied at a rate of 15.05% if the non-Argentine holder is a banking or financial entity located in a jurisdiction not deemed to be a low tax jurisdiction according to the Argentine income tax law and its regulatory decree, or located in a jurisdiction that has entered into an agreement of exchange of information with Argentina and only if bank secrecy, secrecy pertaining to stock exchange transactions or of other kind cannot be alleged in accordance with its local provisions upon an information request of the respective tax authority. Financial entities subject to the provisions of this paragraph are those under the supervision of the relevant Central Bank or equivalent agency. If Telecom assumes the obligation to pay the tax for any non-resident recipient, the net amount payable must be grossed-up in an amount equal to the tax assumed by Telecom. In such case, the effective Argentine income tax withholdings would be approximately 17.7163% instead of 15.05%.

There is a tax on debits and credits in Argentine bank accounts. The tax applies on certain debits and credits in bank accounts opened in Argentine financial entities regulated by the Argentine Financial Entities Law, Law No. 21,526, and to other transactions that, due to their special nature and characteristics, are similar or could be used in lieu of a bank account. Therefore, any debit or credit in a bank account opened in an entity regulated by the Argentine Financial Entities Law or any transaction deemed to be used in lieu of a bank account, would be subject to the tax on debits and credits unless a particular exemption was applicable. The general tax rate is 0.6%. Consequently, if any holder of notes receives the payment of principal and/or interest or the redemption price in a stock account opened in an Argentine financial institution, it will be

subject to this tax at a rate of 0.6% of such payment.

## **Listing**

With respect to the listed notes, Telecom will use its best efforts to maintain a listing on the Buenos Aires Stock Exchange or the Mercado Abierto Electrónico S.A. and, with respect to the listed notes denominated in euro, on the Luxembourg Stock Exchange.

## **Repurchase**

Telecom and any of its Affiliates may at any time and from time to time purchase any notes in the open market or otherwise at any price, provided that any notes so purchased by Telecom or any such Affiliates shall be surrendered promptly to the Trustee for cancellation. The notes so purchased, while held by or on behalf of Telecom or its Affiliates, shall not entitle the holder to vote at any meeting of holders of notes and shall not be deemed to be outstanding for the purpose of calculating quorums at meetings of holders of notes. Telecom will not acquire any beneficial interest, and will not permit any of its Restricted Subsidiaries to acquire any beneficial interest, in any notes unless the acquiring company shall notify the Trustee of such acquisition. The Trustee and all notes will be entitled to rely without further investigation on any such notification (or lack thereof).

## **Meetings of Holders of Notes**

The indenture contains provisions permitting Telecom at any time to call meetings of the holders of the notes for the purpose of soliciting consents in connection with amendments to the APE (to the extent such consents may be required pursuant to the APE), entering into a supplemental indenture as provided below or approving a modification or amendment to, or obtaining a waiver of, any provision of the indenture or the notes (an extraordinary meeting). In addition, Telecom shall upon the request of the Trustee or of holders of at least 5% in aggregate principal amount of notes at the time outstanding, call such a meeting and such meeting shall be convened within 40 days from the date such request is received by Telecom.

Meetings will be called by publications in the Official Gazette, the Buenos Aires Stock Exchange Bulletin and in a newspaper of wide circulation in Argentina during 5 days within a period of no more than 30 days nor less than 10 days before the day scheduled for the meeting.

The holders, whether present or represented by proxy, entitled to vote 51% in aggregate principal amount of the notes at the time outstanding (or such greater percentage as may be required under applicable Argentine law) will initially be required for a quorum at an extraordinary meeting. In the absence of a quorum at any such meeting, the meeting may be adjourned for a period of not less than 10 days nor more than 30 days, as determined by the chairman of the meeting. At any meeting adjourned for lack of quorum, the persons entitled to vote 25% of the aggregate principal amount of the notes at the time outstanding (or such greater percentage as may be required under applicable Argentine law) shall constitute a quorum at any such reconvened adjourned meeting.

At an extraordinary meeting at which the proper quorum is present, any resolution to modify or amend, or to waive compliance with, any of the provisions of the notes or the indenture shall be effectively passed and decided (except for those matters set forth above requiring the approval of each holder affected) if approved by the persons entitled to vote not less than a majority in the Dollar Amount of the aggregate principal amount of notes present at the meeting.

The indenture also sets forth certain additional requirements as to the credentials necessary for attendance at a meeting of holders in person or by proxy and as to the procedures to be observed at any such meeting.

**Modifications and Amendments**

The indenture may be amended by the Trustee and Telecom for the purpose of curing any ambiguity, or of curing, correcting or supplementing any defective provision contained therein or any provision in the indenture which is inconsistent with this Description of notes, or to add provisions expressly permitted by the Trust Indenture Act, or for such other purpose as Telecom may deem necessary or desirable and which does not adversely affect the interests of the holders of notes in any material respect.



In addition, the indenture provides that with the consent of the holders of not less than a majority of the Dollar Amount of the then outstanding aggregate principal amount of each series of notes affected by such supplemental indenture present at the meeting, Telecom, when authorized by a resolution by the Board of Directors, and the Trustee may, from time to time and at any time, enter into an indenture or indentures supplemental to the indenture for the purpose of adding any provisions to or changing in any manner or eliminating any of the provisions of the indenture, the notes or of any supplemental indenture or of modifying in any manner the rights of the holders of notes of such series; *provided*, that no such supplemental indenture shall :

extend the final maturity of any notes or the date on which any installment of principal is due, or reduce the principal amount thereof, or reduce the rate or extend the time of payment of interest thereon, or change the obligation to pay Additional Amounts, or change the currency of payment of principal of or interest on the notes (including Additional Amounts), or reduce any amount payable on redemption thereof, or impair or affect the right of any holder of notes to institute suit for the payment thereof without the consent of the holder of each note affected, or

change any prepayment provision that would alter the pro rata sharing of payments required thereby;

reduce the aforesaid percentage of notes of any series, the consent of the holders of which is required for any such supplemental indenture, without the consent of the holders of each note to be affected.

Approval of any such supplemental indenture referred to in this paragraph will require any consent of the holders of notes obtained pursuant to a meeting of holders of notes as described under Meetings of Holders of Notes.

Promptly after the execution by Telecom and the Trustee of any supplemental indenture, Telecom shall give notice thereof to the holders of notes of each series affected thereby as specified in the indenture (as described below under Notices to Holders of Notes ), and to the CNV, setting forth in general terms the substance of such supplemental indenture. Any failure of Telecom to give such notice, or any defect therein, shall not, however, in any way impair or affect the validity of any such supplemental indenture.

#### **Enforcement by Holders of Notes**

Subject to the following paragraphs and except as provided in the indenture, no holder of any note will have any right by virtue of or by availing itself of any provision of the indenture or the notes to institute any suit, action or proceeding in equity or at law or in bankruptcy or otherwise or upon or under or with respect to the indenture or the notes or for the appointment of a trustee, receiver, liquidator, custodian or other similar official, or for any other remedy thereunder, unless:

such holder previously shall have given to the Trustee written Notice of Default and of the continuance thereof,

the holders of not less than 25% in the Dollar Amount of the aggregate principal amount of the notes such series then outstanding shall have made written request upon the Trustee to institute such action or proceedings in its own name as Trustee under the indenture and shall have offered to the Trustee such reasonable indemnity as it may require against the costs, expenses and liabilities to be incurred therein or thereby, and

the Trustee for 30 days after its receipt of such notice, request and offer of indemnity shall have failed to institute any such action or proceeding and no direction inconsistent with such written request shall have been given to the Trustee pursuant to the indenture.

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Notwithstanding the preceding paragraph, the right of any holder of notes to receive payment of the principal of and interest on such notes (including Additional Amounts) on or after the respective due dates expressed in such notes or to institute suit (including any *acción ejecutiva individual* pursuant to Article 29 of the Negotiable Obligations Law) for the enforcement of any such payment on or after such respective dates, shall not be impaired or affected without the consent of such Holder.

## Notices to Holders of Notes

Except in the case of meetings which shall be governed by the section Meetings of Holders of Notes, all notices regarding the notes will be deemed to have been duly given to the holders of the notes if:

(1) in writing and mailed, first-class postage prepaid, to each holder of a notes at the address of such holder as it appears in the register, not earlier than the earliest date and not later than the latest date prescribed for the giving of such notice and any such notice shall be deemed to have been given on the date of such mailing;

(2) for Argentine holders upon publication:

in Buenos Aires in the Bulletin of the Buenos Aires Stock Exchange or in the Bulletin of the Mercado Abierto Electrónico S.A. (so long as the listed notes are listed on the Buenos Aires Stock Exchange or on the Mercado Abierto Electrónico S.A., as the case may be),

in a leading newspaper having general circulation in Buenos Aires (which is expected to be La Nación), and

in the Official Gazette of Argentina; and

(3) for holders of notes denominated in euro upon publication in the English language:

in a leading newspaper having general circulation in the City of London (which is expected to be the Financial Times) and

in a leading newspaper having general circulation in Luxembourg (which is expected to be the Luxemburger Wort) (so long as the listed notes are listed on the Luxembourg Stock Exchange and the Luxembourg Stock Exchange rules so require) or, if in any such case publication in either the City of London or Luxembourg is not practicable, in one other leading English language daily newspaper with general circulation in Europe, each such newspaper being published on each Business Day in morning editions, whether or not it shall be published in Saturday, Sunday or holiday editions.

In addition, all notices will be given to the relevant clearing systems for delivery to owners of beneficial interests in the notes through DTC, Euroclear and Clearstream, Luxembourg.

Notices will be deemed to have been given on the date of publication as aforesaid or, if published on different dates, on the date of the last such publication. In addition, notices will be mailed to holders of notes at their registered addresses.

Telecom will give notice of any payment of principal or interest on the notes in the publications referred to above at least 15 days prior to the relevant payment date, except in the case where the initial payment of principal or interest occurs less than fifteen days prior to the issuance date, in which case such notice of the initial payment will be given on or prior to the issuance date. Such notice will specify

the date of payment,

the places where payment will be made,

the hours during which such payment will be made, and

whether the payment is with respect to principal or interest and the installment of interest payment, if applicable.

In addition, Telecom will cause all such other publications of such notices as may be required from time to time by applicable Argentine law, including, without limitation, those required under the regulations issued by the CNV and the Buenos Aires Stock Exchange.

### Defeasance and Covenant Defeasance

Telecom may at its option by the resolution of the Board of Directors, at any time, upon the satisfaction of certain conditions described below, elect to be discharged from its obligations with respect to any series of the notes ( "defeasance" ) on the date the conditions set forth below are satisfied with respect to such series of notes; provided (i) so long as any Floating Rate Notes, Fixed Rate Notes or Step-Up Notes are outstanding, Telecom may not elect to discharge any PIK Notes and (ii) so long as any Floating Rate Notes or Fixed Rate Notes are outstanding, Telecom may not elect to discharge any Step-Up Notes or PIK Notes. Such defeasance means that Telecom shall be deemed to have paid and discharged the entire indebtedness represented by the outstanding series of notes and to have satisfied all its other obligations under such series of notes and the indenture insofar as such series of notes are concerned, except for the following:

the rights of holders of such series of notes to receive, as described below, payment in respect of the principal of and interest on such series of notes when such payments are due,

Telecom's obligations with respect to such series of notes concerning registration, transfer and exchange of notes, mutilated, defaced, destroyed, stolen and lost notes, and the maintenance of an office or agency for payment and money for payments held in trust,

the rights, powers, trusts, duties and immunities of the Trustee under the indenture, and

the defeasance provisions of the indenture.

In addition, Telecom may at its option by the resolution of the Board of Directors, at any time, upon the satisfaction of the conditions described hereunder, elect to be released from its obligations with respect to the covenants described above under the captions "Certain Covenants of Telecom" and "Limitations on Mergers, Consolidations, Sales and Conveyances" ( "covenant defeasance" ). Following such covenant defeasance, the occurrence of a breach or violation of any such covenant shall not constitute an Event of Default under the indenture.

In order to exercise either defeasance or covenant defeasance, Telecom shall be required to satisfy the following conditions:

- (1) Telecom shall irrevocably have deposited or caused to be deposited with the Trustee funds in trust, for the benefit of holders of the respective series of notes, cash in dollars with respect to Dollar Notes and cash in euro with respect to Euro Notes, or U.S. Government Obligations, or a combination thereof, sufficient, in the opinion of a recognized firm of independent certified public accountants, to pay and discharge the principal of and each installment of interest (and Additional Amounts) on such notes on the stated maturity of such principal or installment of interest in accordance with the terms of the indenture and of such series of notes;
- (2) in the case of defeasance, Telecom shall have delivered to the Trustee an Opinion of Counsel stating that

Telecom has received from, or there has been published by, the United States Internal Revenue Service a ruling, or

since the date of the indenture there has been a change in the applicable United States federal income tax law,

in either case to the effect that, and based thereon such opinion shall confirm that, the holders of the respective outstanding notes will not recognize income, gain or loss for United States federal income tax purposes as a result of such deposit, defeasance and discharge and will be subject to United States federal income tax on the same amount, in the same manner and at the same times as would have been the case if such

deposit, defeasance and discharge had not occurred;

- (3) in the case of covenant defeasance, Telecom shall have delivered to the Trustee an Opinion of Counsel to the effect that the holders of the respective outstanding notes will not recognize income, gain or loss for Federal income tax purposes as a result of such deposit and covenant defeasance and will be subject to Federal income tax on the same amount, in the same manner and at the same times as would have been the case if such deposit and covenant defeasance had not occurred;
- (4) no Event of Default or event which with notice or lapse of time or both would become an Event of Default shall have occurred and be continuing on the date of such deposit or will occur as a result of such deposit or, insofar as Events of Defaults resulting from bankruptcy or insolvency events are concerned, at any time during the period ending on the 121<sup>st</sup> day after the date of such deposit (it being understood that this condition shall not be deemed satisfied until the expiration of such period);
- (5) such defeasance or covenant defeasance shall not cause the Trustee to have a conflicting interest as defined in the indenture and for purposes of the Trust Indenture Act with respect to any securities of Telecom;
- (6) such defeasance or covenant defeasance shall not result in a breach or violation of, or constitute a default under, any other agreement or instrument to which Telecom is a party or by which it is bound;
- (7) Telecom shall have delivered to the Trustee an Officers Certificate and an Opinion of Counsel, each stating that all conditions precedent provided for relating to either defeasance or covenant defeasance, as the case may be, have been complied with and no violations under instruments or agreements governing any other outstanding Indebtedness of Telecom would result;
- (8) Telecom shall have delivered to the Trustee an Opinion of Counsel to the effect Telecom's exercise of its election of defeasance or covenant defeasance, as the case may be, will not result in any of Telecom, the Trustee or the trust created by Telecom's deposit of funds in connection with the exercise of its election thereunder becoming or deemed to be an investment company as defined in the Investment Company Act of 1940, as amended;
- (9) Telecom has delivered to the Trustee, subject to certain exceptions set forth in the indenture, an opinion of its Argentine counsel to the effect that after two years following the deposit, the trust funds deposited in accordance with Law No. 24, 441 as drafted as of the day hereof will not be subject to the effect of any applicable bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally under the laws of Argentina; and
- (10) Telecom shall have paid or duly provided for payment of all amounts then due to the Trustee pursuant to the terms of the indenture.

#### **Trustee**

The Bank of New York, with offices at 101 Barclay Street, Floor 21 West, New York, New York 10286, USA, will serve as trustee under the indenture.

The indenture contain provisions for the indemnification of the Trustee and for its relief from responsibility. The obligations of the Trustee to a holder of a note are subject to such immunities and rights as are set forth in the indenture.

With respect to the holders of notes issued under the indenture, the Trustee, prior to the occurrence of an Event of Default with respect to the notes and after the curing or waiving of all Events of Default which may have occurred with respect to such notes, undertakes to perform such duties and only such duties as are specifically set forth in the indenture. In case an Event of Default with respect to the notes has occurred (which has not been cured or waived) the Trustee will exercise such of the rights and powers vested in it by the indenture, and use the same degree of care and skill in their exercise, as a prudent person would exercise or use under the circumstances in the





conduct of his/her own affairs. No provision of the indenture will be construed to relieve the Trustee from liability for its own negligent action, its own negligent failure to act or its own willful misconduct, except that:

- (1) prior to the occurrence of an Event of Default with respect to the notes and after the curing or waiving of all such Events of Default with respect to the notes which may have occurred:

the duties and obligations of the Trustee with respect to the notes will be determined solely by the express provisions of the indenture, and the Trustee will not be liable except for the performance of such duties and obligations as are specifically set forth in the indenture, and no implied covenants or obligations will be read into the indenture against the Trustee; and

in the absence of bad faith on the part of the Trustee, the Trustee may conclusively rely, as to the truth of the statements and the correctness of the opinions expressed therein, upon any statements, certificates or opinions furnished to the Trustee and conforming to the requirements of the indenture; but in the case of any such statements, certificates or opinions which by any provision of the indenture are specifically required to be furnished to the Trustee, the Trustee will be under a duty to examine the same to determine whether or not they conform to the requirements of the indenture;

- (2) the Trustee will not be liable for any error of judgment made in good faith by an Officer or Officers of the Trustee, unless it is proven that the Trustee was negligent in ascertaining the pertinent facts; and
- (3) the Trustee will not be liable with respect to any action taken or omitted to be taken by it in good faith in accordance with the direction of the holders of notes in the manner provided in the indenture relating to the time, method and place of conducting any proceeding for any remedy available to the Trustee, or exercising any trust or power conferred upon the Trustee, under the indenture.

None of the provisions contained in the indenture will require the Trustee to expend or risk its own funds or otherwise incur personal financial liability in the performance of any of its duties or in the exercise of any of its rights or powers, if there is reasonable ground for believing that the repayment of such funds or adequate indemnity against such liability is not reasonably assured to it. The provisions of the indenture relating to the Trustee's relief from responsibility are in furtherance of and subject to Sections 315 and 316 of the Trust Indenture Act.

In furtherance of and subject to the Trust Indenture Act, and subject to the other applicable provisions of the indenture:

the Trustee may rely and will be protected in acting or refraining from acting upon any resolution of the Board of Directors, order given by Telecom, Officers' Certificate or any other certificate, statement, instrument, opinion, report, notice, request, consent, order, bond, debenture, note, coupon, security or other paper or document believed by it to be genuine and to have been signed or presented by the proper party or parties;

any request, direction, order or demand of Telecom mentioned in the indenture will be sufficiently evidenced by an order given by Telecom (unless other evidence in respect thereof is specifically prescribed); and any resolution of the Board of Directors may be evidenced to the Trustee by a copy thereof certified by the secretary or an assistant secretary of Telecom;

the Trustee may consult with counsel and any advice or Opinion of Counsel will be full and complete authorization and protection in respect of any action taken, suffered or omitted to be taken by it under the indenture in good faith and in accordance with such advice or Opinion of Counsel;

the Trustee will be under no obligation to exercise any of the trusts or powers vested in it by the indenture at the request, order or direction of any of the holders of notes pursuant to the provisions of the indenture, unless such holder of notes have offered

to the Trustee reasonable security or indemnity against the costs, expenses and liabilities which might be incurred therein or thereby;

the Trustee will not be liable for any action taken or omitted by it in good faith and believed by it to be authorized or within the discretion, rights or powers conferred upon it by the indenture;

prior to the occurrence of an Event of Default under the indenture and after the curing or waiving of all Events of Default, the Trustee will not be bound to make any investigation into the facts or matters stated in any resolution, certificate, statement, instrument, opinion, report, notice, request, consent, order, approval, appraisal, bond, debenture, note, coupon, security, or other paper or document unless requested in writing so to do by the holders of not less than a majority in the Dollar Amount of the aggregate principal amount of the notes affected then outstanding; provided that, if the payment within a reasonable time to the Trustee of the costs, expenses or liabilities likely to be incurred by it in the making of such investigation is, in the opinion of the Trustee, not reasonably assured to the Trustee by the security afforded to it by the terms of the indenture, the Trustee may require reasonable indemnity against such expenses or liabilities as a condition to proceeding; the reasonable expenses of every such investigation will be paid by Telecom or, if paid by the Trustee or any predecessor trustee, will be repaid by Telecom upon demand; and

the Trustee may execute any of the trusts or powers under the indenture or perform any duties under the indenture either directly or by or through agents, representatives or attorneys not regularly in its employ; provided that the Trustee will not be responsible for any misconduct or negligence on the part of any such agent, representative or attorney appointed by it under the indenture with the approval of Telecom and that is acting in a capacity that has been approved by Telecom (which approvals will not be unreasonably withheld).

The recitals contained in the indenture and in the notes, except the Trustee's certificates of authentication, are to be taken as the statements of Telecom, and the Trustee assumes no responsibility for the correctness of the same. The Trustee makes no representation as to the validity or sufficiency of the indenture or of the notes. The Trustee will not be accountable for the use or application by Telecom of any of the notes or of the proceeds thereof.

**Paying Agents; Transfer Agents; Calculation Agent; Registrar**

Telecom has initially appointed The Bank of New York as the Paying Agent, Transfer Agent, Calculation Agent and Registrar. Telecom may at any time appoint additional or other Paying Agents, Transfer Agents, Calculation Agents and Registrars and terminate the appointment thereof. So long as any of the notes remain outstanding, Telecom will maintain in New York City the following: an Agent or Registrar

where the notes may be presented for payment,

where the notes may be presented for registration of transfer or exchange as provided in the indenture, and

where notices and demands to or upon Telecom in respect of the notes or of the indenture may be served.

In case Telecom fails to so designate or maintain any such Agent or Registrar or fails to give notice of the location or of any change in the location thereof, presentations and demands may be made and notices may be served at the corporate trust office of the Trustee. So long as the listed notes are authorized for their public offering in Argentina and the rules of the CNV or other applicable Argentine law so require, or are listed on the Buenos Aires Stock Exchange or on the Mercado Abierto Electrónico S.A. and the rules of the Buenos Aires Stock Exchange, or of the Mercado Abierto Electrónico S.A., as the case may be, so require, Telecom will maintain a Paying Agent, a Transfer Agent and a Registrar in Buenos Aires. In addition, so long as the listed notes are listed on the Luxembourg Stock Exchange and the Luxembourg Stock Exchange rules so require, there will be a Paying Agent and a Transfer Agent in Luxembourg. Telecom will give to the Trustee written notice of the location of any such office or agency and of any change of location thereof.



### **Prescription**

Claims filed in Argentine courts for payment of principal or of interest on or in respect of the notes (including Additional Amounts) will be proscribed unless made within three years after the later of:

the date on which the first payment became due, and

if the full amount payable has not been received by the Trustee in New York City on or prior to such due date, the date on which the full amount having been so received, notice shall have been given to the holders of notes of such series by the Trustee that the full amount has been received.

Claims filed in the courts of the State of New York will be subject to the applicable statute of limitations for such claims, which currently is six years.

### **Authentication**

The notes and the coupons, if any, appertaining thereto will not become valid or obligatory until the certificate of authentication thereon will have been duly signed by the Trustee or its agent.

### **Replacement of Notes**

The Trustee is authorized, in accordance with and subject to applicable law, exchange regulations and any conditions set forth in the notes, authenticate and deliver notes in exchange for or in lieu of notes that become mutilated, defaced, destroyed, stolen or lost. In every case, the applicant for a substitute note will be required to furnish to Telecom and to the Trustee such security or indemnity as may be required by each of them and, in every case of destruction, loss or theft, to evidence to their satisfaction of the apparent destruction, loss or theft of such note and of the ownership thereof.

### **Governing Law**

The notes and the indenture shall be construed in accordance with and governed by the laws of the State of New York; provided, however, that all matters relating to the due authorization, execution, issuance and delivery of the notes, the capacity of Telecom, and matters relating to the legal requirements necessary in order for the notes to qualify as negotiable obligations under Argentine law, shall be governed by the Negotiable Obligations Law and other applicable Argentine laws and regulations.

### **Submission to Jurisdiction**

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Any suit, action or proceeding against Telecom or its properties, assets or revenues with respect to the notes or the indenture (a Related Proceeding ) may be brought in the Supreme Court of the State of New York, County of New York; or in the United States District Court for the Southern District of New York; or in the courts of Argentina that sit in Buenos Aires; or in the courts of any other jurisdiction as provided by the terms of the notes or under the indenture, as the person bringing such Related Proceeding may elect in its sole discretion. Telecom has consented to the non-exclusive jurisdiction of each such court for the purpose of any Related Proceeding and has irrevocably waived any objection to the laying of venue of any Related Proceeding brought in any such court and to the fullest extent it may effectively do so and the defense of an inconvenient forum to the maintenance of any Related Proceeding or any such suit, action or proceeding in any such court.

Telecom has agreed that service of all writs, claims, process and summonses in any Related Proceeding brought against it in the State of New York may be made upon \_\_\_\_\_, presently located at \_\_\_\_\_ (the Process Agent ), and Telecom irrevocably appointed the Process Agent as its agent and true and lawful attorney-in-fact in its name, place and stead to accept such service of any and all such writs, claims, process and summonses, and has agreed that the failure of the Process Agent to give any notice to it of any such service of process shall not impair or affect the validity of such service or of any judgment based thereon. Telecom has agreed to maintain at all times an agent with offices in New York City to act as its Process Agent. Nothing in the indenture shall in any way be deemed to limit the ability to serve any such writs, process or summonses in any other manner permitted by applicable law.

To the extent that Telecom or any of its revenues, assets or properties shall be entitled, with respect to any Related Proceeding at any time brought against Telecom or any of its revenues, assets or properties in the courts identified above, to any immunity from suit, from the jurisdiction of any such court, from attachment prior to judgment, from attachment in aid of execution of judgment, from execution of a judgment or from any other legal or

judicial process or remedy, and to the extent that in any such jurisdiction there shall be attributed such an immunity, Telecom has irrevocably agreed not to claim and has irrevocably waived such immunity to the fullest extent permitted by law (including, without limitation, the Foreign Sovereign Immunities Act of 1976 of the United States). Telecom has agreed that final judgment in any such suit, action or proceeding brought in such a court will be conclusive and binding on it and may be enforced in any court to the jurisdiction of which Telecom is subject by a suit upon such judgment, provided, that service of process is effected upon Telecom in the manner specified above or as otherwise permitted by law.

However, should enforcement against Telecom's assets be sought in Argentina, courts may refuse to grant such enforcement on the basis that Telecom's assets are subject to the provision of a public service or pursuant to applicable provisions of the Argentine Bankruptcy law.

#### **About the Trustee**

The recitals contained in the indenture and in the notes, except the Trustee's certificates of authentication, shall be taken as statements of Telecom, and the Trustee assumes no responsibility for the correctness of the same. The Trustee will make no representation as to the validity or sufficiency of the indenture or of the notes.

#### **Payments and Paying Agencies**

Payments with respect to principal of, and interest on, the notes will be made at the corporate trust office of the Trustee in the City of New York or at the office outside the United States of any Paying Agent, by check drawn on, or, subject to applicable laws and regulations, in the case of a holder of US\$1,000,000, 1,000,000, ¥100,000,000 or P\$1,000,000, as applicable, in principal amount of notes of a particular series and upon the application of such holder to the Trustee at least 10 days prior to the payment date of any such principal, with appropriate wire transfer instructions, by transfer to an account maintained by the registered holder with a bank located in New York City. Payments with respect to principal of the notes at maturity will be payable to the registered holder against surrender of such notes. Payment of interest on the notes will be made to the person in whose name such notes are registered on the Record Date, notwithstanding the cancellation of such notes upon any exchange or transfer subsequent to the Record Date and prior to such Interest Payment Date; *provided*, that if and to the extent Telecom shall default in the payment of the interest due on such Interest Payment Date, such defaulted interest will be paid to the person in whose name the notes are registered at the end of a subsequent record date established by Telecom by notice given by mail by or on behalf of Telecom to the holders of the notes not less than 15 days preceding such subsequent record date, such record date to be not less than 15 days preceding the date of payment of such defaulted interest, and provided further, that the interest payable upon maturity, redemption or repayment (whether or not the date of maturity, redemption or repayment is an Interest Payment Date) will be payable to the person to whom principal is payable. Payment of interest on notes will be made (1) in the case of a Global Note (as defined below), by wire transfer in immediately available funds to an account maintained by the depositaries with a bank in New York City, (2) in the case of a unlisted notes or listed notes issued in certificated form, either (A) by a check drawn on a bank in New York City mailed to the holder at such holder's registered address or (B) at Telecom's option, or upon application to the Trustee by the holder of at least US\$1,000,000, 1,000,000, P\$1,000,000 or ¥100,000,000, as applicable, in principal amount of unlisted notes or listed notes issued in certificated form of a particular series not later than the relevant Record Date, by wire transfer in immediately available funds to an account maintained by the holder with a bank in New York City.

Telecom expects that the depositaries for the Global Notes or their respective nominees, upon receipt of any payment of principal or interest in respect of a Global Note held by such depositaries or their respective nominees, will immediately credit participants' accounts with payments in amounts proportionate to their respective beneficial interests in such Global Note as shown on the records of the depositaries or their respective nominees. Telecom also expects that payments by participants to owners of beneficial interests in such Global Note held through such participants will be governed by standing instructions and customary practices, as is now the case with securities held for the accounts of customers registered in the name of nominees for such customers. Such payments will be the responsibility of such participants.





If the maturity date or any earlier redemption or repayment date of a note would fall on a day that is not a Business Day, the payment of principal, premium, if any, and interest will be made on the next succeeding Business Day, and no interest on such payment will accrue for the period from and after such maturity, redemption or repayment date.

If any Interest Payment Date for a note would fall on a day that is not a Business Day, such Interest Payment Date will be the following day that is a Business Day. Any payment made pursuant to the foregoing sentence on such a next Business Day will have the same force and effect as if made on the date of maturity or the date fixed for redemption, and no interest shall accrue on such payment for the period after such date.

Holders of listed notes who elect to receive payment of principal and/or interest or the redemption price, if any, in Argentina, must file an application at the specified domicile of the Paying Agent in Argentina between the fifth and the third Business Day prior to the relevant Interest Payment Date or redemption date therefor or maturity in order to receive such payment on the relevant Interest Payment Date or at maturity. Such filing shall be made by completing an application for payment, which is available at the specified domicile of the Paying Agent in Argentina. In such application for payment, each such holder will be required to indicate, among other things, whether or not such holder is subject to Section 4 of Decree 1076/92 of the executive branch of Argentina ( Decree 1076/92 ) and to Title VI of the Argentine Income Tax Law (text of 1997 as restated). In the event that any such holder shall fail to make such filing between the fifth and third Business Day prior to the relevant Interest Payment Date, redemption date or maturity date, such holder shall be entitled to receive the relevant payment on the third Business Day after such filing with the Paying Agent has taken place. All payments to be made by the Paying Agent in Argentina with respect to listed notes shall be in cash or by wire transfer to an account of the holder in a bank located outside the United States (provided that the holder has provided the Paying Agent in Argentina with sufficient information concerning such account and bank not less than 5 Business Days prior to the relevant Interest Payment Date or redemption date therefor or maturity).

Any holder of the listed notes subject to Title VI of the Argentine Income Tax Law (text of 1997 as restated), must present its listed notes exclusively to the Paying Agent in Argentina and comply with the preceding paragraphs in order to receive payments of principal and/or interest thereof or the redemption price thereof.

Argentine holders receiving payments in Argentina would be subject to the currency-exchange restrictions applicable at the time of payment, which may imply, among others, payment of fees for the currency conversions required.

All moneys paid by or on behalf of Telecom to the Trustee or to any paying agent for payment of the principal of or interest on a note and not applied but remaining unclaimed for one year after the date upon which such amount shall have become due and payable shall be repaid to or for the account of Telecom by the Trustee or such paying agent, the receipt of such repayment to be confirmed promptly in writing by or on behalf of Telecom, and, upon the written request of Telecom, the holder of the notes shall thereafter look only to Telecom for payment that such holder may be entitled to collect, and all liability of the Trustee or such paying agent with respect to such moneys shall thereupon cease.

#### *Payments of Unlisted Notes*

Each holder of unlisted notes shall provide to Telecom in writing, as promptly as practicable upon acquiring the unlisted notes, or fifteen Business Days prior to each payment date and December 31st of each year, information, documents, or any other evidence concerning the nationality, residence, identity, or connection with Argentina or any other information or evidence that may be requested by Telecom that may allow Telecom to determine the tax treatment of the payments to be made relating to such holder, including without limitation:

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name, address, and, if physical or legal person, residence for tax purposes and whether it is a banking or financial institution. In case such holder is a banking or financial institution, such holder shall also state (i) whether it is located (a) in a country the relevant Governmental Authority of which has adopted the international standards approved by the Basle Committee on Banking Regulations and Supervisory Practices, (b) in a jurisdiction not deemed to be a low tax jurisdiction according to the Argentine income

tax law and its regulatory decree, or (c) in a jurisdiction that has entered into an agreement with Argentina with respect to exchange of information and bank secrecy or secrecy pertaining to stock exchange transactions or if other information cannot be disclosed in accordance with its local provisions upon an information request of the respective tax authority, or (ii) whether such holder is subject to the supervision of the relevant central bank or equivalent agency, and

if such holder is a resident of a country that has in force a tax treaty with Argentina which exempts such holder from all or part of the applicable tax, duty, assessment or governmental charge, information and documentation that entitles the application of such tax treaty. In particular, the statement required by General Resolution No. 3497 (or any similar rule imposed in the future), duly certified and legalized by the corresponding tax authority, in the terms and conditions set forth in such resolution.

Each holder of unlisted notes who is a legal person shall provide to Telecom in writing, as promptly as practicable upon acquiring the unlisted notes or no later than fifteen days prior to each payment date and December 31 of each year, whether its country of residence requires securities to be held in registered form ( *régimen de nominatividad de títulos valores* ). If not, such holder shall state and declare in writing whether it is an insurance company, open-end investment fund, pension fund or bank or financial entity the head office of which is located in a country whose central bank or equivalent authority has adopted the international standards of supervision established by the Basle Banking Committee. If such holder does not meet such conditions, it shall state and declare whether pursuant to its by-laws or juridical nature ( *naturaleza jurídica* ), such holder (i) does not, as its principal activity, invest outside the jurisdiction of its incorporation or (ii) is not prohibited from performing certain transactions expressly indicated in its by-laws or in the applicable regulatory framework in the jurisdiction of its incorporation.

As a proof of the exemptions mentioned in the previous paragraph, each holder of the unlisted notes shall submit:

if the country of residence does require securities to be held in registered form, a certificate issued by the relevant authority of the jurisdiction of incorporation which states that the shares or other securities representative of the capital of such holder, or in the case of a permanent establishment, the securities representative of the capital of the company they belong to, are considered to be in registered form by the applicable law in the country of its incorporation;

if such holder is an insurance company, open-end investment fund or pension fund, it shall submit the by-laws or articles of incorporation and amendments thereto of the owner of the assets and the parent company;

if such holder is a banking or financial institution, it shall submit a certificate issued by the relevant central bank or the relevant authority of the country of incorporation or the parent company, if applicable, or a certificate issued by an authorized professional which states whether the international standards approved by the Basle Committee on Banking Regulations and Supervisory Practices apply; or

if such holder declares that pursuant to its by-laws or its juridical nature, such holder (i) does not, as its principal activity, invest outside the jurisdiction of its incorporation or (ii) is not prohibited from performing certain transactions expressly indicated in its by-laws or in the applicable regulatory framework in the jurisdiction of its incorporation, such holder shall submit the by-laws or articles of incorporation of the owner of the assets. In the case of permanent establishment, it may submit a valid certificate issued by its parent company duly certified by the corresponding professional.

The documents shall be notarized and either apostilled in accordance with the Hague convention or consularized by the Argentine Consulate of the country of incorporation of such entities.

If the holders of unlisted notes do not submit all or part of the information, documents or evidence that may be required by Telecom, at its request from time to time, Telecom will not be obligated to pay any Additional Amounts and will apply the withholdings or deductions that may correspond by statute or withholding the taxes, duties, assessment or other governmental charges that may be payable as a result of the failure to provide such information in whole or in part.

Telecom will inform the Trustee in writing if Telecom will not be obligated to pay any Additional Amounts in respect of any holder pursuant to the information received from each holder.

## Certain Definitions

**Acquired Indebtedness** means Indebtedness of a Person assumed in connection with the acquisition of all or a portion of the business (whether by merger, asset purchase or equity purchase) of such Person, other than Indebtedness incurred in connection with, or in anticipation of, such acquisition.

**Affiliate** means, with respect to any Person, a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with such Person. For purposes of this definition, the term **control** shall mean the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of such Person, whether by ownership of share capital, by contract, the power to appoint or remove a majority of the members of the governing body of that Person or otherwise.

**APE** means the *acuerdo preventivo extrajudicial*, an out-of-court restructuring agreement governed by Law No. 24, 522, as amended, described in this solicitation statement and to be submitted by Telecom to a commercial court of the City of Buenos Aires, in order to obtain the court's endorsement (*homologación*).

**Applicable Currency Rate** means (i) with respect to any Dollar Notes, LIBOR, (ii) with respect to any Euro Note, EURIBOR and (iii) with respect to any Yen Note, TIBOR.

**Argentine GAAP** means generally accepted accounting principles in Argentina in accordance with accounting principles adopted by the Professional Council in Economic Sciences of the Autonomous City of Buenos Aires, or CPCECABA and in accordance with the accounting regulations adopted by the Argentine National Securities Commission applicable to all public companies in Argentina.

**Argentine Government Obligations** means obligations issued or directly and fully guaranteed or insured by the Republic of Argentina or by any agent or instrumentality thereof, *provided* that the full faith and credit of the Republic of Argentina is pledged in support thereof.

**Asset Sale** means any sale, lease, transfer or other disposition of any assets by Telecom, including by means of a merger, consolidation or similar transaction (each of the above referred to as a **disposition**), *provided* that the following are not included in the definition of **Asset Sale** :

- (1) the disposition by Telecom in the ordinary course of business of (i) cash and cash management investments and financial investments that are Cash Equivalents or Permitted Investments, (ii) inventory and other assets acquired and held for resale in the ordinary course of business, (iii) damaged, worn out or obsolete assets or (iv) rights granted to others pursuant to leases or licenses;
- (2) the sale or discount of accounts receivable arising in the ordinary course of business in connection with the compromise or collection thereof;
- (3) the lease, assignment or sublease of any real or personal property in the ordinary course of business;
- (4) a transaction permitted by **Certain Covenants of Telecom Limitations on Mergers, Consolidations, Sales and Conveyances** ;

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- (5) any Sale and Leaseback Transaction entered into by Telecom and its Restricted Subsidiaries after the issuance date; provided that the aggregate amount of Attributable Debt outstanding after giving effect to such Sale and Leaseback Transaction shall not exceed 3% of the Net Tangible Assets of Telecom as reported in the most recently publicly available financial statements of Telecom and its Restricted Subsidiaries on a consolidated basis;
  
- (6) any Restricted Payment permitted under Limitation on Restricted Payments or any Permitted Investment; or

- (7) any disposition in a transaction or series of related transactions of assets with a fair market value of less than US\$5 million (or its equivalent in other currencies).

**Attributable Debt** means, with respect to any lease that is the subject of any Sale and Leaseback Transaction, at the date of determination, the present value, discounted at the rate of interest set forth or implicit in the terms of such lease (or, if not practicable to determine such rate, the weighted average interest rate borne by the notes then outstanding), compounded annually, of the total net amount of rent required to be paid under such lease during the remaining term thereof, including renewal terms at the option of the lessor (excluding amounts on account of maintenance and repairs, insurance, taxes, assessments, water rates and similar charges and contingent rents).

**Board of Directors** means the board of directors of Telecom.

**Business Day** means any day except a Saturday, Sunday or other day on which commercial banks are authorized or required by law or regulation to close in New York City or in Buenos Aires, or on which TARGET System is not operating.

**Capital Lease** means, with respect to any Person, any lease of any property which, in conformity with Argentine GAAP, is required to be capitalized on the balance sheet of such Person.

**Capital Stock** means capital stock or other equity participation, including partnership interests, or warrants, options or other rights to acquire capital stock or other equity participations, but excluding any debt security that is convertible into, or exchangeable for, capital stock or other such equity participations.

**Cash Balance** means, as of any date, the closing amount of cash and cash equivalents as shown on the most recently available unconsolidated cash flow statement for Telecom prepared in accordance with Argentine GAAP.

**Cash Equivalents** means

- (1) dollars, euro, pesos, the other official currencies of any member of the European Union or money in other currencies received or acquired in the ordinary course of business,
- (2) U.S. Government Obligations or certificates representing an ownership interest in U.S. Government Obligations, or securities issued directly and fully guaranteed or insured by any member of the European Union, or any agency or instrumentality thereof (provided that the full faith and credit of such member is pledged in support of those securities or other sovereign debt obligations (other than those of Argentina) rated A or higher or such similar equivalent or higher rating by at least one nationally recognized statistical rating organization as defined in Rule 436 under the Securities Act, in each case with maturities not exceeding one year from the date of acquisition,
- (3) Argentine Government Obligations (including those of the Central Bank of the Republic of Argentina) or certificates representing an ownership interest in Argentine Government Obligations (including those of the Central Bank of the Republic of Argentina) with maturities not exceeding one year from the date of acquisition,

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- (4) (i) demand deposits; (ii) time deposits and certificates of deposit with maturities of one year or less from the date of acquisition, (iii) bankers' acceptance with maturities not exceeding one year from the date of acquisition, and (iv) overnight bank deposits, in each case with any bank or trust company organized or licensed under the laws of Argentina or any state thereof.
- (5) (i) demand deposits, (ii) time deposits and certificates of deposit with maturities of one year or less from the date of acquisition, (iii) bankers' acceptances with maturities not exceeding one year from the date of acquisition, and (iv) overnight bank deposits, in each case with any bank or trust company organized or licensed under the laws of the United States or any state thereof or under the laws of any member state of the European Union, in each case whose short-term debt is rated A-2 or higher or such similar equivalent or higher rating by at least one nationally recognized statistical rating organization as defined in Rule 436 under the Securities Act,



- (6) repurchase obligations with a term of not more than seven days for underlying securities of the type described in clauses (2) and (5) above entered into with any financial institution meeting the qualifications specified in clause (5) above,
- (7) commercial paper rated A-2 or higher or such similar equivalent or higher rating by at least one nationally recognized statistical rating organization as defined in Rule 436 under the Securities Act and maturing within six months after the date of acquisition,
- (8) money market funds at least 95% of the assets of which consist of investments of the type described in clauses (1) through (7) above, and
- (9) substantially similar investments, of comparable credit quality, denominated in the currency of any jurisdiction in which such Person conducts business.

CER means the *Coeficiente de Estabilización de Referencia* or the reference stabilization coefficient as calculated by the Argentine Central Bank, or any successor thereto, in accordance with the formula set forth in Annex I of Argentine Law N° 25,713. If such CER is abrogated, held to be inapplicable or not published, references to CER shall refer to any replacement measure adopted under Argentine law or, in the absence of any such replacement measure, any adjustment that shall be necessary, in the sole discretion of Telecom, to provide a substantially equivalent rate of return on the Peso Notes in comparison with similar Dollar Notes.

Change in Working Capital means, for any period, the net increase (decrease) in assets minus the net increase (decrease) in liabilities, each as shown on the cash flow statement for Telecom and its Restricted Subsidiaries prepared in accordance with Argentine GAAP.

Change of Control means:

(1) the merger or consolidation of Nortel or Sofora with or into another Person or the merger of another Person with or into Nortel or Sofora, or the sale of all or substantially all of the assets of Nortel to another Person (in each case, unless such other Person is Telecom Italia or W de Argentina Inversiones S.L., or an Affiliate of Telecom Italia or W de Argentina Inversiones S.L.), unless holders of a majority of the aggregate voting power of the Voting Stock of Nortel or Sofora, immediately prior to such transaction, hold securities of the surviving or transferee Person that represent, immediately after such transaction, at least a majority of the aggregate voting power of the Voting Stock of the surviving Person; or

(2) any person or group (as such terms are used for purposes of Sections 13(d) and 14(d) of the Exchange Act), other than Nortel or Sofora, Telecom Italia or W de Argentina Inversiones S.L., or an Affiliate of Telecom Italia or W de Argentina Inversiones S.L., is or becomes the beneficial owner (as such term is used in Rule 13d-3 under the Exchange Act), directly or indirectly, of more than 50% of the total voting power of the Voting Stock of Telecom;

provided, that any merger or consolidation with, or sale to, an Eligible Buyer shall not be considered a Change of Control.

CONSOB means *Commissione Nazionale per le Società e la Borsa* (the Italian Securities and Exchange Commission).

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Consolidated Net Worth means, as of any date of determination, the shareholders' equity of Telecom and its Restricted Subsidiaries or of the surviving entity (as such term is used under Limitations on Mergers, Consolidations, Sales and Conveyances ), as applicable.

CNV means the *Comisión Nacional de Valores*.

Default means any event that, with giving of the any notice, the passage of time, or both, would be an Event of Default.

**Disqualified Stock** means, with respect to any Person, any Capital Stock which, by its terms (or by the terms of any security into which it is convertible or for which it is exchangeable), or upon the happening of any event, carries the right to any mandatory dividend or distribution payment (other than a right that is expressly subject to compliance by Telecom with its obligations under the indenture), matures or is mandatorily redeemable, in whole or in part, pursuant to a sinking fund obligation or otherwise, is exchangeable for Indebtedness, or is redeemable at the option of the holder thereof, in whole or in part, on or prior to the maturity date of the relevant note.

**Dollar Amount** means, as of any date, (i) with respect to outstanding Dollar Notes, the principal amount of such Dollar Notes, (ii) with respect to outstanding Yen Notes, the dollar equivalent of the principal amount of such Yen Notes converted at the Dollar Exchange Rate for such date, (iii) with respect to Peso Notes, the dollar equivalent of the principal amount of such Peso Notes converted at the Dollar Exchange Rate for such date and (iv) with respect to Euro Notes, the dollar equivalent of the principal amount of such Euro Notes converted at the Dollar Exchange Rate for such date.

**Dollar Notes** means any note denominated in dollars.

**Dollar Exchange Rate** means, for any date, (i) with respect to euro, the exchange rates for dollars quoted by Bloomberg L.P. at 4:59 p.m., New York City time, on such date (ii) with respect to yen, the exchange rate for dollars quoted by Bloomberg L.P. at 4:59 p.m., New York City time, on such date and (iii) with respect to pesos, the Prevailing Exchange Rate.

**Dollarized Note** means any note denominated in dollars issued by Telecom to a holder of Pesified Debt that has exercised the option to receive a note denominated in dollars pursuant to the APE in exchange for its Pesified Debt. For purpose of this definition, **Pesified Debt** means outstanding loans of Telecom originally denominated in dollars and governed by the laws of Argentina which were mandatorily converted into pesos at the exchange rate of P\$ 1.00 per US\$1.00 pursuant to Decree No. 214/02 and related rules issued under Law No. 25,561.

**Dollars** and the sign \$ or US\$ mean any lawful money of the United States.

**EBITDA** means, for any period, the operating profit/loss for Telecom and its Restricted Subsidiaries on a consolidated basis for such period *plus* (i) without duplication and to the extent deducted in determining such operating profit/loss, the sum of (a) amortization of intangible assets for such period and (b) depreciation of fixed assets for such period, *plus* (ii) interest earned on trade accounts receivable for such period, determined in accordance with Argentine GAAP.

**Eligible Buyer** means an internationally recognized telecommunications operator that meets the requirements of the *Pliego de Bases y Condiciones* approved by Decree No. 62/90, as amended, and that has a long-term debt rating that is Investment Grade.

**Equity Interests** means all Capital Stock and all warrants or options with respect to, or other rights to purchase, Capital Stock, but excluding Indebtedness convertible into equity.

**EURIBOR** means, for each Interest Period during which any Floating Rate Note is outstanding, the rate for deposits in euro as sponsored, calculated and published by the British Bankers Association, or any company established for purposes of compiling and publishing those rates, for a period of six months as that rate appears on the display on Bloomberg L.P. or any successor service, on page BBAM or any other page as may replace page BBAM on that service, which is commonly referred to as Bloomberg Screen BBAM, as of 11:00 a.m. (Brussels time), two

Business Days prior to the first day of such Interest Period.

The following procedures will be followed if the rate cannot be determined as described above:

If the above rate does not appear, the Calculation Agent will request the principal euro-zone office of each of four major banks in the euro-zone interbank market, as selected by the Calculation Agent, after consultation with Telecom, to provide the Calculation Agent with its offered rate for deposits in euro, at approximately 11:00 a.m. (Brussels time) two Business Days prior to the first day of such Interest Period, to prime banks in the euro-zone interbank market for a period of six months commencing on the first day of

such Interest Period, and in a principal amount not less than the equivalent of US\$1 million in euro that is representative of a single transaction in euro, in that market at that time. If at least two quotations are provided, EURIBOR will be the arithmetic mean of those quotations.

If fewer than two quotations are provided, EURIBOR will be the arithmetic mean of the rates quoted by four major banks in the euro-zone, as selected by the Calculation Agent, after consultation with Telecom, at approximately 11:00 a.m. (Brussels time), on the first day of such Interest Period for loans in euro to leading European banks for a period of six months commencing on that interest reset date in the principal amount not less than the equivalent of US\$1 million in euro.

If the banks so selected by the Calculation Agent are not quoting as mentioned in the preceding sentence, the EURIBOR rate in effect for the applicable Interest Period will be the same as EURIBOR for the immediately preceding Interest Period, or, if there was no Interest Period, the rate of interest will be the initial interest rate.

Notwithstanding the foregoing, EURIBOR for the initial Interest Period will be (i) if the period commencing on the issuance date and ending on the first Interest Payment Date is three months or less, the EURIBOR rate for three months as of the issuance date and (ii) if the period commencing on the issuance date and ending on the first Interest Payment Date is six months or less, the EURIBOR rate for six months as of the issuance date.

Euro, euro and means the single lawful currency of member states of the European Union adopted as the single currency pursuant to the Maastricht Treaty or any successor thereto.

Euro Note means any note denominated in euro.

Excess Cash means, for any period, the amount equal to the sum of the following items for Telecom: (i) the Net Income for such period, *plus/minus* (ii) non-cash items for such period, *plus/minus* (iii) the Change in Working Capital for such period, *plus* (iv) cash interest and financial expenses for such period (items (i) through (iv), taken together, are referred to as the total cash flow provided by (used in) operating activities), *plus/minus* (v) to the extent included in the total cash flow provided by (used in) operating activities, the foreign currency gains/losses on cash and cash equivalents for such period, *minus* (vi) all scheduled cash principal and interest and financial expenses paid during such period, *minus* (vii) 50% of the amount of Permitted Capital Expenditures for the fiscal year including such period, *minus* (viii) to the extent included in determining Net Income during any period after the issuance date, the amount of any Restricted Payment made in such period in compliance with Certain Covenants of Telecom Limitation on Restricted Payments, *minus/plus* (ix) any cash collateral posted/released during such period in connection with Hedging Contracts, *minus* (x) up to US\$30 million (or its equivalent in other currencies) of repayment during such period of Indebtedness incurred pursuant to clause (7) of the Limitations on Indebtedness covenant under the notes, *minus* (xi) all scheduled but unpaid principal and interest payable on the first Interest Payment Date occurring after the end of such period, all as determined in pesos and, with respect to items (i) through (vi), as determined in accordance with Argentine GAAP. In the event Argentine GAAP should require in the future the application of inflation adjustments, Excess Cash shall be calculated using non-inflation adjusted amounts for items (i) through (vi).

Guarantee means any obligation, contingent or otherwise, of any Person directly or indirectly guaranteeing any Indebtedness or other financial obligation of any other Person and, without limiting the generality of the foregoing, any obligation, direct or indirect, contingent or otherwise, of such Person (i) to purchase or pay (or advance or supply funds for the purchase or payment of) such Indebtedness or other obligation of such other Person (whether arising by virtue of partnership arrangements, or by agreement to keep-well, to purchase assets, goods, securities or services, to take-or-pay, or to maintain financial statement conditions or otherwise) or (ii) entered into for purposes of assuring in any other manner the obligee of such Indebtedness or other obligation of the payment thereof or to protect such obligee against loss in respect thereof, in whole or in part; *provided* that the term Guarantee does not include endorsements for collection or deposit in the ordinary course of business. The term Guarantee used as a verb has a corresponding meaning.



**Hedging Contract** means (i) any interest rate swap agreement, interest rate cap agreement or other agreement designed to protect against fluctuations in interest rates or (ii) any foreign exchange forward contract, currency swap agreement or other agreement designed to protect against fluctuations in foreign exchange rates.

**Incur** means, with respect to any Indebtedness, to incur, create, issue, assume or Guarantee such Indebtedness. The accretion of original issue discount or payment of interest in kind will not be considered an Incurrence of Indebtedness.

**Indebtedness** means, with respect to any Person, without duplication,

all obligations of such Person for borrowed money;

all obligations of such Person evidenced by bonds, debentures, notes or other similar instruments;

all obligations of such Person for the deferred purchase price of property or services, except trade accounts payable arising in the ordinary course of business;

all obligations of such Person as lessee which are capitalized in accordance with Argentine GAAP;

all Indebtedness of others secured by any Lien on any asset of such Person, whether or not such Indebtedness is assumed by such Person; and

all Indebtedness of other Persons Guaranteed by such Person to the extent so Guaranteed.

**Interest Payment Date** means April 15 and October 15 of each year, commencing after the issuance date.

**Interest Period** means (i) with respect to the initial payment of interest on the notes, the period commencing on the issuance date and ending the next succeeding October 15 or April 15, whichever shall occur first and (ii) thereafter, each semiannual period commencing on April 15 and October 15 of each year.

**Investment** means,

- (1) any direct or indirect advance, loan or other extension of credit to another Person,
- (2) any capital contribution to another Person, by means of any transfer of cash or other property or in any other form,
- (3) any purchase or acquisition of Equity Interests, Indebtedness or other instruments or securities issued by another Person, including the receipt of any of the above as consideration for the disposition of assets or rendering of services, or

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- (4) any Guarantee of any obligation of another Person, but only when payment has been made thereunder or such arrangement would be classified and accounted for as a liability on the balance sheet of the guarantor.

If Telecom or any Restricted Subsidiary sells or otherwise disposes of any Equity Interests of any direct or indirect Restricted Subsidiary so that, after giving effect to that sale or disposition, such Person is no longer a Subsidiary of Telecom, or designates any Restricted Subsidiary as an Unrestricted Subsidiary in accordance with the provisions of the indenture, all remaining investments of Telecom and its Restricted Subsidiaries in such Person shall be deemed to have been made at that time.

**Investment Grade** means a rating of BBB- or higher or such similar equivalent or higher rating by a nationally recognized statistical rating organization as defined in Rule 436 under the Securities Act.

**Issuance Date** means the date of issuance and delivery of the notes, which shall occur as soon as practicable after receipt of the court order granting approval (*homologación*) to the APE and satisfaction or waiver of all conditions to the APE.



**Leverage Ratio** means, as of any date of determination, the ratio of (i) total outstanding Indebtedness as of such date (calculated without giving effect to the discount to net present value applied to restructured debt under Argentine GAAP pursuant to Technical Resolution no. 17 of the CPCECABA or any similar standard then in effect), *minus* cash and banks and investments as reflected in current assets (or as such items may otherwise be reflected in Telecom's balance sheet), to (ii) EBITDA for the most recently completed period of four consecutive fiscal quarters, in each case for Telecom and its Restricted Subsidiaries on a consolidated basis as prepared in accordance with Argentine GAAP.

**LIBOR** means, for each Interest Period during which any Floating Rate Note outstanding, the rate appearing on Page BBAM of the Bloomberg L.P. (or on any successor or substitute page of such Service, or any successor to or substitute for such Service, providing rate quotations comparable to those currently provided on such page of such Service, for purposes of providing quotations of interest rates applicable to dollar deposits in the London interbank market) at approximately 11:00 a.m., London time, two Business Days prior to the first day of such semi-annual period, as the rate for dollar deposits with a maturity of six months. In the event that such rate is not available at such time for any reason, then the LIBOR for the relevant Interest Period shall be the rate at which deposits in dollars are offered by \_\_\_\_\_ or one of its affiliate banks at approximately 11:00 a.m., London time, two Business Days prior to the first day of such period to prime banks in the London interbank market for a period of six-months commencing on the applicable interest reset date, and in a principal amount not less than US\$1.0 million.

Notwithstanding the foregoing, LIBOR for the initial Interest Period will be (i) if the period commencing on the issuance date and ending on the first Interest Payment Date is three months or less, the LIBOR rate for three months as of the issuance date and (ii) if the period commencing on the issuance date and ending on the first Interest Payment Date is six months or less, the LIBOR rate for six months as of the issuance date.

**Lien** means, with respect to any asset, any mortgage, assignment, security interest, pledge, lien, encumbrance, trust, or any preferential arrangement having the practical effect of constituting a security interest with respect to such asset.

**Measurement Date** means the end of business on the eighteenth day next preceding the applicable Mandatory Prepayment Date set forth in the terms of the notes; *provided* that if any such day falls on a day that is not a Business Day, the next succeeding Business Day.

**Net Cash Proceeds** means, with respect to any Asset Sale, the proceeds of such Asset Sale in the form of cash (including (i) payments in respect of deferred payment obligations to the extent corresponding to principal, but not interest, when received in the form of cash and (ii) proceeds from the conversion of other consideration received when converted to cash), net of, without duplication,

- (1) brokerage commissions and other fees and expenses related to such Asset Sale, including, without limitation, fees and expenses of counsel, accountants, currency exchange agents and investment bankers;
- (2) provisions for taxes and all other governmental charges and claims of any nature whatsoever payable as result of such Asset Sale;
- (3) payments required to be made as a result of such Asset Sale or to repay Indebtedness at the time of such Asset Sale that is secured by a Lien on the property or assets sold or is required to be repaid out of the proceeds of such Asset Sale; and
- (4) appropriate amounts to be provided as a reserve against liabilities associated with such Asset Sale, including pension and other post-employment benefit liabilities, liabilities related to environmental matters and indemnification obligations associated with such Asset Sale, with any subsequent reduction of the reserve other than by payments made and charged against the reserved amount to be deemed a receipt of cash.



**Net Equity Proceeds** means, with respect to any sale of Qualified Equity Interests of Telecom by Telecom or any sale of Qualified Equity Interests by any of Telecom's Restricted Subsidiaries to parties other than Telecom and its Restricted Subsidiaries, the aggregate net proceeds received in cash, after the payment of expenses, commissions and the like incurred in connection therewith. If Disqualified Stock or Indebtedness is converted into Qualified Equity Interests of Telecom, the amount so converted shall be deemed to be Net Equity Proceeds received at the time of conversion.

**Net Income** means, for any Person for such period, the net income (loss) of such Person determined in accordance with Argentine GAAP.

**Net Revenues** means, for any period, the net revenues of Telecom and Restricted Subsidiaries (other than Telecom Personal and its subsidiaries which are Restricted Subsidiaries) determined in accordance with Argentine GAAP.

**Net Tangible Assets** means, for any Person, the aggregate amount of assets of such Person determined in accordance with Argentine GAAP consistent with those applied in the preparation of such Person's annual audited financial statements, less goodwill, organizational expenses, research and development expenses, trademarks, trade names, copyrights, patents, patent applications, licenses and rights in any thereof, and other similar intangibles and any items not included in the foregoing which are treated as intangibles in conformity with Argentine GAAP.

**Non-Recourse Debt** means Indebtedness as to which (i) neither Telecom nor any Restricted Subsidiary provides any Guarantee and as to which the lenders of such Indebtedness have been notified in writing that they will not have any recourse to the stock or assets of Telecom or any Restricted Subsidiary and (ii) no default thereunder would, as such, constitute a default under any Indebtedness of Telecom or any Restricted Subsidiary.

**Officer** means, when used with respect to Telecom, the president, chief executive officer, chief financial officer, chief accounting officer, any member of the Board of Directors, or any of their respective attorneys-in-fact designated by Telecom.

**Officer's Certificate** means a certificate signed by any two Officers of Telecom.

**Opinion of Counsel** means an opinion in writing signed by legal counsel who may be an employee of or counsel to Telecom or other counsel which opinion and which counsel shall be reasonably satisfactory to the Trustee.

**Permitted Business** means any business providing telecommunications services or any business reasonably related, incidental, complementary or ancillary thereto.

**Permitted Capital Expenditures** means (I) (a) for the fiscal years 2004 through 2011, the greater of (i) 15% of Net Revenues for the prior fiscal year and (ii) US\$75 million (or its equivalent in other currencies) for fiscal year 2004, US\$110 million (or its equivalent in other currencies) for fiscal year 2005, US\$170 million (or its equivalent in other currencies) for fiscal year 2006, US\$185 million (or its equivalent in other currencies) for fiscal year 2007, US\$160 million (or its equivalent in other currencies) for each of fiscal years 2008 and 2009, US\$155 million (or its equivalent in other currencies) for each of fiscal years 2010 and 2011, respectively, and (b) for the fiscal year 2012 and thereafter, 15% of Net Revenues for the prior fiscal year, plus (II) the amount (if any) by which (i) the aggregate amount of Permitted Capital Expenditure for all of the preceding fiscal years exceeds (ii) the aggregate amount of capital expenditures actually made during such fiscal years (excluding those made by application of Net Equity Proceeds or Net Cash Proceeds) (calculated based on the exchange rate in effect at the end of Telecom's most

recently completed fiscal quarter).

Permitted Investment means:

- (1) any Investment in Telecom or in a Restricted Subsidiary of Telecom that is engaged in a Permitted Business;
- (2) any Investment in Cash Equivalents;

- (3) any Investment by Telecom or any Subsidiary of Telecom in a Person, if as a result of such Investment,
  - (A) such Person becomes a Restricted Subsidiary of Telecom engaged in a Permitted Business, or
  - (B) such Person is merged or consolidated with or into, or transfers or conveys substantially all its assets to, or is liquidated into, Telecom or a Restricted Subsidiary engaged in a Permitted Business;
- (4) Investments received as non-cash consideration in an Asset Sale made pursuant to and in compliance with Certain Covenants of Telecom Limitation on Asset Sales ;
- (5) any Investment acquired solely in exchange for Qualified Equity Interests in Telecom;
- (6) any Investment in the *Fideicomiso de Inversión y Desarrollo: Complejo Industrial Nacional de las Telecomunicaciones* or similar vehicle created for the purpose of financing development of the Argentine telecommunications industry;
- (7)
  - (i) receivables owing to Telecom or any of its Restricted Subsidiaries if created or acquired in the ordinary course of business
  - (ii) Hedging Contracts and any Cash Equivalents or other cash management investments or liquid or portfolio securities pledged on collateral pursuant to Hedging Contracts, (iii) endorsements for collection or deposit in the ordinary course of business, (iv) securities, instruments or other obligations (and related Hedging Contracts) received in compromise or settlement of debts created in the ordinary course of business, or by reason of a composition or readjustment of debts or reorganization of another Person, or in satisfaction of claims or judgments, and (v) securities, instruments or other obligations received in the ordinary course of business and related Hedging Contracts received in connection with mandatory or voluntary exchange offers set up by the federal, provincial or municipal government of Argentina;
- (8) payroll, travel and other loans or advances to, or Guarantees issued to support the obligations of, officers and employees, in each case in the ordinary course of business; and
- (9) national, provincial or other Argentine government obligations acquired in the ordinary course of business, which obligations can be applied in payment of taxes or other obligations under Argentine law;
- (10) in addition to Investments listed above, Investments in an aggregate amount, taken together with all other Investments made in reliance on this clause, not to exceed US\$30 million (or its equivalent in other currencies) (net of, with respect to the Investment in any particular Person made pursuant to this clause, the cash return thereon received after the issuance date as a result of any sale for cash, repayment, redemption, liquidating distribution or other cash realization not to exceed the amount of such Investments in such Person made after the issuance date in reliance on this clause).

Permitted Refinancing Indebtedness means an extension or renewal of, replacement of, or substitution for, or issue of Indebtedness in exchange for, or the net proceeds of which are used to repay, redeem, repurchase, refinance or refund, including by way of defeasance (all of the above, for purposes of this clause, refinance ) then outstanding Indebtedness in an amount not to exceed the principal amount of the Indebtedness so refinanced, plus accrued interest, premiums, fees and expenses; *provided* that any such refinancing (A) shall not provide for any mandatory redemption, amortization or sinking fund requirement in an amount greater than or at a time prior to the amounts and times specified in the Indebtedness being replaced, renewed, refinanced or extended and (B) in case the Indebtedness being refinanced is *pari passu* to the notes, any such refinancing Indebtedness is made *pari passu* or subordinated to the notes and, in case the Indebtedness being refinanced is subordinated indebtedness, such refinancing Indebtedness is subordinated to the notes to the same extent as the Indebtedness being refinanced.

**Person** means any individual, corporation, partnership, joint venture, association, company, trust, unincorporated organization or government or any agency or political subdivision thereof.

**Peso, Pesos or P\$** means the lawful currency of Argentina.

**Peso Note** means any note denominated in pesos.

**Prevailing Exchange Rate** means the exchange rate for converting pesos into dollars published by *Banco de la Nacion Argentina* or, if such exchange rate is not published by *Banco de la Nacion Argentina* or reflects a rate of exchange that differs from the average rates available in the free exchange market on such day by 10% or more Telecom may in its sole discretion use such average rates for such day.

**Qualified Equity Interests** means all Capital Stock of a Person other than Disqualified Stock.

**Record Date** means the end of business on the fifteenth day next preceding the applicable Interest Payment Date set forth in the terms of the notes, whether or not such day is a Business Day, *provided* that in the event the first scheduled payment date occurs less than fifteen days prior to the issuance date, the Record Date shall mean the date on or prior to the issuance date which shall be specified by Telecom.

**Restricted Subsidiary** means any Subsidiary of Telecom, other than an Unrestricted Subsidiary.

**Sale and Leaseback Transaction** means, with respect to Telecom or any Restricted Subsidiary, any transaction or series of related transaction (excluding, however, any such transaction between Telecom and one or more Restricted Subsidiaries or between or among any two or more Restricted Subsidiaries) pursuant to which Telecom or any Restricted Subsidiary sells or transfers any property in connection with the leasing, or the resale against installment payments, or as part of an arrangement involving the leasing or resale against installment payments, of such Property to the seller or transferor.

**Sofora** means Sofora Telecomunicaciones Sociedad Anónima or any successor holding company formed by Telecom Italia as a direct or indirect holding company holding shares of Capital Stock of Telecom.

**Subordinated Indebtedness** means any Indebtedness of Telecom that is subordinated in right of payment to the notes pursuant to a written agreement to that effect.

**Subsidiary** means:

a corporation a majority of whose Capital Stock with voting power, under ordinary circumstances, to elect directors is at the time directly or indirectly owned by Telecom, or

any other Person (other than a corporation) in which Telecom, directly or indirectly at the date of determination thereof, has at least a majority ownership interest.

TARGET System means the Trans-European Automated Real-Time Gross Settlement Express Transfer System.

Telecom Personal means Telecom Personal S.A.

Telecom Personal Debt means new debt instruments entered into by Telecom Personal in connection with its debt restructuring.

Telecom Personal Net Revenues means, for any period, the net revenues of Telecom Personal and its subsidiaries which are Restricted Subsidiaries determined in accordance with Argentine GAAP.

Telecom Personal Permitted Capital Expenditure means the following expenditures by Telecom Personal (I)(a) for the fiscal years 2004 through 2011, the greater of (i) 15% of Telecom Personal Net Revenues for the prior fiscal year and (ii) US\$85 million (or its equivalent in other currencies) each of for fiscal year 2004 and 2005,

US\$80 million (or its equivalent in other currencies) for each of fiscal year 2006 through 2009, US\$85 million (or its equivalent in other currencies) for fiscal year 2010, US\$90 million (or its equivalent in other currencies) for fiscal year 2011 and (b) for the fiscal year 2012 and thereafter, 15% of net revenues for Telecom Personal and its subsidiaries which are Restricted Subsidiaries as determined in accordance with Argentine GAAP for the prior fiscal year, plus (II) the amount (if any) by which (i) the aggregate amount of Telecom Personal Permitted Capital Expenditure for all of the preceding fiscal years exceeds (ii) the aggregate amount of capital expenditures actually made during such fiscal years (excluding those made by application of Net Equity Proceeds or Net Cash Proceeds) (calculated based on the exchange rate in effect at the end of the most recently completed fiscal quarter of Telecom Personal).

**TIBOR** means, for each Interest Period during which any Floating Rate Note is outstanding, the rate appearing on Bloomberg L.P., or any successor service, on page BBAM or any other page as may replace page BBAM on that service, which is commonly referred to as Bloomberg Screen BBAM, at approximately 11:00 a.m., Tokyo time, two Business Days prior to the first day of such semiannual period as the rate for yen deposits with a maturity of six months. In the event that such rate is not available at such time for any reason, then the **TIBOR** for the relevant Interest Period shall be the rate at which deposits in yen are offered by or one of its affiliate banks approximately 11:00 a.m., London time, two Business Days prior to the first day of such period to prime banks in the London interbank market for a period of six months commencing on the applicable interest rate date and in a principal amount not less than US\$1 million equivalent in yen.

Notwithstanding the foregoing, **TIBOR** for the initial Interest Period will be (i) if the period commencing on the issuance date and ending on the first Interest Payment Date is three months or less, the **TIBOR** rate for three months as of the issuance date and (ii) if the period commencing on the issuance date and ending on the first Interest Payment Date is six months or less, the **TIBOR** rate for six months as of the issuance date.

**Unrestricted Subsidiary** means any Subsidiary of Telecom that at the time of determination has been designated an Unrestricted Subsidiary and has not subsequently been designated a Restricted Subsidiary, in accordance with Certain Covenants of Telecom Designation of Restricted and Unrestricted Subsidiaries.

**U.S. Government Obligations** means obligations issued or directly and fully guaranteed or insured by the United States of America or by any agent or instrumentality thereof, *provided* that the full faith and credit of the United States of America is pledged in support thereof.

**Voting Stock** means, with respect to any Person, Capital Stock of any class or kind ordinarily having the power to vote for the election of directors, managers or other voting members of the governing body of such Person.

**Yen** or **¥** means the lawful currency of Japan.

**Yen Note** means any note denominated in yen.

## **Form of Notes; Book-Entry System**

### ***General***



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The notes being issued to persons within the United States or to U.S. persons will be registered under the Securities Act (the "Registered Notes"). The notes being issued in offshore transactions to non-U.S. persons (the "Regulation S Notes") will not be registered under the Securities Act and will be issued in reliance on Regulation S under the Securities Act; such notes will be subject to the restrictions described in "Transfer Restrictions and Jurisdictional Notices."

Except as set forth below, the listed notes will be issued in registered, global form in minimum denominations of US\$1.00 and/or 1.00 and integral multiples thereof. The unlisted notes will be issued in certificated (*i.e.*, non-global) form to holders of outstanding loans, without interest coupons, in the same denomination as the holders' outstanding loans that are being restructured pursuant to the APE.

Except as set forth below, the listed notes that are Registered Notes will be issued in book-entry form and will be evidenced by one or more global certificates in registered form, without coupons attached (collectively, the Registered global notes ). The listed notes that are Regulation S Notes will be issued in book-entry form and will be evidenced by one or more global certificates in registered form without coupons attached (collectively, the Regulation S global notes and, together with the Registered global notes, the global notes ). The global notes will be deposited with or on behalf of one or more depositaries, to include DTC and Euroclear Bank, as operator of Euroclear and/or Clearstream, Luxembourg, and will be registered in the name of such depositary or its nominee. Unless and until the notes are exchanged in whole or in part for other notes that we issue, or the global notes are exchanged for definitive notes, the global notes may not be transferred except as a whole by the depositary to a nominee or a successor of the depositary. Beneficial interests in the global notes may not be exchanged for notes in definitive form except in the limited circumstances described below. See Issuance of Definitive Notes. In addition, investors who are not eligible to hold securities through DTC may be required to obtain definitive notes. If you require a definitive note you must contact the settlement agent immediately. See Issuance of Definitive Notes.

The global notes will be accepted for clearance by DTC, Euroclear and Clearstream, Luxembourg. Beneficial interests in the notes will be shown on, and transfers thereof will be effected only through, the book-entry records maintained by DTC, Euroclear and/or Clearstream, Luxembourg.

So long as the depositary, or its nominee, is the registered holder of a global note, the depositary or its nominee will be considered the sole holder of such note. Except as described below under Issuance of Definitive Notes, no participant, indirect participant or other person will be entitled to have global notes registered in its name, receive or be entitled to receive physical delivery of global notes in definitive form or be considered the owner or holder of the global notes. Each person having an ownership or other interest in global notes must rely on the procedures of the applicable depositary, and, if a person is not a participant in the depositary, must rely on the procedures of the participant or other securities intermediary through which that person owns its interest to exercise any rights and obligations of a holder under the indenture or the global notes.

### *The Clearing Systems*

The following description of the operations and procedures of DTC, Euroclear and Clearstream, Luxembourg are provided solely as a matter of convenience. These operations and procedures are solely within the control of the respective settlement systems and are subject to changes by them. Telecom takes no responsibility for these operations and procedures and urges holders to contact the system or their participants directly to discuss these matters.

DTC, Euroclear and Clearstream, Luxembourg have advised us as follows:

*DTC.* DTC is a limited-purpose trust company organized under the New York Banking Law, a banking organization within the meaning of the New York Banking Law, a member of the Federal Reserve System, a clearing corporation within the meaning of the New York Uniform Commercial Code, and a clearing agency registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC was created to hold securities of its participants and to facilitate the clearance and settlement of transactions among its participants in those securities through electronic book-entry changes in accounts of the participants, thereby eliminating the need for physical movement of securities certificates. DTC participants include securities brokers and dealers, including parties that may act as underwriters, dealers or agents with respect to the securities, banks, trust companies, clearing corporations and certain other organizations, some of which, along with certain of their representatives and others, own DTC. Access to the DTC book-entry system is also available to others, such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a participant, either directly or indirectly.

Purchases of the global notes within the DTC system will be made by or through participants, which will receive a credit for the global notes on DTC's records. The ownership interest of each beneficial owner of global notes will in turn be recorded on the participants' and indirect

participants records. Beneficial owners will not receive written confirmation from DTC of their purchases and DTC has advised that the issuer will take any action

permitted to be taken by a holder of the global notes, including the presentation of the global notes for exchange, as described below, only at the direction of one or more participants to whose account the DTC interests in the global certificates are credited, and only for the portion of the aggregate liquidation amount of the global notes as to which the participant or participants has or have given the direction.

Conveyance of notices and other communications by DTC to participants, by participants to indirect participants, and by participants and indirect participants to beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices for the global notes held in book-entry form through DTC will be sent to Cede & Co.

Although voting with respect to the global notes is limited, in those cases where a vote is required, neither DTC nor Cede & Co. will itself consent or vote with respect to the global notes. Under its usual procedures, DTC would mail an omnibus proxy to the trustee as soon as possible after the record date. The omnibus proxy assigns Cede & Co.'s consenting or voting rights to those participants to whose accounts the global notes are allocated on the record date identified in a listing attached to the omnibus proxy.

Distributions and any other amounts payable in respect of the global notes will be made to DTC in immediately available funds. Payments will be made to beneficial owners of the global notes in accordance with the rules and procedures of DTC or its direct and indirect participants, as applicable. Neither Telecom nor the trustee nor any of our agents will have any responsibility or liability for any aspect of the records of any securities intermediary in the chain of intermediaries among DTC, Euroclear and Clearstream, Luxembourg and any beneficial owner of an interest in a global note, or the failure of DTC, Euroclear and Clearstream, Luxembourg or any intermediary to pass through to any beneficial owner any payments that the issuer makes to DTC.

Although DTC has agreed to the foregoing procedures in order to facilitate transfers of interests in the global certificates among participants of DTC, DTC is under no obligation to perform or continue to perform these procedures, and these procedures may be discontinued at any time. Neither Telecom nor the trustee nor any of our respective agents will have any responsibility for the performance by DTC or its participants or indirect participants under the rules and procedures governing DTC. DTC may discontinue providing its services as securities depository with respect to the global notes at any time by giving notice to us. Under these circumstances, in the event that a successor securities depository is not obtained, certificates for the Notes are required to be printed and delivered to us. Additionally, we may decide to discontinue use of the system of book-entry transfers through DTC or any successor depository. In that event, certificates for the Notes will be printed and delivered to us. In each of the above circumstances, we will appoint a paying agent with respect to the Notes.

Subject to the transfer restrictions set forth under "Transfer Restrictions and Jurisdictional Notices," secondary market trading between DTC participants will occur in accordance with DTC's rules, and will be settled in immediately available funds using DTC's same-day funds settlement system.

*Euroclear.* Euroclear Bank holds securities for its participants and clears and settles transactions between its participants through simultaneous electronic book-entry delivery against payment. Euroclear Bank provides various other services, including safekeeping, administration, clearance and settlement and securities lending and borrowing, and interfaces with domestic markets in several countries. Securities clearance accounts and cash accounts with Euroclear Bank are governed by the Terms and Conditions Governing Use of Euroclear and the related Operating Procedures of the Euroclear System, and applicable law (collectively, the "Euroclear Terms and Conditions"). The Euroclear Terms and Conditions govern transfers of securities and cash within Euroclear, withdrawals of securities and cash from Euroclear, and receipts of payments with respect to securities in Euroclear.

*Clearstream, Luxembourg.* Clearstream, Luxembourg is incorporated under the laws of The Grand Duchy of Luxembourg as a professional depository. Clearstream, Luxembourg holds securities for its participants and facilitates the clearance and settlement of securities transactions between its participants through electronic book-entry changes in accounts of its participants, thereby eliminating the need for physical movement of certificates. Clearstream, Luxembourg provides to its participants, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Clearstream, Luxembourg interfaces with domestic markets in several countries.

Subject to the transfer restrictions set forth under Transfer Restrictions and Jurisdictional Notices, transfers between participants in Euroclear and Clearstream, Luxembourg will be effected in accordance with their respective rules and operating procedures.

### *Issuance of Definitive Notes*

So long as a depositary holds the global certificates of a particular series of notes, such global certificates will not be exchangeable for definitive securities of that series unless:

a depositary notifies the issuer that it is unwilling or unable to continue to act as depositary for the notes or ceases to be a clearing agency registered under the Exchange Act of 1934 and a successor depositary is not appointed within 120 days;

the depositary is closed for business for a continuous period of 14 days (other than by reason of legal holidays) or announces an intention permanently to cease business;

the non-payment when due of amounts payable on the notes (whether, in each case, on account of interest, redemption amounts or otherwise) shall have occurred and be continuing for 30 days; or

at any time we determine in our sole discretion that a note should be issued and/or a global certificate should be exchanged for one or more definitive notes in registered form.

If Telecom issues definitive notes in exchange for a global note, the depositary, as holder of that note, will surrender it against receipt of the definitive notes, cancel the book-entry notes, and distribute the definitive notes to the persons and in the amounts that the depositary specifies.

In connection with the APE, investors who are not eligible to receive securities through DTC may be required to obtain definitive notes. If you require a definitive note to be issued to you upon consummation of the APE, you must contact the settlement agent immediately and request a definitive note. As stated above, we reserve the right to determine, in our sole discretion, whether a note shall be issued in definitive form.

The unlisted notes will be issued only in definitive form.

Definitive notes will be issued in registered form only. To the extent permitted by law, the issuer and any paying agent shall be entitled to treat the person in whose name any definitive security is registered as its absolute owner.

### *Registration and Transfer of Notes*

Transfers of beneficial interests in the global notes issued in the APE to holders of Telecom's currently outstanding Series C notes which are deposited at DTC will be subject to the applicable rules and procedures of DTC and its direct or indirect participants (including, if applicable, those of Euroclear and Clearstream, Luxembourg), which may change from time to time. Transfers of beneficial interests in the global notes which are cleared through Euroclear or Clearstream, Luxembourg will be subject to the applicable rules of Euroclear or Clearstream,

Luxembourg, respectively.

All transfers of definitive notes and entries on the register will be made subject to the provisions in the Indenture relating to the notes. The regulations may be changed with the prior written approval of the trustee. Registration of transfer of unlisted notes will be made in whole, but not in part. If definitive securities representing the listed notes are issued in the limited circumstances described above under Issuance of Definitive Notes, those securities may be transferred in whole or in part in denominations of any whole number of securities. Definitive securities may be transferred upon surrender of the definitive securities together with the form of transfer endorsed on it, duly completed and executed at the specified office of a paying agent. The new certificate

representing the securities that were transferred will be sent to the transferee within three business days after the paying agent receives the certificate transferred, by uninsured post at the risk of the holder entitled to the securities represented by the certificate, to the address specified in the form of transfer. If only part of a securities certificate is transferred, a new securities certificate representing the balance not transferred will be sent to the transferor by uninsured post at the risk of the transferor within three business days after the paying agent receives the certificate. The new certificate representing the balance will be delivered to the transferor by uninsured post at the risk of the transferor, to the address of the transferor appearing in the records of the paying agent. No holder of a definitive note may require the transfer of a note to be registered during the period of 15 days ending on the due date for any payment of the redemption price of the notes.

Registration of transfers of notes will be effected without charge by or on behalf of the issuer or the registrar, paying and transfer agent, but upon payment (or the giving of such indemnity as the registrar and transfer agent may require) in respect of any tax or other governmental charges which may be imposed in relation to it.

The notes being issued to non-U.S. persons (the Regulation S Notes ) will be subject to certain restrictions on transfer and will bear the applicable restrictive legend referred to in Transfer Restrictions and Jurisdictional Notices prior to the end of the 40-day distribution compliance period (40 days from the issuance date).

### ***Settlement***

Initial settlement for the global notes and settlement of any secondary market trades in the global notes will be made in same-day funds. Book-entry notes issued in the APE to holders of the Telecom s currently outstanding Series C notes will settle in DTC s Same-Day Funds Settlement System. All other global notes will settle through Euroclear or Clearstream, Luxembourg.

The unlisted notes and any listed notes issued in definitive form will be delivered to the trustee who will in turn deliver them to the address specified by the holder in the letter of transmittal or instruction letter.

### ***Payments on the Notes***

Except as set forth under Foreign Exchange Restrictions, payments on the notes will be made in the currency in which the notes are denominated.

Payments of any amounts in respect of the global notes will be made by Telecom to the depositary. Payments will be made to beneficial owners of the global notes in accordance with the rules and procedures of the depositary or its direct and indirect participants, as applicable. Neither Telecom, nor the trustee nor any of our agents will have any responsibility or liability for any aspect of the records of any securities intermediary in the chain of intermediaries between the depositary and any beneficial owner of an interest in a global note, or the failure of the depositary or any intermediary to pass through to any beneficial owner any payments that we make to the depositary.

Payments in respect of definitive securities will be made to the person in whose name the definitive securities are registered as it appears in the register for that note. Payments will be made in respect of the notes by check drawn on a bank in New York or by wire transfer to the holder s account. Definitive securities should be presented to the paying agent for redemption. See Description of the Notes Payments and Paying Agencies.



The trustee will designate a principal paying agent for the issuer and may designate an additional or substitute paying agent at any time. The principal paying agent shall initially be The Bank of New York. The paying agent shall be permitted to resign as paying agent upon 30 calendar days' written notice to the trustee and the issuer. In the event that The Bank of New York shall no longer be the paying agent, the issuer shall appoint a successor (which shall be a bank or trust company acceptable to the trustee) to act as paying agent.

The definitive notes may be presented for payment and surrendered for registration of transfer or exchange at our agency maintained for that purpose in the Borough of Manhattan, The City of New York, currently the office of the trustee located at 101 Barclay Street, Floor 21 West, New York, New York 10286, Attn: Thomas Tabor.

## TRANSFER RESTRICTIONS AND JURISDICTIONAL NOTICES

The APE solicitation and the issuance of notes to holders of outstanding debt in Argentina, Italy, Luxembourg and the United States will constitute public offers in these jurisdictions and will be conducted in compliance with the relevant public offer rules of the CNV in Argentina, the CONSOB in Italy, the Commission de Surveillance du Secteur Financier in Luxembourg and the SEC in the United States. No action will be taken to comply with the relevant public offer rules of any other jurisdiction. The APE solicitation is not being made to any holder of outstanding debt in any jurisdiction in which it is unlawful to make such solicitation, or for the holder of outstanding debt to provide a power of attorney in favor of The Bank of New York, as settlement agent, or commit, to approve the APE. Each holder of notes and/or outstanding debt must comply with all applicable laws and regulations in force in any jurisdiction in which it participates in the APE and/or receives the notes and must obtain any consent, approval or permission required by such jurisdiction for participation in the APE and/or the receipt of the notes under the laws and regulations in force in any jurisdiction to which such holder of notes and/or outstanding debt is subject or in which it participates in the APE and/or receives the notes we will not have any responsibility therefor.

### Italy

In Italy, this APE solicitation will be made to holders of the outstanding notes pursuant to an Italian solicitation document which will be registered with the CONSOB. This solicitation statement can only be distributed or circulated in Italy to holders of outstanding loans and in relation to the APE solicitation directed at such holders. The APE solicitation to holders of the outstanding notes in Italy constitutes a public offer and will be subject to the relevant Italian public offer rules.

### United Kingdom

This solicitation statement has been issued by us, is our sole responsibility for the purposes of the United Kingdom Financial Services and Financial Services and Markets Act 2000 and is only for circulation to persons outside the United Kingdom, persons falling within Article 43(1)(b) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2001, (the Order ) and other persons to whom it may lawfully be communicated in accordance with the Order. The value of an investment may go down as well as up. Beneficial owners of outstanding debt should seek advice from an independent financial advisor as to whether they should participate in this APE solicitation.

### United States

The notes being issued within the United States or to U.S. persons will be registered under the Securities Act. The Regulation S Notes will be offered in offshore transactions in reliance on Regulation S of the Securities Act. The Regulation S Notes will not be registered under the Securities Act and will therefore be subject to the restrictions described below. Each recipient of notes that is not a U.S. person, by its acceptance thereof, will be deemed to

- (1) represent that it is accepting Regulation S Notes for its own account or an account with respect to which it exercises sole investment discretion and that it and any such account is a non-U.S. person that is outside the United States (or a non-U.S. person that is a dealer or other fiduciary of a non-U.S. person);
- (2) understand that the notes will be represented by the Regulation S global security and that, for a period of 40 days following the issuance date, transfers thereof may not be made to any U.S. person or for the account or benefit of a U.S. person;

- (3) represent and agree that it will not, as part of the initial distribution of the notes, sell short or otherwise sell, transfer or dispose of the economic risk of the notes into the United States or to a U.S. person;

- (4) represent and agree that until the date that is 40 days subsequent to the date of the original issuance of the notes it will, and that each subsequent holder is required to, notify any subsequent purchaser from it of the resale restrictions set forth in the preceding sentences; and
  
- (5) understand that the Regulation S Notes will bear a legend to the following effect unless otherwise agreed by Telecom and the holder thereof:

THIS NOTE (OR ITS PREDECESSOR) HAS NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE SECURITIES ACT ), AND, ACCORDINGLY, MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS, EXCEPT PURSUANT TO A REGISTRATION STATEMENT UNDER THE SECURITIES ACT OR IN CERTAIN TRANSACTIONS EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT.

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**DIRECTORS, SENIOR MANAGEMENT, SUPERVISORY COMMITTEE AND EMPLOYEES**
**The Board of Directors**

Management of the business of Telecom is vested in the board of directors. Our bylaws provide for a Board of Directors consisting of no fewer than three and no more than nine directors and up to the same number of alternate directors. Telecom currently has six directors and five alternate directors. Two of these directors are independent and therefore are neither employed by, nor affiliated with, Telecom, Nortel, the Telecom Italia Group or the Werthein Group. Directors and alternate directors are normally elected at annual ordinary general meetings of the shareholders and serve renewable one fiscal year terms.

Because a majority of shares are owned by Nortel, Nortel as a practical matter may have the ability to elect the majority of directors and alternate directors. In the absence of a director, the corresponding alternate director may attend and vote at meetings of the Board of Directors.

The directors and alternate directors of Telecom as of the date of this solicitation statement are as follows:

| <u>Name</u>          | <u>Position</u>                         | <u>Date of Designation</u> |
|----------------------|---|----------------------------|
| Amadeo Ramón Vázquez | Chairman of the Board of Directors      | April 30, 2003             |
| Gerardo Werthein     | Vice Chairman of the Board of Directors | December 19, 2003          |
| Alberto Messano      | Director                                | April 30, 2003             |
| Franco Livini        | Director                                | April 30, 2003             |
| Raúl Miranda         | Director                                | December 19, 2003          |
| Jorge Alberto Brea   | Director                                | April 30, 2003             |
| Guillermo Brizuela   | Alternate Director                      | April 30, 2003             |
| Marco Girardi        | Alternate Director                      | April 30, 2003             |
| Adrián Werthein      | Alternate Director                      | December 19, 2003          |
| Oswaldo Canova       | Alternate Director                      | December 19, 2003          |
| Oscar Cristianci     | Alternate Director                      | December 19, 2003          |

*Amadeo Ramón Vázquez* is a graduate in law and political science. He has been a director of Telecom since 2002. Formerly he was an independent director of several financial institutions and companies. He is also a director of Tenaris S.A. and President of the Audit Committee of Tenaris S.A. (Luxembourg). He was born on January 25, 1942.

*Gerardo Werthein* is a veterinarian. He is affiliated with the Werthein Group. He was born on December 3, 1955.

*Alberto Messano* is an economist. He is also President of Nortel and Vice President of Publicom. He was born on September 30, 1950.

*Franco Livini* is an engineer. He is President of Pirelli Argentina. He is also a director of Pirelli Cables, Pirelli Neumáticos, Nortel, Telecom Personal and Publicom. He was born on December 10, 1928.

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*Raúl Miranda* is an accountant. He is an independent director. He is also president of Capital Assets Managers S.A. and member of the supervisory committee of Caja de Valores S.A. He was born on July 25, 1950.

*Jorge Alberto Brea* is an engineer. He is an independent director. Formerly, he was President of Shell CAPSA. He was born on October 26, 1939.

*Guillermo Brizuela* is an economist. He is the controller for South America of Telecom Italia Argentina. He is also an alternate director of Micro Sistemas, Núcleo, Telecom Personal and Publicom. He was born on January 15, 1968.

*Marco Girardi* is also an alternate director of Nortel. He was born on December 30, 1957.

*Adrián Werthein* is an accountant. He is affiliated with the Werthein Group. He was born on January 18, 1952.

*Osvaldo Canova* is an accountant. He is an independent director. He was born on December 8, 1934.

*Oscar Cristianci* is affiliated with the Telecom Italia Group. He is president of Telecom Italia América Latina S.A. He is also a director of Nortel. He was born on September 27, 1942.

## Senior Management

Our senior management members are the following:

| <u>Name</u>               | <u>Position</u>                                       | <u>Date of Designation</u> |
|---------------------------|---|----------------------------|
| Carlos Felices            | Chief Executive Officer                               | August 2002                |
| Valerio Cavallo           | Controller and Chief Financial Officer                | November 2002              |
| Juan Carlos Onni          | Director of Staff and Information Resources           | November 2002              |
| Luis Perazo               | Director of Communications and External Affairs       | November 2002              |
| Edmundo S. Poggio         | Director of Business Strategy and Corporate Solutions | November 2002              |
| Héctor Caram              | Director of Internal Audit                            | September 2003             |
| María Delia Carrera       | Director of General Secretary                         | November 2002              |
| Marcelo de Carli          | Director of Commercial Unit                           | March 2003                 |
| Roger Fromentin           | Director of Network Unit                              | September 2003             |
| Juan José Schaer          | Director of Human Resources, Services                 | November 2002              |
| Guillermo Gully           | Director of Human Resources, Policies                 | July 2003                  |
| José María Peña Fernández | Director of Purchasing Department                     | October 2003               |
| Marco de Lissicich        | Director of Telecom Personal                          | March 2003                 |
| Juan Carlos Onni          | Director of Publicom                                  | May 2002                   |

*Carlos Felices* is a business administrator. He began working for Telecom in 2002. He was formerly manager of finance and treasurer of YPF S.A. He was formerly executive director of financial operations for Latin America in the United States at Pfizer International Inc. and formerly executive director of finance at Pfizer Brazil/Argentina. He was born on April 18, 1945.

*Valerio Cavallo* is an economist. He began working for Telecom in May 2001. He was formerly Director of Budget and Reporting at Telecom Italia. He was born on April 21, 1960.

*Juan Carlos Onni* is an economist. He began working for Telecom in September 1991 and is currently Director of Staff. He was Director of the Northeast Region for Telecom until December 1992, Director of Operations - Buenos Aires Unit until October of 1995, and Director for Large Customer Accounts until November of 1998. Previously, he worked for Video Visión. He was born on June 17, 1945.

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*Luis Perazo* is an engineer. He began working for Telecom in May 1992 and is currently director of Communications and External Affairs. He was a manager of Strategic Planning until January of 1997, and Director of External Affairs until March of 1999. He was formerly manager of Strategic Marketing of Siemens. He was born on December 28, 1947.

*Edmundo S. Poggio* is a telecommunications engineer. He began working for Telecom in June 1991 and is currently Director of Business Strategy and Corporate Solutions. He was a manager for the Large Customer Accounts unit until July of 1993, manager in the marketing department until November of 1994, and Director of Regulatory Framework until November 1998. Previously, he worked in the commercial unit of SADE and in the General Manager's Office of Microsistemas. He is also an alternate director of Nahuelsat S.A. He was born on February 6, 1949.

*Héctor Caram* is an accountant. He began working for Telecom in 2003 and is currently Director of Internal Audit. Formerly, he was Senior Manager of Pistrelli, Henry Martin y Asociados S.R.L., a member firm of Ernst & Young Global. He was born on July 9, 1965.



*María Delia Carrera* is a lawyer. She began working for Telecom in 1992 and is currently Director of General Secretary. Formerly, she was the manager of legal affairs of Compañía Argentina de Teléfonos S.A. She was born on August 27, 1948.

*Marcelo de Carli* is a business administrator. He began working for Telecom in November 1993. Formerly, he worked at IBM Argentina. He was born on April 26, 1957.

*Roger Fromentin* is an engineer. He began working for Telecom in 2003 and is currently Director of Network Unit. Formerly, he was Director of Technical Unit of Telecom El Salvador. He was born on November 13, 1947.

*Juan José Schaer* is a lawyer. He began working for Telecom in 1991 in various human resources positions. He was born on October 11, 1954.

*Guillermo Gully* is an engineer. He began working for Telecom in 2003 and is currently Director of Human Resources, Policies. Formerly, he was Director of Human Resources of Telcom Italia Latam. He was born on October 27, 1944.

*José María Peña Fernández* is an engineer. He began working for Telecom on October 15, 2003. He was formerly general manager of Tel3. He was born on October 18, 1951.

*Marco de Lissicich* is a lawyer. He was formerly president of Grupo TIM (Telecom Italia Mobile) Brazil. He was born on November 30, 1946.

See Major Shareholders and Related Party Transactions Shareholders Agreement for a description of certain arrangements regarding the selection of executive officers.

### **Supervisory Committee**

Argentine law requires any corporation with share capital in excess of P\$2,100,000 or which provides a public service or which is listed on any stock exchange to have a Supervisory Committee. The Supervisory Committee is responsible for overseeing our compliance with our bylaws and Argentine law and, without prejudice to the role of external auditors, is required to present to the shareholders at the annual ordinary general meeting a report on the accuracy of the financial information presented to the shareholders by the Board of Directors. The members of the Supervisory Committee are also authorized:

to call ordinary or extraordinary shareholders meetings,

to place items on the agenda for meetings of shareholders,

to attend meetings of shareholders, and

generally to monitor the affairs of Telecom.

Our bylaws provide that the Supervisory Committee is to be formed by three or five members and three or five alternate members, elected by the majority vote of all shareholders. Members of the Supervisory Committee are elected to serve one fiscal year terms and may be re-elected.

The members and alternate members of the Supervisory Committee as the date of this solicitation statement are:

| <u>Name</u>                 | <u>Position and Date of Designation</u>               | <u>Profession</u> | <u>Experience</u>        |
|-----------------------------|---|-------------------|--------------------------|
| Enrique Garrido             | Member of the Supervisory Committee April 30, 2003    | Lawyer            | Member of Allende & Brea |
| María Rosa Villegas Arévalo | Member of the Supervisory Committee April 30, 2003    | Lawyer            | Member of Allende & Brea |
| Juan Martín Arocena         | Member of the Supervisory Committee December 19, 2003 | Lawyer            | Member of Allende & Brea |

*Enrique Garrido* has been a member or alternate member of our Supervisory Committee since 1990. He is also President of: Eurofides S.A., Vice President of: Juncal Compañía de Seguros S.A., Juncal Compañía de Seguros de Vida S.A., Juncal Compañía de Seguros de Autos Patrimoniales S.A., Banca Nazionale del Lavoro S.A., La Estrella S.A. Compañía de Seguros de Retiro, BNL Inversiones Argentina S.A., Fidia S.A.; Director of: Lottomatica Argentina S.A., D.A. Stuart S.A., Apco Argentina S.A., Todofutbol S.A.; Alternate Director of: Teck Minera de Argentina S.A., Nitragin S.A., Aeropuertos Argentina 2000 S.A.; Member of the Supervisory Committee of: Telecom Personal, Micro Sistemas S.A.; Alternate Member of the Supervisory Committee of: Nortel and Publicom; President of the Liquidation Committee of Gursa Compañía de Reaseguros S.A. He was born on June 7, 1937.

*María Rosa Villegas Arévalo* has been a member or alternate member of our Supervisory Committee since 1991. She is also Alternate Director of: Solvay Indupa S.A.I.C., Inergy Automotive Argentina S.A.; Member of the Supervisory Committee of: Sirti Argentina S.A., Publicom, Litoral Gas S.A., Tibsa Inversora S.A., Bankers Trust Argentina S.A. Sociedad de Bolsa, Bankers Trust S.A., Agente de Mercado Abierto, Lottomatica S.A., Micro Sistemas S.A., Telecom Personal, Latin American Nautilus Argentina S.A. and Nortel Inversora S.A.; Alternate Member of the Supervisory Committee of: NYLI Holdings (Argentina) S.R.L. She was born on February 18, 1953.

*Juan Martín Arocena* has been a member or alternate member of our Supervisory Committee since 1999. He is also Alternate Director of Solvay Indupa SAIC; Active Member of the Supervisory Committee of Soluciones Químicas S.A.; Alternate Member of the Supervisory Committee of: Telecom, Publicom, Telecom Personal, Micro Sistemas, Nortel Inversora, CEI Citicorp Holding S.A. He was born on March 25, 1964.

## **Compensation**

The aggregate remuneration paid or accrued by Telecom to the members and alternate members of the Board of Directors, the members of the Supervisory Committee and the executive officers of Telecom as a group was approximately P\$7.8 million during the year ended December 31, 2002. During the year ended December 31, 2002, Telecom was not required to set aside or accrue any amounts to provide pension, retirement or similar benefits.

The members of the Board of Directors of Telecom received for services rendered as directors a total of P\$1.1 million during the year ended December 31, 2002. The members of the Supervisory Committee of Telecom received a total of P\$0.2 million during the year ended December 31, 2002. Compensation for the executive officers of Telecom amounted to approximately P\$4.4 million during the nine months ended September 30, 2003 and P\$6.5 million during the year ended December 31, 2002.

The shareholders meeting held on April 30, 2003 authorized advance salary payments of an amount up to P\$1.8 million to the members of the Board of Directors and/or independent directors that during the fiscal year 2003 fulfill special tasks assigned by the Board of Directors. Further, it gave power to the Board of Directors to increase the P\$1.8 million limit by a reasonable amount in the case of further inflation in the Argentine economy.

Telecom and our Chief Executive Officer, Mr. Carlos Felices, or the CEO, executed a *fideicomiso* (trust) in 2002 by means of which Telecom has agreed to pay to the CEO, or his heirs, an additional compensation subject to the occurrence of any of the following events:

Telecom terminates the employment agreement without justified grounds under Argentine labor law;

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the CEO terminates the employment agreement on the grounds that Telecom has, without the CEO's consent, modified his position, duties or tasks as established in the employment agreement, or in general, any unilateral decision of Telecom modifying any of the material terms of the employment agreement impairing the CEO's rights; or

death, incapacity or retirement of the CEO.

The underlying funds that are subject to the CEO's *fideicomiso* have been transferred to a trust whose beneficiary is the CEO and as a result, the underlying funds are remote from Telecom's creditors.

## Board Practices

Under Argentine law, directors have the obligation to perform their duties with loyalty and the diligence of a prudent business person. Directors are jointly and severally liable to Telecom, our shareholders and third parties for the improper performance of their duties, for violations of law, our bylaws or regulations and for any damage caused by fraud, abuse of authority or gross negligence. Under Argentine law, specific duties may be assigned to a director by the bylaws or regulations or by resolution of the shareholders' meeting. In these cases, a director's liability will be determined with reference to the performance of these duties, *provided* that certain recording requirements are met. Under Argentine law, directors are prohibited from engaging in activities in competition with Telecom without express authorization of a shareholders' meeting. Certain transactions between directors and Telecom are subject to ratification procedures established by Argentine law.

The Supervisory Committee is responsible for overseeing our compliance with our bylaws and Argentine law and, without prejudice to the role of external auditors, is required to present to the shareholders at the annual ordinary general meeting a report on the accuracy of the financial information presented to the shareholders by the Board of Directors. See Supervisory Committee for further information regarding the Supervisory Committee.

On April 24, 2001, Telecom announced an amendment to our bylaws whereby an executive committee of the Board of Directors was created. According to the terms of the amended bylaws, this committee will be formed by three to four members of the Board of Directors and will have powers to manage the business of Telecom. This amendment has been approved by the CNV. In April 2002 the number of members was changed to three. The Board of Directors decided not to implement this executive committee during fiscal years 2002 and 2003.

The Board of Directors may appoint general or special managers, to whom the Board of Directors may delegate certain management powers. These managers have the same fiduciary duties to Telecom and third parties as the members of the Board of Directors. Notwithstanding the appointment of these general or special managers, the members of the Board of Directors continue to be liable for their actions to Telecom and third parties.

At our ordinary and extraordinary shareholders' meeting held on December 18, 1995, the shareholders granted the Board of Directors the ability to procure officers' and directors' insurance with respect to claims brought against the officers and/or directors relating to the performance of their duties. Telecom has provided this insurance to our officers and directors since that time. The total amount covered by this insurance is US\$35,000,000.

On May 22, 2001 the Argentine government issued Decree No. 677/01, entitled Regulation of Transparency of the Public Offering, or the Transparency Decree. The intention of this decree was to move towards the creation of an adequate legal framework that may strengthen the level of protection of investors in the market. The term investor has a broad meaning including shareholders, institutional investors like pension funds and intermediaries. Other objectives of the Transparency Decree were to promote the development, liquidity, stability, solvency and transparency of the market, generating procedures to guarantee the efficient distribution of savings and good practices in the administration of corporations.

The Transparency Decree has vested in members of the Board of Directors:

the duty to disclose certain events, such as any fact or situation which is capable of affecting the value of the securities or the course of negotiation;

the duty of loyalty and diligence;

the duty of confidentiality; and

the duty to consider the general interests of all shareholders over the interest of the controlling shareholder.

A director will not be liable if, notwithstanding his presence at a meeting at which a resolution was adopted or his knowledge of the resolution, a written record exists of his opposition thereto and he reports his opposition to the Supervisory Committee before any complaint against him is brought before the Board of Directors, the Supervisory Committee, the shareholders' meeting, the competent governmental agency or the courts. Any liability of a director

vis-à-vis Telecom terminates upon approval of the directors' performance by the shareholders' meeting, *provided* that shareholders representing at least 5% of our capital stock do not object and *provided further* that this liability does not result from a violation of the law or the bylaws or regulations.

Additionally, the Transparency Decree provides that those who infringe the provisions set forth therein shall be subject, in addition to civil and criminal liability (as applicable), to certain sanctions including warnings, fines, disqualification, suspension or prohibition from acting under the public offering regime.

The Transparency Decree also provides that companies making a public offering of their shares shall appoint an audit committee, or the Audit Committee, to be formed by three or more members of the Board of Directors. The majority of the members of the Audit Committee must be independent. In order to qualify as independent, the director must be independent both with respect to the company and the controlling shareholders and cannot carry out executive duties for the company.

Among the duties of the Audit Committee shall be:

providing the market with complete information on transactions with which there might be a conflict of interest with the members of the corporate bodies or controlling shareholders;

giving an opinion on the fulfillment of legal requirements and reasonableness of the conditions for the issuance of shares or securities convertible into shares, in the case of capital increases where first refusal rights have been excluded or limited;

giving an opinion regarding transactions with related parties in certain cases;

supervising internal systems and verifying norms of conduct; and

reviewing the plans of external auditors and evaluating their performance, among others.

Pursuant to General Resolution No. 400/02 of the CNV, published in the Official Gazette on April 5, 2002, the provisions of the Transparency Decree relating to the Audit Committee shall be applicable for the financial years beginning on or after January 1, 2004. The Audit Committee is required to be appointed on May 28, 2004 at the latest. However, prior to May 28, 2003, the companies subject to these provisions of the Transparency Decree were required to take certain steps towards the appointment of this committee. In this regard, Telecom has undertaken the following steps, which were approved by the Board of Directors in April 2003:

defined the organization of the Audit Committee and the minimum eligibility requirements for its members;

planned the main tasks of the Audit Committee;

identified the operating resources for the Audit Committee; and

established a basic training program for the members of the Audit Committee.

The *Normativa de Implementación del Comité de Auditoría* was filed at the CNV, which had no comments on it.

Telecom is currently operating with a temporary Audit Committee consisting of one independent member.

In 2002, in order to improve internal controls over our and our subsidiaries' operations, Telecom implemented several authorization procedures for disbursements and transactions. Additionally, in 2003, Telecom created a Purchase Committee. The Purchase Committee approves disbursements and/or transactions for amounts in excess of the amount that may be approved by the CEO individually. The Purchase Committee is comprised of the CEO and two vice-presidents. In addition, all transactions with and disbursements to related parties must be approved by the Board of Directors.



Telecom has also established a disclosure committee, or the Disclosure Committee, which is responsible for monitoring the collection, processing and submission to the CEO and CFO of information relating to Telecom and our consolidated subsidiaries that is required to be included in disclosure reports in order to ensure timely and accurate disclosure of material information. The duties of the Disclosure Committee include the following:

assisting the CEO and CFO in evaluating the effectiveness of our internal controls and disclosure procedures prior to the filing of annual reports;

suggesting any improvements in internal controls and/or disclosure procedures as a result of this evaluation;

verifying that our processes for information collection, processing and control are in compliance with our internal controls and disclosure procedures such that the accuracy of our disclosures can be verified; and

providing assistance in determining whether information may be considered material to Telecom and our subsidiaries.

Telecom also has a Compensation Committee which had its first meeting in August 2002. The Compensation Committee is comprised of three members of the Board of Directors and the Director of Human Resources, who serves as secretary of the committee.

There is no family relationship between any Director, Alternate Director, member of the Supervisory Committee or executive officer and any other Director, Alternate Director, member of the Supervisory Committee or executive officer.

On February 5, 2003, Nortel and Mr. Amadeo R. Vázquez, the Chairman of the Board of Directors, entered into an agreement pursuant to which Mr. Vázquez agreed to be appointed as director of Telecom for three years. Mr. Vázquez agreed to perform his duties as director of Telecom in compliance with Argentine law. On March 10, 2003 the agreement was amended to take into consideration Mr. Vázquez's proactive involvement in our current affairs.

### **Employees and Labor Relations**

The total number of employees of Telecom and its subsidiaries was 12,873 as of September 30, 2003, of which approximately 60% belonged to one of three unions, primarily to the Argentine Federation of Telephone Workers and Employees, known by its Spanish acronym FOEESITRA. All management and senior positions are held by non-union employees. Approximately 11% of our employees are employed on a temporary basis. In addition to our total employees, as of September 30, 2003, Telecom had 244 trainees and 1,169 indirect workers who were employed by third parties.

As of October 1, 2003, we have added 1,393 employees with full benefits. These employees had previously worked for us as employees of third parties with whom we had entered into service contracts. These employees work primarily in customer service for Telecom and its subsidiaries, including services provided through the call center, information services, service repair and other areas of customer service. These employees will receive seniority credit for the years in which they worked for Telecom through an outside contractor in determining their benefits.

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The principal components of labor costs are basic wages (the majority of labor costs), overtime, incentive programs and fringe benefits. Telecom also incurs certain other related costs, including contributions to pension funds covering all of our employees, amounts in respect of health and family allowances, additional pension amounts and life insurance premiums for employees covered by collective bargaining agreements. Most of the contributions listed above are mandated by law.

Despite the economic uncertainty and the pressures on the part of the union organizations to establish compensation increases for the employees they represent, Telecom has managed to make transitory agreements that were in effect during 2002 and the first nine months of 2003 and which have allowed Telecom to adapt cost structures in accordance with industrial needs. In September 2003, we signed an agreement with certain trade unions that provides for wage adjustments for the employees represented by these unions, and our non-union employees received a salary increase and an extraordinary bonus.

With respect to the call center, Telecom has signed a collective bargaining agreement with FOEESITRA, which applies to the employees in the interior region of the country. During 2002, a similar agreement was signed with the union that represents the employees in the City of Buenos Aires.

Telecom has negotiated a new collective bargaining agreement for the Telecommunications sector employees that perform call center and basic telephony activities exclusively in the Buenos Aires area.

The Argentine government, within the framework of the Public Emergency Law, has issued a number of decrees requiring private companies to pay additional sums to all personnel represented by unions. As a result, Telecom has incurred an increase in costs related to employees represented by unions.

In July 2003, the Argentine government imposed a definitive, fixed increase in basic wages for employees covered by collective bargaining agreements.

In light of the socioeconomic climate in Argentina, since early 2003 trade union organizations have lobbied to renegotiate salary increases, which have not varied in the past decade. In September 2003, we agreed to wage adjustments for employees represented by trade unions. The September 2003 agreement provides that the wages covered by the agreement will not be subject to further negotiation for a one-year period.

We have agreed to defer negotiations under one of our collective bargaining agreements until August 2004.

#### *Employees by Business Activity*

The table below shows the number of employees of Telecom and our subsidiaries at December 31, 2000, 2001 and 2002 and as of September 30, 2003:

|                                | December 31,<br>2000(1) | December 31,<br>2001 | December 31,<br>2002(2) | September 30,<br>2003(4) |
|--------------------------------|-------------------------|----------------------|-------------------------|--------------------------|
| Basic telephony                | 10,536                  | 10,810               | 11,152                  | 10,609                   |
| Cellular telephony             | 2,443                   | 2,284                | 1,991                   | 1,963(3)                 |
| Data transmission and Internet | 247                     | 224                  | 207                     | 206                      |
| Directory publishing           | 1,758                   | 1,043                | 107                     | 95                       |

- (1) Data transmission activity has been merged into Telecom Argentina as of October 1, 2000.
- (2) In 2002 the call center was transferred to Telecom Argentina together with the 110 service.
- (3) Approximately 287 of these employees are employed in Paraguay by Núcleo.
- (4) As of October 1, 2003 we have added 1,393 employees that previously worked for Telecom as employees of third-party contractors.

#### **Share Ownership**

*Share Ownership by directors, executive officers, and Supervisory Committee members*

Luis Perazo holds 520 Class B Shares of Telecom. María Delia Carrera holds 231 Class B shares of Telecom. No other officer of Telecom holds obligations or capital stock of Telecom.

María Rosa Villegas Arévalo holds 115 Class B shares of Telecom. Enrique Garrido holds 231 Class B shares of Telecom. No other members of the Supervisory Committee of Telecom hold obligations or capital stock of Telecom.

No director, executive officer or member of the Supervisory Committee of Telecom holds more than 1% of their respective class of shares.

*Share Ownership Plan*

At the time of the privatization of ENTel in 1990, the Argentine government created, pursuant to the List of Conditions and other applicable rules, a Share Ownership Plan, or SOP, for the employees of ENTel acquired by Telecom, Telintar and Startel. The employees of CAT acquired by Telecom at the time of the merger were also included in the SOP.

The SOP included 10% of our shares, consisting of 98,438,098 Class C shares, that were transferred by the Argentine government to the employees described in the paragraph above through a general transfer agreement signed on December 29, 1992, as subsequently modified by Decree No. 1834/93 and Decree No. 6823/95, or the General Transfer Agreement.

The employees were allowed to defer payment of the purchase price of the Class C shares. Consequently, the shares are pledged to guarantee the payment of the balance of the purchase price that is owed by the holders to the Argentine government. In addition, the shares are covered by a share syndication agreement and held in trust by Banco Ciudad de Buenos Aires, which as trustee, is authorized to receive and retain all dividends and other distributions paid in respect of all Class C shares for the purpose of payment of the deferred purchase price of the shares.

To be eligible to continue to participate in the SOP, the employees remain employed by Telecom until the deferred purchase price is fully paid. Employees who terminated their employment with Telecom before the deferred purchase price was fully paid were required to sell their Class C shares to another employee under the SOP or, if no other employee was available to purchase these shares, to a guaranty and repurchase fund, or the Guaranty and Repurchase Fund, at a price calculated according to a formula provided in the General Transfer Agreement.

Additionally, a judicial controller has been appointed to replace the executive committee and the delegates of the Class C shareholders, as administrator of the SOP.

On December 9, 1999, Decree No. 1623/99 was issued, authorizing the accelerated repayment of the outstanding balance of the deferred purchase price for all Class C shares, and lifting the transfer restrictions on the Class C shares upon the satisfaction of certain conditions precedent. However, shares held in the Guaranty and Repurchase Fund have been excluded from these provisions of Decree No. 1623/99 until an injunction prohibiting trading or selling of shares held by the Guaranty and Repurchase Fund is lifted. The decree provides that once the injunction is lifted, the sale of an amount of shares in the Guaranty and Repurchase Fund, as may be necessary to cancel the debt owed to the former employees, shall be approved. The remaining shares held in the Guaranty and Repurchase Fund will then be distributed in accordance with the decision of the majority of the employees taken in a special meeting of the SOP.

The employees in the SOP who do not utilize the cancellation described in Decree No. 1623/99 will retain all of the rights deriving from their status as participants in the SOP.

The extraordinary Class C shareholders meeting held on March 14, 2000, approved the conversion of up to 52,505,360 Class C shares into Class B shares in one or more tranches from time to time, as determined by the trustee of the SOP, Banco de la Ciudad de Buenos Aires.

On May 3, 2000, a national and international secondary offering of 50,663,377 Class B shares that were converted from Class C shares held by certain employees was authorized by the CNV and registered with the SEC. The shares were sold at a price of P\$5.20 per share or US\$26 per ADS.



As of the date of this solicitation statement, 52,415,411 Class C shares have been converted into Class B shares. As a result of these conversions, our share capital consists of 984,380,978 shares divided as follows:

|                |             |
|----------------|-------------|
| Class A Shares | 502,034,299 |
| Class B Shares | 436,323,992 |
| Class C Shares | 46,022,687  |
|                |             |
| Total          | 984,380,978 |
|                |             |

On September 17, 2002, the Judicial Inspector of the SOP asked Telecom to undertake the necessary measures to convert the amount of 15,000,000 Class C Shares held by the Guaranty and Repurchase Fund to Class B Shares, as the injunction prohibiting the sale of shares held by the Guaranty and Repurchase Fund had been lifted. Telecom replied that the conversion must be approved by a shareholders' meeting and suggested that the Judicial Inspector obtain a judicial authorization allowing the shareholders' meeting to consider the conversion of all of the Class C Shares into Class B Shares, in order to avoid having to hold successive shareholders' meetings whenever additional shares held by the Guaranty and Repurchase Fund become unrestricted in the future. The Judicial Inspector of the SOP informed Telecom that he had been unable to obtain this judicial authorization.

While the above subject was being considered by Telecom, on May 29, 2003 Telecom was notified of a complaint that was brought before the court of the Province of Buenos Aires by former holders of Class C Shares of Telecom that had been allocated to them through the SOP and which are now included in the Guaranty and Repurchase Fund. The action aimed to order the Board of Directors of Telecom to call an Extraordinary Shareholders' Meeting and a Special Class C Shares Shareholders' Meeting to consider the conversion of up to 15,000,000 of Class C Shares into Class B Shares. Telecom answered the above action with arguments as to the inappropriateness of the complaint, lack of jurisdiction and lack of legal standing and the court agreed to dismiss the complaint based on a lack of jurisdiction. Subsequently, the former holders initiated a similar complaint before the courts in the Province of Córdoba.

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## MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### Major Shareholders

Our principal shareholder is Nortel Inversora S.A., or Nortel. Nortel is a holding company that was formed by a consortium including Telecom Italia S.p.A., or Telecom Italia (we refer to Telecom Italia and its consolidated subsidiaries as the Telecom Italia Group ) and France Cables et Radio S.A., or FCR, in connection with the privatization and formation of Telecom. As of September 30, 2003 Nortel owned approximately 54.74% of our capital stock, including all of our Class A common shares and 8.5% of our Class B common shares. As of September 30, 2003, Nortel's common stock was owned 50% by the Telecom Italia Group and 50% by FCR.

On September 9, 2003, Nortel was informed that FCR had entered into an agreement with the Argentine Werthein Group, under which FCR and its affiliate, Atlas Services Belgium S.A., which is a member of the France Telecom Group (we refer to FCR and Atlas Services Belgium S.A. collectively as the France Telecom Group ) agreed, subject to regulatory approvals, to sell substantially all of its shares in Nortel to the Werthein Group. In connection with the agreement, the France Telecom Group and the Telecom Italia Group transferred their respective shareholdings in Nortel to a new Argentine company named Sofora, which was owned 50% by the France Telecom Group and 50% by the Telecom Italia Group.

On December 11, 2003 the SC approved the sale and authorized the Telecom Italia Group to act as exclusive Operator of Telecom. On December 16, 2003, the Argentine Commission for the Defense of Competition approved the France Telecom Group's transfer of shares. On December 19, 2003 the France Telecom Group sold a 48% interest in the total share capital of Sofora to W de Argentina Inversiones S.L., a company of the Werthein Group, along with an option (exercisable from January 31, 2008 through December 31, 2013), for the France Telecom Group's remaining shares, which represent a 2% interest in Sofora, for a total of US\$125 million. The Telecom Italia Group has also agreed to acquire a call option on the Werthein Group's entire interest in Sofora (exercisable from December 31, 2008 through December 31, 2013) for US\$60 million.

W de Argentina Inversiones S.L., a company of the Werthein Group, is a company owned by Leo Werthein, Adrián Werthein, Daniel Werthein and Gerardo Werthein. The Werthein Group's main lines of business include farming operations, insurance activities and real estate activities.

*Farming Operations.* The Werthein Group's farming businesses are conducted through Gregorio, Numo y Noel Werthein S.A., or GNNW, which produces 40,000 tons of grains and 5,000 tons of bovine meat annually, employing an area of more than 100,000 hectares. GNNW also processes 40,000 tons of fruits through industrial production. The majority of this farming production is allocated to exports.

*Insurance Activities.* The Werthein Group controls Los W S.A., which has an interest in *Caja de Ahorro y Seguro S.A.*, or CAYSSA, a leading insurance company in Argentina. CAYSSA controls, directly or indirectly, several subsidiaries that offer general, personal, life, accident, work risk insurance products and retirement insurance and life insurance products that complement retirement insurance. CAYSSA also has shareholdings in companies that provide marketing services and travelers assistance services.

*Real Estate Activities.* The Werthein Group conducts real estate, construction, consulting, public works and other real-estate related activities through its interests in other companies.

A description of the Telecom Italia Group is provided under *Information on Telecom Management Agreement Description of the Operator.*





*Sofora*

As a result of the France Telecom Group's and the Telecom Italia Group's transfer of shares of Nortel to Sofora, and the sale of 96% of the France Telecom Group's share ownership of Sofora to the Werthein Group on December 19, 2003, the ownership of Sofora's common stock as of the date of this solicitation statement is as follows:

| <u>Shareholders</u>     | <u>Percentage</u> |
|-------------------------|-------------------|
| Telecom Italia Group(1) | 50.00             |
| Werthein Group(2)       | 48.00             |
| France Telecom Group(3) | 2.00              |
| Total                   | 100.00            |

- (1) Includes 17.50% of Sofora's common stock owned through Telecom-Italia International N.V and 32.5% of Sofora's common stock owned through Telecom Italia S.p.A. The Telecom Italia Group has an option to acquire the Werthein Group's entire interest in Sofora (exercisable from December 31, 2008 through December 31, 2013) for US\$60 million.
- (2) The Werthein Group has an option (exercisable from January 31, 2008 through December 31, 2013) to acquire the France Telecom Group's remaining Sofora shares, which represent a 2% interest in Sofora.
- (3) Includes 1.3% of Sofora's common stock owned through FCR and 0.7% of Sofora's common stock owned through Atlas Services Belgium S.A.

Sofora owns 100% of the common stock and 67.78% of the capital stock of Nortel.

*Nortel*

Nortel owns all of our Class A Ordinary Shares (51% of our total capital stock) and approximately 8.4% of our Class B Ordinary Shares which, in the aggregate, represented approximately 54.74 of our total capital stock. Telecom is directly controlled by Nortel by virtue of Nortel's ownership of a majority of our capital stock; however, Nortel's controlling interest is subject to certain agreements among Nortel's shareholders. See Shareholders Agreement. Nortel was incorporated in Buenos Aires, Argentina on October 19, 1990 and registered with the Buenos Aires Public Registry of Commerce on October 31, 1990 under No. 8025, book 108, Volume A of Corporations.

Sofora currently holds 100% of the total common stock of Nortel.

In the event of certain payment defaults or breaches of covenants, holders of Nortel's preferred stock collectively have the right to elect one director of Nortel and obtain voting rights.

Transfers or issuances of the capital stock of Nortel that reduce the Telecom Italia Group's interest therein to less than 51% without the approval of the regulatory authorities and any transfer of Telecom's capital stock that reduces Nortel's interest therein to less than 51% without the approval of the regulatory authorities, may result in the revocation of Telecom's telecommunications license. See Information on Telecom Regulatory Framework. Further, pursuant to the List of Conditions,

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the Telecom Italia Group is required to maintain direct ownership of at least 15% of the common stock of Nortel and

the Telecom Italia Group is required to maintain ownership of at least 30% of the common stock.

The List of Conditions does not specifically provide a penalty if either of the restrictions on the transfer of Nortel common stock described in the preceding sentence are violated.

Nortel's offices are located at Alicia Moreau de Justo 50, 1<sup>st</sup> floor, Buenos Aires, Argentina.

### *Ownership of Telecom Common Stock*

The following table sets forth, as of December 1, 2003, based upon information available to Telecom, each owner of more than 5% of any class of our voting securities and the total amount of each class of our voting securities owned by our directors and officers, as a group.

|                                       | <u>Number of<br/>Shares Owned</u> | <u>Percent<br/>of Class</u> | <u>Percent of<br/>Total Voting<br/>Power (1)</u> |
|---------------------------------------|-----------------------------------|-----------------------------|--|
| <b>Class A Ordinary Shares:</b>       |                                   |                             |  |
| Nortel                                | 502,034,299                       | 100.0                       | 51.0   |
| <b>Class B Ordinary Shares:</b>       |                                   |                             |  |
| Nortel                                | 36,832,408                        | 8.4                         | 3.7  |
| Directors and Officers                | 1,097                             | 0.0                         | 0.0  |
| Brandes Investment Partners, LLC (2)  | 52,125,000                        | 12.0                        | 5.3  |
| Capital Group International, Inc. (3) | 55,721,500                        | 12.8                        | 5.7  |
| Consolidar AFJP (4)                   | 25,452,928                        | 5.83%                       | 2.59%  |
| Origenes AFJP (5)                     | 23,638,095                        | 5.42%                       | 2.40%  |
| <b>Class C Ordinary Shares:</b>       |                                   |                             |  |
| Directors and Officers                |                                   |                             |  |

- (1) Represents percentage of total voting power of all of our ordinary shares, regardless of class.
- (2) Includes 10,425,000 American Depositary Shares representing 52,125,000 Class B ordinary shares.
- (3) Includes 6,600,000 American Depositary shares held by Capital Research & Management Company representing 33,000,000 Class B ordinary shares, 3,700,000 American Depositary shares held by Capital International Ltd. representing 18,500,000 Class B ordinary shares, 716,300 American Depositary shares held by Capital Guardian Trust Company representing 3,581,500 Class B ordinary shares and 128,000 American Depositary shares held by Capital International K.K. representing 640,000 Class B ordinary shares.
- (4) Includes 2,567,077 American Depositary Shares representing 12,835,385 Class B ordinary shares.
- (5) Includes 943,420 American Depositary Shares representing 4,717,100 Class B ordinary shares.

As of November 1, 2003, there are approximately 49.8 million American Depositary Receipts issued by the depository in the United States (representing 249.1 million Class B Shares, or 57% of all Class B Shares outstanding). Additionally, as of this date, there are approximately 136 holders of record of Class B ordinary shares, represented by American Depositary Receipts, in the United States, and there are approximately 28,658 record holders of our Class B Shares, held in Argentina. Since certain of our Class B Shares are held by nominees, the number of shareholders of record and their location may not be representative of the number and location of beneficial owners.

Our major shareholders do not have different voting rights as a result of their ownership percentages.

Telecom is not aware of any other arrangements that would result in a change of control of Telecom.

### Shareholders Agreement

On December 19, 2003, Telecom was informed that a shareholders agreement came into effect between the Wertheim Group and Telecom Italia S.p.A. and Telecom Italia International, N.V., members of the Telecom Italia Group, pursuant to which the Wertheim Group acquired certain rights related to the management and administration of Sofora, Nortel, Telecom and its subsidiaries.

In relation to Sofora, Telecom was informed that the Wertheim Group will have the right to appoint three of six directors of Sofora's board, while the Telecom Italia Group will appoint the remaining three directors. Decisions will be made by a majority of the members present at each meeting of Sofora's board.

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With respect to Nortel, Telecom was informed that the Wertheim Group will have the right to appoint two of the six directors on Nortel's board, and the Telecom Italia Group will appoint two of the six directors. The Wertheim Group and the Telecom Italia Group will jointly appoint a fifth independent director. The sixth director will be appointed by the holders of Nortel's Series A and Series B Preferred Shares as long as they are entitled to do so. Nortel's board of directors will make its decisions by majority vote from the members present at each meeting of Nortel's board.

Telecom was informed that the shareholders' agreement provides that in relation to Telecom, Nortel will have the right to appoint five directors, and that Telecom's independent public shareholders will appoint one director. Of the five directors Nortel appoints, three directors will be appointed by the Telecom Italia Group and the remaining two directors will be appointed by the Werthein Group. One of these five directors will be independent. The shareholders' agreement provides that Telecom's board of directors will make its decisions by majority vote of the directors present at each meeting of Telecom's board.

In addition, Telecom was informed that this shareholders' agreement contemplates that meetings will occur between the Telecom Italia Group and the Werthein Group in advance of stockholder meetings and board meetings at which matters (1) will be submitted for a vote at a meeting of stockholders or (2) relate to the holders of Nortel's Preferred Shares. The purpose of these prior meetings will be to define the manner in which the respective representatives of the Telecom Italia Group and the Werthein Group will vote at these meetings. Two representatives of the Telecom Italia Group and one representative of the Werthein Group will attend these prior meetings, at which decisions will be made by majority vote of those members present, except for certain matters for which the Werthein Group will have the right to veto. These matters include:

the approval of any amendments to the by-laws;

dividend policy;

any increase or reduction of capital, except for increases or reductions in capital in connection with any possible debt restructuring;

any change of the location of Telecom's headquarters;

any acquisition of subsidiaries and/or to establish new subsidiaries;

the sale, transfer, granting or any other disposition of all or substantially all the assets or of any of its subsidiaries;

decisions to establish new joint ventures;

creating any lien, charge, encumbrance, pledge or mortgage of its assets, that exceeds in aggregate the total amount of US\$20 million;

any change of external auditors, which must be chosen among auditors of international reputation;

any transaction between related parties that is not carried out at arms length, and that exceeds the amount of US\$5 million, with certain exceptions;

any extraordinary transaction involving Telecom that exceeds the amount of US\$30 million, except for any transaction in connection with the restructuring of Telecom's debt; and

the approval of Telecom's financial statements.

With respect to Telecom's financial budget, Telecom was informed that the shareholders' agreement anticipates the formation of an advisory committee to be composed of two representatives of the Telecom Italia Group and two representatives of the Werthein Group.

**Related Party Transactions**

Telecom has been involved in a number of transactions with the Nortel common shareholders or their affiliates since the Transfer Date.

Section 73 of Law No. 17,811, as amended by the Transparency Decree, provides that before a publicly listed company may enter into an act or contract involving a relevant amount with a related party or parties, the publicly traded company must obtain approval from its board of directors and obtain a valuation report from its audit committee or two independent valuation firms that demonstrates that the terms of the transaction are consistent with those that could be obtained on an arm's length basis. If the audit committee or two independent valuation firms do not find that the terms of the contract are consistent with those that could be obtained on an arm's length basis, approval must be obtained from the shareholders. For the purpose of section 73 of the Transparency Decree as amended by Decree No. 1020/03, relevant amount means an amount which exceeds 1% of the issuer's net worth as contained in the latest approved financial statements, provided this amount exceeds P\$300,000.

Transactions with common shareholders of Nortel, Telecom Italia, FCR or their affiliates totaled approximately P\$23 million during the nine months ended September 30, 2003. Of this amount, P\$5 million related to services provided under the Management Agreement and P\$18 million related to equipment purchases and related services procured by Telecom in the ordinary course of our business of providing telecommunications services. See Notes 7(b) and (c) to our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003.

During the nine months ended September 30, 2003, Telecom Italia and FCR received P\$5 million under the Management Agreement. See Information on Telecom Management Agreement. This amount related to:

P\$2 million relating to specific services provided by the Operators at our request. This amount is included in Management Fees in Note 17(h) to our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003; and

P\$3 million of compensation for services of highly qualified personnel that the Operators provided to Telecom. These amounts were charged based on hours of service at the international market rate for similar services. This amount is included in Fees for services in Note 17(h) to our unaudited consolidated financial statements as of and for the nine months ended September 30, 2003.

In the ordinary course of its business Telecom may procure goods and services from the common shareholders of Nortel, Telecom Italia and FCR or their affiliates. During the nine months ended September 30, 2003 telecommunications services provided by these related parties aggregated P\$17 million, and Telecom purchased equipment and materials from these related parties totaling P\$1 million. Additionally, Telecom received services from Latin American Nautilus, Nahuelsat, Intelsat Ltd. and Multibrand for approximately P\$13 million. Telecom had accounts payable to our parent and affiliates of P\$7 million as of September 30, 2003.

Transactions with common shareholders of Nortel, Telecom Italia, FCR or their affiliates totaled approximately P\$93 million during the year ended December 31, 2002. Of this amount, P\$27 million related to services provided under the Management Agreement and P\$66 million related to equipment purchases and related services procured by Telecom in the ordinary course of our business of providing telecommunications services. See Notes 7(c), (d) and (e) to our consolidated financial statements as of and for the years ended December 31, 2002, 2001 and 2000.

During 2002, Telecom Italia and FCR received P\$27 million under the Management Agreement. This amount related to:

P\$19 million for Management Fees accrued prior to the suspension of the Management Fee. This amount is recorded as Management Fees in Exhibit H to our consolidated financial statements as of and for the year ended December 31, 2002;

P\$4 million relating to specific services provided by the Operators at Telecom's request. This amount is included in Management Fees in Exhibit H to our consolidated financial statements as of and for the year ended December 31, 2002; and

P\$4 million of compensation for services of highly qualified personnel that the Operators provided to Telecom. These amounts were charged based on hours of service at the international market rate for similar services. This amount is included in Fees for services in Exhibit H to our consolidated financial statements as of and for the year ended December 31, 2002.

During the year ended December 31, 2002 telecommunications services provided by these related parties aggregated P\$36 million, and Telecom purchased equipment and materials from these related parties totaling P\$30 million. Telecom had accounts payable to our parent and affiliates of P\$7 million as of December 31, 2002 and P\$102 million as of December 31, 2001. Additionally, Telecom received services from related



companies for an amount of approximately P\$33 million. Accounts payable to parent and affiliates represent mainly management fees accrued prior to the suspension of the management fee under the Management Agreement and fees related to services provided by management personnel that the Operators provided to Telecom.

See Information on Telecom Management Agreement for a discussion of the Management Agreement.

Management fees and charges for additional services provided by the Operators as part of the Management Agreement for year 2001 were approximately P\$229 million. Management fees and charges for additional services provided by the Operators as part of the Management Agreement for year 2000 were approximately P\$286 million.

Because FCR is no longer an Operator of Telecom following the SC authorization that was granted on December 10, 2003, the France Telecom Group terminated the Management Agreement described under Information on Telecom Management Agreement with respect to FCR. The Management Agreement will continue remain in effect between Telecom and Telecom Italia (as exclusive Operator of Telecom), on the terms agreed to by Telecom and Telecom Italia.

As of September 30, 2003, Telecom had loans outstanding to four executive officers of Telecom, totaling P\$0.5 million. Of this amount, approximately P\$0.4 million corresponded to loans granted pursuant to retention plans. The remainder corresponded to car loans. The annual interest rate for the majority of these loans was 6% and the annual interest rates for the remaining loans are 10.8%.

The maximum aggregate amount of loans outstanding during the year ended December 31, 2002 from Telecom to officers and/or directors was approximately P\$3.2 million. Of this amount, approximately P\$3.0 million corresponded to loans granted pursuant to retention plans. The annual interest rate for all these loans was 6%. The remainder corresponded to car loans.

Beginning in 2001, Telecom Personal entered into two different obligations with Telecom. The obligations, including capitalized interest until June 26, 2002, amounted to the equivalent of approximately US\$27 million as of September 30, 2003, which is to be restructured pursuant to Telecom Personal's debt restructuring proposal. The first obligation, in the amount of P\$62.6 million, entered into in March 2002, accrues interest at a rate equal to the average 30-day BAIBOR (Buenos Aires Interbank Offered Rate). The second obligation, in the amount of P\$15.6 million, entered into on December 31, 2001 through February 2002, accrues interest at a rate equal to the one-day BAIBOR.

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**DESCRIPTION OF OUR SHARE CAPITAL AND BYLAWS**

The capital stock of Telecom is divided into three classes: Class A Ordinary Shares, nominal value P\$1.00 each, or Class A Shares, representing 51% of the outstanding capital stock of Telecom; Class B Ordinary Shares, nominal value P\$1.00 each, or Class B Shares, representing 44% of the outstanding capital stock of Telecom; and Class C Ordinary Shares, nominal value P\$1.00 each, or Class C Shares, representing approximately 5% of our outstanding capital stock.

As of November 1, 2003, the number of shares outstanding was as follows:

|                |             |
|----------------|-------------|
| Class A Shares | 502,034,299 |
| Class B Shares | 436,323,992 |
| Class C Shares | 46,022,687  |
|                | <hr/>       |
| Total          | 984,380,978 |
|                | <hr/>       |

**Register**

Our *estatutos sociales* (bylaws) were registered with the *Inspección General de Justicia* (Buenos Aires Public Registry of Commerce) on July 13, 1990 under number 4570, book 108, volume A of Corporations.

**Corporate Purposes**

Article I, Section 3 of the bylaws states that the purpose of Telecom is to render, either on our own account or on account of, or in association with, third parties, telecommunications public services, except for radio broadcasting, under the terms, if any, of the concessions granted by relevant authorities. The bylaws authorize Telecom to take all actions permitted by law to fulfill the aforementioned purpose of Telecom.

On March 1, 2001, the SC authorized Telecom to expand our corporate purpose, to include the marketing of equipment, infrastructure and goods of any type related or complementary to telecommunications, and the performance of works and provision of all types of services, including consulting and security related to telecommunications, as well as the development of telecommunications technology. This expansion of our corporate purpose has been approved by the CNV. The amended bylaws reflecting this change have been approved in their final form.

On April 30, 2003, our shareholders voted not to adhere to the regime established by the Transparency Decree and approved the consequent modification of Article 1 of Telecom's bylaws in the following terms:

First: With the denomination of TELECOM ARGENTINA STET-FRANCE TELECOM S.A. it continues working the company constituted under the name of *Sociedad Licenciataria Norte Sociedad Anónima* and has its legal address in the City of Buenos Aires. In accordance with the resolution of the Ordinary and Extraordinary Shareholders Meeting held on April 30, 2003, it is a Company non-Adhered to the Optative

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Statutory Regime of Public Offer of Mandatory Acquisition. The address of the company could not be transferred outside the Republic of Argentina without the previous authorization of the competent authority or the authority that in the future replaces it.

On December 10, 2003, the SC authorized the change of our corporate name to *Telecom Argentina Sociedad Anónima*. The change of the corporate name will require approval from our shareholders.

On December 19, 2003, Telecom's board of directors resolved to propose to its shareholders at the next meeting of stockholders, scheduled to occur on February 18, 2004, to amend the bylaws to change the denomination of Telecom to TELECOM ARGENTINA S.A.

## **Telecom's Capital Stock**

The following is a summary of the rights of the holders of our shares. These rights are set out in our bylaws or are provided for by applicable Argentine law, and may differ from those typically provided to shareholders of U.S. companies under the corporations laws of some states of the United States.

### **Limited Liability of Stockholders**

Under Argentine law, a shareholder's liability for losses of a company is generally limited to the value of his or her shareholdings in the company. Under Argentine law, however, a shareholder who votes in favor of a resolution that is subsequently declared void by a court as contrary to Argentine law or a company's bylaws (or regulations, if any) may be held jointly and severally liable for damages to such company, to other shareholders or to third parties resulting from such resolution. Since the privatization, in connection with recommending any action for approval by shareholders, the Board of Directors of Telecom has obtained opinions of counsel concerning the compliance of the actions with Argentine law and Telecom's bylaws (or regulations, if any). Telecom currently intends to obtain similar opinions in the future. Although the issue is not free from doubt, based on advice of counsel, Telecom believes that a court in Argentina in which a case has been properly presented would hold that a non-controlling shareholder voting in good faith and without a conflict of interest in favor of such a resolution based on the advice of counsel that such resolution is not contrary to Argentine law or Telecom's bylaws or regulations, would not be liable under this provision. See Conflicts of Interest.

### **Voting Rights**

In accordance with the bylaws, each share entitles the holder thereof to one vote at meetings of the shareholders of Telecom. All of our directors are appointed jointly by shareholders in an ordinary general shareholders' meeting. See Directors, Senior Management and Employees and Major Shareholders and Related Party Transactions Shareholders' Agreement.

Under Argentine law, shareholders are entitled to cumulative voting procedures for the election of up to one-third of the vacancies to be filled on the Board of Directors. If any shareholder notifies a corporation of its decision to exercise its cumulative voting rights not later than three business days prior to the date of a shareholders' meeting, all shareholders are entitled, but not required, to exercise their cumulative voting rights. Under cumulative voting, the aggregate number of votes that a shareholder may cast is multiplied by the number of vacancies to be filled in the election, and each shareholder may allocate the total number of its votes among a number of candidates not to exceed one-third of the number of vacancies to be filled. Shareholders not exercising cumulative voting rights are entitled to cast the number of votes represented by their shares for each candidate. The candidates receiving the most votes are elected to the vacancies filled by cumulative and non-cumulative voting. If no candidate for a particular vacancy receives an absolute majority of votes, the two candidates that received the most votes will participate in a run-off election, and the candidate receiving the most votes in the run-off election will be deemed elected.

In addition, any person who enters into a voting agreement with other stockholders in a public company must inform the CNV of that voting agreement and must file a copy of that voting agreement with the CNV.

### **Meetings of Stockholders**

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Stockholders' meetings may be ordinary meetings or extraordinary meetings. Telecom is required to hold an annual ordinary meeting of stockholders in each fiscal year to consider the matters outlined in Article 234 of the Argentine Companies Law and Article 72 of Law No. 17,811 (as amended by the Transparency Decree), including but not limited to:

approval of our financial statements and general performance of the directors for the preceding fiscal year;

election, removal and remuneration of directors and members of the Supervisory Committee; and

allocation of profits.

Matters which may be considered at these or other ordinary meetings include consideration of the responsibility of directors and members of the Supervisory Committee, as well as capital increases and the issuance of negotiable obligations. Extraordinary stockholders' meetings may be called at any time to consider matters beyond the scope of the ordinary meeting, including amendments to the bylaws, issuances of certain securities that permit profit sharing, anticipated dissolution, merger and transformation from one type of company to another. Stockholders' meetings may be convened by the Board of Directors or the members of the Supervisory Committee. The Board of Directors or the members of the Supervisory Committee are also required to convene stockholders' meetings upon the request of any stockholder or group of stockholders holding at least 5% in the aggregate of Telecom's capital stock. If the Board of Directors or the members of the Supervisory Committee fail to do so, the meeting may be called by the CNV or by the courts.

Notice of the stockholders' meeting must be published in the Official Gazette of the Republic of Argentina and in a widely circulated newspaper in Argentina at least twenty days prior to the meeting. In order to attend a meeting, stockholders must submit proper evidence of their ownership of shares via book-entry account held at the Caja de Valores S.A. If so entitled to attend the meeting, a stockholder may be represented by proxy.

Class B shares represented by ADSs will be voted or caused to be voted by the Depositary in accordance with instructions of the holders of the ADSs. In order for voting instructions to be valid, the Depositary must receive them on or before the date specified in the relevant notice. There is no guarantee that an ADS holder will receive voting materials in time to instruct the Depositary to vote.

The quorum for ordinary meetings consists of a majority of the stock entitled to vote and resolutions may be adopted by the affirmative vote of a majority of the stockholders present. If no quorum is present at the meeting, a second meeting may be called at which stockholders present, whatever their number, shall constitute a quorum and resolutions may be adopted by a majority of the stockholders present. The quorum for extraordinary meetings is 60% of the stock entitled to vote. However, if a quorum is not present at the first meeting, the quorum requirement for the second meeting will be 30% of the stock entitled to vote. In both cases, decisions are adopted by a majority of votes, except for certain fundamental matters such as:

mergers and spin-offs, when Telecom is not the surviving entity and the surviving entity is not listed on any stock exchange;

anticipated liquidation;

change of our domicile to outside Argentina;

total or partial repayment of capital; or

a substantial change in the corporate purpose.

Each of these actions requires a favorable vote of more than 50% of all the stock entitled to vote.

In some of these cases, a dissenting stockholder is entitled to appraisal rights. See Memorandum and Articles of Association Telecom's Capital Stock Appraisal Rights.

In addition, any resolution adopted that affects the rights of one particular class of stock must also be ratified by a special meeting of that class of stockholders governed by the rules for ordinary meetings.

**Dividends**

Dividends can be lawfully paid and declared only out of our realized and liquid profit.

The Board of Directors submits to the stockholders for approval at an ordinary meeting of stockholders our financial statements for the previous fiscal year, together with a report thereon by the Board of Directors. The stockholders, upon approving the financial statements, determine the allocation of our net profits (if any). The Argentine Companies Law requires Argentine companies to allocate 5% of any net profits to legal reserve, until the



amount of this reserve equals 20% of our capital stock. The legal reserve is not available for distribution. The remainder of net profits may be paid as dividends on common stock or retained as a voluntary reserve, contingency reserve or other account, or a combination thereof, all as determined by the stockholders. Dividends may not be paid if the legal reserve has been impaired. Notwithstanding, the obligation to pay dividends expires three years after the distribution date pursuant to Section 17 of our bylaws, as amended by the shareholders' meeting held on April 24, 2002.

### **Capital Increases and Reductions**

Telecom may increase our capital upon authorization of the stockholders at an ordinary meeting. All capital increases must be registered with the CNV, published in the Official Gazette and registered with the Public Registry of Commerce. Capital reductions may be voluntary or mandatory. A voluntary reduction of capital must be approved by an extraordinary meeting of the stockholders and may take place only after notice thereof is published and creditors are given an opportunity to obtain payment or collateralization of their claims, or attachment. Reduction is mandatory when losses have exceeded reserves and at least 50% of the corporate capital. This provision has been suspended until December 10, 2004 by successive presidential decrees. In addition, the Buenos Aires Stock Exchange has issued a resolution providing that companies with a negative shareholders' equity can continue listing their securities on the reduced panel (*rueda reducida*) until June 30, 2004, instead of being suspended from listing from the Buenos Aires Stock Exchange.

Shares issued in connection with any increase in capital must be divided among the various classes in proportion to the number of shares of each class outstanding at the date of the issuance, *provided* that the number of shares of each class actually issued may vary based on the exercise of preemptive rights and additional preemptive rights in accordance with the procedure described under Preemptive Rights.

### **Preemptive Rights**

Under Argentine law, holders of our common shares of any given class have preferential or preemptive rights, proportional to the number of shares owned by each holder, to subscribe for any shares of capital stock of the same class as the shares owned by the stockholder or for any securities convertible into shares issued by Telecom.

In the event of an increase in capital, stockholders of Telecom of any given class have a preemptive right to purchase any issue of shares of that class in an amount sufficient to maintain their proportionate ownership of our capital stock. For any shares of a class not preempted by any holder of that class, the remaining holders of the class will assume pro rata the non-preempting shareholders' preemptive rights. Pursuant to the bylaws, if any Class B or Class C shares are not preempted by the existing holders of each class, the other classes may preempt that class. However, if any shares of Class A are not preempted by the existing holders of that class, holders of Class B or Class C shares shall have no preemptive rights with respect to the shares of Class A unless otherwise approved by the regulatory authorities. Preemptive rights must be exercised within 30 days following the time when notices to the stockholders of their opportunity to preempt the capital increase are published for three days in the Official Gazette of the Republic of Argentina and a widely circulated newspaper in Argentina.

Pursuant to the Argentine Companies Law, preemptive rights could only be restricted or suspended in certain particular and exceptional cases by a resolution of an extraordinary meeting of stockholders when required by the interest of Telecom.

### **Conflicts of Interest**

A stockholder that votes on a business transaction in which its interest conflicts with that of Telecom, may be liable for damages under Argentine law, but only if the transaction would not have been approved without its vote. See Limited Liability of Stockholders.

### **Redemption or Repurchase**

Our stock is subject to redemption in connection with a reduction of capital by a majority vote of shareholders at an extraordinary shareholders meeting. Telecom may repurchase the stock with retained earnings or available reserves, upon a determination of the Board of Directors that the repurchase is necessary in order to avoid severe damage to our business (subject to stockholder ratification) or in connection with a merger or acquisition or pursuant to the Transparency Decree (up to a maximum of 10% of our share capital) so long as Telecom complies with the requirements and procedures stated therein. If the purchase is made pursuant to the Transparency Decree, Telecom must resell the repurchased shares within three years and must give stockholders a preemptive right to purchase the shares. If the purchase is made to avoid severe damage to our business or in connection with an acquisition or merger, the repurchased shares must be sold within one year, unless the shareholders extend the term.

### **Appraisal Rights**

Whenever certain extraordinary resolutions are adopted at stockholders meetings such as a merger of Telecom into another entity, a change of corporate purpose, transformation from one type of corporate form to another, or our shares cease to be traded publicly, any stockholder dissenting from the adoption of any resolution may withdraw from Telecom and receive the book value per share determined on the basis of our annual financial statements (as approved by the annual ordinary stockholders meeting), *provided* that the stockholder exercises its appraisal rights within five days following the meeting at which the resolution was adopted in the case of a dissenting stockholder. This right must be exercised within 15 days following the meeting if the stockholder was absent and can prove that he was a stockholder on the day of the meeting. In the case of a merger of Telecom or a spin-off of Telecom, no appraisal rights may be exercised if the shares to be received were publicly traded shares.

Appraisal rights are extinguished if the resolution is subsequently overturned at another stockholders meeting held within sixty days of the expiration of the time period during which absent stockholders may exercise their appraisal rights.

Payment on the appraisal rights must be made within one year of the date of the stockholders meeting at which the resolution was adopted. If the resolution was to cease to publicly offer our stock, the payment period is reduced to sixty days from the date of the resolution.

Notwithstanding the foregoing, should Telecom decide to cease trading its shares publicly, pursuant to Section 31 of the Transparency Decree, a tender offer by Telecom must be conducted prior to the exercise of appraisal rights by any stockholder.

### **Liquidation**

Upon liquidation of Telecom, one or more liquidators may be appointed to wind up our affairs. All outstanding shares of common stock will be entitled to participate equally in any distribution upon liquidation.

In the event of liquidation, the assets of Telecom shall be applied to satisfy our debts and liabilities. If any surplus remains, it shall be distributed to the holders of shares in proportion to their holdings.

**Acquisitions of 5% or More of the Voting Stock of a Public Company**

Under Argentine law, any person acquiring 5% or more of the voting stock of a public company must inform the CNV in writing of the acquisition of voting stock. Additionally, this person must inform the CNV in writing of each additional acquisition of 5% of the voting stock of that particular company, until this person acquires control of that company.

**Limitations on Foreign Investment in Argentina**

Under the Argentine Foreign Investment Law, as amended, or the FIL, the purchase of stock by an individual or legal entity domiciled abroad or by a local company of foreign capital (as defined in the FIL) constitutes a foreign investment subject to the FIL. Foreign investments generally are unrestricted. However, foreign investments in

certain industries, such as broadcasting, are restricted as to percentage. No approval is necessary to purchase the Class B Shares. The FIL does not limit the right of non-resident or foreign owners to hold or vote the Class B Shares, and there are no restrictions in our bylaws limiting the rights of non-residents or non-Argentines to hold or to vote our Class B Shares.

### **Change of Control**

There are no provisions in the bylaws of Telecom which may have the effect of delaying, deferring or preventing a change in control of Telecom and that would only operate with respect to a merger, acquisition or corporate restructuring involving us or any of our subsidiaries. However, the Privatization Regulations and the List of Conditions prohibit (i) any transfer of our capital stock that reduces Nortel's ownership of Telecom to less than 51%, or (ii) any transfer of Nortel's capital stock that reduces Telecom Italia's and FCR's ownership of Nortel to less than 51%, without the approval of the Regulatory Bodies. See Major Shareholders and Related Party Transactions Major Shareholders.

Under the Transparency Decree and General Resolution No. 401/02 of the CNV, a party that wishes to obtain either a majority or significant equity ownership interest in a corporation must offer the same price offered to the majority shareholder to all of the corporation's shareholders. This regulation applies to all Argentine corporations with listed securities unless the corporation's shareholders specifically vote not to adopt the regime, in which case the corporation is required to publicly disclose that its shareholders have voted not to be subject to the regime. On April 30, 2003, our shareholders voted not to adopt the regime established by the Transparency Decree and General Resolution No. 401/02, or *Sociedad No Adherida al Régimen Estatutario Optativo de Oferta Pública de Adquisición Obligatoria*.

### **Amendments**

Our bylaws have been amended on each of the following dates: November 8, 1990, February 14, 1992, June 11, 1998, September 14, 2000, April 24, 2001, April 24, 2002 and April 30, 2003.

### **Code of Business Conduct and Ethics**

Telecom has developed a Code of Business Conduct and Ethics which has been approved by our Board of Directors. See Exhibits 12.2 and 12.3 to our 2002 annual report on Form 20-F.

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**MARKET INFORMATION**

See Description of Share Capital for a description of our capital stock.

Our Class B Shares are currently listed on the Buenos Aires Stock Exchange. The ADSs representing Class B Shares are currently listed on the New York Stock Exchange under the symbol TEO. Each ADS currently represents 5 Class B Shares.

Because of the serious economic situation in Argentina, the Buenos Aires Stock Exchange has resolved to trade our listed shares in a reduced trading panel (according to the provisions of Section 38(b) of the rules to list on the exchange). Our shares will continue to trade on the reduced trading panel as long as our negative retained earnings absorb the totality of our reserves and more than fifty percent of our adjusted capital stock. Trading of our corporate bonds has also been transferred to a reduced trading panel (according to the provisions of Sections 39(a) and (c) of the exchange rules mentioned above) as a consequence of our suspension of payments on our financial indebtedness and the current position of our shareholders' equity. In addition, the Buenos Aires Stock Exchange has issued a resolution providing that companies with negative shareholders' equity can continue listing their securities on the reduced trading panel (*rueda reducida*) until June 30, 2004, instead of being suspended from listing from the Buenos Aires Stock Exchange. The Buenos Aires Stock Exchange transfers an issuer's securities to the reduced trading panel (*rueda reducida*) upon the occurrence of certain negative events, such as a voluntary filing for *concurso preventivo* or failure to file financial information as required by applicable regulations. A transfer to the reduced trading panel informs investors that a negative event has occurred with respect to an issuer.

The table below shows the high and low closing prices of the Class B Shares in pesos for the periods indicated on the Mercado de Valores de Buenos Aires, or the BASM, the current principal non-U.S. trading market for the securities. See the Buenos Aires Stock Market. The table also shows the high and low closing prices expressed in dollars per Class B Share (1 ADS represents 5 Class B Shares). Prices have been adjusted to reflect dividends. See Presentation of Financial Information Exchange Rates for the exchange rates applicable during the periods set forth below.

|                  | Pesos per<br>Class B<br>Share on<br>BASM(1) |      |
|------------------|---|------|
|                  | High  | Low  |
| <u>Annual</u>    |   |      |
| 1998             | 7.63  | 4.00 |
| 1999             | 7.17  | 4.12 |
| 2000             | 9.20  | 2.96 |
| 2001             | 4.49  | 1.19 |
| 2002             | 3.10  | 0.56 |
| <u>Quarterly</u> |   |      |
| 2001             |   |      |
| First Quarter    | 4.49  | 2.82 |
| Second Quarter   | 3.49  | 2.96 |
| Third Quarter    | 3.16  | 1.52 |
| Fourth Quarter   | 1.95  | 1.19 |
| 2002             |   |      |
| First Quarter    | 3.10  | 1.79 |
| Second Quarter   | 1.40  | 0.58 |
| Third Quarter    | 0.80  | 0.56 |
| Fourth Quarter   | 1.73  | 0.70 |

|                |      |      |
|----------------|------|------|
| 2003           |      |      |
| First Quarter  | 2.77 | 1.65 |
| Second Quarter | 4.25 | 2.19 |
| Third Quarter  | 4.04 | 3.20 |

|                | Pesos per           |      |
|----------------|---------------------|------|
|                | Class B             |      |
|                | Share on<br>BASM(1) |      |
|                | High                | Low  |
| <b>Monthly</b> |                     |      |
| 2002           |                     |      |
| December       | 1.73                | 1.38 |
| 2003           |                     |      |
| January        | 2.35                | 1.65 |
| February       | 2.77                | 2.18 |
| March          | 2.56                | 2.17 |
| April          | 3.16                | 2.19 |
| May            | 3.32                | 2.69 |
| June           | 4.25                | 3.26 |
| July           | 3.76                | 3.33 |
| August         | 3.64                | 3.20 |
| September      | 4.04                | 3.40 |
| October        | 4.47                | 3.80 |
| November       | 4.72                | 4.50 |
| December       | 5.15                | 4.39 |

(1) Reflects peso nominal amounts as of that date.

Source: Bolsa de Comercio de Buenos Aires.

The Class B Shares trade on the New York Stock Exchange in the form of ADSs issued by the Depositary under the Deposit Agreement dated as of November 8, 1994, among Telecom, the Depositary and the registered Holders from time to time of the ADSs issued thereunder, or the Deposit Agreement. Each ADS represents 5 Class B Shares.

Under New York Stock Exchange rules, the ADSs average closing price of a security cannot be less than US\$1.00 over a 30-day trading period. Consequently, on July 29, 2002, Telecom was notified by the New York Stock Exchange that (i) we did not meet the minimum share price criteria for continued listing on the exchange and (ii) we must bring our share price and average share price back above \$1.00 within six months of receipt of the notification or we would be delisted. Telecom agreed with the New York Stock Exchange that in order to remedy the price deficiency we would seek shareholder approval for a change in the ratio of common shares to ADSs at the annual shareholders' meeting on April 30, 2003. However, prior to April 30, 2003, our share price increased so that our ADSs met the New York Stock Exchange's standards on minimum price per ADS at the time of our annual shareholders' meeting. Nevertheless, at our annual shareholders' meeting held on April 30, 2003, our shareholders granted our Board of Directors the power to change the ratio of ADSs to common shares if necessary in the future.

The table below shows the high and low closing prices of the ADSs in U.S. dollars on the New York Stock Exchange for the periods indicated.

| US\$ per ADS(1) |     |
|-----------------|-----|
| High            | Low |



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| <u>Annual</u>    |       |       |
|------------------|-------|-------|
| 1998             | 38.19 | 20.81 |
| 1999             | 35.81 | 20.75 |
| 2000             | 45.94 | 14.75 |
| 2001             | 22.56 | 5.79  |
| 2002             | 6.65  | 0.60  |
| <u>Quarterly</u> |       |       |
| 2001             |       |       |
| First Quarter    | 22.56 | 14.00 |

|                | US\$ per ADS(1) |       |
|----------------|-----------------|-------|
|                | High            | Low   |
| Second Quarter | 17.54           | 14.79 |
| Third Quarter  | 15.80           | 7.60  |
| Fourth Quarter | 8.34            | 5.79  |
| 2002           |                 |       |
| First Quarter  | 6.68            | 2.64  |
| Second Quarter | 2.88            | 0.60  |
| Third Quarter  | 1.13            | 0.66  |
| Fourth Quarter | 2.60            | 0.80  |
| 2003           |                 |       |
| First Quarter  | 4.60            | 2.40  |
| Second Quarter | 7.42            | 3.61  |
| Third Quarter  | 6.95            | 5.45  |
| <u>Monthly</u> |                 |       |
| 2002           |                 |       |
| December       | 2.60            | 1.86  |
| 2003           |                 |       |
| January        | 3.79            | 2.40  |
| February       | 4.60            | 3.28  |
| March          | 3.86            | 3.29  |
| April          | 5.67            | 3.76  |
| May            | 5.89            | 4.59  |
| June           | 7.42            | 5.75  |
| July           | 6.62            | 5.93  |
| August         | 6.04            | 5.45  |
| September      | 6.95            | 5.90  |
| October        | 7.80            | 6.54  |
| November       | 8.38            | 7.77  |
| December       | 8.75            | 7.35  |

- (1) The closing prices have been restated to reflect the change of ratio of ADSs from 10 Class B Shares to 5 Class B Shares effective August 28, 1997.

On January 6, 2004, the reported last sale price of the ADSs on the New York Stock Exchange was US\$10.43.

Class B Shares also quote in the Mexican Stock Exchange through the International Quotation System, or SIC.

### The Argentine Securities Market

There are 12 securities exchanges in Argentina, of which 6 (including the Buenos Aires Stock Exchange) have affiliated stock markets and are authorized to quote publicly offered securities. The oldest and largest of these exchanges is the Buenos Aires Stock Exchange, founded in 1854, on which approximately 90% of all equity trades are executed. As of December 31, 2002, the shares of 83 Argentine companies, excluding mutual funds, were listed on the Buenos Aires Stock Exchange. For the year ended December 31, 2002, the ten most actively traded equity issues represented approximately 73.33% of the total volume of equity traded on the market compared to 88.62% for the previous year. Trading in securities listed on an exchange is conducted through a *Mercado de Valores*, or Stock Market, affiliated with the exchange.

Securities may also be listed and traded on the *Mercado Abierto Electrónico S.A.*, or the MAE, an electronic over-the-counter market trading system that functions independently from the Buenos Aires Stock Exchange and the Buenos Aires Stock Market. However, in March 1992, the Buenos Aires Stock Exchange, the Buenos Aires Stock Market and representatives of the dealers on the MAE implemented an agreement that causes trading in equity and equity-related securities to be conducted exclusively on the Buenos Aires Stock Market, while all corporate debt

securities listed on the Buenos Aires Stock Exchange may also be traded on the MAE. Trading in Argentine government securities, which are not covered by the agreement, is expected to be conducted principally on the MAE. The agreement does not extend to other Argentine stock exchanges.

The CNV has passed a set of resolutions establishing a system of self-regulatory entities, under which each self-regulatory entity (which currently includes each exchange and the MAE, among others) is responsible for developing and implementing regulations governing its respective Stock Market, subject to the approval and oversight of the CNV. Since March 1, 1993, in addition to CNV authorization, listing on an exchange or the MAE has been required in order to offer to the public within the territory of Argentina securities other than negotiable obligations (*obligaciones negociables*) or other notes of private sector issuers. Internal rules of each exchange for its affiliated Stock Market establish conditions for listing securities, admitting brokers, conducting trades and controlling the truthfulness of any information which is required to be reported in connection therewith.

On May 22, 2001, the Argentine government issued the Transparency Decree. The intention of the Executive Power was to move towards the creation of an adequate legal framework that may strengthen the level of protection of the investor in the market, the term investor encompassing a broad meaning including shareholders, institutional investors like pension funds and intermediaries. Other objectives of the Transparency Decree were the promotion of the development, liquidity, stability, solvency and transparency of the market, generating procedures to guarantee the efficient distribution of savings and good practices in the administration of corporations.

A brief summary of the main provisions in the Transparency Decree are mentioned below:

the Transparency Decree introduces the concept of negotiable security following the definition of security of the U.S. Securities Act of 1933;

the Transparency Decree has vested in the administrators and members of the Supervisory Committee, among others, the following duties:

to disclose certain events, such as any fact or situation which because of its importance is capable of affecting the value of the securities or the course of negotiation;

the duty of loyalty and diligence;

the duty to maintain secrecy and

the duty to consider the general interests of all shareholders over the interest of the controlling shareholder;

the Transparency Decree provides for the creation of an audit committee for those companies making public offering of its shares. The audit committee must be formed by at least three members of the board, the majority of which must have the condition of independence; and

the Transparency Decree provides that any tender offer to purchase voting shares of a company which trades its shares publicly will be either voluntary or mandatory. In both cases, the offer shall be addressed to all owners of said shares. The CNV has regulated the procedure pursuant to General Resolution No. 401/02, published in the Official Gazette on April 5, 2002. The Transparency Decree provides that any person wishing to acquire direct or indirect control of a company which shares are publicly listed must mandatorily

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make a tender offer pursuant to the procedure regulated by the CNV. In the case of the public offer of mandatory acquisition, the Transparency Decree granted companies the ability to choose whether to adhere to this regime. On April 30, 2003, Telecom s shareholders voted not to adhere to this regime and approved the Non Adhesion to the Optative Statutory Regime of Mandatory Tender Offer, or *Sociedad No Adherida al Régimen Estatutario Optativo de Oferta Pública de Adquisición Obligatorio*.

In addition to the foregoing, the Transparency Decree ratifies the principles of freedom to create negotiable securities, facilitates the commencement and resolution of issues related to the liability of the members of the administrative body, defines the notions of controlling person and concerted practice, clarifies certain tasks of

the CNV, modifies the summary proceeding for the application of sanctions by the CNV and establishes provisions applicable to public companies, particularly regarding share options, the acquisition of shares by the issuing company, withdrawal of companies from the public offering regime, remote board meetings, the issuance of shares to employees of the listed company and the compensation of directors.

The CNV has regulated the Transparency Decree issuing: (i) General Resolution No. 400/02 published in the Official Gazette on April 5, 2002, which in general terms refers to:

the existence of concerted practices ;

the scenarios where the execution of operations destined to stabilize the market price of securities are allowed;

acts or agreements among related parties;

voluntary withdrawal from the public offer regime; and

General Resolution No. 401/02 of the CNV, which regulates the public offering of acquisition and the exchange offer of securities.

An Argentine court held Section 29 of the Transparency Decree unconstitutional. Section 29 of the Transparency Decree refers to the legal regime for purchases of residual equity interests in a public company.

### **The Buenos Aires Stock Market**

The Buenos Aires Stock Market, which is affiliated with the Buenos Aires Stock Exchange, is the largest stock market in Argentina. The Buenos Aires Stock Market is a corporation, whose approximately 128 shareholder members are the only individuals and entities authorized to trade in the securities listed on the Buenos Aires Stock Exchange. Trading on the Buenos Aires Stock Market is conducted by continuous open outcry, from 11:00 A.M. to 5:00 P.M. each business day. The Buenos Aires Stock Market also operates an electronic continuous market system each business day, on which privately arranged trades are registered and made public.

Although the Buenos Aires Stock Exchange is one of Latin America's largest securities exchanges in terms of market capitalization, it remains relatively small and illiquid compared to major world markets, and therefore, subject to greater volatility. To control price volatility, the Buenos Aires Stock Market operates a system which suspends dealing in a particular issuer's shares for fifteen minutes when the price changes 10% with respect to that day's opening price. Once trading resumes, the trading is then suspended for another fifteen minutes if the price changes more than 15% with respect to that day's opening price. If the price then changes 20% with respect to that day's opening price, and for every 5% fluctuation in price thereafter, the trading of the shares is interrupted for an additional 10 minutes. Investors in the Argentine securities market are mostly individuals, mutual and pension funds and companies. Institutional investors that trade securities on the Buenos Aires Stock Market, which represent a relatively small percentage of trading activity, consist of a limited number of investment funds. The creation of institutional pension funds is expected to increase the volume and breadth of trading on the Buenos Aires Stock Exchange.

Certain historical information regarding the Buenos Aires Stock Exchange is set forth in the table below:

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|  | <u>2003(2)</u> | <u>2002</u> | <u>2001</u> | <u>2000</u> | <u>1999</u> | <u>1998</u> |
|--|----------------|-------------|-------------|-------------|-------------|-------------|
| Market capitalization (P\$ billions)(1)        | 454            | 348.1       | 192.5       | 165.8       | 83.9        | 45.3        |
| As percent of GDP(1)                           | 161            | 98          | 70.9        | 58.2        | 29.6        | 15.2        |
| Volume (P\$ millions)(1)                       | 65,422         | 71,993      | 7,519       | 11,050      | 12,051      | 32,535      |
| Average daily trading volume (P\$ millions)(1) | 290.3          | 308.2       | 30.6        | 38.8        | 47.2        | 104.7       |
| Number of listed companies                     | 154            | 160         | 119         | 125         | 125         | 131         |

(1) End-of-period figures for trading on the Buenos Aires Stock Exchange.

(2) Information for the period from January 1, 2003 – October 31, 2003.

Sources: CNV and *Instituto Argentino de Mercado de Capitales*.

## DIVIDEND POLICY AND DIVIDENDS

The declaration, amount and payment of dividends are determined by a majority vote of all holders of Telecom's common stock. Under the Argentine Companies Law, dividends may only be declared out of liquid and realized profits determined based on financial statement prepared in accordance with Argentine GAAP and other applicable regulations. For periods prior to September 1, 1995, profits were determined with an inflation adjusted financial statement. For periods subsequent to that date, profits were determined using a financial statement without this adjustment, as required by General Resolution No. 368 of the CNV. Because Nortel currently owns approximately 54.74% of the common stock of Telecom, it has the power to determine the declaration, amount and payment of dividends by Telecom. Currently, Nortel's interest in Telecom is its principal asset. Therefore, Nortel's sources of funds for its own cash needs, including dividend, interest and redemption payments, are likely to be dividend payments from Telecom and proceeds from any borrowings. Nortel's vote with respect to our dividends will likely depend on our results of operations, financial condition, debt service requirements, working capital, and capital expenditure requirements, future prospects and other factors deemed relevant by Nortel, including Nortel's own cash needs.

At the Telecom annual shareholders' meeting held on April 24, 2002, the shareholders decided that because of the political and economic situation in Argentina and our financial condition, Telecom would not pay dividends for the year ended December 31, 2001. In addition, as a result of our net loss for the year ended December 31, 2002, under the Argentine Companies Law, Telecom was prohibited from paying dividends and therefore no dividends were paid for the year ended December 31, 2002.

| Period                               | Payment Dates | Cash Dividends per Class B Share (1) |                 |                 | Cash Dividends per ADS(2) |                 |                 |
|--------------------------------------|---------------|--------------------------------------|-----------------|-----------------|---------------------------|-----------------|-----------------|
|                                      |               | Adjusted for Inflation               |                 |                 | Adjusted for Inflation    |                 |                 |
|                                      |               | Nominal Amounts                      | Nominal Amounts | Nominal Amounts | Nominal Amounts           | Nominal Amounts | Nominal Amounts |
|                                      |               | P\$(3)                               | P\$(4)          | US\$(5)         | P\$(3)                    | P\$(4)          | US\$(5)         |
| Year Ended December 31, 2002         |               |                                      |                 |                 |                           |                 |                 |
| Year Ended December 31, 2001         |               |                                      |                 |                 |                           |                 |                 |
| Three Months Ended December 31, 2000 | May 2001      | 0.079                                | 0.036           | 0.036           | 0.393                     | 0.180           | 0.180           |
| Year Ended September 30, 2000        | January 2001  | 0.395                                | 0.181           | 0.181           | 1.975                     | 0.905           | 0.905           |
| Year Ended September 30, 1999        | February 2000 | 0.297                                | 0.136           | 0.136           | 1.484                     | 0.680           | 0.680           |
|                                      | December 1999 | 0.299                                | 0.137           | 0.137           | 1.495                     | 0.685           | 0.685           |
| Year Ended September 30, 1998        | March 1999    | 0.338                                | 0.155           | 0.155           | 1.691                     | 0.775           | 0.775           |
|                                      | December 1998 | 0.284                                | 0.130           | 0.130           | 1.418                     | 0.650           | 0.650           |

- (1) Assumes a total of 984,380,978 shares were outstanding in each period (of which 383,908,581 were Class B Shares).
- (2) Assumes a total of 196,876,196 ADSs were outstanding in each period.
- (3) Represents dividends paid restated for inflation as of December 31, 2002. See Presentation of Financial Information.
- (4) Amounts reflect nominal amounts at date of payment.
- (5) Represents nominal amounts at date of payment translated to dollars at the closing rate quoted by *Banco Nación* on the date of payment. See Presentation of Financial Information Exchange Rates.



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**CERTAIN UNITED STATES TAX CONSIDERATIONS**

The following are the material U.S. federal income tax consequences of (i) the submission of outstanding notes and receipt of (a) cash or (b) cash and listed notes pursuant to the APE, including pursuant to a cramdown effected according to the terms described under Cramdown of Non-Participating Holders Upon Court Approval ( Participation in the APE ), and (ii) the ownership and disposition of listed notes received pursuant to the APE. This discussion does not apply to holders of outstanding loans. Holders of outstanding loans who receive unlisted notes are urged to consult their tax advisers with regard to the application of the U.S. federal income tax laws to their particular situation as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

This discussion applies only to outstanding notes and listed notes held as capital assets by United States Holders (as defined below), and does not describe all of the tax consequences that may be relevant in light of a United States Holder's particular circumstances or to United States Holders subject to special rules, such as:

certain financial institutions;

insurance companies;

dealers in securities or foreign currencies;

persons holding outstanding notes or listed notes as part of a hedge;

United States Holders whose functional currency is not the U.S. dollar;

partnerships or other entities classified as partnerships for U.S. federal income tax purposes;

persons subject to the alternative minimum tax;

persons that own, or are deemed to own, 10% or more of the voting capital stock of Telecom; or

persons carrying on a trade or business in Argentina through a permanent establishment.

This summary is based on the Internal Revenue Code of 1986, as amended to the date hereof (the Code ), administrative pronouncements, judicial decisions and final, temporary and proposed U.S. Treasury regulations, changes to any of which subsequent to the date of this APE may affect the tax consequences described herein, possibly with retroactive effect. Persons considering participating in the APE are urged to consult their tax advisers with regard to the application of the U.S. federal income tax laws to their particular situations as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

As used herein, the term United States Holder means a beneficial owner of an outstanding note, as well as of a listed note received pursuant to the APE, that is for U.S. federal income tax purposes:

a citizen or resident of the United States;

a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state therein or the District of Columbia; or

an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

***Tax Considerations Relating to the Tender of Listed Notes***

*Treatment of Accrued but Unpaid Interest on the Outstanding Notes.* Each United States Holder will receive cash pursuant to the APE. This cash will be treated first as attributable to accrued but unpaid interest on the outstanding notes. If the United States Holder does not receive cash in an amount equal to or greater than the amount of the accrued interest, a portion of any listed notes received pursuant to the APE may be attributable to accrued but unpaid interest. The amount of accrued interest on the outstanding notes, for U.S. federal income tax purposes, may differ from the amounts described as payments for interest under the APE, and United States Holders are urged to consult their tax advisers about the amount of cash and, if applicable, the portion of listed notes, if any, that should be treated as paid in respect of accrued but unpaid interest on the outstanding notes.

Cash and any portion of a listed note received by a United States Holder in respect of interest on the outstanding notes will be treated as a payment of interest and be taxed as ordinary income in accordance with a United States Holder's normal method of tax accounting. A United States Holder's tax basis in the portion of any listed notes received for accrued interest should be equal to the amount of the accrued interest such United States Holder is deemed to have received by receipt of the listed notes, and the holding period for that portion of the listed notes will begin on the day following the date of the Holder's Participation in the APE.

*Treatment of Holders Who Receive Only Cash.* A United States Holder who receives only cash for outstanding notes of a particular Series pursuant to the APE will recognize gain or loss, if any, for U.S. federal income tax purposes equal to the difference between (i) the amount of cash paid pursuant to the APE less any amounts attributable to accrued interest (which are accounted for in the manner described above) and (ii) such holder's adjusted tax basis in such outstanding notes. Any gain or loss recognized that is not attributable to market discount as described below generally will be capital gain or loss and will be long-term capital gain or loss if the United States Holder's holding period in the outstanding notes exceeds one year at the time of the Holder's Participation in the APE. The deductibility of capital losses is subject to limitations under the Code. Any gain or loss recognized generally would be treated as U.S. source gain or loss for U.S. foreign tax credit purposes.

*Treatment of Holders Who Receive Cash and Listed Notes.* The tax treatment of United States Holders who receive both cash and listed notes for outstanding notes of a particular Series will depend on whether the Holder's Participation in the APE is treated as a recapitalization. A Holder's Participation in the APE will be treated as a recapitalization only if both the outstanding notes and all, or a portion of, the listed notes received pursuant to the APE constitute securities (as defined below) for U.S. federal income tax purposes.

To the extent a United States Holder (i) submits outstanding notes that are not securities pursuant to the APE or (ii) receives cash and only listed notes that are not securities pursuant to the APE, the Holder's Participation in the APE will be a taxable transaction. To the extent a United States Holder submits outstanding notes that are securities and receives cash and listed notes, all or a portion of which are securities, the Holder's Participation in the APE will be treated as a recapitalization.

The rules for determining whether the outstanding notes or the listed notes constitute securities are unclear. The term "security" is not defined in the Code or U.S. Treasury regulations and has not been clearly defined by judicial decisions. The test as to whether a debt instrument is a security involves an overall evaluation of the relevant facts and circumstances, including the nature of the debt instrument, the extent of the investor's proprietary interest in the issuer compared with the similarity of the debt instrument to a right to receive a cash payment and certain other considerations. One of the most significant factors considered in determining whether a particular debt instrument is a security is its original term. Debt instruments with an initial term of less than five years have frequently not been considered securities, debt instruments with an initial term of ten years or more have generally been considered securities, while debt instruments with an initial term of five to ten years have often, but not always, been considered securities. United States Holders are urged to consult their tax advisers to determine the extent to which their Participation in the APE will qualify as a recapitalization or a taxable transaction in their particular circumstances.

Recapitalization. If the submission of outstanding notes for cash and listed notes is treated as a recapitalization under the Code, a United States Holder will recognize gain equal to the lesser of (i) the excess of the aggregate issue price of the listed notes (determined as described below) and any cash received in consideration for the outstanding notes, reduced by the sum of any cash and any portion of a listed note attributable, for U.S. federal income tax purposes, to accrued and unpaid interest on the outstanding notes over the United States Holder's adjusted tax basis in the outstanding notes and (ii) the sum of the amount of any cash and the issue price of any listed notes that are not securities received in consideration for the outstanding notes, reduced by the sum of any cash and any portion of a listed note that is not a security which are attributable, for U.S. federal income tax purposes, to accrued and unpaid interest on the outstanding notes. As discussed in the preceding section of this discussion, the portion of the listed notes attributable, for U.S. federal income tax purposes, to accrued and unpaid interest on the outstanding notes will be treated as a payment of interest and be taxed as ordinary income in accordance with a United States Holder's normal method of tax accounting. Any gain recognized that is not attributable to market discount as described below generally will be capital gain and will be long-term capital gain if the United States Holder's holding period in the outstanding notes exceeds one year at the time of the Holder's Participation in the APE. No loss will be recognized in respect of a Holder's Participation in the APE which qualifies as a recapitalization. Any gain recognized will be treated as U.S. source gain for U.S. foreign tax credit purposes.

Except with respect to any portion of a listed note that is attributable to accrued interest, the holding period for the listed notes received will include the period of time during which the United States Holder held the corresponding outstanding notes. A United States Holder's aggregate initial tax basis in the listed notes received pursuant to the APE will equal the United States Holder's adjusted tax basis in the outstanding notes immediately prior to the Holder's Participation in the APE, decreased by the amount of any cash and listed notes that are not securities received as consideration for the outstanding notes and increased by the amount of gain, if any, recognized by the United States Holder in respect of his or her Participation in the APE. A United States Holder would allocate such aggregate basis among the listed notes received pursuant to the APE in accordance with their relative fair market values.

**Taxable Transaction.** If the submission of outstanding notes for cash and listed notes is not treated as a recapitalization, a United States Holder will recognize taxable gain or loss equal to the difference between the amount realized and the United States Holder's adjusted tax basis in the outstanding notes. The amount realized will be equal to the sum of the amount of cash received in consideration for the outstanding notes and the issue price (determined as described below) of the listed notes. For these purposes, the amount realized does not include any amount attributable to accrued interest on the outstanding notes. Such amounts will be taxed as ordinary interest income. Any gain or loss recognized upon such a taxable transaction that is not attributable to market discount as described below generally will be capital gain or loss and will be long-term capital gain or loss if the United States Holder's holding period in the outstanding notes exceeds one year at the time of the Holder's Participation in the APE. The deductibility of capital losses is subject to limitations under the Code. Any gain or loss recognized will be treated as U.S. source gain or loss for U.S. foreign tax credit purposes.

A United States Holder's tax basis in the listed notes received in such taxable transaction will equal the issue price of the listed notes (determined as described below), and the United States Holder's holding period for the listed notes will begin on the date following the date of the Holder's Participation in the APE.

**Foreign Currency Notes.** Special rules apply to outstanding notes denominated in euros, including the possibility of recognizing foreign-currency gain or loss, even with respect to any portion of the Holder's Participation in the APE that is treated as a tax-free recapitalization. United States Holders should consult their tax advisers regarding the application of these special rules.

**Treatment of Holders that Acquired Outstanding Notes at Market Discount.** If a United States Holder holds outstanding notes acquired at a market discount, any gain recognized by the United States Holder pursuant to the APE would be recharacterized as ordinary interest income to the extent of the accrued market discount that has not previously been included as ordinary income.

#### ***Tax Considerations Relating to the Ownership and Disposition of the Listed Notes***

**Issue Price.** The issue price of the listed notes depends on whether the outstanding notes or the listed notes are publicly traded property. Debt instruments are generally considered publicly traded for these purposes if they are listed on a major securities exchange, appear on a quotation medium of general circulation or otherwise are readily quotable by dealers, brokers or traders. If the listed notes are publicly traded at any time during the 30-day period following the Holder's Participation in the APE, then the issue price of the listed notes will equal the fair market value of the listed notes at the time of the Holder's Participation in the APE. If the listed notes are not publicly traded, then the issue price of the listed notes generally will equal the fair market value of the outstanding notes at the time of the Holder's Participation in the APE if the outstanding notes are publicly traded at any time during the 30-day period ending on the date of the Holder's Participation in the APE. If neither the outstanding notes nor the listed notes are publicly traded, then the issue price of the listed notes will equal the stated principal amount of the listed notes. Telecom anticipates, and this discussion assumes, that the listed notes will be considered publicly traded during the relevant period and, therefore, that the issue price of the listed notes will equal the fair market value of the listed notes at the time of the Holder's Participation in the APE.

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*Original Issue Discount.* The listed notes should be subject to the U.S. Treasury regulations for debt instruments issued with original issue discount ( **OID** ). Their treatment under these rules is not clear, however, in particular because the Mandatory Prepayments with Excess Cash create potential alternative payment schedules. United States Holders are urged to consult their tax advisers to determine the appropriate method of accounting for **OID** on the listed notes in their particular circumstances.

United States Holders may contact Pedro Insussarry, Investor Relations Manager and Responsible for Market Relations, Telecom Argentina Stet-France, Alicia Moreau de Justo 50, 10th Floor, (C1107AAB) Buenos Aires, Argentina, telephone 54-11-4968-3743 to determine the amount of OID accrued on each listed note during an accrual period.

Catch-Up Method. One reasonable method for accounting for OID on the listed notes would be to apply the catch-up method described in Code section 1272(a)(6) required for certain other debt instruments that provide for principal fixed in amount but subject to prepayment. However, the listed notes do not technically constitute debt instruments of the type described in Code section 1272(a)(6), and no assurances can be given that the Internal Revenue Service (the IRS) or a court would agree that the listed notes should be taxed in this manner. Alternative methods of taxing the listed notes could give rise to different U.S. federal income tax consequences to a United States Holder of the listed notes.

Under the catch-up method, a United States Holder would include in gross income the OID that accrues for each day on which the United States Holder owns a listed note. The OID accruing in any period would equal  $PV\ End + Payment - AIP\ Beg$ , where

*PV End* = present value of all remaining principal and cash interest payments, including payments made on the PIK Listed Notes, to be made as of the end of the period;

*Payment* = any principal and cash interest payments made during the period;

*AIP Beg* = adjusted issue price of the listed notes as of the beginning of the period.

The present value of the remaining payments would be calculated based on (i) the original yield to maturity of the listed notes, calculated based on the assumption that no prepayments will occur, (ii) events (including all principal and cash interest payments) that have occurred prior to the end of the period, and (iii) the assumed rate of prepayment of the listed notes used in pricing the listed notes (the Prepayment Assumption). The adjusted issue price of a listed note is the sum of the issue price of the listed note and the aggregate amount of previously accrued OID, less any prior payments.

The listed notes have semi-annual payment dates, and OID would be computed under the formula generally for the semi-annual period (or shorter initial period) ending on each payment date. The OID accruing during any accrual period would be divided by the number of days in the period to determine the daily portions of OID for each day. The United States Holder's adjusted tax basis in the listed notes would be increased by the amount of OID taken into account by the United States Holder.

On the sale, exchange or retirement of a listed note, a United States Holder will realize gain or loss equal to the difference between the amount realized (reduced by amounts attributable to accrued but unpaid interest) on the sale, exchange or retirement of the listed note and the United States Holder's adjusted tax basis therein. A United States Holder's adjusted tax basis will equal such Holder's initial tax basis in the listed note (determined as described above under Treatment of Holders Who Receive Cash and Listed Notes) increased by the amounts of any market discount and OID previously included in income by such Holder with respect to the listed note and reduced by any amortized premium and any principal or interest payments received by the Holder. Assuming the catch-up method applies to the listed notes, and subject to the application of the market discount rules discussed below, any gain or loss realized on the sale, exchange or retirement of a listed note will generally be capital gain or loss and will be long-term capital gain or loss if, at the time of sale, exchange or retirement, the United States Holder has a holding period in the listed notes that is greater than one year.

Contingent Payment Debt Instruments. Because of the absence of authorities that directly address the proper treatment of the listed notes, no assurance can be given that the IRS will accept, or that a court will uphold, the tax treatment described above. In particular, the IRS could seek to analyze the U.S. federal income tax consequences of



the ownership and disposition of the listed notes under U.S. Treasury regulations governing contingent payment debt instruments ( CPDIs ). If the IRS were successful in asserting that these regulations applied to the listed notes, a United States Holder would be required to compute and accrue OID on the listed notes using the noncontingent bond method.

If the listed notes are required to be treated as CPDIs and either the outstanding notes or the listed notes are publicly traded property, as described above, the noncontingent bond method will apply. The noncontingent bond method requires that a comparable yield be determined for the listed notes (*i.e.*, a hypothetical rate based upon our current borrowing costs for comparable, non-contingent debt instruments). A projected payment schedule must also be determined that would set forth the amount of each non-contingent payment for each payment period, as well as an estimated amount for each contingent payment. The non-contingent and estimated contingent payments together must produce the comparable yield. A United States Holder would accrue interest income at the comparable yield on a current basis on the listed notes regardless of whether the United States Holder uses the cash or accrual method of accounting for U.S. federal income tax purposes. The amount of interest income that would accrue in any accrual period would equal the product of the comparable yield and the listed note's adjusted issue price at the beginning of the accrual period. For these purposes, the adjusted issue price of a listed note at the beginning of any accrual period will generally be the sum of its issue price and the amount of OID allocable to all prior accrual periods, reduced by the amount of any non-contingent payments and the projected amount of any contingent payments previously made on the instrument. Accordingly, United States Holders may be required to include interest in taxable income in each year in excess of the stated yield on the listed note and in excess of actual cash payments received during the year.

Under the noncontingent bond method, special rules would affect the character of any gain or loss upon the sale, exchange or retirement of a listed note. Any taxable gain generally would be treated as ordinary income. Any taxable loss generally would be ordinary to the extent of the United States Holder's ordinary income inclusions with respect to the listed note, and any excess would generally be treated as capital loss.

*Market Discount.* If a United States Holder's tax basis in a listed note received pursuant to the APE is less than its issue price, the amount of the difference generally will be treated as market discount for U.S. federal income tax purposes, unless this difference is less than a specified de minimis amount. Additionally, if a United States Holder submits an outstanding note purchased at a market discount pursuant to a transaction treated as a recapitalization for U.S. federal income tax purposes, the United States Holder generally will be required to carry over to the listed note any accrued market discount not previously included in income or recognized with respect to the outstanding note. A United States Holder will be required to treat any payment on a listed note, or any gain on the sale, exchange, retirement or other disposition of a listed note as ordinary income to the extent of the market discount accrued on the listed note at the time of the payment or disposition, unless this market discount has been previously included in income by the United States Holder pursuant to an election by the United States Holder to include market discount in income as it accrues or pursuant to a constant yield election. If the listed note is disposed of in certain nontaxable transactions, accrued market discount will be includible as ordinary income to the United States Holder as if such United States Holder had sold the listed note in a taxable transaction at its then fair market value. In addition, the United States Holder may be required to defer, until the maturity of the listed note or its earlier disposition (including certain nontaxable transactions), the deduction of all or a portion of the interest expense on any indebtedness incurred or maintained to purchase or carry such listed note.

Generally, market discount accrues under a straight line method, or, at the election of the taxpayer, under a constant interest rate method. However, in the case of debt instruments with principal payable in two or more installments, such as the listed notes, the manner in which market discount is to be accrued will be described in U.S. Treasury regulations not yet issued. Until these U.S. Treasury regulations are issued, United States Holders could reasonably follow the explanatory Conference Committee Report to the Tax Reform Act of 1986 for determining the amount of market discount accrued with respect to debt instruments described in Code section 1272(a)(6). The Conference Committee Report indicates that holders of such debt instruments with respect to which principal is payable in more than one installment may elect to accrue market discount (i) on the basis of a constant interest rate, or (ii) in proportion to the accrual of OID for any accrual period. United States Holders are urged to consult their tax advisers as to the applicability and operation of the rules regarding market discount.



*Amortizable Bond Premium.* If a United States Holder's tax basis in a listed note received pursuant to the Holder's Participation in the APE is greater than the sum of all amounts payable on the listed note, the United States Holder will be considered to have purchased the listed note with amortizable bond premium. In general, amortizable bond premium with respect to a listed note will be equal in amount to the excess of the United States Holder's tax basis over the sum of all amounts payable on the listed note. A United States Holder may elect to amortize this premium, using a constant yield method, over the remaining term of the listed note.

The bond premium allocable to an accrual period will be treated by the United States Holder as a bond premium deduction for the accrual period to the extent of all prior interest inclusions in excess of prior bond premium deductions. For these purposes, the Step-Up Listed Notes will be deemed to mature immediately prior to the scheduled increase in the interest rate. If the Step-Up Listed Notes are not redeemed on or prior to such date, solely for purposes of the amortizable bond premium rules, the Step-Up Listed Notes will be considered retired and reacquired for an amount equal to the United States Holder's adjusted tax basis in the Step-Up Listed Notes. Additionally, in the case of debt instruments, such as the listed notes, with principal payable in two or more installments, it is not clear whether a reasonable prepayment assumption should be used in computing amortization of premium allowable under Section 171. Although final U.S. Treasury regulations exist relating to amortizable bond premium, those U.S. Treasury regulations specifically do not apply to prepayable debt instruments described in Code Section 1272(a)(6). If the catch-up method for accounting for OID prescribed under Code section 1272(a)(6) is applicable to the listed notes, the legislative history to Code section 1272(a)(6) indicates a Congressional intent that premium amortization be in accordance with the rules that will apply to the accrual of market discount on these debt instruments. United States Holders are urged to consult their tax advisers as to the applicability and operation of the rules regarding amortization of premium.

A United States Holder who elects to amortize bond premium must reduce his or her tax basis in the listed note by the amount of the premium amortized in any year. If a United States Holder makes a constant yield election for a listed note with amortizable bond premium, such election will result in a deemed election to amortize bond premium for all of the United States Holder's debt instruments with amortizable bond premium and may be revoked only with the permission of the IRS with respect to debt instruments acquired after revocation.

*Acquisition Premium.* If a United States Holder's tax basis in a listed note received pursuant to the Holder's Participation in the APE is greater than its issue price but less than or equal to the sum of all amounts payable on the listed note, the United States Holder will be considered to have acquired the listed note at an acquisition premium. Under the acquisition premium rules, the amount of OID that the United States Holder must include in its gross income with respect to the listed note for any taxable year will be reduced by the portion of acquisition premium properly allocable to that year.

*Foreign Currency Notes.* A United States Holder that is required to compute and accrue OID under the contingent debt regulations on euro-denominated listed notes should be aware that there are currently no U.S. federal income tax rules in effect addressing the accounting for contingent debt instruments denominated in a foreign currency. Under recently proposed U.S. Treasury regulations, a United States Holder of euro-denominated listed notes would be required first to compute and accrue OID on the instrument in the foreign currency using the approach described above and then translate such amounts under the foreign currency rules. United States Holders should consult their tax advisers regarding the application of these rules.

*Foreign Tax Credits.* Interest payments on the listed notes may be subject to withholding tax imposed by Argentina, in which case United States Holders may receive Additional Amounts. A United States Holder will take into account the gross amount of interest (i.e., without reduction for any Argentine withholding taxes), and Additional Amounts will be treated as ordinary interest income. Argentine withholding taxes, if any, paid at the appropriate rate applicable to the United States Holder will be treated as foreign income taxes eligible for credit against such United States Holder's U.S. federal income tax liability, subject to generally applicable limitations and conditions, or, at the election of such United States Holder, for deduction in computing such United States Holder's taxable income.

Interest income earned by a United States Holder with respect to a listed note will constitute foreign source income for U.S. federal income tax purposes, which may be relevant to a United States Holder in calculating the



United States Holder's foreign tax credit limitation. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, such income generally will constitute high withholding tax interest if the Argentine withholding tax rate applicable to the United States Holder is imposed at a rate of at least 5%.

### ***Reportable Transactions***

Pursuant to recently enacted U.S. Treasury regulations, a United States Holder that recognizes a foreign currency loss (*e.g.*, a loss on the tender or the deemed exchange of a Series of the euro-denominated outstanding notes, or on a subsequent sale, exchange or other disposition of a Series of the euro-denominated listed notes) may be required to disclose the transaction as a reportable transaction on IRS Form 8886 (or a suitable substitute) in the event the loss exceeds US\$50,000 if the United States Holder is an individual or trust, or higher amounts if the United States Holder is any other holder. Additionally, a United States Holder that recognizes a loss pursuant to his or her Participation in the APE (or on a subsequent sale, exchange or other disposition of the listed notes) may be required to disclose the transaction as a reportable transaction in the event the loss exceeds US\$2,000,000 in any single taxable year (or US\$4,000,000 in any combination of taxable years) if the United States Holder is an individual, S corporation, or trust, or higher amounts if the United States Holder is any other holder.

### ***Backup Withholding and Information Reporting***

Information returns may be filed with the IRS in connection with cash payments made to a United States Holder that participates in the APE, payments on the listed notes and the proceeds from a sale or other disposition of listed notes. A United States Holder may be subject to U.S. backup withholding tax on these payments if the United States Holder fails to provide its taxpayer identification number to the paying agent and comply with certain certification procedures or otherwise establish an exemption from backup withholding. The amount of any backup withholding from a payment to a United States Holder will be allowed as a credit against the United States Holder's U.S. federal income tax liability and may entitle the United States Holder to a refund, provided that the required information is furnished to the IRS.

**All United States Holders are urged to consult their tax advisers to determine the tax consequences of the tender of outstanding notes pursuant to the APE in their particular circumstances, including the application of federal, state, local and foreign tax laws.**

### CERTAIN ARGENTINE TAX CONSIDERATIONS

The following is a summary of the principal Argentine tax consequences arising from the tender of outstanding notes for the listed notes and/or cash, and of outstanding loans for the unlisted notes and/or cash. The following is also a summary of the principal Argentine tax consequences arising from the ownership and disposition of the listed notes, and of the ownership of the unlisted notes. This summary is based upon tax laws in Argentina and regulations thereunder as in effect on the date of this solicitation statement. It is subject to any subsequent change, possibly on a retroactive basis, in Argentine law and regulations that may come into effect after such date. No assurance can be given that the courts or tax authorities responsible for the administration of the laws and regulations described herein will agree with this interpretation. See also Risk Factors Risks Associated with the Notes.

For purposes of this section, we assume that the listed notes will be issued in accordance with the Negotiable Obligations Law and qualify for tax exempt treatment under article 36 thereof (the article 36 conditions ). Article 36 conditions are satisfied if:

the notes are placed through a public offering authorized by the CNV;

the proceeds of the placement are used by the issuer for

working capital in Argentina,

investments in tangible assets located in Argentina,

refinancing of liabilities, and/or

capital contributions to controlled or affiliated companies, the proceeds of which are applied exclusively for the foregoing purposes; and

the issuer provides evidence to the CNV, in the time and manner prescribed by regulations, as to the use of the proceeds of the public offering made for any of the purposes described in paragraph (b) above.

For purposes of this section, we also assume that the outstanding notes were issued in accordance with the Negotiable Obligations Law and qualify for tax exempt treatment under Article 36 thereof and that the Article 36 conditions are maintained.

#### **Capitalization and Cash Interest Payment on Outstanding Debt**

Capitalization of the interest on the outstanding debt corresponding to the period from June 25, 2002 through December 31, 2003, to the extent it implies a payment according to Section 18 of Argentine Income Tax Law (AITL), and the cash interest payment will be subject to the tax treatment corresponding to each debt instrument. Payment is broadly defined under Section 18 of the AITL, whether in cash or in kind. Payment is deemed to occur when the funds are available and have been reinvested, accumulated, capitalized, reserved or placed in an amortization or insurance fund whatever its denomination, or have been disposed in any other form.

**Non-Argentine Holders**

This discussion applies to holders that are neither Argentine entities nor Argentine resident individuals or undivided estates resident in Argentina ( non-Argentine holders ). Argentine entities are entities subject to the tax adjustment for inflation rules pursuant to Title VI of the Argentine income tax law (in general, entities organized or incorporated under Argentine law, local branches of non-Argentine entities, sole proprietorships and individuals carrying on certain commercial activities in Argentina).

**The Listed Notes**

*Income Tax*

*Tender*

Non-Argentine holders of outstanding notes will be exempt from income tax on any gain derived from the tender of outstanding notes for the listed notes issued and/or cash delivered pursuant to the APE Solicitation.

*Interest Payments*

Interest payments on the listed notes (including original issue discount, if any), will be exempt from income tax provided that the listed notes are issued in accordance with the Negotiable Obligations Law, and the article 36 conditions are satisfied.

We intend to issue the listed notes in compliance with the article 36 conditions and we will request the approval for the program under which they will be issued. If we do not comply with the article 36 conditions, article 38 of the Negotiable Obligations Law provides that we shall be responsible for the payment of the tax that would have been owed by the holders of the listed notes of any Argentine taxes. In such event, such holders of the listed notes shall receive the amount of interest provided under the listed notes as though no such tax had been required.

Pursuant to the terms of the listed notes, if any withholding on account of Argentine taxes is imposed on interest on the listed notes, we shall be responsible for the payment of such additional amounts so that the holders receive the amount of interest provided in the listed notes free from any such withholdings. See *Description of the Notes Additional Amounts*.

*Capital Gains*

Provided the article 36 conditions are met, non-Argentine holders will not be subject to taxation on capital gains derived from the sale or other disposition of the listed notes. However, even if the article 36 conditions are not met, Decree No. 2284/91, ratified by Law No. 24,307, states that non-Argentine residents are not subject to tax on capital gains derived from the sale or other disposition of securities, such as the listed notes.

*Personal Assets Tax*

Individuals domiciled and undivided estates located in Argentina or outside Argentina must include securities, such as the listed notes, in order to determine their tax liability for purposes of the personal assets tax. Although the listed notes directly held by individuals domiciled and undivided estates located outside Argentina would technically be subject to the personal assets tax, the personal assets tax law sets forth no

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method or procedure for the collection of such tax in respect of securities, such as the listed notes, that are directly held by such individuals or undivided estates.

The personal assets tax generally is not applicable in respect of securities held by legal entities not domiciled in Argentina. The personal assets tax law establishes an irrefutable legal presumption, however, that certain securities, such as the listed notes, issued by Argentine issuers, which are directly owned ( *titularidad directa* ) by a foreign legal entity that

is located in a country which does not require securities to be held in registered form, and

pursuant to its legal nature or its bylaws

its principal business is investing outside its country of organization and/or

is not able to perform certain activities in its own country or to make certain investments,

are deemed to be owned by individuals domiciled or undivided estates located in Argentina and, therefore, subject to personal assets tax.

In such cases, the law imposes the obligation to pay the personal assets tax at an aggregate rate of 1.5 percent on the Argentine issuer (the substitute obligor). The personal assets tax law also authorizes the substitute obligor to seek reimbursement of the amount so paid, including without limitation, by way of withholding or by foreclosing on the assets that gave rise to such payment.

The above legal presumption does not apply to the following non-resident entities that directly own securities such as the listed notes:

insurance companies,

open-end investment funds,

pension funds and

banks or financial entities the head office of which is located in a country whose central bank or equivalent authority has adopted the international standards of supervision established by the Basle Banking Committee.

Notwithstanding the above, Decree No. 812/96 establishes that the legal presumption discussed above shall not apply to debt-related securities whose public offering has been authorized by the CNV and which are traded on stock exchanges located in Argentina or abroad. In order to ensure that this legal presumption will not apply, and correspondingly, that we will not be liable as a substitute obligor, we must keep in our records a duly certified copy of the CNV resolution authorizing the public offering of the listed notes in Argentina and evidence that such certificate of authorization was effective as of December 31 of the year in which the tax liability may have occurred, as required by General Resolution No. 4,203 issued by the AFIP. We intend to comply with these requirements.

### ***Value Added Tax***

All transactions and financial operations related to the issuance, placement, purchase, transfer, payment of principal of and/or interest on, or redemption of, the listed notes, are exempt from value added tax provided that article 36 conditions are met. Further, even if the conditions of Article 36 of the Negotiable Obligations Law are not met, interest payments made with respect to the listed notes will also be exempt from value added tax to the extent the listed notes were placed through a public offering authorized by the CNV.

### ***Tax on Deposits to and Withdrawals from Bank Accounts***

The tax on deposits to and withdrawals from bank accounts applies on certain deposits to and withdrawals from bank accounts opened in Argentine financial entities regulated by Law No. 21,526 and to other transactions that, due to their special nature and characteristics, are similar or could be used in lieu of a bank account. Therefore, any deposit to or withdrawal from a bank account opened in an entity regulated by Law No. 21,526, or any transaction deemed to be used in lieu of a bank account, would be subject to the tax on deposits and withdrawals unless a particular exemption was applicable. The general tax rate is 0.6%. Consequently, if any holder of the notes receives the payment of principal and/or interest or the redemption price in an account opened in the Argentine financial institution, it will be subject to this tax at a rate of 0.6% of such payment.





**The Unlisted Notes**

*Income Tax*

*Tender*

Non-Argentine holders of outstanding loans will not be subject to any withholding under the tender of outstanding loans for the unlisted notes and/or cash, to the extent such tender does not involve the capitalization or payment (as defined in Section 18 of the AITL) of interest.

*Interest Payments*

Payments of interest made under the unlisted notes to a non-Argentine holder will be subject to Argentine income tax withholding levied at a rate of:

15.05% if the non-Argentine holder is a banking or financial entity located in a jurisdiction not deemed to be a low tax jurisdiction according to the Argentine income tax law and its regulatory decree, or located in a jurisdiction that has entered into an agreement of exchange of information with Argentina and only if bank secrecy, secrecy pertaining to stock exchange transactions or of other kind cannot be alleged in accordance with its local provisions upon an information request of the respective tax authority. Financial entities subject to the provisions of this paragraph are those under the supervision of the relevant Central Bank or equivalent agency, or

the rate applicable in accordance with a tax treaty for the avoidance of double taxation if the creditor is

resident in a country that have such a tax treaty in force with Argentina and

entitled to claim for itself the application of such tax treaty; provided such rate is lower than the one established under general provisions of Argentine law, or

35% in all other cases.

Under the regulatory decree of the income tax law, if an Argentine payer assumes the obligation to pay the tax for any non-resident recipient, the net amount payable must be grossed-up in an amount equal to the tax assumed by the Argentine payer. In such case, the effective Argentine income tax withholdings would be, approximately, 17.72% and 53.85% instead of 15.05% and 35%. The gross-up obligation is not applicable with respect to interest payments of cross-border financial transactions devoted to industry, primary production and extractive activities. Payment of the amounts corresponding to CER may be subject to income tax withholding at a rate up to 35%.

*Capital Gains*

Decree No. 2284/91, ratified by Law No. 24,307, states that non-Argentine residents are not subject to tax on capital gains derived from the sale or other disposition of securities, such as the unlisted notes.

***Personal Assets Tax***

Individuals domiciled and undivided estates located in Argentina or outside Argentina must include securities, such as the unlisted notes, in order to determine their tax liability for purposes of the personal assets tax. Although the unlisted notes directly held by individuals domiciled and undivided estates located outside Argentina would technically be subject to the personal assets tax, the personal assets tax law sets forth no method or procedure for the collection of such tax in respect of securities, such as the unlisted notes, that are directly held by such individuals or undivided estates.

The personal assets tax generally is not applicable in respect of securities held by legal entities not domiciled in Argentina. The personal assets tax law establishes an irrefutable legal presumption, however, that certain securities,

such as the unlisted notes, issued by Argentine issuers, which are directly owned ( *titularidad directa* ) by a foreign legal entity that

is located in a country which does not require securities to be held in registered form, and

pursuant to its legal nature or its bylaws

its principal business is investing outside its country of organization and/or

is not able to perform certain activities in its own country or to make certain investments,

are deemed to be owned by individuals domiciled or undivided estates located in Argentina and, therefore, subject to personal assets tax.

In such cases, the law imposes the obligation to pay the personal assets tax at an aggregate rate of 1.5 percent on the Argentine issuer (the substitute obligor ). The personal assets tax law also authorizes the substitute obligor to seek reimbursement of the amount so paid, including without limitation, by way of withholding or by foreclosing on the assets that gave rise to such payment.

The above legal presumption does not apply to the following non-resident entities that directly own securities such as the unlisted notes:

insurance companies,

open-end investment funds,

pension funds and

banks or financial entities the head office of which is located in a country whose central bank or equivalent authority has adopted the international standards of supervision established by the Basle Banking Committee.

In addition, Decree No. 127/96, dated February 9, 1996 and Resolution No. 4172 of the Argentine Tax Authority, operate to limit the extent of the presumption by establishing that such presumption shall not apply to (a) foreign legal entities of which capital is represented by shares or other securities that are considered to be in registered form by the applicable law in the country of its incorporation or (b) foreign legal entities which, as a result of its legal nature of such entities or provisions of their by-laws, do not have as their principal activity investing outside this country of incorporation, and/or are not prohibited from carrying out certain transactions or investments therein.

Notwithstanding the above, Decree No. 812/96 establishes that the legal presumption discussed above shall not apply to debt-related securities whose public offering has been authorized by the CNV and which are traded on stock exchanges located in Argentina or abroad.

***Value Added Tax***

Payments of interest made under the unlisted notes to non-Argentine holders will be subject to value added tax levied at a rate of

21%, or

10.5% if the loans under the unlisted notes are granted by banking institutions located in countries where the relevant governmental authority has adopted the international standards approved by the Basle Committee on Banking Regulations and Supervisory Practices (the Basle Standards ).

Payment of the amounts corresponding to CER may be subject to VAT at a rate up to 21%.

***Tax on Deposits to and Withdrawals from Bank Accounts***

The tax on deposits to and withdrawals from bank accounts applies on certain deposits to and withdrawals from bank accounts opened in Argentine financial entities regulated by Law No. 21,526 and to other transactions that, due to their special nature and characteristics, are similar or could be used in lieu of a bank account. Therefore, any deposit to and withdrawal from a bank account opened in an entity regulated by Law No. 21,526, or any transaction deemed to be used in lieu of a bank account, would be subject to the tax on deposits and withdrawals unless a particular exemption was applicable. The general tax rate is 0.6%. Consequently, if any holder of the unlisted notes receives the payment of principal and/or interest or the redemption price in a banking account opened in the Argentine financial institution, it will be subject to this tax at a rate of 0.6% of such payment.

**Argentine Holders**

**The Listed Notes**

***Income Tax***

***Argentine Entities***

Any gain resulting from the tender of outstanding notes for the listed notes and/or cash by Argentine entities will be subject to corporate income tax at a 35% flat tax rate. The same treatment applies to any capital gain derived from the disposition or sale of the listed notes. Likewise, any loss derived from the tender may entitle a deduction for income tax purposes. In addition, capitalization of interest derived from the tender of outstanding notes, to the extent it implies a payment according to Section 18 of the AITL and interest payments on the listed notes are taxed for Argentine entities, and, in general, a 35% withholding applies upon payment except when the holder is a financial entity. Such withholding is a payment on account of the holder's final tax liability.

***Argentine Individuals***

Any gain derived from the tender of outstanding notes for the listed notes and/or cash by Argentine individuals shall not be subject to income tax, even if the listed notes are received for capitalized interest. Likewise, if the article 36 conditions are met in respect of the listed notes, any gain derived from the sale or disposition of the listed notes as well as the interest payments under the listed notes will be exempt from personal income tax.

***Presumed Minimum Income Tax***

Argentine entities must include the listed notes for purposes of determining their tax liability under the presumed minimum income tax ( IGMP ). This 1% asset tax (0.20 percent, in the case of banks and financial entities) is levied on the total value of the listed notes plus any other assets held by such persons provided that the taxable assets located in Argentina exceed an aggregate nominal amount of P\$200,000. If the listed notes

are listed on stock exchanges or public markets, the taxable value of the listed notes will be determined based on the latest quotation at the closing date of the relevant fiscal year. The income tax payment of a given taxable year is creditable towards the payment of the IGMP due in the same taxable year. Any excess IGMP paid may not be offset or reimbursed, but can be carried forward as a credit towards the income tax due within the following ten taxable years.

*Personal Assets Tax*

Individuals domiciled and undivided estates located in Argentina must include the listed notes in order to determine their tax liability for purposes of the personal assets tax. There is a non-taxable amount of P\$102,300. Where the value of the assets, determined according to personal asset tax valuation exceeds P\$102,300 excluding the value of shares issued by Argentine companies, this tax is levied on the excess thereof

at an annual rate of 0.5 percent, if the total asset value does not exceed P\$302,300, and

at an annual rate of 0.75%, if the total asset value exceeds P\$302,300.

***Value Added Tax***

All transactions and financial operations related to the issuance, placement, purchase, transfer, payment of principal of and/or interest on, or redemption of, the notes, are exempt from value added tax provided that article 36 conditions are met. Further, even if the conditions of Article 36 of the Negotiable Obligations Law are not met, interest payments made with respect to the listed notes will also be exempt from value added tax to the extent the listed notes were placed through a public offering authorized by the CNV.

***Gross Income Tax***

Income stemming from any transaction relating to negotiable obligations issued under the Negotiable Obligations Law, such as the listed notes, is exempt from gross income tax in the jurisdictions of the City of Buenos Aires and the province of Buenos Aires. However, in order to qualify for this exemption in the province of Buenos Aires, the negotiable obligations must comply with the article 36 conditions. We intend to comply with them.

***Tax on Deposits to and Withdrawals from Bank Accounts***

The tax on deposits to and withdrawals from bank accounts applies on certain deposits to and withdrawals from bank accounts opened in Argentine financial entities regulated by Law No. 21,526 and to other transactions that, due to their special nature and characteristics, are similar or could be used in lieu of a bank account. Therefore, any deposit to or withdrawal from a bank account opened in an entity regulated by the Law No. 21,526, or any transaction deemed to be used in lieu of a bank account, would be subject to the tax on deposits and withdrawals unless a particular exemption was applicable. The general tax rate is 0.6%. Consequently, if any holder of the notes receives the payment of principal and/or interest or the redemption price in an account opened in the Argentine financial institution, it will be subject to this tax at a rate of 0.6% of such payment.

***The Unlisted Notes***

***Income Tax***

Any gain resulting from the tender of outstanding loans for the unlisted notes and/or cash by Argentine entities will be subject to corporate income tax at a 35% flat tax rate. The same treatment applies to any capital gain derived from the disposition or sale of the unlisted notes. Likewise, any loss derived from such tender may entitle the Argentine entity to a deduction for income tax purposes. In addition, capitalization of interest derived from the tender of outstanding loans to the extent it implies a payment according to Section 18 of the AITL, and interest payments on the unlisted notes are taxed for Argentine entities, and, in general, a 35% withholding applies upon payment except when the holder is a financial entity. Such withholding is a payment on account of the holder's final tax liability. The amounts corresponding to CER under the unlisted notes may be subject to income tax at a rate of 35%.

***Value Added Tax***



Payments of interest under the unlisted notes will be subject to VAT levied at a rate of (A) 21%, or (B) 10.5% if the unlisted notes are granted by licensed financial institutions subject to Law No. 21,526. The amounts corresponding to CER under the unlisted notes may be subject to VAT at a rate of up to 21%.

*Presumed Minimum Income Tax*

Argentine entities must include the listed notes for purposes of determining their tax liability under the presumed minimum income tax ( IGMP ). This 1% asset tax (0.20 percent, in the case of banks and financial entities) is levied on the total value of the listed notes plus any other assets held by such persons provided that the taxable assets located in Argentina exceed an aggregate nominal amount of P\$200,000. If the listed notes are listed on stock exchanges or public markets, the taxable value of the notes will be determined based on the latest quotation at the closing date of the relevant fiscal year. The income tax payment of a given taxable year is creditable towards the payment of the IGMP due in the same taxable year. Any excess IGMP paid may not be offset or reimbursed, but can be carried forward as a credit towards the income tax due within the following ten taxable years.

***Personal Assets Tax***

Individuals domiciled and undivided estates located in Argentina must include the unlisted notes in order to determine their tax liability for purposes of the personal assets tax. There is a non-taxable amount of P\$102,300. Where the value of the assets, determined according to personal asset tax valuation exceeds P\$102,300 excluding the value of shares issued by Argentine companies, this tax is levied on the excess thereof (i) at an annual rate of 0.5%, if the total asset value does not exceed P\$302,300, and (ii) at an annual rate of 0.75%, if the total asset value exceeds P\$302,300.

***Gross Income Tax***

Interest payments under the unlisted notes will be subject to gross income tax at a rate of 5.5% in the City of Buenos Aires. The amounts corresponding to CER under the unlisted notes may be subject to gross income tax.

***Tax on Deposits to and Withdrawals from Bank Accounts***

The tax on deposits to and withdrawals from bank accounts applies on certain deposits to and withdrawals from bank accounts opened in Argentine financial entities regulated by Law No. 21,526 and to other transactions that, due to their special nature and characteristics, are similar or could be used in lieu of a bank account. Therefore, any deposit to or withdrawal from a bank account opened in an entity regulated by Law No. 21,526, or any transaction deemed to be used in lieu of a bank account, would be subject to the tax on deposits and withdrawals unless a particular exemption was applicable. The general tax rate is 0.6%. Consequently, if any holder of the unlisted notes receives the payment of principal and/or interest or the redemption price in a banking account opened in the Argentine financial institution, it will be subject to this tax at a rate of 0.6% of such payment.

***Other Tax Consequences***

***Stamp Taxes and Transfer Taxes***

No stamp taxes shall be payable in the City of Buenos Aires by holders of the notes under article 35 of the Negotiable Obligations Law and also under the current tax legislation of the City of Buenos Aires. No stamp taxes shall be payable in the City of Buenos Aires by holders of the unlisted notes. No Argentine transfer taxes are applicable on the sale or transfer of the notes.

***Court Taxes***

In the event that it becomes necessary to institute enforcement proceedings in relation to the notes or the unlisted notes in Argentina, a court tax (currently at a rate of 3%) will be imposed on the amount of any claim brought before the Argentine courts sitting in the City of Buenos Aires.

**THE ABOVE SUMMARY IS NOT INTENDED TO CONSTITUTE A COMPLETE ANALYSIS OF ALL TAX CONSEQUENCES RELATING TO THE EXCHANGE OF THE OUTSTANDING NOTES AND THE OUTSTANDING LOANS AND THE OWNERSHIP OF THE LISTED NOTES AND THE UNLISTED NOTES. HOLDERS AND PROSPECTIVE PURCHASERS SHOULD CONSULT THEIR OWN TAX ADVISORS CONCERNING THE TAX CONSEQUENCES IN THEIR PARTICULAR SITUATION.**

## CERTAIN LUXEMBOURG TAX CONSIDERATIONS

The following is a summary of the principal Luxembourg tax consequences arising from the tender of outstanding notes for the listed notes and/or cash, and of outstanding loans for the unlisted notes and/or cash. The following is also a summary of the principal Luxembourg tax consequences arising from the ownership and disposition of the notes. This summary is based upon tax law in Luxembourg and regulations as in effect on the date of this solicitation statement. It is subject to any subsequent change, possibly on a retroactive basis, in Luxembourg law and regulations that may come into effect after such date. It is not intended as tax advice and it does not purport to describe all of the tax considerations that may be relevant to a holder or prospective investor.

### **Tax Residency**

A holder of the notes will not become resident, or be deemed to be resident, in Luxembourg by reason only of the holding of the notes, or the execution, performance, delivery and/or enforcement of the notes.

### **Withholding Tax**

Luxembourg withholding tax on payments to individual holders of the notes may as from January 1, 2005 be required to be made pursuant to the European Council Directive 2003/48/EC on the taxation of savings income or any treaties or law implementing or complying with, or introduced in order to conform to, such Directive.

### **Non-Luxembourg Holders**

#### *Tender*

Non-Luxembourg holders of outstanding notes or of outstanding loans will not be subject to Luxembourg income tax on any gain derived from the tender of outstanding notes or loans for the notes issued and/or cash delivered pursuant to the APE Solicitation.

#### *Income deriving from the Notes*

Holders who are non-residents of Luxembourg and who do not hold the notes through a permanent establishment in Luxembourg are not liable to any Luxembourg income tax, whether they receive payments of principal, payments of interest (including accrued but unpaid interest), payments received upon redemption, repurchase or exchange of the notes, or realize capital gains on the sale of any notes.

### **Luxembourg Holders**

***Tender***

*Luxembourg resident individuals*

Any gain derived from the tender of outstanding notes or outstanding loans for the notes and/or cash by Luxembourg resident individuals shall not be subject to income tax in Luxembourg, unless outstanding notes or loans are disposed of within six months following the acquisition thereof, or the exchange precedes the acquisition.

*Luxembourg resident companies*

Any gain resulting from the tender of outstanding notes or outstanding loans for the notes and/or cash by Luxembourg resident companies will be subject to corporate income tax at the global tax rate of 30.38%. Likewise, any loss derived from the tender could entitle a deduction for income tax purposes.

*Income deriving from the Notes*

*Taxation of Luxembourg residents - General*

Holder of the notes who are residents of Luxembourg, or non-resident holders of the notes who have a permanent establishment in Luxembourg with which the holding of the notes is connected, must for income tax purposes include any interest received in their taxable income. They will not be liable for any Luxembourg income tax on repayment of principal.

*Luxembourg resident individuals*

Luxembourg resident individual holders of the notes are not subject to taxation on capital gains upon the disposal of the notes, unless the disposal of the notes precedes the acquisition of the notes or the notes are disposed of within six months of the date of acquisition of these notes. Upon a repurchase, redemption or exchange of the notes, individual Luxembourg resident individual holders must include the portion of the repurchase, redemption or exchange price corresponding to accrued but unpaid interest in their taxable income.

*Luxembourg resident companies*

Luxembourg resident companies (*société de capitaux*) which are holders of the notes or foreign entities of the same type which have a permanent establishment in Luxembourg with which the holding of the notes is connected, must include in their taxable income the difference between the sale or redemption price (including accrued but unpaid interest) and the lower of the cost or book value of the notes sold, redeemed or exchanged.

*Luxembourg resident companies benefiting from a special tax regime*

Holders of the notes which are holding companies subject to the law of July 31, 1929 or undertakings for collective investment subject to the law of December 20, 2002 are tax exempt entities in Luxembourg, and thus are not subject to any Luxembourg tax (i.e., corporate income tax, municipal business tax and net wealth tax) on income received on the notes or gains realized upon their transfer.

**Other Tax Consequences**

*Stamp Taxes and Transfer Taxes*

There is no Luxembourg registration tax, stamp duty or any other similar tax or duty payable in Luxembourg by holders of the notes as a consequence of the issuance of the notes, nor will any of these taxes be payable as a consequence of a subsequent transfer, repurchase or redemption of the notes.

**VAT**

There is no Luxembourg value added tax payable in respect of payments in consideration for the issuance of the notes or in respect of the payment of interest or principal under the notes or the transfer of the notes.

**European Union Savings Directive**

On June 3, 2003, the European Union adopted the European Council Directive 2003/48/EC on the taxation of savings income. Subject to a number of important conditions being met, it is proposed that member states will be required from a date not earlier than January 1, 2005 to provide to the tax authorities of other member states details of payments of interest and other similar income paid by a person to an individual in another member state, except that Austria, Belgium and Luxembourg will instead impose a withholding system for a transitional period unless during such period they elect otherwise. The ending of such transitional period depends on the conclusion of certain other agreements relating to information exchange with certain other countries. Telecom will not make any additional payments to holders of the notes on account of any withholding or deduction that is required because of the implementation of the European Union Savings Directive.

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## EXCHANGE CONTROLS

Increases in Argentine inflation or devaluation of the peso could adversely affect our operating results. As a result of inflationary pressures, the Argentine currency has been devalued repeatedly during the last 30 years. During that period, the economic authorities in Argentina have utilized a number of exchange rate systems. Macroeconomic instability has led to broad fluctuations in the real exchange rate of the Argentine currency relative to the dollar.

Prior to December 1989, the Argentine foreign exchange market was subject to exchange controls. From December 1989 until April 1991, Argentina had a freely floating exchange rate for all foreign currency transactions, and the transfer of dividend payments in foreign currency abroad and the repatriation of capital were permitted without prior approval of the Argentine government. From April 1, 1991, when the Convertibility Law became effective, until January 6, 2002, the Argentine currency was freely convertible into dollars. Under the Convertibility Law, the Central Bank was obligated to have a reserve in foreign currencies, gold and public bonds denominated in foreign currency (at their market value) equal to the amount of the outstanding Argentine currency and to sell dollars at a rate of not more than P\$1.00 per US\$1.00. The Central Bank followed a policy to seek to prevent the appreciation of the peso significantly above the P\$1.00 per US\$1.00 level by purchasing dollars at a rate of not less than P\$0.998 per US\$1.00. Under the Argentine government's medium-term program agreed to with the IMF, the convertibility scheme would maintain the fixed convertibility ratio of one peso per U.S. dollar. In June 2001, the Argentine government passed a new law to reform the Convertibility Law, pegging the Argentine peso to a basket composed of an equal percentage of U.S. dollars and euro. This reform would have become effective once the euro reached parity with the dollar. For information regarding historical foreign exchange rates in Argentina and the Convertibility Law, see Presentation of Financial Information Exchange Rates and Operating and Financial Review and Prospects Economic and Political Developments in Argentina Inflation and Exchange Rates.

On January 6, 2002, the Argentine Government enacted the Public Emergency Law, putting an end to ten years of dollar-peso parity under the Convertibility Law and eliminating the requirement that the Central Bank's reserves in gold, foreign currency and foreign currency denominated bonds be at all times equivalent to not less than 100% of the pesos in circulation plus the peso deposits of the financial sector with the Central Bank. The Public Emergency Law grants the executive branch of the Argentine government the power to set the system that will determine the exchange rate between the peso and foreign currencies and to issue regulations related to the foreign exchange market. On January 9, 2002, the executive branch established a temporary dual exchange rate system, a fixed rate for transactions subject to Central Bank approval and import and export transactions at an exchange rate of P\$1.40 per dollar and a floating rate to be freely determined by the market for all other transactions.

On January 11, 2002, after the Central Bank ended a banking holiday that it had imposed with some interruptions since December 21, 2001, the exchange rate began to float for the first time since April 1991. Heightened demand for scarce dollars caused the dollar to trade well above the P\$1.40 per dollar rate used by the Argentine government. On February 8, 2002, the executive branch announced the elimination of the dual exchange rate in favor of a single floating rate for all transactions. In addition, since February 3, 2002, the executive branch has imposed several banking holidays, thereby freezing the banking system for days at a time.

On December 3, 2001, the Argentine government imposed a number of monetary and currency exchange control measures that included restrictions on the free disposition of funds deposited with banks and tight restrictions on transferring funds abroad, with certain exceptions for transfers related to foreign trade and other authorized transactions. On February 8, 2002, the Central Bank issued Communication A 3471, which stated that single and free exchange transactions can only be performed with entities authorized by the Central Bank to operate in foreign exchange. Item 4 of the communication stated that the exchange sale transactions in the single and free exchange market shall be performed using peso bills. See Background and Reasons for the APE Solicitation The Argentine Banking System.

Beginning in January 2003, the restrictions requiring the Central Bank's prior authorization for the transfer of funds abroad in order to make payments of principal and/or interest were progressively reduced by *Comunicación A 3843* dated December 26, 2002, as amended by *Comunicación A 3866* dated January 16, 2003, by *Comunicación A 3880* dated February 13, 2003, by *Comunicación A 3895* dated March 13, 2003 and by *Comunicación A 3908* dated March 27, 2003 and *Comunicación A 3944* dated May 6, 2003.





Finally, on July 1, 2003, the Central Bank issued *Comunicación A 3973* whereby the Central Bank's prior approval is no longer required for the following payments:

payment of principal debts in connection with financial loans, bonds and other securities the payment of which is owed to persons or entities that are not residents of Argentina, provided that these payments are made within 15 days prior to the date they become due.

the total or partial payment in advance (with no limitation in time) of principal in connection with financial loans, bonds and other securities the payment of which is owed to persons or entities that are not residents of Argentina, *provided* that these payments are made within 15 days prior to the date they become due and that the following conditions are met:

if the payment is not made as part of a debt restructuring process, the foreign currency amount to be used to prepay debt with persons or entities that are not residents of Argentina shall be not higher than the current value of the portion of the debt being cancelled; or

if the payment is made as part of a debt restructuring process with persons or entities that are not residents of Argentina, the new debt terms and conditions and the cash payment to be made shall not imply an increase in the current value of the debt.

Pursuant to *Comunicación A 3722*, as amended, individuals and legal entities must obtain the Central Bank's prior approval for transactions regarding the acquisition of foreign currency for the following purposes: individuals' foreign portfolio investments, residents' other foreign investments, legal entities' foreign investment, and purchases of foreign currency to be kept in custody within Argentina. *Comunicación A 3909*, as amended by *Comunicación A 3944*, states that this prior authorization will no longer be required by individuals and legal entities with residence in Argentina for the purpose of purchase of foreign currency as long as:

- (i) the purchases do not exceed an aggregate amount of US\$500,000 per month; or
- (ii) the amount in pesos to be paid for the foreign currency does not exceed the equivalent of the amount paid by that individual or legal entity to the Argentine tax administration in the previous calendar month for the prior month with respect to exportation duties plus three times the amount paid as tax on deposits and withdrawals of bank accounts.

*Comunicación A 3998*, as amended by *Comunicación A 4066*, states that in addition to the maximum amounts set forth in (i) and (ii) above, individuals and legal entities with residence in Argentina will not be required, up to June 30, 2004, to obtain the Central Bank's prior approval for the purpose of purchase of foreign currency, *provided* that:

- (a) the amounts are used before December 31, 2004 to cancel bonds, syndicated financial loans, financial loans granted by foreign banks, debt held by foreign banks or certain other debt;
- (b) foreign currency purchased pursuant to *Comunicación A 3998* and the related rules and *Comunicación A 3722* (as amended) may not exceed US\$40,000,000 per month; and
- (c) the aggregate of foreign currency purchased pursuant to *Comunicación A 3998* plus any foreign currency deposited in trusts pursuant to *Comunicación A 3872* (as amended) plus foreign currency purchased pursuant to specific Central Bank authorizations, may not exceed 25% of the total outstanding principal debt subject to restructuring or the aggregate of unmaturing or past-due interest and past-due principal subject to restructuring.

Payments abroad for services rendered can be freely made if the service is rendered by a non-resident in Argentina. If the nature of the service to be paid does not have a direct relation to Telecom's business activity, a

copy of the original agreement under which the obligation must be paid shall be filed with the relevant financial entity, together with a written statement as to its existence signed by an external auditor or a public accountant whose signature must be certified by the FACPCE.

There can be no assurance that the Central Bank will not once again require its prior authorization for the transfer of funds abroad for principal and/or interest payments by Telecom to its foreign creditors or for dividend payments by Telecom to its foreign shareholders.

As of January 6, 2004, the peso-U.S. dollar exchange rate (ask price) according to *Banco Nación* was approximately P\$2.86=US\$1.00.

#### **DOCUMENTS ON DISPLAY**

Telecom files annual and special reports and other information with the SEC. You may read and copy any document that Telecom files at the Public Reference Room of the SEC at 450 Fifth Street, NW, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. You may also inspect our filings at the regional offices of the SEC located at 175 W. Jackson Boulevard, Suite 900, Chicago, Illinois, 60604 and 233 Broadway, New York, New York 10279.

You may request a copy of these filings by writing or telephoning the offices of Telecom, Alicia Moreau de Justo 50, (C1107AAB) Buenos Aires, Argentina. Telecom's telephone number is 011-54-11-4968-4000.

Telecom maintains a website at [www.telecom.com.ar](http://www.telecom.com.ar). The contents of the website are not part of this solicitation statement.

#### **ENFORCEMENT OF CIVIL LIABILITIES**

We are a corporation, or *sociedad anónima*, organized under the laws of Argentina. Five of our directors, two of our alternate directors and all of our officers are residents of Argentina. The remainder of our directors and alternate directors are residents of France and Brazil. Substantially all or a substantial portion of our assets and those of these persons are located in Argentina or elsewhere outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon these persons or us, or to enforce against them in the United States judgments predicated upon the civil liabilities provisions of the federal securities laws of the United States. Marval, O'Farrell & Mairal and Estudio Alegria, Buey Fernández, Fissore y Montemerlo S.R.L., our Argentine counsel, have advised us that there is doubt that Argentine courts will enforce in all respects, to the same extent as in the United States and in a timely manner against us or any of our directors or officers, judgments obtained in United States courts predicated solely upon the civil liability provisions of the federal securities laws of the United States or enforce liabilities against us or such persons in original actions brought in Argentine courts predicated solely upon the federal securities laws of the United States. Our Argentine counsel have also advised us that, according to Argentine law, an Argentine court would not enforce a judgment against any of our properties located in Argentina if the court were to hold that the properties in question provide essential services to the Argentine public, unless the Argentine government otherwise approved the release of those properties. This may adversely affect the ability of a creditor to realize a judgment against our assets.

#### **LEGAL MATTERS**

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Legal matters will be passed upon for us by Marval, O'Farrell & Mairal and Estudio Alegria, Buey Fernández, Fissore y Montemerlo S.R.L., our Argentine legal counsel, Gianni, Origoni, Grippo & Partners, our Italian legal counsel and by Davis Polk & Wardwell, New York, New York, our United States legal counsel. Legal matters will be passed upon for the solicitation agents by Sidley Austin Brown & Wood LLP, New York, New York, United States legal counsel to the solicitation agents.

As to all matters of Argentine law and Italian law, Davis Polk & Wardwell may rely on the opinion of Marval, O Farrell & Mairal, Estudio Alegria, Buey Fernández, Fissore y Montemerlo S.R.L. and Gianni, Origoni, Grippo & Partners, our Italian legal counsel, respectively. As to all matters of United States law and Italian law, Marval, O Farrell & Mairal and Estudio Alegria, Buey Fernández, Fissore y Montemerlo S.R.L. may rely on the opinion of Davis Polk & Wardwell and Gianni, Origoni, Grippo & Partners, our New York and Italian legal counsel, respectively.

#### INDEPENDENT AUDITORS

Our consolidated financial statements as of and for the years ended December 31, 2002 and December 31, 2001 included in this solicitation statement have been included in reliance on the reports (which are based in part on the reports of Price Waterhouse & Co., independent auditors, and contain an explanatory paragraph describing conditions that raise substantial doubt about our ability to continue as a going concern as described in Note 3 to such financial statements) of Pistrelli, Henry Martin y Asociados S.R.L. (a member firm of Ernst & Young Global), independent auditors, given on the authority of said firm as experts in auditing and accounting.

The audited financial statements of Telecom Personal S.A., not separately presented in this solicitation statement, have been audited by Price Waterhouse & Co. (a member firm of PricewaterhouseCoopers), independent auditors, whose report thereon appears herein (which contains an explanatory paragraph relating to Telecom Personal's ability to continue as a going concern as described in Note 13 to the financial statements). Telecom Personal's financial statements, to the extent they have been included in our consolidated financial statements, have been included in reliance on the report of such independent auditors given on the authority of said firm as experts in auditing and accounting.

Our consolidated financial statements as of and for the twelve months ended December 31, 2000 included in this solicitation statement have been included in reliance on the report of Price Waterhouse & Co. (a member firm of PricewaterhouseCoopers), independent auditors, given on the authority of said firm as experts in auditing and accounting.

With respect to our unaudited interim financial information as of and for the nine months ended September 30, 2003, included in this solicitation statement, Price Waterhouse & Co. (a member firm of PricewaterhouseCoopers) and Pistrelli, Henry Martin y Asociados S.R.L. (a member firm of Ernst & Young Global) reported that they have applied limited procedures in accordance with professional standards for a review of such information. However, their report dated November 7, 2003 appearing herein (which contains an explanatory paragraph describing conditions that raise substantial doubt about our ability to continue as a going concern and also contains a paragraph related to a departure from Argentine GAAP), state that they did not audit and they do not express an opinion on that unaudited financial information. Accordingly, the degree of reliance on their report on such information should be restricted considering the limited nature of the review procedures applied. Neither Price Waterhouse & Co. nor Pistrelli, Henry Martin y Asociados S.R.L. are subject to the liability provisions of Section 11 of the Securities Act for their reports on the unaudited interim financial information because that report is not a report or a part of the registration statement prepared or certified by Price Waterhouse & Co. nor Pistrelli, Henry Martin y Asociados S.R.L. within the meaning of Sections 7 and 11 of the Securities Act.

With respect to our unaudited financial information as of and for the nine months ended September 30, 2002, included in this solicitation statement, Pistrelli, Henry Martin y Asociados S.R.L. (a member firm of Ernst & Young Global) have reported that they have applied limited procedures in accordance with professional standards for a review of such information. However, their separate report dated November 7, 2003 appearing herein (which was based in part on the report of Price Waterhouse & Co. and contains an explanatory paragraph describing conditions that raise substantial doubt about our ability to continue as a going concern), states that they did not audit and they do not express an opinion on that unaudited interim financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. Pistrelli, Henry Martin y Asociados S.R.L. is not subject to the liability provisions of Section 11 of the Securities Act for their report on the unaudited financial information because that report is not a report or a part of the registration statement prepared or certified by Pistrelli, Henry Martin y Asociados S.R.L. within the meaning of Sections 7 and 11 of the Securities Act.



With respect to the unaudited financial information of Telecom Personal S.A. as of and for the nine months ended September 30, 2002, not separately presented in this solicitation statement, Price Waterhouse & Co. (a member firm of PricewaterhouseCoopers) reported that they have applied limited procedures in accordance with professional standards for a review of such information.. However, their separate report dated November 7, 2003 appearing herein (which contains an explanatory paragraph relating to Telecom Personal's ability to continue as a going concern), states that they did not audit and they do not express an opinion on that unaudited financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. Price Waterhouse & Co. is not subject to the liability provisions of Section 11 of the Securities Act of 1933 for their report on the unaudited financial information because that report is not a report or a part of the registration statement prepared or certified by Price Waterhouse & Co. within the meaning of Sections 7 and 11 of the Securities Act.



**GENERAL INFORMATION**

1. The APE solicitation has been authorized by a resolution of our Board of Directors adopted on December 19, 2003. The issuance and delivery of the notes will require approval by a shareholders' meeting of Telecom.
2. Other than as disclosed in this solicitation statement, we are not involved in any litigation or arbitration proceedings relating to claims or amounts which are material in the context of the delivery of the notes nor so far as we are aware is any litigation or arbitration pending or threatened.
3. BNP Paribas Securities Services, Luxembourg Branch has been retained by Telecom to act as Luxembourg Agent with respect to the APE solicitation. For so long as any of the notes are outstanding, copies of the following documents (together with English translations thereof if the original document is not in English) will be available during normal business hours at the specified offices of the Luxembourg Agent in Luxembourg at the address set forth on the back cover of this solicitation statement:

the original indenture under which the outstanding notes were issued;

the indenture under which the notes will be issued;

this solicitation statement; and

our most recent publicly available audited unconsolidated and consolidated financial statements, beginning with our financial statements for the years ended December 31, 2002 and 2001 and our most recent subsequently published unaudited unconsolidated and consolidated interim financial statements (expected to be published on a quarterly basis) and our reports on Form 20-F and Form 6-K most recently filed with the SEC.

4. In connection with the public offering and the application for the notes to be listed on the Luxembourg Stock Exchange, copies in the English language of our constitutional documents and a legal notice have been deposited with the *Registre de Commerce et des Sociétés à Luxembourg*, where they may be inspected and copies obtained upon request.
5. The notes are expected to be accepted for clearance through DTC (in the case of the notes issued to holders of Telecom's outstanding Series C notes only), Euroclear and Clearstream, Luxembourg.
6. Set forth below is an itemization of the total expenses that we expect to incur in connection with the APE solicitation:

|  | <b>Amount<br/>To Be Paid</b> |
|--|------------------------------|
|  | <b>_____</b>                 |
| Registration fee   | \$ 73,094                    |
| Buenos Aires Stock Exchange/Mercado Abierto Electrónico S.A. listing fee | *                            |
| Luxembourg Stock Exchange listing fee                                    | *                            |
| Printing and engraving expenses  | *                            |
| Court filing fees and expenses   | *                            |
| Professional advisory fees and expenses                                  | *                            |
| Accounting fees and expenses   | *                            |
| Trustees' fees   | *                            |
| Settlement agents' fees  | *                            |
| Transfer agents' fees  | *                            |

|               |      |
|---------------|------|
| Miscellaneous | *    |
| <hr/>         |      |
| Total         | \$ * |
| <hr/>         |      |

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\* To be provided by amendment.

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**Telecom Argentina Stet-France Telecom S.A.**

**Unaudited Consolidated Financial Statements as of September 30, 2003 and December 31, 2002 and for the nine-month periods ended September 30, 2003 and 2002**

**\$ : Argentine peso**

**US\$ : U.S. dollar**

**\$2.915 = US\$1 as of September 30, 2003**

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**Report of Independent Accountants**

To the Board of Directors and Shareholders of

Telecom Argentina STET-France Telecom SA.

We have reviewed the accompanying consolidated balance sheet of Telecom Argentina STET-France Telecom S.A. ( the Company ) as of September 30, 2003 and the related consolidated statements of income, of changes in shareholders' equity and of cash flows for the nine month period then ended. These interim financial statements are the responsibility of the Company's management. The consolidated financial statements of the Company as of September 30, 2002, and for the nine month period then ended were reviewed by Pistrelli, Henry Martin y Asociados S.R.L., a member firm of Ernst & Young Global ( PHM ), whose report dated November 7, 2003, stated that they were not aware of any material modifications that should be made to those statements for them to be in conformity with accounting principles generally accepted in Argentina.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

As indicated in Note 3 (c) to the accompanying consolidated financial statements, effective March 1, 2003, the Company has discontinued the restatement of the financial statements into constant currency, as required by a resolution issued by the *Comisión Nacional de Valores (CNV)*. Since generally accepted accounting principles in Argentina, still require companies to prepare price-level restated financial statements, the application of the CNV resolution represents a departure from generally accepted accounting principles in Argentina.

Based on our review, with the exception of the matter described in the preceding paragraph, we are not aware of any material modifications that should be made to the accompanying interim consolidated financial statements for them to be in conformity with generally accepted accounting principles in Argentina (see Notes 3 and 4 to the accompanying interim consolidated financial statements).

As indicated in Note 12 to the accompanying interim consolidated financial statements, as a result of the devaluation of the Argentine peso and the pesification of the Company's tariffs, the Company defaulted on its principal and interest obligations. The Company has an accumulated deficit as of

September 30, 2003. The devaluation of the peso and the pesification of tariffs have materially affected the Company's business. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 12. The accompanying interim consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

PHM have previously audited, in accordance with auditing standards generally accepted in the United States of America, the consolidated balance sheet of the Company as of December 31, 2002, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for the year then ended (not presented herein); and in their report dated March 10, 2003, except for Note 22b) to those financial statements as to which the date is June 9, 2003, PHM expressed an unqualified opinion on those consolidated financial statements and included an explanatory paragraph for uncertainties related to the company's ability to continue as a going concern. As noted in that report, PHM did not audit the consolidated financial statements of Personal, a majority-owned subsidiary of the Company, which statements reflect total assets of Argentine pesos 2,953 million at December 31, 2002 and total revenues of Argentine pesos 1,034 million for the year then ended. Those statements were audited by Price Waterhouse & Co., member firm of PricewaterhouseCoopers, whose report included an explanatory paragraph regarding the existence of substantial doubt about Personal's ability to continue as a going concern.

Accounting principles generally accepted in Argentina, vary in certain significant respects from accounting principles generally accepted in the United States of America and as allowed by Item 18 to Form 20-F. Information relating to the nature and effect of such differences is presented in Note 16 to the interim consolidated financial statements.

PRICE WATERHOUSE & CO.

PISTRELLI, HENRY MARTIN Y ASOCIADOS S.R.L.

Member Firm of Ernst & Young Global

By:           /s/ JUAN C. GRASSI            
Name: Juan C. Grassi  
Title: Partner

By:           /s/ ALDO O. CARUGATI            
Name: Aldo O. Carugati  
Title: Partner

Buenos Aires, Argentina

November 7, 2003

**Report of Independent Accountants**

To the Board of Directors and Shareholders of

Telecom Argentina STET-France Telecom S.A.

We have reviewed the consolidated balance sheet of Telecom Argentina STET-France Telecom S.A. ( the Company ) as of September 30, 2002 (not accompanied to this report) and the accompanying consolidated statements of income, of changes in shareholders' equity and of cash flows for the nine-month period then ended. These interim financial statements are the responsibility of the Company's management.

We were furnished with the report of other accountants, dated November 7, 2002, on their review of the interim information of the subsidiary Telecom Personal S.A. ( Personal ) as of September 30, 2002, whose consolidated revenue for the nine-month period then ended constituted 30 percent, of the total consolidated net revenues of the Company. Such report includes an explanatory paragraph regarding the existence of substantial doubt about Personal's ability to continue as a going concern and states that those financial statements do not include any adjustment that might result from the outcome of that uncertainty.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, and the report of other accountants mentioned in the second paragraph, we are not aware of any material modifications that should be made to the accompanying interim consolidated financial statements for them to be in conformity with generally accepted accounting principles in Argentina (see Notes 3 and 4 to the accompanying interim consolidated financial statements).

As indicated in Note 12 to the accompanying interim consolidated financial statements, as a result of the devaluation of the Argentine peso and the pesification of the Company's tariffs, the Company defaulted on its principal and interest obligations. The Company has an accumulated deficit as of September 30, 2002. The devaluation of the peso and the pesification of tariffs have materially affected the Company's business. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 12. The



accompanying interim consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Accounting principles generally accepted in Argentina vary in certain significant respects from accounting principles generally accepted in the United States of America and as allowed by Item 18 to Form 20-F. Information relating to the nature and effect of such differences is presented in Note 16 to the interim consolidated financial statements.

As discussed in Note 4. (a) to the accompanying consolidated financial statements, the Company adopted newly issued accounting standards in Argentina, giving retroactive effect as of January 1, 2002. The accompanying September 30, 2002 financial statements have been restated to give effect to the effect of the new accounting standards.

PISTRELLI, HENRY MARTIN Y ASOCIADOS S.R.L.  
Member of Ernst & Young Global

By: /s/ ALDO CARUGATI

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Name: Aldo Carugati  
Title: Partner

Buenos Aires, Argentina

November 7, 2003

**Report of Independent Accountants**

To the Board of Directors and Shareholders of

Telecom Personal S.A.

We have reviewed the accompanying consolidated statements of income, of changes in shareholders' equity and of cash flows for the nine month period ended September 30, 2002. These interim financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the interim consolidated financial statements mentioned in paragraph 1. for them to be in conformity with generally accepted accounting principles in Argentina.

The accompanying interim consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has suffered net losses during the nine month period ended September 30, 2002 of Argentine \$ 865 million and has an accumulated deficit and negative working capital as of September 30, 2002 of Argentine \$ 956 million and Argentine \$ 2.061 million, respectively. In addition, as more fully described in Note 13 to the interim consolidated financial statements, as a result of the current macroeconomic situation in Argentina, on March 27, 2002 and June 24, 2002, the Board of Directors of Telecom Argentina Stet-France Telecom S.A., the Company's parent company, decided to suspend the payment of principal and related interest, respectively, on its financial debt and that of its subsidiaries in Argentina, which includes that of the Company. Through the date of this report, the Company has not paid principal and related interest aggregating US\$ 397 million, Argentine \$ 169 million and JPY 3.794 million. All of these matters raise substantial doubt about the Company's ability to continue as a going concern. Management's plans with regard to these matters are also described in Note 13. The interim consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Accounting principles generally accepted in Argentina vary in certain significant respects from accounting principles generally accepted in the United States of

America and as allowed by Item 18 to form 20-F. Information relating to the nature and effect of such differences is presented in Note 7 to the interim consolidated financial statements.

The Company adopted new accounting standards in 2002 related to accounting principles generally accepted in Argentina.

Buenos Aires, Argentina

November 7, 2003

PRICEWATERHOUSE & CO.

By: /s/ JUAN C. GRASSI

\_\_\_\_\_  
Name: Juan C. Grassi  
Title: Partner

\$ = Argentine pesos  
US\$ = US dollars  
JPY = yens

## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Consolidated Balance Sheets as of September 30, 2003 and December 31, 2002

(In millions of Argentine Pesos - See Note 3.c)

|  | As of<br>September 30,<br>2003<br>(Unaudited) | As of<br>December 31,<br>2002 |
|--|---|-------------------------------|
| <b>ASSETS</b>                                    |   |                               |
| <b>Current Assets</b>                            |   |                               |
| Cash and banks (Note 5.a.)                       | \$ 77   | \$ 89                         |
| Investments (Note 5.b.)                          | 1,825   | 1,326                         |
| Accounts receivable, net (Note 5.c.)             | 530   | 600                           |
| Other receivables, net (Note 5.d.)               | 146   | 73                            |
| Inventories, net (Note 5.e.)                     | 2   | 12                            |
| Other assets (Note 5.f.)                         | 9   | 3                             |
| <b>Total Current Assets</b>                      | <b>2,589</b>                                  | <b>2,103</b>                  |
| <b>Non-Current Assets</b>                        |   |                               |
| Accounts receivable, net (Note 5.c.)             |   | 1                             |
| Other receivables, net (Note 5.d.)               | 158   | 143                           |
| Investments (Note 5.b.)                          | 54  | 59                            |
| Fixed assets, net (Note 17.a.)                   | 8,300   | 9,689                         |
| Intangible assets, net (Note 17.b.)              | 869   | 946                           |
| <b>Total Non-Current Assets</b>                  | <b>9,381</b>                                  | <b>10,838</b>                 |
| <b>TOTAL ASSETS</b>                              | <b>\$ 11,970</b>                              | <b>\$ 12,941</b>              |
| <b>LIABILITIES</b>                               |   |                               |
| <b>Current Liabilities</b>                       |   |                               |
| Accounts payable (Note 5.g.)                     | \$ 342  | \$ 394                        |
| Debt (Note 8)                                    | 9,412   | 11,135                        |
| Salaries and social security payable (Note 5.h.) | 70  | 61                            |
| Taxes payable (Note 5.i.)                        | 123   | 118                           |
| Other liabilities (Note 5.j.)                    | 22  | 25                            |
| Contingencies                                    | 12  | 9                             |
| <b>Total Current Liabilities</b>                 | <b>9,981</b>                                  | <b>11,742</b>                 |
| <b>Non-Current Liabilities</b>                   |   |                               |
| Debt (Note 8)                                    | 86  | 145                           |
| Salaries and social security payable (Note 5.h.) | 23  | 29                            |
| Other liabilities (Note 5.j.)                    | 27  | 29                            |
| Contingencies                                    | 207   | 142                           |
| <b>Total Non-Current Liabilities</b>             | <b>343</b>                                    | <b>345</b>                    |
| <b>TOTAL LIABILITIES</b>                         | <b>\$ 10,324</b>                              | <b>\$ 12,087</b>              |

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|   |                  |                  |
|---|------------------|------------------|
| Minority interest   | 23               | 9                |
| Foreign currency translation adjustments  | 27               | 28               |
| <b>SHAREHOLDERS EQUITY</b>  | <b>\$ 1,596</b>  | <b>\$ 817</b>    |
| <hr/>   |                  |                  |
| <b>TOTAL LIABILITIES, MINORITY INTEREST, FOREIGN CURRENCY TRANSLATION<br/>ADJUSTMENTS AND SHAREHOLDERS EQUITY</b> | <b>\$ 11,970</b> | <b>\$ 12,941</b> |
| <hr/>   |                  |                  |

The accompanying notes are an integral part of these unaudited consolidated financial statements.

## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Unaudited Consolidated Statements of Income for the nine-month periods ended September 30, 2003 and 2002

(In millions of Argentine pesos, except per share data in Argentine pesos - See Note 3.c)

|  | For the nine-month    |                       |
|--|-----------------------|-----------------------|
|  | periods ended         |                       |
|  | September 30,<br>2003 | September 30,<br>2002 |
| Net sales (Note 5.k.)  | \$ 2,711              | \$ 3,151              |
| Cost of services (Note 17.f.)                                    | (1,929)               | (2,211)               |
| <b>Gross profit</b>  | <b>782</b>            | <b>940</b>            |
| General and administrative expenses (Note 17.h.)                 | (182)                 | (230)                 |
| Selling expenses (Note 17.h.)                                    | (576)                 | (853)                 |
| <b>Operating income (loss)</b>                                   | <b>24</b>             | <b>(143)</b>          |
| Equity gain (loss) from related companies (Note 5.l.)            | 2                     | (18)                  |
| Amortization of goodwill   |                       | (10)                  |
| Financial results, net (Note 5.m.)                               | 529                   | (5,862)               |
| Other expenses, net (Note 5.n.)                                  | (138)                 | (115)                 |
| Gain on repurchase of debt (Note 5.o.)                           | 375                   |                       |
| <b>Net income (loss) before income tax and minority interest</b> | <b>792</b>            | <b>(6,148)</b>        |
| Income tax benefit, net (Note 10)                                |                       | 1,990                 |
| Minority interest  | (13)                  | 21                    |
| <b>Net income (loss)</b>   | <b>\$ 779</b>         | <b>\$ (4,137)</b>     |
| <b>Net income (loss) per share</b>                               | <b>0.79</b>           | <b>(4.20)</b>         |

The accompanying notes are an integral part of these unaudited consolidated financial statements.

## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Unaudited Consolidated Statements of Changes in Shareholders' Equity for the nine-month periods ended

September 30, 2003 and 2002

(In millions of Argentine pesos - See Note 3.c)

|   | Shareholders' contributions |                                      |              | Unappropriated results |   |                | Total shareholders' equity |
|---|-----------------------------|--------------------------------------|--------------|------------------------|---|----------------|----------------------------|
|   | Common stock                | Inflation adjustment of common stock | Total        | Legal reserve          | Retained earnings/<br>Accumulated deficit | Total          |                            |
| <b>Balances as of January 1, 2002</b>   | \$ 984                      | 3,044                                | 4,028        | 274                    | 901                                       | 1,175          | \$ 5,203                   |
| Legal reserve as approved by the Shareholders' Meeting held on April 24, 2002 |                             |                                      |              | 3                      | (3)                                       |                |                            |
| Net loss for the period   |                             |                                      |              |                        | (4,137)                                   | (4,137)        | (4,137)                    |
| <b>Balances as of September 30, 2002</b>                                      | 984                         | 3,044                                | 4,028        | 277                    | (3,239)                                   | (2,962)        | 1,066                      |
| <b>Balances as of January 1, 2003</b>   | 984                         | 3,044                                | 4,028        | 277                    | (3,488)                                   | (3,211)        | 817                        |
| Net income for the period   |                             |                                      |              |                        | 779                                       | 779            | 779                        |
| <b>Balances as of September 30, 2003</b>                                      | <b>\$ 984</b>               | <b>3,044</b>                         | <b>4,028</b> | <b>277</b>             | <b>(2,709)</b>                            | <b>(2,432)</b> | <b>\$ 1,596</b>            |

The accompanying notes are an integral part of these unaudited consolidated financial statements.

## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Unaudited Consolidated Statements of Cash Flows for the nine-month periods ended September 30, 2003 and 2002

(In millions of Argentine pesos - See Note 3.c)

|  | For the nine-month    |                       |
|--|-----------------------|-----------------------|
|  | periods ended         |                       |
|  | September 30,<br>2003 | September 30,<br>2002 |
| <b>Cash flows from operating activities:</b>   |                       |                       |
| Net income (loss) for the period   | \$ 779                | \$ (4,137)            |
| Adjustments to reconcile net income (loss) to net cash flows provided by operating activities: |                       |                       |
| Allowance for doubtful accounts and other receivables  | 21                    | 207                   |
| Depreciation of fixed assets   | 1,342                 | 1,479                 |
| Amortization of intangible assets  | 81                    | 83                    |
| Equity (gain) loss from related companies  | (2)                   | 18                    |
| Amortization of goodwill   |                       | 10                    |
| Consumption of materials   | 29                    | 43                    |
| Fixed assets disposal  | 11                    | 47                    |
| Net book value of fixed assets sold  |                       | 2                     |
| Provision for contingencies  | 83                    | 53                    |
| Gain on repurchase of debt   | (375)                 |                       |
| Interest and other financial results   | (542)                 | 5,199                 |
| Minority interest  | 13                    | (21)                  |
| Income tax benefit, net  |                       | (1,990)               |
| Net (increase) decrease in assets  | (297)                 | 1,107                 |
| Net increase (decrease) in liabilities   | 235                   | (835)                 |
| <b>Total cash flows provided by operating activities</b>                                       | <b>1,378</b>          | <b>1,265</b>          |
| <b>Cash flows from investing activities:</b>   |                       |                       |
| Fixed asset acquisitions   | (98)                  | (356)                 |
| Intangible asset acquisitions  | (5)                   | (22)                  |
| Proceeds from the sale of fixed assets   |                       | 1                     |
| (Decrease) increase in investments not considered as cash and cash equivalents                 | (182)                 | 59                    |
| <b>Total cash flows used in investing activities</b>   | <b>(285)</b>          | <b>(318)</b>          |
| <b>Cash flows from financing activities</b>  |                       |                       |
| Debt proceeds  |                       | 4                     |
| Repurchase of debt   | (421)                 |                       |
| Payment of debt  | (8)                   | (45)                  |
| Payment of interest and debt-related expenses  | (332)                 | (439)                 |
| <b>Total cash flows used in financing activities</b>   | <b>(761)</b>          | <b>(480)</b>          |
| <b>Increase in cash and cash equivalents</b>   | <b>332</b>            | <b>467</b>            |
| <b>Cash and cash equivalents at the beginning of the period</b>                                | <b>1,314</b>          | <b>429</b>            |
| <b>Cash and cash equivalents at the end of the period</b>                                      | <b>\$ 1,646</b>       | <b>\$ 896</b>         |



See Note 6 for supplementary cash flow information.

The accompanying notes are an integral part of these unaudited consolidated financial statements.

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TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**1. The Company and its operations**

Telecom Argentina STET-France Telecom S.A. (Telecom Argentina and together with its subsidiaries, the Company) was created by a decree of the Argentine government in January 1990 and organized as a *sociedad anónima* under the name Sociedad Licenciataria Norte S.A. on April 23, 1990. In November 1990, this legal name was changed to its present form.

The Company provides fixed-line public telecommunication services and basic telephone services (BTS), international long-distance service, data transmission, Internet services and directories publishing services in Argentina. The Company also provides wireless telecommunication services in Argentina and Paraguay.

Telecom Argentina commenced operations on November 8, 1990 (the Transfer Date), upon the transfer to the Company of the telecommunications network of the northern region of Argentina previously owned and operated by the state-owned company, Empresa Nacional de Telecomunicaciones (ENTel).

Upon the Transfer Date, Telecom Argentina entered into a management agreement with Telecom Italia S.p.A. (Telecom Italia) and France Cables et Radio S.A., a subsidiary of France Telecom S.A. (FCR and together with Telecom Italia, the Operators) pursuant to which the Operators agreed to manage the business and provide services, expertise and know-how. See Note 7 for an update of the management agreement.

Telecom Argentina's license, as originally granted, was exclusive to provide telephone services in the northern region of Argentina through November 8, 1997, with the possibility of a three-year extension. In March 1998, the Argentine government extended the exclusivity period to late 1999 and established the basis for a transition period towards deregulation of the telecommunications market.

In this context, the Department of Communications provided for a transition period, which ended on October 10, 1999. As from such date, the Company began providing telephone services in the southern region of Argentina and competing in the previously exclusive northern region.

**2. Regulatory framework**

**(a) Regulatory bodies and general legal framework**

Telecom Argentina and Telecom Personal S.A. (Telecom Personal) operate in a regulated industry. Regulation not only covers rates and service terms, but also the terms on which various licensing and technical requirements are imposed.

The provision of telecommunication services is regulated by the Department of Communications and supervised by the *Comisión Nacional de Comunicaciones*, the National Communications Commission ( NCC ). The NCC is responsible for the general oversight and supervision of telecommunications services. The Department of Communications has the authority to develop, suggest and implement policies; to ensure that these policies are applied; to review the applicable legal regulatory framework; to act as the enforcing authority with respect to the laws governing the relevant activities; to approve the major technical plans and to resolve administrative appeals filed against NCC resolutions.

The principal features of the regulatory framework have been created by:

The Privatization Regulations, including the List of Conditions;

The Transfer Agreement;

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**2. Regulatory framework (continued)**

The Licenses granted to Telecom Argentina and its subsidiaries;

The Tariff Agreements; and

Various governmental decrees, including Decree No. 764/00, establishing the regulatory framework for licenses, interconnection, universal service and radio spectrum management.

**(b) Licenses granted as of September 30, 2003**

As of September 30, 2003, Telecom Argentina has been granted the following non-expiring licenses to provide the following services in Argentina:

Local fixed telephony;

Public telephony;

Domestic and international long-distance telephony;

Domestic and international point-to-point link services;

Domestic and international telex services;

Value added services, data transmission, videoconferencing and broadcasting signal services; and

Internet access.

As of September 30, 2003, the Company's subsidiaries have been granted the following licenses:

Telecom Personal has been granted a non-exclusive, non-expiring license to provide mobile telecommunication services in the northern region of Argentina and data transmission and value added services throughout the country. In addition, Telecom Personal owns licenses to provide mobile cellular radiocommunication services in the Federal District and Greater Buenos Aires areas, as well

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as a non-expiring license to provide PCS services throughout the country and it is registered to provide national and international long-distance telephone services, and

Nucleo S.A. ( Nucleo ) has been granted a license to provide mobile telecommunication services in Paraguay as well as PCS services in certain areas of that country.

Telecom Argentina's license is revocable in the case of non-compliance with certain obligations, including but not limited to:

the interruption of all or a substantial portion of service;

the non-performance of material obligations;

any sale, encumbrance or transfer of assets which may result in a reduction of level of services provided, without the prior approval of the regulatory authority and,

the reduction of Nortel Inversora S.A.'s ( Nortel , the parent company of the Company) interest in Telecom Argentina to less than 51%, or the reduction of Nortel's original shareholders' interest in Nortel to less than 51%, in either case without prior approval of the regulatory authorities.

Telecom Personal's licenses are revocable in the case of non-compliance with certain obligations, including but not limited to:

repeated interruptions of the services;

any transfer of the license and/or the related rights and obligations, without the prior approval of the regulatory authority;

any encumbrance of the license;

the voluntary insolvency proceedings or bankruptcy of Personal and,

the liquidation or dissolution of Personal, without the prior approval of the regulatory authority.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**2. Regulatory framework (continued)**

the liquidation or dissolution of Personal, without previous authorization of the NCC.

Nucleo s licenses are revocable mainly in the case of:

interruption of services;

the bankruptcy of Nucleo and,

non-compliance with certain obligations.

**(c) Renegotiation of agreements with the Argentine government**

Telecom Argentina s tariff scheme and procedures are detailed in the Tariff Agreement entered into by Telecom Argentina and the Argentine Government in November 1991, as amended in February 1992. Pursuant to the Tariff Agreement, all tariffs were to be calculated in US dollars and converted into Argentine pesos at the time the customer was billed using the exchange rate prevailing at that time. Under the Convertibility law that was effective until January 2002, the applicable exchange rate was \$1 to US\$1. Tariffs were to be adjusted twice a year in April and October based on the variation of the U.S. Consumer Price Index ( CPI ). These adjustments were not applied since 2000 according to a resolution of the Department of Communications.

However, in January 2002, the Argentine Government enacted Law No. 25,561, which provided, among other aspects, for the following:

The end of the relation \$1 = US\$1 ( pesification of tariffs);

The elimination of dollar or other foreign-currency adjustments and indexing provisions for tariffs;

The establishment of an exchange rate for dollar-denominated prices and rates of \$1 =US\$1;

The renegotiation of the conditions of the contracts entered into by privatized companies with the Argentine government.

The Argentine government is entitled to renegotiate the agreements based on the following criteria:

The impact of the rates on the economy and its effect on people's income;

Service quality and investment plans, as contractually agreed;

The customers' interests and access to the services;

The security of the systems;

The profitability of the companies.

Decree No. 293/02, dated February 12, 2002, entrusted the Ministry of Economy with the renegotiation of such agreements, including agreements that govern the provision of basic telephone services. Initially, the contractual renegotiation proposals were to be submitted to the government within 120 days after the effective date of the Decree, although this term was further extended for an additional 180-day period. Telecom Argentina filed all information as required by the government, which included information on the impact caused by the economic crisis on the Company's financial position and its revenues, the pre-existing mechanisms for tariff adjustments, operating costs, indebtedness, payment commitments with the government and future and on-going investments.



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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**2. Regulatory framework (continued)**

Resolution No. 38/02 of the Ministry of Economy established that the regulatory bodies are not entitled to modify, directly or indirectly, the prices and tariffs for public services while the renegotiation talks with the companies are in progress.

Furthermore, Decree No. 311/03 created a special unit within the Ministry of Economy and Production and the Ministry of Federal Planning, Public Investments and Services, pursuant to which all contracts entered into by the Argentine government with the privatized companies are to be analyzed and further renegotiated.

On April 24, 2003, Telecom Italia filed a notice with the relevant Argentine authorities for the formal commencement of proceedings to resolve the dispute with the Argentine State, pursuant to the Bilateral Agreement between Italy and Argentina Concerning the Promotion and Protection of Investments . The proceedings are aimed at receiving compensation for the damages deriving from the enactment, on the part of the Argentine government, of measures considered to be detrimental to the investment made in the Company. The filing of the notice started a six-month period in which the parties shall attempt to effect an amicable settlement. If no decision is reached during this period, Telecom Italia will have the right to start specific arbitration proceedings.

Also, FCR filed notices with the relevant Argentine authorities under the terms and conditions of bilateral agreements between Argentina and France concerning the protection of investments. FCR may, in its sole discretion, initiate actions against the Argentine government.

**3. Preparation of financial statements**

**(a) Basis of presentation**

The consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles used in Argentina ( Argentine GAAP ), considering the regulations of the *Comisión Nacional de Valores* ( *CNV* ), the National Securities Commission in Argentina, which differ in certain significant respects from generally accepted accounting principles in the United States of America ( US GAAP ). Such differences involve methods of measuring the amounts shown in the financial statements, as well as additional disclosures required by US GAAP and Regulation S-X of the Securities and Exchange Commission ( SEC ). A description of the significant differences between Argentine GAAP and US GAAP as they relate to the Company are set forth in Note 16 to these consolidated financial statements.

However, certain reclassifications and accommodations have been made to conform more closely to the form and content required by the SEC.

**(b) Basis of consolidation**

These consolidated financial statements include the accounts of Telecom Argentina and its subsidiaries over which it has effective control. Investments in companies in which the Company exercises significant influence, but not control, are accounted for under the equity method.

All significant intercompany accounts and transactions have been eliminated in preparation of the consolidated financial statements.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**3. Preparation of financial statements (continued)**

In accordance with Argentine GAAP, the presentation of the parent company's individual financial statements is mandatory. Consolidated financial statements are to be included as supplementary information to the individual financial statements. For the purpose of these financial statements, individual financial statements have been omitted since they are not required for SEC reporting purposes (see Note 15 for a description of certain condensed unconsolidated information).

A description of the subsidiaries with their respective percentage of capital stock owned is presented as follows:

| <u>Subsidiaries</u>        | <u>Percentage of capital<br/>stock owned and voting<br/>rights as of September<br/>30, 2003 (i)</u> |
|----------------------------|---|
| Telecom Personal           | 99.99%  |
| Nucleo                     | 67.50%  |
| Publicom S.A ( Publicom ). | 99.99%  |
| Telecom Argentina USA      | 100.00%   |
| Micro Sistemas (ii)        | 99.99%  |
| Cable Insignia (iii)       | 75.00%  |

(i) Percentage of equity interest owned has been rounded.

(ii) Not operating at September 30, 2003

(iii) In process of liquidation

**(c) Presentation of financial statements in constant Argentine Pesos**

On August 22, 1995, the Argentine government issued Decree 316/95 discontinuing the requirement that financial information be restated for inflation for any date or period after August 31, 1995. Effective September 1, 1995 in accordance with CNV resolutions and Argentine GAAP, the Company began accounting for its financial transactions on a historical cost basis, without considering the effects of inflation. Prior to September 1, 1995, the financial statements were prepared on the basis of general price level accounting, which reflected changes in purchasing power of the Argentine Peso in the historical financial statements. The financial statement information of periods prior to August 31, 1995 was restated to pesos of general purchasing power at the end of August 31, 1995 ( constant Pesos ). The August 31, 1995 balances, adjusted to the general purchasing power of the Peso at that date, became the historical cost basis for subsequent accounting and reporting.

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However, as a result of the new inflationary environment in Argentina and the conditions created by the Public Emergency Law No. 25,561, *Ley de Emergencia Pública y Reforma del Régimen Cambiario* (the Public Emergency Law ), the *Consejo Profesional de Ciencias Económicas de la Ciudad Autónoma de Buenos Aires* ( CPCECABA ), approved on March 6, 2002, a resolution reinstating the application of inflation accounting in financial statements for fiscal years or interim periods ending on or after March 31, 2002. This resolution provided that all recorded amounts restated for inflation through August 31, 1995, as well as those arising between that date and December 31, 2001 are to be stated in constant currency as of December 31, 2001 (the Stability Period ).

On July 16, 2002, the Argentine government issued a decree, instructing the CNV to issue the necessary regulations for the acceptance of financial statements prepared in constant currency. On July 25, 2002, the CNV reinstated the requirement to submit financial statements in constant currency, following the criteria of the CPCECABA.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**3. Preparation of financial statements (continued)**

However, on March 25, 2003, the Argentine government repealed the provisions of the previous decree related to the inflation adjustment and instructed the CNV to issue the necessary regulations to preclude companies under its supervision from presenting price-level restated financial statements. Therefore, on April 8, 2003, the CNV issued a resolution providing for the discontinuance of inflation accounting as of March 1, 2003. The Company complied with the CNV resolution and accordingly recorded the effects of inflation until February 28, 2003. Comparative figures were also restated until that date.

Since Argentine GAAP still requires companies to prepare price-level restated financial statements, the application of the CNV resolution represents a departure from GAAP.

As recommended by Argentine GAAP, the following table presents a comparison between certain condensed balance sheet and income statement information, as restated for the effects of inflation through September 30, 2003, and the corresponding reported amounts which include restatement only through February 28, 2003:

Condensed consolidated balance sheet information as of September 30, 2003:

|                                 | As restated<br>through<br>September 30,<br>2003 | As reported   | Effect       |
|---------------------------------|---|---------------|--------------|
|                                 | _____   | _____         | _____        |
| <b>Total current assets</b>     | \$ 2,589  | \$ 2,589      | \$           |
| Investments                     | 54  | 54            |              |
| Fixed assets, net               | 8,145   | 8,300         | (155)        |
| Intangible assets, net          | 851   | 869           | (18)         |
| Other receivables, net          | 158   | 158           |              |
|                                 | _____   | _____         | _____        |
| <b>Total non-current assets</b> | 9,208   | 9,381         | (173)        |
|                                 | _____   | _____         | _____        |
| <b>Total Assets</b>             | <b>11,797</b>                                   | <b>11,970</b> | <b>(173)</b> |
|                                 | _____   | _____         | _____        |
| Current liabilities             | 9,981   | 9,981         |              |
| Non-current liabilities         | 343   | 343           |              |
|                                 | _____   | _____         | _____        |
| <b>Total liabilities</b>        | <b>10,324</b>                                   | <b>10,324</b> |              |
|                                 | _____   | _____         | _____        |
| <b>Minority interest</b>        | 23  | 23            |              |

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|   |                   |                   |                   |
|---|-------------------|-------------------|-------------------|
| <b>Foreign currency translation adjustments</b>   | 27                | 27                |                   |
| Common stock  | 984               | 984               |                   |
| Inflation adjustment of common stock  | 2,958             | 3,044             | (86)              |
| Legal reserve   | 271               | 277               | (6)               |
| Accumulated deficit   | (3,413)           | (3,488)           | 75                |
| Net income for the period   | 623               | 779               | (156)             |
|   | <u>          </u> | <u>          </u> | <u>          </u> |
| <b>Shareholders equity</b>  | <b>1,423</b>      | <b>1,596</b>      | <b>(173)</b>      |
|   | <u>          </u> | <u>          </u> | <u>          </u> |
| <b>Total liabilities, minority interest, foreign currency translation adjustments and shareholders equity</b> | <b>\$ 11,797</b>  | <b>\$ 11,970</b>  | <b>\$ (173)</b>   |
|   | <u>          </u> | <u>          </u> | <u>          </u> |

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**3. Preparation of financial statements (continued)**Condensed consolidated income statement information for the nine months ended September 30, 2003:

|  | As restated<br>through<br>September 30,<br>2003 | As reported   | Effect          |
|--|---|---------------|-----------------|
|  | _____   | _____         | _____           |
| Net sales  | \$ 2,715  | \$ 2,711      | \$ 4            |
| Operating costs  | (1,262)   | (1,264)       | 2               |
|  | _____   | _____         | _____           |
| <b>Operating income before depreciation and amortization</b> | <b>1,453</b>                                    | <b>1,447</b>  | <b>6</b>        |
| Depreciation and amortization                                | (1,407)   | (1,423)       | 16              |
|  | _____   | _____         | _____           |
| <b>Operating income</b>                                      | <b>46</b>                                       | <b>24</b>     | <b>22</b>       |
| Equity gain from related companies                           | 2   | 2             |                 |
| Financial results, net                                       | 346   | 529           | (183)           |
| Other expenses, net  | (136)   | (138)         | 2               |
| Gain on repurchase of debt                                   | 378   | 375           | 3               |
|  | _____   | _____         | _____           |
| <b>Net income before income tax and minority interest</b>    | <b>636</b>                                      | <b>792</b>    | <b>(156)</b>    |
| Income tax   |   |               |                 |
| Minority interest  | (13)  | (13)          |                 |
|  | _____   | _____         | _____           |
| <b>Net income</b>  | <b>\$ 623</b>                                   | <b>\$ 779</b> | <b>\$ (156)</b> |
|  | _____   | _____         | _____           |

**(d) Reclassifications**

Certain reclassifications of prior year information have been made to conform to the current period presentation.

**(e) Interim financial information**

The accompanying September 30, 2003 consolidated financial statements are unaudited. The interim consolidated financial statements should be read in conjunction with the audited financial statements and related footnotes. The unaudited financial statements include, in the opinion of management, all adjustments, consisting only of normal recurring adjustments that are considered necessary for the fair presentation of the information in the financial statements.

**(f) Use of estimates**

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**(g) Statement of cash flows**

For the purpose of Cash flows the Company considers all highly liquid temporary investments with an original maturity of three months or less at the time of purchase to be cash equivalents.

**(h) Concentration of credit risk**

The Company's cash equivalents include high-quality securities placed with various major financial institutions with high credit ratings. The Company's investment policy limits its credit exposure to any one issuer/obligor.



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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**3. Preparation of financial statements (continued)**

The Company's customers include numerous corporations. The Company serves a wide range of customers, including residential customers, businesses and governmental agencies. As such, the Company's account receivables are not subject to significant concentration of credit risk. While receivables for sales to these various customers are generally unsecured, the financial condition and creditworthiness of customers are routinely evaluated. Fixed customer lines (prepaid lines were not included) were 3,327,514 (unaudited) at September 30, 2003 and 3,310,342 (unaudited) at September 30, 2002, and wireless customer lines (prepaid lines were not included) were 428,545 (unaudited) at September 30, 2003 and 509,910 (unaudited) at September 30, 2002.

**(i) Earnings/Dividends per share**

The Company computes net income (loss) per common share and dividends per share by dividing net income (loss) for the period by the number of common shares outstanding.

**4. Summary of significant accounting policies**

The following is a summary of significant accounting policies followed by the Company in the preparation of the financial statements.

**(a) Impact of recently issued accounting standards**

On January 14, 2003, the CNV approved, with certain amendments, Technical Resolutions No. 16, 17, 18, 19 and 20 issued by the *Federación Argentina de Consejos Profesionales de Ciencias Económicas* (FACPCE), which establish new accounting and disclosure principles under Argentine GAAP. These new accounting standards relate to the harmonization of Argentine GAAP with International Financial Reporting Standards (IFRS). The Company has made use of the early adoption provisions as permitted by the standards as of January 1, 2002. Following is a summary of the most significant provisions of the new accounting pronouncements which affect the Company:

**RT 16 Framework for the Preparation and Presentation of Financial Statements**

In December 2000, the FACPCE issued Technical Resolution No. 16 (RT 16), Framework for the Preparation and Presentation of Financial Statements which sets out the concepts that underlie the preparation and presentation of financial statements for external reporting. The purpose of the framework is to assist the Board of the FACPCE, preparers and auditors of financial statements, and other interested parties in achieving their aims. The framework does not define standards for any particular measurement or disclosure issue. Nothing in the framework overrides any specific Technical Resolution. Among other things, the framework deals with (a) the objective of financial statements; (b) the qualitative

characteristics that determine the usefulness of information in financial statements; (c) the definition, recognition and measurement of the elements from which financial statements are constructed; and (d) the concepts of capital and capital maintenance.

RT 17 Overall Considerations for the Preparation of Financial Statements

In December 2000, the FACPCE issued Technical Resolution No. 17 ( RT 17 ), Overall Considerations for the Preparation of Financial Statements which sets out guidelines for the recognition and measurement of assets and liabilities and the introduction of benchmark and alternative accounting treatments. The recognition and measurement of specific transactions and other events is dealt with in other Technical Resolutions.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**4. Summary of significant accounting policies (continued)**

Among other things, RT 17 sets out guidelines for the recognition and measurement of certain assets and liabilities at their fair value. RT 17 establishes that certain monetary assets and liabilities are to be measured based on the calculation of their discounted value using the internal rate of return of such assets or liabilities at the time of measurement, unless the company has the intent and ability to dispose of those assets or advance settlement of liabilities.

RT 17 also establishes that an exchange of debt instruments with substantially different terms is a debt extinguishment and that the old debt instrument should be derecognized. RT 17 clarifies that from a debtor's perspective, an exchange of debt instruments is deemed to have been accomplished with debt instruments that are substantially different if the present value of the cash flows under the terms of the new debt instrument is at least 10 percent different from the present value of the remaining cash flows under the terms of the original instrument. The new debt instrument should be initially recorded at fair value and that amount should be used to determine the debt extinguishment gain or loss to be recognized. Fair value should be determined by the present value of the future cash flows to be paid under the terms of the new debt instrument discounted at a rate commensurate with the risks of the debt instrument and time value of money.

The Company also adopted RT 17 provisions, as amended by CPCECABA, for accounting recognition of indefinite life intangibles. This standard prescribes the accounting treatment for identifiable intangibles after initial recognition. Upon adoption of the standard, amortization of indefinite life intangibles cease. Periodic impairment testing of these assets is now required.

RT 18 Specific Considerations for the Preparation of Financial Statements

In December 2000, the FACPCE issued Technical Resolution No. 18 ( RT 18 ), Specific Considerations for the Preparation of Financial Statements which sets out the recognition, measurement and disclosure criteria for specific transactions and other events.

In particular, RT 18 prescribes the method used to translate the financial statements of foreign subsidiaries. RT 18 establishes guidelines to classify foreign investments either as foreign operations or foreign entities. A company is to be regarded as a foreign entity if it is financially, economically and organizationally autonomous. Otherwise, a company is to be regarded as a foreign operation if its operations are integral to those of the Company. The Company's foreign subsidiaries have been classified as foreign entities since they are financially, economically and organizationally autonomous. Accordingly, and pursuant to RT 18, as amended by CPCECABA, financial statements were translated using period-end exchange rates for assets, liabilities and results of operations. Adjustments resulting from these translations are accumulated and reported as a separate line item between the liability and equity sections of the balance sheet.

RT 19 Amendments to Technical Resolutions No. 4,5,6,8,9, 11 and 14

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In December 2000, the FACPCE issued Technical Resolution No. 19 ( RT 19 ), Amendments to Technical Resolutions No. 4,5,6,8,9,11 and 14. In particular, RT 19 provides for certain specific disclosure provisions related to balance sheet and income statement items in the financial statements. Among others, RT 19 provides that only returns and other allowances should be deducted from net sales, while direct taxes and other costs directly associated with sales, i.e. turnover tax, should now be presented as operating costs. Also, RT 19 prescribes that goodwill recorded by consolidated subsidiaries should be disclosed as a separate line item in the balance sheet.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**4. Summary of significant accounting policies (continued)**

RT 19 also amends Technical Resolution No. 8 ( RT 8 ), and establishes that interim balance sheet amounts should be compared to the prior year-end while interim statement of income, changes in shareholders' equity and cash flow amounts should be compared to the corresponding period of the prior year.

RT 20 Accounting for Derivative Instruments and Hedging Activities

In April 2002, the FACPCE issued Technical Resolution No. 20 ( RT 20 ), Accounting for Derivative Instruments and Hedging Activities , which establishes accounting and reporting standards for derivative instruments and for hedging activities. RT 20 requires that an entity recognizes all derivatives as either assets or liabilities in the balance sheet and measure those instruments at fair value. The accounting for changes in the fair value of a derivative depends on the intended use of the derivative and how it is designated. RT 20, as amended by CPCECABA, prescribes that changes in the fair value of effective cash flow hedges are deferred as a separate component of the balance sheet and subsequently reclassified into earnings when the hedged items affect earnings. Gains and losses from fair value hedges are recognized in earnings in the period of any changes in the fair value of the related recognized asset or liability. Gains and losses on derivative instruments that are not designated as a hedging instrument are recognized in earnings in the period of change. Any hedge ineffectiveness and changes in the fair value of instruments that do not qualify as hedges are reported in current period earnings.

As of September 30, 2003, the Company holds no derivative financial instruments and does not currently engage in hedging activities.

RT 21 Equity Method of Accounting, Consolidation of Financial Statements and Related Party Transactions

In February 2003, the FACPCE issued Technical Resolution No. 21 ( RT 21 ), Equity Method of Accounting, Consolidation of Financial Statements and Related Party Transactions which amends Technical Resolutions No 4 and 5 and introduces certain amendments to other standards. This standard, as amended by CPCECABA, will be effective for fiscal years beginning after April 1, 2003. As of the date of these financial statements, the CNV has not adopted this resolution.

The following table presents a comparison between certain condensed balance sheet and income statement information for the nine month period ended September 30, 2002, as restated for the application of the new accounting pronouncements described above effective January 1, 2002, and the corresponding amounts as they were originally reported prior to such restatement:

## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Notes to the Unaudited Consolidated Financial Statements

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

## 4. Summary of significant accounting policies (continued)

|  | As originally<br>reported as<br>of September 30,<br>2002 | Effect of new<br>accounting<br>pronouncements<br>effective<br>January 1,<br>2002 | As restated as<br>of September 30,<br>2002 |
|--|--|--|--|
| <b>Changes in measurement criteria of assets and liabilities</b> |  |  |  |
| <b>Other receivables</b>   |  |  |  |
| Telecom Argentina  | \$ 67  | \$ (1)   | \$ 66                                      |
| Subsidiaries   | 180  | (2)  | 178  |
|  | <u>247</u>   | <u>(3)</u>   | <u>244</u>                                 |
| <b>Foreign currency translation adjustments</b>                  |  |  |  |
| Telecom Argentina  |  | (9)  | (9)  |
| Subsidiaries   |  | (30)   | (30)                                       |
|  |  | <u>(39)</u>  | <u>(39)</u>                                |
| <b>Indefinite life intangibles</b>                               |  |  |  |
| Subsidiaries   | \$ 555   | \$ 33  | \$ 588                                     |

## Changes in disclosure criteria

|  | For the nine-month<br>period ended<br>September 30, 2002<br>Gain / (Loss) |
|--|---|
| <b>Net sales</b>                       |   |
| Telecom Argentina                      |   |
| - Turnover tax                         | \$ 70   |
| - Cost of international outbound calls | 82  |
| - Other direct costs of sales          | 27  |
| Subsidiaries                           |   |
| - Turnover tax                         | 30  |
|  | <u>209</u>  |
|  | <b>Increase in net sales</b>  |
|  | <u>209</u>  |
| <b>Cost of services</b>                |   |

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|  |              |
|--|--------------|
| Telecom Argentina                        |              |
| - Turnover tax                           | (70)         |
| - Cost of international outbound calls   | (82)         |
| - Other direct costs of sales            | (27)         |
| Subsidiaries                             |              |
| - Turnover tax                           | (30)         |
|  | (209)        |
| <b>Increase in operating costs</b>       | <b>(209)</b> |
| <b>Net effect in statement of income</b> | <b>\$</b>    |
|  |              |

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**4. Summary of significant accounting policies (continued)**

The Company provides for losses relating to accounts receivable. The allowance for losses is based on management's evaluation of various factors, including the credit risk of customers, historical trends and other information. While management uses the information available to make evaluations, future adjustments to the allowance may be necessary if future economic conditions differ substantially from the assumptions used in making the evaluations. Management has considered all significant events and/or transactions that are subject to reasonable and normal methods of estimation, and the accompanying consolidated financial statements reflect that consideration.

**(b) Foreign currency translation**

The financial statements of the Company's subsidiaries are translated in accordance with RT 18, as amended by CPCECABA. Financial statements of foreign entities are translated using period-end exchange rates for assets, liabilities and results of operations. Adjustments resulting from these translations are accumulated and reported as a separate line item between the liability and equity sections of the balance sheet.

**(c) Revenue recognition**

The Company's principal sources of revenues are:

Voice, data and Internet services segment

*Basic telephone services:*

Domestic services revenues consist of monthly basic fees, measured service, long-distance calls and measured charges for value-added services, including call forwarding, call waiting, three-way calling, itemized billing and voicemail.

Revenues are recognized when earned. Unbilled revenues from the billing cycle dating to the end of each month are calculated based on traffic and are accrued at the end of the month.

Basic fees are generally billed monthly in advance and are recognized the following month when services are provided.



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Revenues derived from other telecommunications services, principally network access, long distance and airtime usage, are recognized monthly as services are provided.

Revenues from the sale of prepaid calling cards are recognized in the month in which the traffic is used or in which the card expires, whichever happens first. Remaining unused traffic for unexpired calling cards is shown as deferred revenue in accounts payable.

Revenues from installations consist primarily of amounts charged for the installation of local access lines. Installation fees are recognized at the time of installation or activation. The direct incremental cost related to installations and activations are expensed as incurred. Installation and activation costs exceed installation revenues for all periods presented. Reconnection fees charged to customers when resuming service after suspension are recognized as revenues when the service reconnection is made. Direct incremental costs, if any, are expensed as incurred.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**4. Summary of significant accounting policies (continued)**

Interconnection charges represent amounts received by the Company from other local service providers and long-distance carriers for calls that originate on or transit their networks but terminate on the Company's network. Revenue is recognized as services are provided.

*International long-distance services:*

The Company provides international telecommunications service in Argentina including voice and data services and international point-to-point leased circuits.

Revenues from international long-distance service reflect payments under bilateral agreements between the Company and foreign telecommunications carriers, covering inbound international long-distance calls.

Revenues are recognized as services are provided.

*Data transmission and Internet services:*

Data and Internet revenues consist of fixed monthly fees received from residential and corporate customers for data transmission and Internet connectivity services, including traditional dial-up connections, dedicated lines, private networks, broadcasting signal transport and videoconferencing services. These revenues are recognized as services are rendered.

Wireless telecommunication services segment

The Company provides wireless telephone service throughout Argentina via cellular and PCS networks. Cellular and PCS fees consist of airtime usage charges and additional charges for value-added services, including call waiting, call forwarding, three-way calling and voicemail, and for other miscellaneous cellular and PCS services. These revenues are recognized as services are rendered.

Revenues from the sale of handsets and accessories, net of discounts allowed, are recognized upon shipment to dealers or at point-of-sale (in the case of sales through the Company's retail outlets).

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Revenues from the sale of prepaid calling cards are recognized in the month in which the traffic is used or in which the card expires, whatever happens first. Remaining unused traffic for unexpired calling cards is shown as deferred revenue in current liabilities.

### Directory publishing segment

Revenues and expenses related to publishing directories are recognized on the issue basis method of accounting, which recognizes the revenues and expenses at the time the related directory is published, fulfilling the Company's contractual obligation to customers. A change in the timing of the publication of a directory could change the period in which the related revenues and expenses will be recognized.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**4. Summary of significant accounting policies (continued)**

**(d) Foreign currency transaction gains/losses**

Generally, foreign currency transaction gains and losses are included in the determination of net income or loss. During the nine-month periods ended September 30, 2003 and 2002, net foreign currency transaction gains or losses were a gain of \$957 and a loss of \$3,601, respectively.

However, CNV Resolution No.398 allowed the application of CPCECABA Resolution MD No.3/02, issued in March 2002, which provides that foreign currency transaction gains or losses on or after January 6, 2002, related to foreign-currency denominated debts as of such date must be allocated to the cost of assets acquired or constructed with such financing, as long as a series of conditions and requirements established in such standard are fulfilled. The Company adopted these resolutions and allocated the costs accordingly.

In July 2003, the CPCECABA issued Resolution CD No. 87/03, which suspended such accounting treatment and therefore required foreign currency transaction gains and losses to be included in the determination of net income for the period as from July 29, 2003.

**(e) Cash and banks**

Cash and banks are stated at nominal value.

**(f) Trade accounts, other receivables and payables, in currency, arising from the sale or purchase of goods and services and financial transactions**

Certain receivables and payables on the sale or purchase of goods and services, respectively, and those arising from financial transactions, are measured based on the calculation of their discounted value using the internal rate of return of such assets or liabilities at the time of initial measurement, unless the Company has the intent and ability to dispose of those assets or advance settlement of liabilities.

**(g) Other receivables and payables in currency not included in (f) above (except for deferred tax assets and liabilities and retirement benefits)**

Other receivables and payables not included in (f) above (except for deferred tax assets and liabilities and retirement benefits), are measured based on the calculation of their discounted value using the internal rate of return of such assets or liabilities at the time of measurement, unless the Company has the intent and ability to dispose of those assets or advance settlement of liabilities.

**(h) Investments**

Time deposits are valued at their cost plus accrued interest at period end.

Mutual funds are carried at market value. Unrealized gains and losses are included in financial results, net, in the consolidated statement of income.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**4. Summary of significant accounting policies (continued)**

The Company has investments in certain government bonds. The Company has classified these securities as held-to-maturity as management has the intent and ability to hold those securities to maturity. Such securities are recorded at amortized cost, subject to impairment evaluation. Due to the current economic situation and the deterioration of the public sector finances, there has been a significant impairment in the value of these securities. As such, the Company recognized other-than-temporary losses on these investments to carry them at fair value.

As of September 30, 2003, a portion of these bonds was reclassified to current assets since they were sold subsequent to period-end but prior to the issuance of the financial statements. Accordingly, the Company recorded a write-up on these investments to reflect the fair market value of the bonds as of September 30, 2003.

The Company has certain equity interests in unconsolidated companies, representing between 0.15% and 10% of the capital stock in such companies as of September 30, 2003. These investments have been accounted for at the lower of cost or equity value. Because the financial statements of certain affiliates are not made available timely to the Company in order to apply the equity method of accounting, the Company's proportionate share of the results of operations of these associated companies are included in the Company's consolidated financial statements on a three month lag.

Management is not aware of any event or circumstances since the date of such companies' financial statements that would modify or significantly affect their financial position or results of operations.

**(i) Inventories, net**

Inventories are stated at the lower of replacement cost or net realizable value. Where necessary, provision is made for obsolete, slow moving or defective inventory.

From time to time, the Company decides to sell wireless handsets at prices lower than their respective replacement costs. This strategy is aimed at achieving higher market penetration by reducing customer access costs while maintaining the Company's overall wireless business profitability. As this policy is the result of management's decision, promotional prices are not used to calculate the net realizable value of such inventories.

**(j) Other assets**

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Raw materials have been accounted for at replacement cost, which does not exceed the estimated realizable value of such materials. Where necessary, provision is made for obsolete, slow moving or defective raw materials.

Printing costs related to directories are carried at cost adjusted for inflation (See Note 3.c.), and deferred until the related directories are published.

### **(k) Fixed assets, net**

Fixed assets received from ENTel have been valued at their transfer price. Subsequent additions have been valued at cost. All amounts have been restated for inflation in accordance with applicable regulations (See Note 3.c.). Accumulated depreciation is computed under the straight-line method over the estimated useful lives of the assets, as specified below:

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**4. Summary of significant accounting policies (continued)**

| <u>Asset</u>   | <u>Estimated<br/>useful life<br/>(years)</u> |
|--|--|
| Buildings  | 11-25  |
| Transmission equipment   | 9-10   |
| Switching equipment  | 10   |
| Power equipment  | 5-10   |
| External wiring  | 14   |
| Telephony equipment, instrument and systems for improvement in services<br>Installations | 6-8<br>3-11                                  |
| Computer equipment   | 3-6  |

As of the date of these financial statements, the Company has received the transfer of title pertaining to substantially all of the fixed assets received from ENTel, other than 4.73% of such assets. Nevertheless, the Company is in complete possession of these fixed assets and operates them normally.

For fixed assets whose operating condition warrants replacement earlier than the end of the useful life assigned by the Company to its fixed asset category, the Company calculates the depreciation charge based on the adjusted remaining useful life assigned in accordance with the related asset replacement.

The cost of maintenance and repairs is charged to expense as incurred. The cost of significant renewals and improvements is added to the carrying amount of the respective assets. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is reflected in the statement of income.

The Company capitalizes interest on long-term construction projects. Interest capitalized was \$6 for the nine-month period ended September 30, 2003 and \$62 for the nine-month period ended September 30, 2002.

Certain foreign currency transaction gains and losses were capitalized as part of the cost of the assets from January 2002 through July 2003 (See Note 4.d for details). The net capitalized costs were \$596 as of September 30, 2003 and \$762 as of December 31, 2002.

Leases classified as capital leases are recognized as assets and liabilities in the balance sheet at amounts equal to the fair value of the leased property at the inception of the lease or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between imputed finance charge and the reduction of the outstanding liability.



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Included in the cost of fixed assets is computer equipment obtained through capital leases, which expire at various dates through April 2004.

The following is a summary of assets under capital leases as of September 30, 2003:

|                           | <b>As of<br/>September 30,<br/>2003</b> |
|---------------------------|---|
| Leased computer equipment | \$ 37                                   |
| Accumulated depreciation  | (32)                                    |
| Leased property, net      | <u>\$ 5</u>                             |

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**4. Summary of significant accounting policies (continued)**

**(I) Intangible assets, net**

Intangible assets are stated at cost, less accumulated amortization. All amounts have been restated for inflation in accordance with applicable regulations (See Note 3.c.).

The Company capitalizes interest on long-term projects. Interest capitalized was \$nil and \$4 for the nine-month periods ended September 30, 2003 and 2002, respectively.

Intangible assets comprise the following:

*Debt issuance costs*

Expenses incurred in connection with the issuance of debt have been deferred and are being amortized under the interest method over the life of the related issuances.

*Software obtained or developed for internal use*

The Company capitalizes certain costs associated with the development of computer software for internal use. Costs capitalized during the nine months ended September 30, 2003 and 2002 were not significant. These costs are being amortized on a straight-line basis over a period of 5 years.

*Website development costs*

Costs relating to the development of web sites are capitalized or expensed depending on the phase of development of sites: costs relating to the planning and operating stages are expensed and costs related to development and creation of the design are capitalized and amortized on a straight-line basis over 2 years. Costs capitalized during the nine months ended September 30, 2003 and 2002 were not significant.

*Trademarks*

Trademarks are amortized under the straight-line method over 15 years.

*Exclusivity agreements*

Exclusivity agreements were entered into with certain retailers and third parties relating to the promotion of the Company's products. Amounts capitalized are being amortized over the life of the agreements, which range from one to 28 months.

*Rights of use*

The Company purchases network capacity under agreements which grant the exclusive right to use a specified amount of capacity for a period of time. Amounts paid are capitalized and amortized over the terms of the respective capacity agreements, generally 15 years.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**4. Summary of significant accounting policies (continued)**

*PCS license*

As indicated in Note 4.a, the Company adopted RT 17, as amended by CPCECABA, on January 1, 2002. This standard prescribes the accounting treatment for both identifiable intangibles and goodwill after initial recognition. Upon adoption of the standard, amortization of indefinite life intangibles ceased. Periodic impairment testing of these assets is now required. The Company identified spectrum licenses as indefinite life intangibles. Concurrent with adoption, and again in December 2002, the Company evaluated for impairment its indefinite life intangibles in accordance with the standard's guidance and determined that these assets were not impaired.

*Band B license*

Band B license is amortized under the straight-line method over 10 years.

**(m) Impairment of long-lived assets**

The Company periodically evaluates the carrying value of its long-lived assets and certain intangible assets for impairment when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The carrying value of long-lived assets is considered impaired by the Company when the expected cash flows, undiscounted and without interest cost, from such assets, is less than its carrying value. In that event, a loss would be recognized based on the amount by which the carrying value exceeds the fair market value of the long-lived asset. Fair market value is determined primarily using the anticipated cash flows discounted at a rate commensurate with the risk involved.

The devaluation of the Argentine peso and the pesification of Telecom Argentina's tariffs materially affected the Company's financial position and results of operations, and changed the rules under which the Company operated. However, as indicated in Note 2.c., Law No. 25,561 authorized the Argentine government to renegotiate the conditions of the contracts with the privatized companies, taking into account their profitability, among other criteria.

In this regard, the Company has made certain assumptions in the determination of its estimated cash flows to evaluate a potential impairment of its long-lived assets in relation to each business segment. In these estimates, the Company has assumed that it will be able to implement a modification of the current level of Telecom Argentina's tariffs which would enable the Company to continue providing services within a deregulated and competitive market environment, achieve a reasonable profit and meet its debt requirements.

Based on the foregoing, the Company considered an impairment charge not to be necessary for its long-lived assets.

**(n) Severance indemnities**

Severance payments made to employees are expensed as incurred.

**(o) Income taxes**

The Company did not either calculate or pay income taxes on a consolidated basis for any of the periods presented. The Company records income taxes using the method required by RT 17.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**4. Summary of significant accounting policies (continued)**

Accordingly, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. RT 17 requires companies to record a valuation allowance for that component of net deferred tax assets which are not recoverable. The statutory income tax rate was 35% for all the periods presented.

**(p) Other taxes**

*Tax on minimum presumed income*

The Company is subject to a tax on minimum presumed income. This tax is supplementary to income tax. The tax is calculated by applying the effective tax rate of 1% on certain production assets valued according to the tax regulations in effect as of the end of each year/period. The Company's tax liabilities will be the higher of income tax or minimum presumed income tax. However, if the tax on minimum presumed income exceeds income tax during any fiscal year, such excess may be computed as a prepayment of any income tax excess over the tax on minimum presumed income that may arise in the next ten fiscal years.

The Company has estimated the existence of income tax losses for the years ended December 31, 2002 and 2001. The Company has determined an additional proportional charge for the nine-month period ended September 30, 2003 for the tax on minimum presumed income of \$46, which, together with the 2002, 2001 and 2000 charges, were deferred as Other non-current receivables. These charges have been estimated as recoverable based on the Company's tax projections and the 10-year legal expiration term for use of the credit.

*Turnover tax*

Under Argentine tax law, the Company is subject to a tax levied on gross revenues. Rates differ depending on the jurisdiction where revenues are earned for tax purposes. Average rates were 3.69% for the nine-month period ended September 30, 2003 and 3.17% for the nine-month period ended September 30, 2002.

**(q) Pension benefits**

Argentine laws provide for pension benefits to be paid to retired employees from government pension plans and/or privately managed fund plans to which employees may elect to contribute. Amounts payable to such plans are accounted for on an accrual basis. The Company does not sponsor any stock option plan.

Retirement liabilities shown under other liabilities represent benefits under collective bargaining agreements for employees who retire on reaching normal retirement age, or earlier due to disability. Benefits consist of the payment of a single lump sum equal to one year of salary for each five years of service. There is no vested benefit obligation until the occurrence of those conditions. The collective bargaining agreements do not provide for other post-retirement benefits such as life insurance, health care, and other welfare benefits. The Company does not make plan contributions or maintain separate assets to fund the benefits at retirement. The net periodic pension costs are recognized as employees render the services necessary to earn pension benefits. Actuarial assumptions and demographic data, as applicable, were used to measure the benefit obligation as of September 30, 2003 and as of December 31, 2002.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**4. Summary of significant accounting policies (continued)**

**(r) Litigation**

The Company, in the ordinary course of business, is subject to various legal proceedings. While it is impossible to determine the ultimate outcome of these matters, it is management's and legal counsel's opinion that the resolution of these matters will not have a material adverse effect on the financial position or results of operations of the Company.

**(s) Derivatives**

In compliance with the controls and procedures associated with financial risk management, during the period where the peso was pegged to the US dollar, the Company used certain derivative financial instruments such as interest rate and currency swaps in order to reduce risks associated with changes in interest rates and foreign exchange rates relating to borrowings in foreign currencies other than dollars. These instruments were negotiated with institutions and corporations with significant financial capacity; therefore, the Company considered that the risk of non-compliance with the obligations agreed to by such counterparties to be minimal.

Effective January 1, 2002, the Company adopted RT 20, as amended by CPCECABA, Accounting for Derivative Instruments and Hedging Activities, which requires the recognition of all derivative financial instruments as assets and/or liabilities at their estimated fair value. Changes in the fair value of effective cash flow hedges are deferred as a separate component of the balance sheet and subsequently reclassified to earnings when the hedged items affect earnings. Gains and losses from fair value hedges are recognized in earnings in the period of any changes in the fair value of the related recognized asset or liability.

Beginning in 2002, and due to the economic environment and change in rules under which the Company operates, principally the pesification of tariffs, the Company terminated all derivative agreements in the second quarter of fiscal year 2002. As such, the Company recognized a loss of \$284, which is included in financial results, net, in the statement of income for the period ended September 30, 2002. The Company does not have any derivative instruments as of September 30, 2003 or December 31, 2002.

**(t) Vacation expense**

Vacation expenses are fully accrued in the period the employee renders services to earn such vacation.

**5. Breakdown of the main accounts**



(a) Cash and banks

Cash and banks consist of the following:

|                         | As of September 30,<br>2003 | As of December 31,<br>2002 |
|-------------------------|-----------------------------|----------------------------|
|                         | <u>          </u>           | <u>          </u>          |
| Cash                    | \$ 2                        | \$ 3                       |
| Banks                   | 64                          | 50                         |
| Currency-like bonds (i) | 11                          | 36                         |
|                         | <u>          </u>           | <u>          </u>          |
|                         | \$ 77                       | \$ 89                      |
|                         | <u>          </u>           | <u>          </u>          |

- 
- (i) From time to time, the Company receives from its customers national and provincial government bonds, which may be used by the Company to pay certain commercial and tax obligations in the respective jurisdictions of issuance. In the last few years, provincial governments in Argentina have historically settled their debts with suppliers through the issuance of provincial bonds, which were intended to circulate as money.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**5. Breakdown of the main accounts (continued)****(b) Investments**

Investments consist of the following:

|                    | As of<br>September 30,<br>2003 | As of<br>December 31,<br>2002 |
|--------------------|--------------------------------|-------------------------------|
| <b>Current</b>     |                                |                               |
| Time deposits (i)  | \$ 1,691                       | \$ 1,121                      |
| Mutual funds       | 111                            | 19                            |
| Government bonds   | 23                             | 186                           |
|                    | <u>\$ 1,825</u>                | <u>\$ 1,326</u>               |
| <b>Non current</b> |                                |                               |
| Government bonds   | \$ 42                          | \$ 48                         |
| Equity investments | 12                             | 11                            |
|                    | <u>\$ 54</u>                   | <u>\$ 59</u>                  |

- (i) Includes an amount of \$830, which has been segregated by the Company for purposes of satisfying debt obligations. The Company may, at its option, repatriate these funds at any time.

**(c) Accounts receivable**

Accounts receivable consist of the following:

|                | As of<br>September 30,<br>2003 | As of<br>December 31,<br>2002 |
|----------------|--------------------------------|-------------------------------|
| <b>Current</b> |                                |                               |

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|                                 |                   |                   |
|---------------------------------|-------------------|-------------------|
| Voice, data and Internet        | \$ 463            | \$ 519            |
| Wireless (a)                    | 329               | 354               |
| Directories publishing          | 17                | 25                |
|                                 | <u>          </u> | <u>          </u> |
| Subtotal                        | 809               | 898               |
| Allowance for doubtful accounts | (279)             | (298)             |
|                                 | <u>          </u> | <u>          </u> |
|                                 | \$ 530            | \$ 600            |
|                                 | <u>          </u> | <u>          </u> |
| <b>Non current</b>              |                   |                   |
| Directories publishing          | \$                | \$ 1              |
|                                 | <u>          </u> | <u>          </u> |

- 
- (a) Includes \$255 and \$284 corresponding to wireless in the Argentine Republic as of September 30, 2003 and December 31, 2002, respectively and, \$74 and \$70 corresponding to wireless abroad as of those dates.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**5. Breakdown of the main accounts (continued)****(d) Other receivables**

Other receivables consist of the following:

|  | As of<br>September 30,<br>2003 | As of<br>December 31,<br>2002 |
|--|--------------------------------|-------------------------------|
| <b>Current</b>                             |                                |                               |
| Tax credits                                | \$ 71                          | \$ 17                         |
| Prepaid expenses                           | 30                             | 16                            |
| Advances to employees                      | 6                              | 8                             |
| Others                                     | 39                             | 32                            |
|  | <u>146</u>                     | <u>73</u>                     |
| <b>Non-current</b>                         |                                |                               |
| Net Deferred tax assets                    | \$ 304                         | \$ 584                        |
| Less:                                      |                                |                               |
| Valuation allowance                        | (291)                          | (571)                         |
| Deferred tax assets, net of allowance (i)  | 13                             | 13                            |
| Credit on minimum presumed income tax (ii) | 131                            | 85                            |
| Other tax credits                          | 4                              | 33                            |
| Prepaid expenses                           | 7                              | 6                             |
| Others                                     | 7                              | 8                             |
|  | <u>162</u>                     | <u>145</u>                    |
| Subtotal                                   | 162                            | 145                           |
| Allowance for doubtful accounts            | (4)                            | (2)                           |
|  | <u>158</u>                     | <u>143</u>                    |

(i) Corresponds to Publicom.

(ii) Considering current expiration period (10 years), the Company considers the ultimate realization of the credit to be more likely than not based on current projections.

**(e) Inventories**

Inventories consist of the following:

|                                 | As of<br>September 30,<br>2003 | As of<br>December 31,<br>2002 |
|---------------------------------|--------------------------------|-------------------------------|
| Wireless handsets and equipment | \$ 4                           | \$ 18                         |
| Allowance for obsolescence      | (2)                            | (6)                           |
|                                 | <u>\$ 2</u>                    | <u>\$ 12</u>                  |

**(f) Other assets**

Other assets consist of the following:

|                        | As of<br>September 30,<br>2003 | As of<br>December 31,<br>2002 |
|------------------------|--------------------------------|-------------------------------|
| Deferred printing cost | \$ 2                           | \$ 2                          |
| Raw materials          | 7                              | 1                             |
|                        | <u>\$ 9</u>                    | <u>\$ 3</u>                   |

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**5. Breakdown of the main accounts (continued)****(g) Accounts payable**

Accounts payable consist of the following:

|                          | As of<br>September 30,<br>2003 | As of<br>December 31,<br>2002 |
|--------------------------|--------------------------------|-------------------------------|
| <b>Current</b>           |                                |                               |
| Suppliers                | \$ 307                         | \$ 360                        |
| Deferred revenues        | 24                             | 20                            |
| Advances from customers  | 3                              | 1                             |
| Capital leases           | 1                              | 2                             |
| Related parties (Note 7) | 7                              | 11                            |
|                          | <u>\$ 342</u>                  | <u>\$ 394</u>                 |

**(h) Salaries and social security payable**

Salaries and social security payable consist of the following:

|   | As of<br>September 30,<br>2003 | As of<br>December 31,<br>2002 |
|---|--------------------------------|-------------------------------|
| <b>Current</b>                                |                                |                               |
| Vacation, bonuses and social security payable | \$ 57                          | \$ 41                         |
| Termination benefits                          | 9                              | 15                            |
| Other   | 4                              | 5                             |
|   | <u>\$ 70</u>                   | <u>\$ 61</u>                  |
| <b>Non current</b>                            |                                |                               |

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|                      |    |                   |    |                   |
|----------------------|----|-------------------|----|-------------------|
| Termination benefits | \$ | 15                | \$ | 18                |
| Other                |    | 8                 |    | 11                |
|                      |    | <u>          </u> |    | <u>          </u> |
|                      | \$ | 23                | \$ | 29                |
|                      |    | <u>          </u> |    | <u>          </u> |

(i) Taxes payable

Taxes payable consist of the following:

|                                |    | As of             |    | As of             |
|--------------------------------|----|-------------------|----|-------------------|
|                                |    | September 30,     |    | December 31,      |
|                                |    | 2003              |    | 2002              |
|                                |    | <u>          </u> |    | <u>          </u> |
| Tax on minimum presumed income | \$ | 41                | \$ | 50                |
| VAT, net                       |    | 36                |    | 27                |
| Turnover tax                   |    | 26                |    | 24                |
| Others                         |    | 20                |    | 17                |
|                                |    | <u>          </u> |    | <u>          </u> |
|                                | \$ | 123               | \$ | 118               |
|                                |    | <u>          </u> |    | <u>          </u> |

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**5. Breakdown of the main accounts (continued)****(j) Other liabilities**

Other liabilities consist of the following:

|  | As of<br>September 30,<br>2003 | As of<br>December 31,<br>2002 |
|--|--------------------------------|-------------------------------|
|  | <u>          </u>              | <u>          </u>             |
| <b>Current</b>                           |                                |                               |
| Contributions to government programs (i) | \$ 13                          | \$ 13                         |
| Others                                   | 9                              | 12                            |
|  | <u>          </u>              | <u>          </u>             |
|  | \$ 22                          | \$ 25                         |
|  | <u>          </u>              | <u>          </u>             |
| <b>Non current</b>                       |                                |                               |
| Retirement benefits                      | \$ 7                           | \$ 6                          |
| Lease of international capacity          | 11                             | 14                            |
| Others                                   | 9                              | 9                             |
|  | <u>          </u>              | <u>          </u>             |
|  | \$ 27                          | \$ 29                         |
|  | <u>          </u>              | <u>          </u>             |

(i) See Note 11 for details.

**(k) Net sales**

Net sales consist of the following:

| Nine-month<br>periods ended |                       |
|-----------------------------|-----------------------|
| September 30,<br>2003       | September 30,<br>2002 |
| <u>          </u>           | <u>          </u>     |
|                             |                       |



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|                        |          |          |
|------------------------|----------|----------|
| Voice                  | \$ 1,599 | \$ 2,014 |
| Data and Internet      | 291      | 316      |
|                        | <hr/>    | <hr/>    |
| Subtotal               | 1,890    | 2,330    |
|                        | <hr/>    | <hr/>    |
| Wireless               | 817      | 815      |
| Directories publishing | 4        | 6        |
|                        | <hr/>    | <hr/>    |
|                        | \$ 2,711 | \$ 3,151 |
|                        | <hr/>    | <hr/>    |

(l) Equity gain/(loss) from related companies

Equity gain/(loss) from related companies consist of the following:

|                         | Nine-month<br>periods ended |                       |
|-------------------------|-----------------------------|-----------------------|
|                         | September 30,<br>2003       | September 30,<br>2002 |
|                         | <hr/>                       | <hr/>                 |
| Latin American Nautilus | \$                          | \$ (10)               |
| Nahuelsat               | 2                           | (8)                   |
|                         | <hr/>                       | <hr/>                 |
|                         | \$ 2                        | \$ (18)               |
|                         | <hr/>                       | <hr/>                 |

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**5. Breakdown of the main accounts (continued)****(m) Financial results, net**

Financial results consist of the following:

|                                       | Nine-month<br>periods ended |                       |
|---------------------------------------|-----------------------------|-----------------------|
|                                       | September 30,<br>2003       | September 30,<br>2002 |
| <b>Generated by assets</b>            |                             |                       |
| Interest income                       | \$ 87                       | \$ 35                 |
| Foreign currency exchange gain/(loss) | (105)                       | 657                   |
| Loss on exposure to inflation         | (11)                        | (2,211)               |
| Other                                 | (10)                        | (59)                  |
| <b>Total generated by assets</b>      | <b>\$ (39)</b>              | <b>\$ (1,578)</b>     |
| <b>Generated by liabilities</b>       |                             |                       |
| Interest expense                      | \$ (490)                    | \$ (633)              |
| Foreign currency exchange gain (loss) | 1,062                       | (4,258)               |
| Gain on exposure to inflation         | 4                           | 948                   |
| Loss on termination of derivative     |                             | (284)                 |
| Other                                 | (8)                         | (57)                  |
| <b>Total generated by liabilities</b> | <b>\$ 568</b>               | <b>\$ (4,284)</b>     |
| <b>Total financial results</b>        | <b>\$ 529</b>               | <b>\$ (5,862)</b>     |

**(n) Other expenses, net**

Other expenses net consist of the following:

Nine-month  
periods ended

|                             | September 30,<br>2003 | September 30,<br>2002 |
|-----------------------------|-----------------------|-----------------------|
| Termination benefits        | \$ (46)               | \$ (27)               |
| Provision for contingencies | (83)                  | (53)                  |
| Other, net                  | (9)                   | (35)                  |
|                             | <u>\$ (138)</u>       | <u>\$ (115)</u>       |

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**5. Breakdown of the main accounts (continued)****(o) Gain on repurchase of debt**

Gain on repurchase of debt consist of the following:

|   | Nine-month periods ended |                       |
|---|--------------------------|-----------------------|
|   | September<br>30, 2003    | September<br>30, 2002 |
| Discount on principal (i)                                     | \$ 361                   | \$                    |
| Discount on accrued and penalty interest (ii)                 | 49                       |                       |
| Reversal of capitalized foreign currency exchange differences | (21)                     |                       |
| Other related expenses  | (14)                     |                       |
|   | <u>\$ 375</u>            | <u>\$</u>             |

(i) Equals US\$ 131 million. See Note 12.b. for details.

(ii) Equals US\$ 17 million. See Note 12.b. for details.

**6. Supplementary cash flow information**

The cash flow statement has been prepared using the indirect method.

The following table reconciles the balances included as cash and banks and current investments in the balance sheet to the total amounts of cash and cash equivalents at the beginning and end of the period shown in the statements of cash flows:

|                | As of         |        | As of        |        |
|----------------|---------------|--------|--------------|--------|
|                | September 30, |        | December 31, |        |
|                | 2003          | 2002   | 2002         | 2001   |
| Cash and banks | \$ 77         | \$ 104 | \$ 89        | \$ 129 |

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|  |                   |                   |                   |                   |
|--|-------------------|-------------------|-------------------|-------------------|
| Current investments  | 1,825             | 870               | 1,326             | 332               |
|  | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> |
| <b>Total cash and banks and current investments as per balance sheet</b>       | <b>\$ 1,902</b>   | <b>\$ 974</b>     | <b>\$ 1,415</b>   | <b>\$ 461</b>     |
| Less:  |                   |                   |                   |                   |
| Items not considered cash and cash equivalents                                 |                   |                   |                   |                   |
| - Currency-like bonds (i)  | (11)              | (30)              | (36)              | (32)              |
| - Time deposits with maturities of more than three months                      | (222)             |                   |                   |                   |
| - Government bonds (ii)  | (23)              | (48)              | (65)              |                   |
|  | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> |
| <b>Total cash and cash equivalents as shown in the statement of cash flows</b> | <b>\$ 1,646</b>   | <b>\$ 896</b>     | <b>\$ 1,314</b>   | <b>\$ 429</b>     |
|  | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> |

(i) Corresponds to national and provincial government bonds restricted as to their use for paying commercial and tax obligations in the respective jurisdictions of issuance. See Note 5.a. for details.

(ii) Corresponds to the current portion of held-to-maturity investments.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**6. Supplementary cash flow information (continued)**

Changes in assets/liabilities components (including the effects of inflation on monetary accounts):

|  | Nine-month periods Ended |                 |
|--|--------------------------|-----------------|
|  | September 30,            |                 |
|  | 2003                     | 2002            |
| <b>Decrease (increase) in assets</b>                   |                          |                 |
| Investments not considered as cash or cash equivalents | \$ 6                     | \$ 25           |
| Accounts receivable                                    | (293)                    | 43              |
| Other receivables                                      | (9)                      | 1,073           |
| Inventories  | 5                        | (33)            |
| Other assets   | (6)                      | (1)             |
|  | <u>\$ (297)</u>          | <u>\$ 1,107</u> |
| <b>Increase (decrease) in liabilities</b>              |                          |                 |
| Accounts payable                                       | \$ 72                    | \$ (390)        |
| Salaries and social security payable                   | 3                        | (125)           |
| Taxes payable  | 180                      | (180)           |
| Other liabilities                                      | (5)                      | (46)            |
| Contingencies  | (15)                     | (94)            |
|  | <u>\$ 235</u>            | <u>\$ (835)</u> |

Income tax paid during the nine months ended September 30, 2003 and 2002 amounted to \$1 and \$nil, respectively. Interest paid during the nine-month periods ended September 30, 2003 and 2002, amounted to \$332 and \$438, respectively.

Non-cash investing and financing activities:

|  | Nine-month<br>periods ended |                       |
|--|-----------------------------|-----------------------|
|  | September 30,<br>2003       | September 30,<br>2002 |
| Acquisition of fixed assets through incurrence of accounts payable | \$ 1                        | \$ 12                 |
| Capitalized interest on fixed assets and intangible assets         | 6                           | 66                    |
| Wireless handsets lent to customers at no cost (i) at              | 2                           | 11                    |
| Collection of receivables with government bonds                    | 348                         | 668                   |
| Government bonds exchanged for tax certificates                    | (25)                        |                       |
| Payment of taxes with government bonds                             | (220)                       | (334)                 |
| Payment of accounts payable with government bonds                  | (119)                       | (177)                 |

- (i) Under certain circumstances, the Company lends handsets to customers at no cost pursuant to term agreements. Handsets remain the property of the Company and customers are generally obligated to return them at the end of the respective agreements.

## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Notes to the Unaudited Consolidated Financial Statements

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

## 6. Supplementary cash flow information (continued)

The following table presents the cash flows from purchases, sales and maturities of securities which were not considered as cash equivalents in the statement of cash flows:

|   | Nine-month<br>periods ended |                       |
|---|-----------------------------|-----------------------|
|   | September 30,<br>2003       | September 30,<br>2002 |
| Government bonds  | \$ 40                       | \$ 59                 |
| Time deposits with maturities of more than three months                     | (222)                       |                       |
| <b>Total cash flows from investments not considered as cash equivalents</b> | <b>\$ (182)</b>             | <b>\$ 59</b>          |

Financing activities components:

|  | Nine-month<br>periods ended |                       |
|--|-----------------------------|-----------------------|
|  | September 30,<br>2003       | September 30,<br>2002 |
| Proceeds from bank loans and others                        | \$                          | \$ 4                  |
| Payment of notes   | (277)                       |                       |
| Payment of bank loans and others                           | (152)                       | (45)                  |
| Payment of interest on Notes                               | (231)                       | (191)                 |
| Payment of interest on bank loans and others               | (49)                        | (82)                  |
| Payment of interest on fixed asset and inventory financing | (52)                        | (98)                  |
| Payment of collateral on derivative instrument             |                             | (68)                  |
| <b>Total financing activities components</b>               | <b>\$ (761)</b>             | <b>\$ (480)</b>       |



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The following table includes the cash from operating, investing and financing activities after disclosing the effects of inflation accounting and exchange rate changes on cash and cash equivalents:

|  | Nine-month<br>periods ended |                       |
|--|-----------------------------|-----------------------|
|  | September 30,<br>2003       | September 30,<br>2002 |
| Total cash flows provided by operating activities            | \$ 1,457                    | \$ 1,263              |
| Total cash flows used in investing activities                | (285)                       | (318)                 |
| Total cash flows used in financing activities                | (761)                       | (480)                 |
| Effect of exchange rate changes on cash and cash equivalents | (79)                        | 39                    |
| Effect of inflation accounting                               |                             | (37)                  |
| Increases in cash and cash equivalents                       | \$ 332                      | \$ 467                |

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**7. Related party transactions****(a) Controlling group**

As of September 30, 2003, Nortel is the controlling shareholder of Telecom Argentina. Nortel owns all of the outstanding Class A shares and 36,832,408 Class B shares of Telecom Argentina. Nortel's ordinary shares are owned equally by Telecom Italia and FCR.

On September 9, 2003, Nortel was notified of the agreement entered into by FCR and the Wertheim Group, pursuant to which FCR sold its stake in Nortel to Wertheim. This agreement is pending regulatory approval.

Prior to the consummation of the sale, Telecom Italia and FCR will contribute their respective interests in Nortel to a newly created company (the Newco) in exchange for shares of the Newco. Telecom Italia and FCR will have the same shareholding interest in the Newco. Upon approval from the regulatory authority, FCR will sell a 48% interest in the Newco plus an option to purchase the remaining 2% to the Wertheim Group for a total purchase price of US\$125 million. The purchase option will be exercisable from January 31, 2008 through December 31, 2013.

Once the sale is consummated, the shareholders of the Newco will be Telecom Italia representing 50%, Wertheim Group representing 48% and FCR representing 2% of Newco's capital stock. In addition, the Wertheim Group granted a purchase option of its interest in the Newco to Telecom Italia for US\$ 60 million. The option will be exercisable from December 31, 2008 through December 31, 2013.

**(b) Balances and transactions with related parties**

The Company has had transactions in the normal course of business with certain related parties. The following is a summary of the balances and transactions with related parties:

|                              | <b>As of<br/>September 30,<br/>2003</b> | <b>As of<br/>December 31,<br/>2002</b> |
|------------------------------|---|--|
|                              | <u>                    </u>             | <u>                    </u>            |
| <b>Accounts payable:</b>     |   |  |
| Multibrand (a)               | \$                                      | \$ 1                                   |
| Latin American Nautilus (b)  |   | 3                                      |
| Intelsat Ltd (b).            | 1                                       |  |
| Teco Soft Argentina S.A. (c) | 1                                       | 1                                      |
| FCR Argentine branch (d)     | 5                                       | 6                                      |

|  |          |           |
|--|----------|-----------|
|  | <u>7</u> | <u>11</u> |
|  | \$       | \$        |

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## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Notes to the Unaudited Consolidated Financial Statements

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

## 7. Related party transactions (continued)

| Transaction description                             | Nine-month periods ended |                    |
|---|--------------------------|--------------------|
|   | September 30, 2003       | September 30, 2002 |
| <b>Services received:</b>                           |                          |                    |
| Latin American Nautilus (b)                         |                          |                    |
| Lease of circuits                                   |                          |                    |
| and rental expenses                                 | \$ 3                     | \$ 10              |
| Nahuelsat (b)                                       |                          |                    |
| Rental expenses                                     | 5                        | 5                  |
| Intelsat Ltd. (b)                                   |                          |                    |
| Rental expenses                                     | 4                        | 5                  |
| Multibrand (a)                                      |                          |                    |
| Advertising   | 1                        | 2                  |
| Telecom Italia S.p.A. Argentine branch (c)          |                          |                    |
| Fees for services                                   | 1                        | 1                  |
| Management fees                                     | 2                        | 11                 |
| Telesoft S.p.A. Argentine branch (c)                |                          |                    |
| Fees for services                                   |                          | 14                 |
| Teco Soft Argentina S.A. (c)                        |                          |                    |
| Fees for services                                   | 9                        | 5                  |
| Olivetti Argentina S.A. (c)                         |                          |                    |
| Fees for services                                   |                          | 2                  |
| FCR Argentine branch (d)                            |                          |                    |
| Fees for services                                   | 2                        | 3                  |
| Management fees                                     |                          | 11                 |
| Sofrecom Argentina S.A. (d)                         |                          |                    |
| Fees for services                                   | 7                        | 8                  |
| Tel3 S.A. (d)                                       |                          |                    |
| Fees for services                                   | 1                        | 1                  |
| <b>Total operating costs</b>                        | <b>\$ 35</b>             | <b>\$ 78</b>       |
| <b>Purchases of fixed assets/intangible assets:</b> |                          |                    |
| Telesoft S.p.A. Argentine branch (c)                |                          |                    |
|   | \$                       | \$ 6               |
| Teco Soft Argentina S.A. (c)                        |                          |                    |
|   |                          | 3                  |
| Pirelli Cables S.A.I.C. (c)                         |                          |                    |
|   |                          | 1                  |
| Sofrecom Argentina S.A. (d)                         |                          |                    |
|   | 1                        | 12                 |
| Tel3 S.A. (d)                                       |                          |                    |
|   |                          | 5                  |
| <b>Total fixed assets and intangible assets</b>     | <b>\$ 1</b>              | <b>\$ 27</b>       |

(a) The Company had 25% of the capital stock in such company.

- (b) The Company has between 0.15% and 10% of the capital stock in such companies.
- (c) Such companies form part of Telecom Italia Group.
- (d) Such companies form part of France Telecom Group.

The Company believes that the transactions discussed above were made on terms no less favorable to the Company than would have been obtained from unaffiliated third parties.

As of September 30, 2003, Telecom Argentina had loans outstanding to four officers of Telecom Argentina, totaling \$0.5. Of this amount, approximately \$0.4 corresponded to loans granted pursuant to retention plans. The remainder corresponded to car loans. The annual interest rate for the majority of these loans is 6% and the annual interest rates for the remaining loans are 10.8%.

**(c) Management agreement**

On the Transfer Date, Telecom Argentina and the Operators entered into a management agreement (the Management Agreement ) under which the Operators undertook the management and operation of the Company and facilitated their expertise and technical assistance. The Management Agreement initially expired in October 1999, but was renewable automatically while the Company continued rendering services on an exclusive basis.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**7. Related party transactions (continued)**

In August 1999, the parties entered into an amended agreement (the Amended Agreement), with substantially similar terms and conditions, pursuant to which the Management Agreement was extended through October 9, 2004. The Amended Agreement is renewable for an additional 5-year period upon written agreement of the parties.

The management fee payable by Telecom Argentina is based on 3% of net sales. In October 2001, due to the economic situation prevailing in Argentina, the Operators agreed to reduce the fee to 1.25% without affecting any of their obligations under the agreement. Telecom Argentina paid this reduced fee from October 1, 2001 through March 31, 2002. In 2002, and due to the impact of the crisis on the Company's financial position and results of operations, Telecom Argentina and the Operators agreed to suspend temporarily the provisions of Article II of the Management Agreement (which includes the provisions relating to the payment of the management fee) from April 1, 2002 through December 31, 2002, except for the provision of qualified management personnel, as necessary. Furthermore, the Operators notified the Company that they would continue rendering management services as required by the Company on an as-needed basis, being reimbursed only for certain costs and travel expenses. Subsequently, Telecom Argentina and the Operators agreed to suspend the Article II provisions until its expiration date in October 2004.

**8. Debt**

Short-term and long-term debt comprises the following:

|                              | As of<br>September 30,<br>2003 | As of<br>December 31,<br>2002 |
|------------------------------|--------------------------------|-------------------------------|
|                              | <u>          </u>              | <u>          </u>             |
| <b>Short-term debt:</b>      |                                |                               |
| - Principal:                 |                                |                               |
| Notes                        | \$ 4,574                       | \$ 5,407                      |
| Bank loans and others        | 1,624                          | 2,097                         |
| Fixed assets financing       | 2,129                          | 2,522                         |
| Inventory financing          | 424                            | 511                           |
|                              | <u>          </u>              | <u>          </u>             |
| Subtotal                     | 8,751                          | 10,537                        |
| - Accrued interest           | 584                            | 564                           |
| - Penalty interest           | 77                             | 34                            |
|                              | <u>          </u>              | <u>          </u>             |
| <b>Total short-term debt</b> | <b>\$ 9,412</b>                | <b>\$ 11,135</b>              |
|                              | <u>          </u>              | <u>          </u>             |
| <b>Long-term debt:</b>       |                                |                               |
| - Principal                  |                                |                               |
| Bank loans and others        | \$ 86                          | \$ 142                        |
| - Accrued interest           |                                | 3                             |

|                             |                 |                  |
|-----------------------------|-----------------|------------------|
| <b>Total long-term debt</b> | 86              | 145              |
| <b>Total debt</b>           | <b>\$ 9,498</b> | <b>\$ 11,280</b> |

**(a) Short-term and Medium-term Notes Programs:**

The Company has issued various series of notes under its short-term and medium-term global programs. The Programs were approved by shareholders' general meetings which in turn authorized the Board of Directors to determine the terms and conditions, including amount, price, interest rate and currency. The Global Programs and the notes issued thereunder were ranked by Argentine ratings agencies.

The terms and conditions of the various series of notes contained customary affirmative and negative covenants, including, but not limited to, creation of liens on assets and/or revenues of the Company, mergers and others.

## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Notes to the Unaudited Consolidated Financial Statements

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

## 8. Debt (continued)

The detail of the outstanding series under the programs as of September 30, 2003 is as follows:

| Global<br>program | Date of<br>issue | Nominal<br>value (in<br>millions) | Term,<br>in<br>years | Maturity<br>date | Annual<br>interest<br>rate (i) | Book value at<br>September 30,<br>2003 | Market value<br>at September 30,<br>2003 |       |
|-------------------|------------------|-----------------------------------|----------------------|------------------|--------------------------------|--|--|-------|
| <b>Program B:</b> |                  |                                   |                      |                  |                                |  |  |       |
| Series C          | 11.15.95         | US\$ 200                          | 7                    | 11.15.02         | 12.0                           | 339                                    | 248                                      |       |
| Series E (a)      | 5.5.97           | US\$ 100                          | 8                    | 5.5.05           | 4.38                           | 292                                    | 219                                      |       |
| Series F (c)      | 5.30.97          | Euro 207                          | 10                   | 5.30.07          | 8.87                           | 644                                    | 489                                      |       |
| Series H (b) (c)  | 3.18.98          | Euro 207                          | 10                   | 3.18.08          | 4.00                           | 638                                    | 478                                      |       |
| Series I          | 4.8.99           | Euro 200                          | 5                    | 4.8.04           | 8.37                           | 633                                    | 488                                      |       |
| Series K          | 7.1.99           | Euro 250                          | 3                    | 7.1.02           | 7.25                           | 698                                    | 537                                      |       |
| <b>Program D:</b> |                  |                                   |                      |                  |                                |  |  |       |
| Series 1          | 4.7.00           | Euro 250                          | 3                    | 4.7.03           | 7.62                           | 767                                    | 591                                      |       |
| Series 2          | 7.2.01           | Euro 190                          | 3                    | 7.2.04           | 9.50                           | 563                                    | 434                                      |       |
|                   |                  |                                   |                      |                  |                                | Principal                              | 4,574                                    | 3,484 |
|                   |                  |                                   |                      |                  |                                | Accrued interest                       | 399                                      |       |
|                   |                  |                                   |                      |                  |                                | Penalty interest                       | 23                                       |       |
|                   |                  |                                   |                      |                  |                                |  | 4,996                                    |       |

(i) Percentages have been rounded

(a) Accrue interest at 6-month LIBOR plus 3.125%. At September 30, 2003, LIBOR was 1.18%.

(b) Accrue interest at 6-month LIBOR plus 1.5%.

(c) Originally issued in Italian Lira.

## Global Program B:

The Company has six series of bonds outstanding under the Global Program B, which expired on August 10, 1999. As of September 30, 2003, an amount of \$3,533 is outstanding under the program. The net proceeds of the notes were used to refinance debt and meet working capital needs.

## Global Programs C and D



The Company was authorized to create a short-term note program and a medium-term note program, C and D, respectively, for the issuance and re-issuance of unsecured non-convertible notes for up to US\$ 200 million and US\$ 1,500 million, respectively. As of September 30, 2003, two series (1 and 2) are outstanding under the Global Program D for an aggregate amount of \$1,463. The net proceeds of the notes were used to refinance debt and meet working capital needs.

**(b) Debt restructuring**

Under Argentine Law No. 24,441 (the Trust Law ), on August 23, 2000, the Company's subsidiary, Telecom Personal, issued US\$ 60 million in aggregate principal amount at maturity of zero coupon promissory notes (the Promissory Notes ) originally due in August 2002 and 2003. Bank of America N.A. Sucursal Buenos Aires (BofA) was designated as the trustee of the TITAN Telecom Personal 2000 Class I Financial Trust (the Trust ). Pursuant to the terms of the Trust, the trustee had to enter into forward purchase contracts to hedge the proceeds from the collection of the dollar-denominated promissory notes against the payment in pesos of the debt certificates issued by the Trust. Concurrently, Telecom Personal entered into an early prepayment agreement (the Prepayment Agreement ) with the Trustee pursuant to which Telecom Personal would prepay the Promissory Notes and costs related to the early cancellation of the forward purchase contracts, upon the occurrence of certain events.

In February 2002, Telecom Personal notified the Trustee of an event of default under the terms and conditions of the Prepayment Agreement. As per Law 25,561, certain receivables and payables denominated in US dollars were pesified . Telecom Personal and the Trustee disputed whether these obligations were under the scope of the law, and consequently, they decided to submit the matter to arbitration proceedings.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**8. Debt (continued)**

On December 13, 2002, as a result of the arbitration proceedings, Telecom Personal and the Trustee entered into an amended agreement (the Amended Agreement ) pursuant to which the Prepayment Agreement and the forward purchase contracts were retroactively terminated as of June 13, 2002. Under the Amended Agreement, Telecom Personal assumed the obligation to pay the costs of the early cancellation of the forward purchase contracts. Telecom Personal issued US\$ 27 million in aggregate principal amount at maturity under four promissory notes (the BofA Promissory Notes ), in satisfaction of the payment. The BofA Promissory Notes bear interest at Libor plus 3% per year and are payable in 18 consecutive quarterly installments beginning January 1, 2004, after giving effect to a grace period from June 13, 2002 through December 31, 2003, during which no principal and/or interest is payable.

Also, under the terms of the Amended Agreement, Telecom Personal issued a new US\$ 27 million in aggregate principal amount promissory note (the Holders Promissory Note ) to holders of the Promissory Notes in exchange for relinquishing their claims in respect of the existing Promissory Notes. The Holder Promissory Note bears interest at Libor plus 3% per year and is due June 13, 2008. Interest is payable quarterly beginning April 1, 2004, after the grace period expires. The interest rate may not be higher than 10% per year during the term of the Holders Promissory Note.

For the year ended December 31, 2002, the Company recorded a gain on the restructuring of the Promissory Notes of \$43. According to Argentine GAAP, the new debt has been discounted to its present value using a discount rate of 12%.

As more fully described in Note 12, the Company completed a cash tender offer for a portion of the Company's debt. Telecom Personal completed the tender offer for the early redemption of 100% of the BofA Promissory Notes and 8% of the Holders Promissory Note, pursuant to which approximately US\$ 28 million and US\$ 2 million, respectively, were redeemed. The net gain on repurchase of debt was approximately \$24, which form part of the \$375 included in the statement of income.

**(c) Bank loans**

These include term loans payable to various banks, bearing an annual weighted average rate of 4.31%, due at various dates through April 2009.

**(d) Fixed assets financing**

These include term loans payable to various banks and other financial institutions, bearing an annual weighted average rate of 4.29%, due at various dates through May 2016. The most significant are:

*Mediocredito Centrale:*

Prior to the privatization of Entel, the Argentine government was granted a credit line from the *Instituto Centrale Per il Credito a Medio Termine* (the *Mediocredito Centrale* ) for an aggregate amount of Euro 103 million, the proceeds of which were to be used to finance the digitalization of the telephone network in Argentina. Subsequently, under this credit line, the Argentine government ceded to the Company the rights to an Euro 50-million loan payable semi-annually in 30 equal consecutive installments and bearing interest at a rate of 1.75% per year.

The Argentine government remains the debtor to the *Mediocredito Centrale*, however, the Company assumed the obligation to service the debt according to the terms and conditions of the agreement. In the event the Company fails to pay the corresponding installments, and the Argentine government settles the obligations, the Company's debt towards the government may be offset by the corresponding receivables for services rendered to certain governmental agencies. As of September 30, 2003, an amount of approximately \$135 (principal plus accrued interest) or Euro 39 million is outstanding under the agreement.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**8. Debt (continued)**

*Japan Bank for International Cooperation:*

On June 29, 1998, the Company entered into a credit line agreement with the Japan Bank for International Cooperation ( JBIC ) for up to Japanese yen 12,000 million loan due June 15, 2010. The Company used Japanese yen 11,652 million under this credit line. As of September 30, 2003, an amount of approximately \$313 (principal plus accrued interest) is outstanding under the agreement.

**(e) Inventory financing**

These include term loans payable to various banks and other financial institutions, bearing an annual weighted average rate of 3.98%, due at various dates through October 2003.

**9. Shareholders equity**

**(a) Common stock**

At September 30, 2003, the Company has 502,034,299 authorized, issued and outstanding shares of \$1 par value Class A Common Stock, 436,323,992 shares of \$1 par value Class B Common Stock and 46,022,687 shares of \$1 par value Class C Common Stock. Common stockholders are entitled to one vote for each share held of record on all matters submitted to a vote of shareholders.

The Company's shares are authorized by the CNV, the Buenos Aires Stock Exchange ( BCBA ) and the New York Stock Exchange ( NYSE ) for public trading. Only Class B shares are traded. Nortel owns all of the outstanding Class A shares and Class C shares are dedicated to the employee stock ownership program, as described below.

Class B shares began trading on the BCBA on March 30, 1992. On December 9, 1994, these shares began trading on the NYSE under the ticker symbol TEO upon approval of the Exchange Offer by the SEC. Pursuant to the Exchange Offer, holders of ADRs or ADS which were restricted under Rule 144-A and holders of GDR issued under Regulation S exchanged their securities for unrestricted ADS, each ADS representing 5 Class B shares. Class B also began trading on the Mexican Stock Exchange on July 15, 1997.

**(b) Restrictions on distribution of profits**

The Company is subject to certain restrictions on the distribution of profits. Under the Argentine Commercial Law, the by-laws of the Company and rules and regulations of the CNV, a minimum of 5% of net income for the year calculated in accordance with Argentine GAAP must be appropriated by resolution of the shareholders to a legal reserve until such reserve reaches 20% of the outstanding capital (common stock plus inflation adjustment of common stock accounts). This legal reserve may be used only to absorb deficits.

**(c) Share ownership program**

In 1992, a decree from the Argentine government, which provided for the creation of the Company upon the privatization of ENTel, established that 10% of the capital stock then represented by 98,438,098 Class C shares was to be included in the *Programa de Propiedad Participada* or PPP (an employee share ownership program sponsored by the government). Pursuant to the PPP, the Class C shares were held by a trustee for the benefit of former employees of the state-owned company who remained employed by the Company and who elected to participate in the plan.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**9. Shareholders equity (continued)**

In 1999, a decree of the Argentine government eliminated the restrictions on some of the Class C shares held by the Trust, although it excluded 45,932,738 Class C shares subject to an injunction against their use. On March 14, 2000, a shareholders meeting of the Company approved the conversion of up to unrestricted 52,505,360 Class C shares into Class B shares, of which 52,415,411 were converted. In May 2000, the employees sold 50,663,377 shares through an international and national bid.

In September 2002, the Trustor requested the Company to take all necessary actions in order to effect the conversion to class B shares of up to 15,000,000 Class C shares out of the 45,932,738 shares held in the Trust, which had been released from the injunction. Since a shareholders meeting was required to effect the conversion, the Company requested the Trustor to obtain judicial approval to convert the total amount of Class C shares held in the Trust, so as to avoid calling for successive meetings every time restrictions on the shares were released. The Trustor informed the Company that a judicial resolution in favor of the total conversion had not been granted.

However, on September 23, 2003, the Trustor informed the Company that unrestricted Class C shares amounted to 10,334,176, of which 8,361,012 are still held by the Trust. The Company is currently evaluating the conversion proposals.

**(d) *Rueda Reducida* trading**

As a result of the default situation described in Note 12, the BCBA decided to transfer the trading of the Company's notes to the so-called *Rueda Reducida* status, a special trading status of the BCBA for companies experiencing certain adverse financial conditions.

**(e) ADRs trading in NYSE**

On July 29, 2002, the Company was notified by the NYSE that the average trading price of the Company's ADSs did not meet the NYSE's continued listing requirements and might be delisted. The Company notified the NYSE of its intention to achieve compliance within the six-month timeframe required by the NYSE and began evaluating appropriate alternatives. In order to maintain compliance, the average trading price of the ADSs must equal or exceed US\$1.00 for a minimum of 30 trading days.

The Company had informed the NYSE that this matter would be addressed by the next scheduled shareholders meeting. However, prior to the consummation of the scheduled meeting, the price of the Company's shares increased and therefore met NYSE standards once again. Considering this situation, the shareholders meeting held on April 30, 2003, authorized the Board of Directors to take actions to assure compliance with NYSE standards, as necessary such as a ratio exchange in the number of shares represented by each ADS.

**(f) Mandatory reduction of capital**

Under section 206 of the Argentine Companies Law, if at the annual shareholders meeting, a company's losses have absorbed its reserves and at least 50% of the share capital, a company is required to reduce its capital stock. Further, under paragraph 5 of section 94, if a company's shareholders' equity is negative, a company is required to commence dissolution proceedings unless its shareholders take action (either by making a capital contribution or authorizing the issuance of additional shares of the company) resulting in positive shareholders' equity within 90 days of such annual shareholders' meeting.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**9. Shareholders' equity (continued)**

However, due to the current economic environment, on July 16, 2002, the requirements of section 206 and paragraph 5 of section 94 were suspended temporarily until December 10, 2003. Since the Company reported a loss for the year ended December 31, 2002, which absorbed the Company's reserves and significantly reduced its shareholders' equity, the Company qualifies for mandatory reduction of capital, although its application is temporarily suspended.

**10. Income tax**

No income tax provision has been recorded for any period presented as the Company has experienced net operating losses for income tax purposes.

Income tax expense (benefit) for the nine months ended September 30, 2003 and 2002 consists of the following:

|                                     | Nine-month<br>periods ended |                       |
|-------------------------------------|-----------------------------|-----------------------|
|                                     | September 30,<br>2003       | September 30,<br>2002 |
| Current tax expense                 | \$                          | \$                    |
| Deferred tax expense (benefit)      |                             | (1,990)               |
| <b>Income tax expense (benefit)</b> | <b>\$</b>                   | <b>\$ (1,990)</b>     |

The Company accounts for income taxes in accordance with the guidelines of RT 17. RT 17 prescribes the use of the liability method whereby deferred tax asset and liability account balances are determined based on differences between financial reporting and tax based assets and liabilities and are measured using the enacted tax rates.

The tax effects of temporary differences that give rise to significant portions of the Company's deferred tax assets and liabilities are presented below:



|                                       | As of<br>September 30,<br>2003 | As of<br>December 31,<br>2002 |
|---------------------------------------|--------------------------------|-------------------------------|
|                                       | <u>          </u>              | <u>          </u>             |
| <b>Deferred tax assets:</b>           |                                |                               |
| - Tax loss carryforwards              | \$ 1,470                       | \$ 2,160                      |
| - Allowance for doubtful accounts     | 101                            | 98                            |
| - Provision for contingencies         | 76                             | 52                            |
| - Foreign exchange gains and losses   | 261                            | 326                           |
| - Other                               | 289                            | 170                           |
|                                       | <u>          </u>              | <u>          </u>             |
| <b>Total deferred tax assets</b>      | <b>\$ 2,197</b>                | <b>\$ 2,806</b>               |
|                                       | <u>          </u>              | <u>          </u>             |
| <b>Deferred tax liabilities</b>       |                                |                               |
| - Fixed assets                        | 96                             | 169                           |
| - Inflation adjustment (i)            | 1,503                          | 1,746                         |
| - Foreign currency gains/losses (ii)  | 294                            | 300                           |
| - Other                               |                                | 7                             |
|                                       | <u>          </u>              | <u>          </u>             |
| <b>Total deferred tax liabilities</b> | <b>\$ 1,893</b>                | <b>\$ 2,222</b>               |
|                                       | <u>          </u>              | <u>          </u>             |
| - Valuation allowance                 | 291                            | 571                           |
|                                       | <u>          </u>              | <u>          </u>             |
| <b>Net deferred income tax assets</b> | <b>\$ 13</b>                   | <b>\$ 13</b>                  |
|                                       | <u>          </u>              | <u>          </u>             |

(i) Mainly relate to inflation adjustment on fixed assets, intangibles and other assets for financial reporting purposes

(ii) Mainly relate to capitalized interest and foreign currency exchange gains and losses in fixed assets

## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Notes to the Unaudited Consolidated Financial Statements

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**10. Income tax (continued)**

Income tax expense (benefit) for the nine months ended September 30, 2003 and 2002 differed from the amounts computed by applying the Company's statutory income tax rate to pre-tax income (loss) as a result of the following:

|   | Nine-month<br>periods ended |                       |
|---|-----------------------------|-----------------------|
|   | September 30,<br>2003       | September 30,<br>2002 |
| Income tax expense (benefit) at statutory income tax rate on pretax income (loss) | \$ 277                      | \$ (2,152)            |
| <b>Permanent differences:</b>   |                             |                       |
| Non taxable items   | (3)                         | 20                    |
| Inflation adjustment of permanent differences                                     | 2                           | 129                   |
| Change in valuation allowance   | (275)                       | 3                     |
| Equity gain (loss) from related companies and amortization of goodwill            | (1)                         | 10                    |
| <b>Income tax expense (benefit)</b>   | <b>\$</b>                   | <b>\$ (1,990)</b>     |

As of September 30, 2003, the Company had accumulated operating tax loss carryforwards of approximately \$1,470. The following table details the operating tax loss carryforwards segregated by company and expiration date:

| Expiration year | Telecom<br>Argentina | Publicom | Telecom<br>Personal | Nucleo   | Total<br>consolidated |
|-----------------|----------------------|----------|---------------------|----------|-----------------------|
| 2005            |                      |          |                     | 3        | 3                     |
| 2007            | 1,212                | 3        | 252                 |          | 1,467                 |
| <b>Total</b>    | <b>1,212</b>         | <b>3</b> | <b>252</b>          | <b>3</b> | <b>1,470</b>          |

Decree No. 2,568/02 of the Argentine government prescribed that foreign currency exchange losses arising from holding foreign-currency denominated assets and liabilities existing as of January 6, 2002, had to be determined using an exchange rate of \$1.40 to US\$1. The resulting net foreign currency exchange loss from this calculation procedure was to be considered deductible for income tax purposes at a rate of 20% per year commencing in fiscal year 2002. As of December 31, 2002, the exchange rate was \$3.37 to US\$1. Therefore, pursuant to the terms of the Decree, the difference between \$1.4 and \$3.37 was to be deducted entirely for income tax purposes in fiscal year 2002. On the contrary, the Company and its tax advisors had interpreted the Decree to require the entire amount (\$3.37 minus \$1) to be deductible for income tax purposes at a rate of 20% per year commencing in fiscal year 2002 through fiscal year 2006.

The Company provides a valuation allowance for deferred tax assets when it is more likely than not that some portion or all of the net deferred tax assets will not be realized. Based on a number of factors, including the Argentine government's interpretation of the Decree as described above, the current expiration period of tax loss carryforwards (5 years) and the fact that the Company anticipates insufficient future taxable income over the periods in which tax assets can be applied, management believes that there is sufficient uncertainty regarding the realization of a significant portion of its net deferred tax assets that a valuation allowance has been provided. The Company will continue to monitor the need for a change in the valuation allowance that has been provided.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**10. Income tax (continued)**

**(a) Impact of Resolution MD No. 11/03 of the CPCECABA**

Under Argentine GAAP, there are currently two approaches to the accounting treatment of differences between the tax basis and book basis of non-monetary items for deferred income tax calculation purposes when companies prepare price-level restated financial statements.

In one approach, the FACPCE, in line with IAS and U.S. GAAP, reached a consensus that when preparing financial statements restated for general price-level changes, temporary differences under RT 17 are determined based on the difference between the price-level restated amount of assets and liabilities reported in the financial statements and the related tax basis amounts. Accordingly, following the guidelines of RT 17 and related interpretations, the Company has treated the differences between the tax basis and indexed book basis of non-monetary items as temporary from year 2002.

However, in April 2003, the CPCECABA issued Resolution MD No. 11/2003, which was intended to clarify certain concepts in connection with the accounting treatment of deferred tax assets and liabilities when companies prepare price-level restated financial statements. The CPCECABA reached a consensus that differences between the tax basis and the related indexed amounts of fixed assets would be permanent differences rather than being considered temporary.

In the opinion of management, this alternative approach departs from the liability method prescribed by RT 17. In order to comply with applicable rules and regulations, the Company consulted with the CNV and requested the regulatory authority to issue a statement on the subject, so as to permit the Company to give proper accounting effect in these financial statements. As of the date of these financial statements, the CNV has not yet addressed the issue.

Based on the foregoing, the Company has decided to continue treating the differences between the tax basis and price-level restated amounts of non-monetary assets and liabilities as temporary. Further, and considering that the Company has provided for a substantial portion of its net deferred tax assets, the CPCECABA resolution, if applied to the Company's financial statements as of September 30, 2003, would not have a significant impact on the Company's financial position and results of operations. Rather, the application of the resolution would have an effect on the disclosed amounts of net deferred tax assets and the components of the income tax expense for the nine months ended September 30, 2003, as follows:

Effect on net deferred tax assets:

| Net<br>deferred<br>tax | Valuation<br>allowance | Net of<br>valuation |
|------------------------|------------------------|---------------------|
|------------------------|------------------------|---------------------|

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|  | <u>assets</u>   | <u>          </u> | <u>allowance</u> |
|--|-----------------|-------------------|------------------|
| <b>Balances as per books</b>   | \$ 304          | \$ (291)          | \$ 13            |
| Plus (less):   |                 |                   |                  |
| Tax effect of inflation adjustment on fixed assets, intangible assets and other assets | 1,503           |                   | 1,503            |
| Increase in valuation allowance  |                 | (1,503)           | (1,503)          |
| <b>Balances as adjusted</b>  | <b>\$ 1,807</b> | <b>\$ (1,794)</b> | <b>\$ 13</b>     |

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**10. Income tax (continued)**

Effect on income tax:

| <u>(Loss)/ Gain</u>  | <u>Balances<br/>as per<br/>books</u> | <u>Adjustments</u> | <u>Balances<br/>as<br/>adjusted</u> |
|--|--------------------------------------|--------------------|-------------------------------------|
| Deferred income tax  | \$ (517)                             | \$                 | \$ (517)                            |
| Tax effect of inflation adjustment on fixed assets, intangible assets and other assets | 242                                  | (242)              |                                     |
| <b>Subtotal</b>  | <b>(275)</b>                         | <b>(242)</b>       | <b>(517)</b>                        |
| Decrease in valuation allowance  | 275                                  | 242                | 517                                 |
| <b>Income tax</b>  | <b>\$</b>                            | <b>\$</b>          | <b>\$</b>                           |

In the event the Company decreases the level of the valuation allowance provided, the application of the resolution would have a material effect on the Company's financial position and results of operations.

**11. Commitments and contingencies****(a) Purchase commitments**

The Company has entered into various purchase commitments aggregating approximately \$65 as of September 30, 2003, primarily related to the supply of switching equipment, maintenance and repair of public phones, infrastructure agreements and other service agreements.

**(b) Investment commitments**

In August 2003, Telecom Argentina has been notified by the Department of Communications of a proposal for the creation of a \$70-million financial trust (the *Complejo Industrial de las Telecomunicaciones 2003* or 2003 Telecommunications Fund) to be funded by the major telecommunication companies aimed at developing the telecommunications sector in Argentina. Banco de Inversion y Comercio Exterior (BICE) was designated as Trustee of the Fund. The Fund is aimed at, among others:

Creating alternative mechanisms for financing;

Completing projects if they prove to be long-standing, profitable and relate to the telecommunications system;

Developing and consolidating the 2003 Telecommunications Fund; and

Being the nexus between the major telecommunication companies and small and medium-sized companies and individual entrepreneurs within the sector, and harmonizing their interests with those of the State.

The Company has committed to contribute \$1.5 at the inception of the Fund. The Company also committed further contributions of up to \$3.5, payable on the first anniversary of the Fund, provided that the Company completed its financial restructuring successfully. In addition, management announced that it is the Company's intention to promote agreements with local suppliers - for an estimated amount of \$10 - which would facilitate their access to financing.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**11. Commitments and contingencies (continued)**

**(c) Contingencies**

The Company is a party to several civil, tax, commercial and labor proceedings and claims that have arisen in the ordinary course of its business. The Company has established reserves for an aggregate amount of \$219 to cover potential losses under these claims.

In addition, the Company is subject to other claims and legal actions that have arisen in the ordinary course of business. Although there can be no assurance as to the ultimate disposition of these matters, it is the opinion of the Company's management based upon the information available at this time and consultation with external legal counsel, that the expected outcome of these other claims and legal actions, individually or in the aggregate, will not have a material effect on the Company's financial position or results of operations. Accordingly, no reserves have been established for the outcome of these litigations.

Following is a summary of the most significant other claims and legal actions for which reserves have not been established:

*Labor proceedings*

Based on a legal theory of successor company liability, Telecom Argentina has been named as a co-defendant with ENTel in several labor lawsuits brought by former employees of ENTel against the state-owned company. The Transfer Agreement provided that ENTel and the Argentine government, and not the Company, are liable for all amounts owed in connection with claims brought by former ENTel employees, whether or not such claims were made prior to the Transfer Date, if the events giving rise to such claims occurred prior to the Transfer Date.

ENTel and the Argentine government have agreed to indemnify and hold the Company harmless in respect of such claims. Under current Argentine legislation, the government may settle any amounts payable to the Company for these claims through the issuance of treasury bonds. As of September 30, 2003, labor lawsuits in this connection amounted to \$16.

*Other claims*

In November 1995, Telecom Argentina, Telefonica de Argentina ( Telefonica ), Telintar and the Argentine government were served notice of a legal action brought by a consumer group called *Consumidores Libres Cooperativa Limitada de Provision de Servicios Comunitarios* ( Consumidores ). The purpose of the action sought to declare null and void all regulations and rate agreements in force since the Transfer Agreement, the effect being to have the basic telephone rates charged by licensees reduced, the amounts supposedly collected in excess refunded



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to customers and the licensees' rate of return on the Company's fixed assets, as determined by Decree No. 2,585/91, limited to an annual 16%. The Court of Appeals has rejected some claims but deferred decisions on others until final judgement is made.

In October 2001, the Court of Appeals awarded the plaintiffs an injunction ordering the Argentine government, Telefonica and Telecom Argentina to refrain from applying any indexing provisions to the tariffs pending final resolution in the case. Accordingly, Telecom Argentina was not able to adjust tariffs by the application of the United States Consumer Price Index (USCPI), as permitted by the Transfer Agreement, when calculating the price cap formula therein established. The Company appealed the decision before the Argentine Supreme Court rejecting the arguments stated therein. Furthermore, Law No. 25,561 also prohibited the application of any indexing provisions in the contracts entered into with the Argentine government, including the contracts related to telecommunication services.

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**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**11. Commitments and contingencies (continued)**

In October 2002, the Company was served notice by the NCC of a resolution requesting Telecom Argentina to refrain from billing to their customers any increase in municipal tax to which the Company is subject and to refund customers for any amount charged in this regard. The Company appealed this resolution. In November 2003, Telecom Argentina filed a complaint in order to confirm its right to transfer municipal taxes to its customers. The demand is pending judicial resolution.

In July 2003, Telecom Argentina was served notice by the NCC of a note requesting the Company to deposit an amount of \$46.6 in connection with a government-sponsored Internet program called `argentina@internet.todos`. As of September 30, 2003, the Company has recorded \$13 in connection with this, which is included in other liabilities. The difference between the amount claimed and the recorded amount corresponds to interest and indexing. Even though it is not possible to determine the merits of these proceedings, in the opinion of the Company's management and its legal counsel, the final outcome of this matter will not have a material effect on the Company's financial position and results of operations.

In August 2003, Telecom Argentina, Telefonica and the Department of Communications were served notice of another legal action brought by Consumidores alleging that certain amounts in connection with the provision of certain special equipment were included in monthly fees and that the amounts paid be reimbursed to customers. The Company contested the allegations on the grounds that the fees collected are permitted under the current applicable rules and regulations.

Certain amounts deposited in the Company's bank accounts have been restricted as to their use due to some judicial proceedings. As of September 30, 2003, these restricted funds totaled \$8. The Company has reclassified these balances to other receivables on the Company's balance sheet.

**12. Financial restructuring**

**(a) Background**

The terms and conditions of the Notes and loan agreements issued by the Company contain certain clauses, which provided for events of default, as follows:

Failure to pay principal or interest at maturity;

Cross-default provisions, such as failure to pay principal or interest on any other outstanding indebtedness of the Company or its material subsidiaries, which equals or exceeds an aggregate amount of US\$20 million;

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The Company's written notice of default on its debt;

Any final judgment providing for the payment of an aggregate amount equal to or exceeding US\$20 million; and

The Company's or its material subsidiaries' voluntary petition for bankruptcy, special bankruptcy proceedings ( *Concurso Preventivo* ) or out-of-court reorganization agreements.

As a result of the devaluation of the Argentine Peso and subsequent pesification of Telecom Argentina's tariffs, on March 27, 2002 and June 24, 2002, the Board of Directors of Telecom Argentina and its subsidiaries in Argentina defaulted on its principal and interest payment obligations under the debt agreements. Notwithstanding the defaults, the Company continues to conduct business as usual. As a result of the defaults, the bondholders and lenders under the agreements were entitled, at their option, to request the acceleration of all principal and accrued interest outstanding as of the date of the defaults. As of the date of these financial statements, the Company has received notices of acceleration from certain lenders representing loan amounts exceeding US\$ 20 million. In addition, most of the indentures and loan agreements provide for a penalty interest rate in the event that payments are not made when due. Such penalty interest ranged from an average 2% to 5% per year.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**12. Financial restructuring (continued)**

The Company incurred losses in the year ended December 31, 2002 of \$ 4,386 and has an accumulated deficit of \$ 2,709 as of September 30, 2003. The devaluation of the Argentine Peso and subsequent pesification of Telecom Argentina's tariffs have materially affected the Company's business. The Company's board of directors is currently taking all necessary actions aimed at preserving the Company's value and maximizing the Company's cash flows. The Company reached an agreement with certain financial creditors on the restructuring of a portion of its debt (see Note 12 b) for details) and is currently developing a comprehensive plan to restructure all of its remaining indebtedness. In addition, the Argentine government will renegotiate the terms of the contracts with Telecom Argentina regarding tariffs and regulatory obligations. While Telecom Argentina is optimistic that these transactions will be completed successfully, Telecom Argentina cannot give assurance that these transactions will be completed on terms that are acceptable to it or its operating subsidiaries. The accompanying unaudited consolidated financial statements were prepared assuming the Company will continue to operate on a going-concern basis and do not include any adjustments to the recorded amounts of assets or to the recorded amounts or classification of liabilities which would be required if the Company were unable to realize its assets and satisfy its liabilities and obligations in the normal course of business.

**(b) Cash tender offer**

In April 2003, the Company announced that Telecom Argentina, Telecom Personal and Publicom were commencing a Modified Dutch Auction tender offer for a portion of the consolidated debt. The Company offered to buy back debt using cash up to US\$310 million relating to Telecom Argentina, US\$55 million relating to Telecom Personal and US\$2 million relating to Publicom.

The Company also paid 100% of accrued interest through June 24, 2002, on all indebtedness, regardless of creditor participation in the tender offer and 30% of accrued interest from June 25, 2002 through December 31, 2002. Interest payments were made at contractual rates and did not consider penalty interest or other default interest provisions.

The following table presents the interest amounts paid by the Company as part of the tender offer:

| Name of company            | US\$      |           |            |           | US\$       |
|----------------------------|-----------|-----------|------------|-----------|------------|
|                            | (i)       | Euro      | Yen        | Peso      | Equivalent |
| Telecom Argentina          | 22        | 63        | 85         | 2         | 96         |
| Telecom Personal           | 11        |           | 17         | 9         | 14         |
| <b>Total interest paid</b> | <b>33</b> | <b>63</b> | <b>102</b> | <b>11</b> | <b>110</b> |

(i) Includes US\$ 2 million and US\$ 1 million of withholding taxes paid for Telecom Argentina and Telecom Personal, respectively.

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As a result of the tender offer, the Company purchased debt with a face value of approximately US\$ 292 million, for a total purchase price of approximately US\$ 161 million. The net gain on the repurchase, including transaction costs, foreign currency gains and unamortized debt issuance costs, was approximately \$ 375 (See Note 5.o. for details) and was recorded as a separate line item in the consolidated statement of income.

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## Notes to the Unaudited Consolidated Financial Statements

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

## 12. Financial restructuring (continued)

The following table summarizes that portion of the gain on repurchase of debt corresponding to the reduction of principal and interest amounts:

| Name of company | Principal amount purchased |            |           |             | Purchase price paid |           |           |             | Gain on repurchase debt     |                            |                         |
|-----------------|----------------------------|------------|-----------|-------------|---------------------|-----------|-----------|-------------|-----------------------------|----------------------------|-------------------------|
|                 | I                          |            |           |             | II                  |           |           |             | III=I-II                    | IV                         | V=III+IV                |
|                 | US\$                       | Euro       | Peso      | US\$<br>(a) | US\$                | Euro      | Peso      | US\$<br>(a) | Discount<br>on<br>Principal | Discount<br>on<br>interest | Cash<br>tender<br>offer |
| Telecom         | 44                         | 142        |           | 208         | 24                  | 78        |           | 115         | 93                          | 13                         | 106                     |
| Personal        | 69                         |            | 30        | 80          | 37                  |           | 17        | 44          | 36                          | 4                          | 40                      |
| Publicom        | 4                          |            |           | 4           | 2                   |           |           | 2           | 2                           |                            | 2                       |
| <b>Total</b>    | <b>117</b>                 | <b>142</b> | <b>30</b> | <b>292</b>  | <b>63</b>           | <b>78</b> | <b>17</b> | <b>161</b>  | <b>131</b>                  | <b>17</b>                  | <b>148</b>              |

(a) Represent equivalent amounts in US\$

Prior to the commencement of the tender offer, in March 2003, the Company had segregated certain amounts into time deposits with foreign financial institutions in order to have sufficient funds to satisfy the payments of principal and interest under the cash tender offer. The Company previously obtained all necessary approvals from the regulatory authorities to remit and maintain these funds abroad. As of September 30, 2003, the Company has an aggregate remaining amount of \$830 on deposit. Although the Company maintains these funds to service future debt obligations, the Company, may at its option, repatriate these funds at any time.

|                                | Telecom<br>Argentina |      | Telecom<br>Personal | Total<br>Consolidated |      |
|--------------------------------|----------------------|------|---------------------|-----------------------|------|
|                                | US\$                 | Euro | US\$                | US\$                  | Euro |
| Amounts in foreign currency    | 121                  | 111  | 34                  | 155                   | 111  |
| Amounts in Argentine pesos (i) | 352                  | 378  | 100                 | 452                   | 378  |

(i) Equivalent amount in Argentine Pesos at 2.915 per US\$ and 3.395 per Euro. This amount is included in current investments as of September 30, 2003.

As a result of the repurchase, the Company has an aggregate amount of indebtedness due and outstanding of \$4,937 as of September 30, 2003 (including principal amounts for US\$ 947 million, Euro 436 million, Japanese yen 8,578 million and \$162; and interest amounts for US\$ 35 million, Euro 57 million, Japanese yen 305 million and \$6)

The cash tender offer described above was the first stage of the comprehensive restructuring plan designed by the Company to strengthen the Company's financial position. The Company, together with its financial advisors is currently working on several actions to restructure the remaining portion of the Company's outstanding indebtedness. A restructuring plan requires the approval of the shareholders and regulatory bodies and the acceptance of consenting creditors.

**(c) Legal actions brought against the Company**

Telecom Argentina has been served notice of claims brought by holders of the Company's notes seeking enforcement of their rights under the respective indentures. The claims amounted to US\$ 0.2 million and Euro 0.1 million representing less than 1% of the total consolidated indebtedness of the Company. Due to certain judicial regulations, an amount of \$1.2 held in bank accounts has been restricted for use. The Company has reclassified this amount to other receivables on the Company's consolidated balance sheet.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**12. Financial restructuring (continued)**

In September 2003, Telecom Argentina has been served notice of an involuntary bankruptcy petition filed against it by a note holder amounting to US\$ 0.2 million. The petition has been dismissed.

In the opinion of the Company's management and its legal counsel, the Company has meritorious defenses to each of these proceedings and does not expect that such proceedings will result in the Company being declared bankrupt. The Company's legal counsel estimates that the Company will be able to take all necessary measures to protect its normal course of business before other claims are brought against it.

**(d) Measurement and classification of liabilities**

As of September 30, 2003, the Company has estimated an amount of \$77 corresponding to penalty interest for the default situation described above. This balance is included in consolidated debt in these financial statements. As of the date of these financial statements, the Company is currently analyzing the way it will settle the amount of accrued penalty interest under the restructuring plan. The Company's legal counsel believes that it is more likely than not that the Company will not have to pay the penalty interest contemplated by the indentures and loan agreements once the restructuring is completed successfully.

Since the Company has received notices of acceleration due to the default situation described above, the balances were reclassified as current liabilities as of September 30, 2003. On the other hand, as indicated in Note 8, the outstanding indebtedness under the TITAN agreement amounting to \$57 has been refinanced successfully. Accordingly, these balances were reclassified to non-current liabilities as of September 30, 2003. Also, the Company's subsidiary, Nucleo, has also refinanced a portion of its debt amounting to \$29, which has been reclassified to non-current liabilities as of September 30, 2003.

**13. Segment information**

Operating segments are revenue-producing components of the enterprise for which separate financial information is produced internally for management. Under this definition, the Company is divided into three main lines of business: Voice, data and Internet services, wireless telecommunication services and directory publishing services. The Company manages its segments to the net income (loss) level of reporting.

The accounting policies of the operating segments are the same as those described in Note 4. Intercompany sales have been eliminated.

For the nine months ended September 30, 2003 and 2002, more than 90 percent of the Company's revenues were from services provided within Argentina.



More than 95% of the Company's fixed assets are in Argentina.

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## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Notes to the Unaudited Consolidated Financial Statements

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**13. Segment information (continued)**

Segment financial information was as follows:

*For the nine months ended September 30, 2003:*Income statement information

|   | <u>Voice, data<br/>and Internet</u> | <u>Wireless</u> | <u>Directories<br/>publishing</u> | <u>Total</u> |
|---|-------------------------------------|-----------------|-----------------------------------|--------------|
| Net sales   | 1,890                               | 817             | 4                                 | 2,711        |
| Salaries and social security  | (304)                               | (54)            | (5)                               | (363)        |
| Turnover tax  | (64)                                | (36)            |                                   | (100)        |
| Materials and supplies  | (83)                                | (23)            | (2)                               | (108)        |
| Bad debt expense  | (4)                                 | (11)            | (4)                               | (19)         |
| Interconnection costs   | (100)                               |                 |                                   | (100)        |
| Cost of international outbound calls                                | (57)                                |                 |                                   | (57)         |
| Lease of circuits   | (22)                                | (14)            |                                   | (36)         |
| Fees for debt restructuring   | (11)                                | (3)             |                                   | (14)         |
| Fees for services   | (54)                                | (6)             | (1)                               | (61)         |
| Management fees   | (2)                                 |                 |                                   | (2)          |
| Advertising   | (9)                                 | (7)             |                                   | (16)         |
| Cost of cellular handsets   |                                     | (5)             |                                   | (5)          |
| Commissions   | (17)                                | (51)            |                                   | (68)         |
| Others  | (149)                               | (165)           | (1)                               | (315)        |
| <b>Operating income (loss) before depreciation and amortization</b> | <b>1,014</b>                        | <b>442</b>      | <b>(9)</b>                        | <b>1,447</b> |
| Depreciation of fixed assets  | (1,094)                             | (245)           | (3)                               | (1,342)      |
| Amortization of intangible assets                                   | (47)                                | (34)            |                                   | (81)         |
| <b>Operating (loss) income</b>                                      | <b>(127)</b>                        | <b>163</b>      | <b>(12)</b>                       | <b>24</b>    |
| Equity gain from related companies                                  |                                     |                 | 2                                 | 2            |
| Financial results, net  | 323                                 | 194             | 12                                | 529          |
| Other expenses, net   | (88)                                | (40)            | (10)                              | (138)        |
| Gain on repurchase of debt  | 280                                 | 90              | 5                                 | 375          |
| <b>Net income (loss) before income tax and minority interest</b>    | <b>388</b>                          | <b>407</b>      | <b>(3)</b>                        | <b>792</b>   |
| Income tax  |                                     |                 |                                   |              |
| Minority interest   |                                     | (13)            |                                   | (13)         |

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|                                       |            |            |            |            |
|---------------------------------------|------------|------------|------------|------------|
| <b>Net income (loss)</b>              | <b>388</b> | <b>394</b> | <b>(3)</b> | <b>779</b> |
| <hr/>                                 |            |            |            |            |
| <u>Balance Sheet information</u>      |            |            |            |            |
| Fixed assets, net                     | 6,751      | 1,544      | 5          | 8,300      |
| Intangible assets, net                | 127        | 738        | 4          | 869        |
| Capital expenditures                  | 36         | 24         |            | 60         |
| Investment in intangible assets       |            | 5          |            | 5          |
| Depreciation of fixed assets (a)      | (1,094)    | (251)      | (3)        | (1,348)    |
| Amortization of intangible assets (b) | (50)       | (39)       |            | (89)       |

(a) Includes \$6 in Foreign currency translation adjustments.

(b) Includes \$5 in Financial results, net and \$3 in Foreign currency translation adjustments.

Cash flow information

|   |              |              |            |              |
|---|--------------|--------------|------------|--------------|
| <b>Cash flows provided by operating activities</b>                  | <b>1,018</b> | <b>354</b>   | <b>6</b>   | <b>1,378</b> |
| <b>Cash flows from investing activities:</b>                        |              |              |            |              |
| Acquisition of fixed assets and intangible assets                   | (45)         | (58)         |            | (103)        |
| Decrease in investments not considered as cash and cash equivalents | (115)        | (67)         |            | (182)        |
| <b>Total cash flows used in investing activities</b>                | <b>(160)</b> | <b>(125)</b> |            | <b>(285)</b> |
| Cash flows from financing activities:                               |              |              |            |              |
| Repurchase of debt  | (328)        | (95)         | (6)        | (429)        |
| Payment of interest and debt-related expenses                       | (283)        | (49)         |            | (332)        |
| Inter-segment transfers of cash                                     | 5            | (5)          |            |              |
| <b>Total cash flows used in financing activities</b>                | <b>(606)</b> | <b>(149)</b> | <b>(6)</b> | <b>(761)</b> |
| Increase in cash and cash equivalents                               | 252          | 80           |            | 332          |
| Cash and cash equivalents at the beginning of the period            | 1,059        | 253          | 2          | 1,314        |
| <b>Cash and cash equivalents at the end of the period</b>           | <b>1,311</b> | <b>333</b>   | <b>2</b>   | <b>1,646</b> |

## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Notes to the Unaudited Consolidated Financial Statements

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

## 13. Segment information (continued)

For the nine months ended September 30, 2002:

Income statement information

|   | Voice, data<br>and Internet | Wireless       | Directories<br>publishing | Total          |
|---|-----------------------------|----------------|---------------------------|----------------|
| <b>Net sales</b>  | 2,330                       | 815            | 6                         | 3,151          |
| Salaries and social security  | (382)                       | (74)           | (15)                      | (471)          |
| Turnover tax  | (70)                        | (30)           |                           | (100)          |
| Materials and supplies  | (113)                       | (26)           | (1)                       | (140)          |
| Bad debt expense  | (129)                       | (62)           | (6)                       | (197)          |
| Interconnection costs   | (112)                       |                |                           | (112)          |
| Cost of international outbound calls                                | (82)                        |                |                           | (82)           |
| Lease of circuits   | (19)                        | (14)           |                           | (33)           |
| Fees for debt restructuring   | (12)                        | (3)            |                           | (15)           |
| Fees for services   | (64)                        | (8)            | (2)                       | (74)           |
| Management fees   | (22)                        |                |                           | (22)           |
| Advertising   | (13)                        | (11)           |                           | (24)           |
| Cost of cellular handsets   |                             | (12)           |                           | (12)           |
| Commissions   | (19)                        | (33)           |                           | (52)           |
| Others  | (240)                       | (155)          | (3)                       | (398)          |
| <b>Operating income (loss) before depreciation and amortization</b> | <b>1,053</b>                | <b>387</b>     | <b>(21)</b>               | <b>1,419</b>   |
| Depreciation of fixed assets  | (1,162)                     | (313)          | (4)                       | (1,479)        |
| Amortization of intangible assets                                   | (49)                        | (34)           |                           | (83)           |
| <b>Operating (loss) income</b>                                      | <b>(158)</b>                | <b>40</b>      | <b>(25)</b>               | <b>(143)</b>   |
| Equity losses from related companies                                | (10)                        |                | (8)                       | (18)           |
| Depreciation of goodwill  | (10)                        |                |                           | (10)           |
| Financial results, net  | (4,619)                     | (1,214)        | (29)                      | (5,862)        |
| Other expenses, net   | (59)                        | (43)           | (13)                      | (115)          |
| <b>Net loss before income tax and minority interest</b>             | <b>(4,856)</b>              | <b>(1,217)</b> | <b>(75)</b>               | <b>(6,148)</b> |
| Income tax benefit  | 1,577                       | 399            | 14                        | 1,990          |
| Minority interest   |                             | 21             |                           | 21             |
| <b>Net loss</b>   | <b>(3,279)</b>              | <b>(797)</b>   | <b>(61)</b>               | <b>(4,137)</b> |

Balance Sheet information

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|                                       |         |       |     |         |
|---------------------------------------|---------|-------|-----|---------|
| Fixed assets, net                     | 8,248   | 1,881 | 10  | 10,139  |
| Intangible assets, net                | 196     | 775   | 5   | 976     |
| Capital expenditures                  | 164     | 53    | 1   | 218     |
| Investment in intangible assets       | 1       | 23    |     | 24      |
| Depreciation of fixed assets (a)      | (1,162) | (320) | (4) | (1,486) |
| Amortization of intangible assets (b) | (54)    | (39)  |     | (93)    |

(a) Includes \$7 in Foreign currency translation adjustments.

(b) Includes \$7 in Financial results, net and \$3 in Foreign currency translation adjustments.

Cash flow information

|  |              |              |            |              |
|--|--------------|--------------|------------|--------------|
| <b>Cash flows provided by operating activities</b>                             | <b>981</b>   | <b>285</b>   | <b>(1)</b> | <b>1,265</b> |
| <b>Cash flows from investing activities:</b>                                   |              |              |            |              |
| Acquisition of fixed assets and intangible assets                              | (233)        | (144)        | (1)        | (378)        |
| Increase (decrease) in investments not considered as cash and cash equivalents | 68           | (8)          |            | 60           |
| <b>Total cash flows used in investing activities</b>                           | <b>(165)</b> | <b>(152)</b> | <b>(1)</b> | <b>(318)</b> |
| Cash flows from financing activities:  |              |              |            |              |
| Decrease in debt, net  | (4)          | (37)         |            | (41)         |
| Payment of interest and debt-related expenses                                  | (358)        | (81)         |            | (439)        |
| Inter-segment transfers of cash  | (84)         | 84           |            |              |
| <b>Total cash flows used in financing activities</b>                           | <b>(446)</b> | <b>(34)</b>  |            | <b>(480)</b> |
| Increase in cash and cash equivalents  | 370          | 99           | (2)        | 467          |
| Cash and cash equivalents at the beginning of the period                       | 356          | 71           | 2          | 429          |
| <b>Cash and cash equivalents at the end of the period</b>                      | <b>726</b>   | <b>170</b>   |            | <b>896</b>   |

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**14. Selected consolidated quarterly information**

| Quarter ended     | Net sales | Operating<br>income<br>before D&A | Operating<br>income<br>(loss) | Financial<br>results, net | Net<br>income<br>(loss) |
|-------------------|-----------|-----------------------------------|-------------------------------|---------------------------|-------------------------|
| <b>Year 2003:</b> |           |                                   |                               |                           |                         |
| March 31,         | 851       | 453                               | (24)                          | 961                       | 907                     |
| June 30,          | 899       | 490                               | 17                            | 58                        | 381                     |
| September 30,     | 961       | 504                               | 31                            | (490)                     | (509)                   |
|                   | 2,711     | 1,447                             | 24                            | 529                       | 779                     |
| <b>Year 2002:</b> |           |                                   |                               |                           |                         |
| March 31,         | 1,373     | 611                               | 69                            | (5,474)                   | (3,734)                 |
| June 30,          | 921       | 411                               | (90)                          | (1,447)                   | (897)                   |
| September 30,     | 857       | 397                               | (122)                         | 1,059                     | 494                     |
| December 31,      | 861       | 468                               | (61)                          | 560                       | (249)                   |
|                   | 4,012     | 1,887                             | (204)                         | (5,302)                   | (4,386)                 |

**15. Unconsolidated information**

In accordance with Argentine GAAP, the presentation of the parent company's individual financial statements is mandatory. Consolidated financial statements are to be included as supplementary information to the individual financial statements. For the purpose of these financial statements, individual financial statements have been omitted since they are not required for SEC reporting purposes. The tables below present unconsolidated financial statement information, as follows:

**Balance sheets:**

|                          | As of September 30,<br>2003 | As of December 31,<br>2002 |
|--------------------------|-----------------------------|----------------------------|
| <b>Assets</b>            |                             |                            |
| <b>Current assets</b>    |                             |                            |
| Cash and banks           | \$ 19                       | \$ 34                      |
| Investments              | 1,565                       | 1,196                      |
| Accounts receivable, net | 330                         | 385                        |
| Other receivables, net   | 125                         | 53                         |

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|  |                 |                  |
|--|-----------------|------------------|
| Total current assets                             | 2,039           | 1,668            |
| <b>Non-current assets</b>                        |                 |                  |
| Other receivables, net                           | 83              | 79               |
| Investments                                      | 845             | 543              |
| Fixed assets, net                                | 6,750           | 7,879            |
| Intangible assets, net                           | 127             | 177              |
| Total non-current assets                         | 7,805           | 8,678            |
| <b>Total assets</b>                              | <b>\$ 9,844</b> | <b>\$ 10,346</b> |
| <b>Liabilities</b>                               |                 |                  |
| <b>Current liabilities</b>                       |                 |                  |
| Accounts payable                                 | \$ 221          | \$ 277           |
| Debt   | 7,657           | 8,912            |
| Salaries and social security payables            | 64              | 55               |
| Taxes payable                                    | 88              | 85               |
| Other liabilities                                | 21              | 22               |
| Contingencies                                    | 8               | 6                |
| Total current liabilities                        | 8,059           | 9,357            |
| <b>Non-current liabilities</b>                   |                 |                  |
| Salaries and social security payables            | 23              | 29               |
| Other liabilities                                | 27              | 29               |
| Contingencies                                    | 131             | 104              |
| Total non-current liabilities                    | 181             | 162              |
| <b>Total liabilities</b>                         | <b>8,240</b>    | <b>9,519</b>     |
| Foreign currency translation adjustments         | 8               | 10               |
| <b>Shareholders Equity</b>                       | <b>1,596</b>    | <b>817</b>       |
| <b>Total liabilities and Shareholders equity</b> | <b>\$ 9,844</b> | <b>\$ 10,346</b> |

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**15. Unconsolidated information (continued)**Statements of income:

|   | For the nine-month |                   |
|---|--------------------|-------------------|
|   | periods ended      |                   |
|   | September 30,      | September 30,     |
|   | 2003               | 2002              |
| Net sales                                 | \$ 1,975           | \$ 2,421          |
| Cost of services                          | (1,486)            | (1,780)           |
| <b>Gross profit</b>                       | <b>489</b>         | <b>641</b>        |
| General and administrative expenses       | (101)              | (127)             |
| Selling expenses                          | (431)              | (592)             |
| <b>Operating loss</b>                     | <b>(43)</b>        | <b>(78)</b>       |
| Equity gain (loss) from related companies | 298                | (945)             |
| Amortization of goodwill                  |                    | (10)              |
| Financial results, net                    | 329                | (4,582)           |
| Other expenses, net                       | (85)               | (59)              |
| Gain on repurchase of debt                | 280                |                   |
| Net income (loss) before income tax       | 779                | (5,674)           |
| Income tax benefit                        |                    | 1,537             |
| <b>Net income (loss)</b>                  | <b>\$ 779</b>      | <b>\$ (4,137)</b> |

Condensed statements of cash flows:

|  | For the nine-month |               |
|--|--------------------|---------------|
|  | periods ended      |               |
|  | September 30,      | September 30, |
|  | 2003               | 2002          |



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|  |                   |                   |
|--|-------------------|-------------------|
| Cash flows provided by operating activities                  | \$ 1,019          | \$ 972            |
| Cash flows from investing activities                         |                   |                   |
| Fixed asset acquisitions                                     | (45)              | (229)             |
| Other investments not considered as cash or cash equivalents | (110)             | (16)              |
|  | <u>          </u> | <u>          </u> |
| Total cash flows used by investing activities                | (155)             | (245)             |
|  | <u>          </u> | <u>          </u> |
| Cash flows from financing activities                         |                   |                   |
| Repayment of debt  | (328)             | (4)               |
| Payment of interest and related expenses                     | (283)             | (357)             |
|  | <u>          </u> | <u>          </u> |
| Total cash flows used by financing activities                | (611)             | (361)             |
|  | <u>          </u> | <u>          </u> |
| Increase in cash and cash equivalents                        | 253               | 366               |
| Cash and cash equivalents at the beginning of the period     | 1,057             | 355               |
|  | <u>          </u> | <u>          </u> |
| Cash and cash equivalents at period end                      | \$ 1,310          | \$ 721            |
|  | <u>          </u> | <u>          </u> |

**16. Differences between Argentine GAAP and US GAAP**

The Company's consolidated financial statements are prepared in accordance with Argentine GAAP, which differ in certain significant respects from US GAAP. Such differences involve methods of measuring the amounts shown in the consolidated financial statements, as well as additional disclosures required by US GAAP and Regulation S-X of the SEC.

**I. Differences in measurement methods**

*Inflation accounting*

As indicated in Note 3.c., in March 2003, the Argentine government issued a decree prohibiting companies from restating financial statements for the effects of inflation and instructing the CNV to issue applicable regulations to ensure that no price-level restated financial statements are accepted. In April 2003, the CNV issued a resolution discontinuing inflation accounting as of March 1, 2003. As a result, the Company's consolidated financial statements include the effects of inflation until February 28, 2003. Comparative figures were also restated until that date. Since Argentine GAAP still requires companies to prepare price-level restated financial statements, the application of the CNV resolution represents a departure from Argentine GAAP.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**16. Differences between Argentine GAAP and US GAAP (continued)**

Under US GAAP, financial statements are prepared on a historical cost basis. However, the following reconciliation does not include the reversal of the adjustments to the consolidated financial statements for the effects of inflation required by the CNV, because, as permitted by the SEC, the application of this resolution represents a comprehensive measure of the effects of price-level changes in the Argentine economy, and as such, is considered a more meaningful presentation than is historical cost-based financial reporting for both Argentine and US accounting purposes.

The principal differences, other than inflation accounting, between Argentine GAAP and US GAAP are described below, together with an explanation, where appropriate, of the method used in the determination of the necessary adjustments.

|  | For the nine month<br>periods ended<br>September 30, |                   |
|--|--|-------------------|
|  | 2003   | 2002              |
| <b>Reconciliation of net income (loss):</b>                              |  |                   |
| <b>Total net income (loss) under Argentine GAAP</b>                      | <b>\$ 779</b>  | <b>\$ (4,137)</b> |
| <b>US GAAP adjustments:</b>  |  |                   |
| Translation of foreign-currency transactions as of December 31, 2001 (a) |  | 3,552             |
| Foreign currency translation (b)   | (40)   | 53                |
| Asset retirement obligations (c)   | (7)  |                   |
| Capitalization of foreign currency exchange differences (d)              | 166  | (753)             |
| Restructuring and repurchase of debt (e)                                 | 23   |                   |
| Other adjustments (f)  | (2)  | (6)               |
| Tax effects on US GAAP adjustments (g)                                   | (63)   | (977)             |
| Valuation allowance of tax credits (h)                                   | 15   | 261               |
| Minority interest (i)  | 13   | (17)              |
| <b>Net income (loss) under US GAAP</b>                                   | <b>\$ 884</b>  | <b>\$ (2,024)</b> |

|   | As of September 30,<br>2003 | As of December 31,<br>2002 |
|---|-----------------------------|----------------------------|
| <b>Reconciliation of shareholders' equity:</b>              |                             |                            |
| <b>Total shareholders' equity under Argentine GAAP</b>      | <b>\$ 1,596</b>             | <b>\$ 817</b>              |
| <b>US GAAP adjustments:</b>                                 |                             |                            |
| Foreign currency translation (b)                            | 58                          | 115                        |
| Asset retirement obligations (c)                            | (7)                         |                            |
| Capitalization of foreign currency exchange differences (d) | (596)                       | (762)                      |
| Restructuring and repurchase of debt (e)                    | (20)                        | (43)                       |

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|   |                   |                   |
|---|-------------------|-------------------|
| Other adjustments (f)                               | (1)               | 1                 |
| Tax effects on US GAAP adjustments (g)              | 221               | 284               |
| Valuation allowance of tax credits (h)              | (373)             | (388)             |
| Minority interest (i)                               | (16)              | (34)              |
|   | <u>          </u> | <u>          </u> |
| <b>Shareholders' equity (deficit) under US GAAP</b> | <b>\$ 862</b>     | <b>\$ (10)</b>    |
|   | <u>          </u> | <u>          </u> |

Description of changes in shareholders' equity under US GAAP:

|   | For the nine month periods ended |                   |
|---|----------------------------------|-------------------|
|   | September 30,                    |                   |
|   | 2003                             | 2002              |
|   | <u>          </u>                | <u>          </u> |
| Shareholders' (deficit) equity as of the beginning of the year    | \$ (10)                          | \$ 1,469          |
| Other comprehensive (loss) income                                 | (12)                             | 209               |
| Net income (loss) under US GAAP                                   | 884                              | (2,024)           |
|   | <u>          </u>                | <u>          </u> |
| <b>Shareholders' equity (deficit) as of the end of the period</b> | <b>\$ 862</b>                    | <b>\$ (346)</b>   |
|   | <u>          </u>                | <u>          </u> |

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**16. Differences between Argentine GAAP and US GAAP (continued)**

**a) Translation of foreign-currency transactions as of December 31, 2001**

The Argentine government declared exchange holidays all working days between December 21, 2001 and January 10, 2002. On January 11, 2002, when the exchange market first opened, the exchange rate was \$ 1.4 to US\$ 1 (buying rate) and \$ 1.6 to US\$ 1 (selling rate). As of December 31, 2001, under Argentine GAAP, the Company accounted for its foreign currency assets and liabilities at an exchange rate of \$ 1 to US\$ 1.

Under US GAAP, the Company applied the guidance set forth in the EITF D-12 Foreign Currency Translation Selection of the Exchange Rate When Trading is Temporarily Suspended, that states that when exchangeability between two currencies is temporarily lacking at the balance sheet date, the first subsequent rate at which exchange could be made shall be used. Accordingly, under US GAAP, the Company accounted for its foreign currency assets and liabilities using the buying rate of \$1.4 and the selling rate of \$1.6 to the dollar, as appropriate.

The reconciling item reflects the timing difference for the recognition of the foreign currency exchange loss.

**b) Foreign currency translation**

As indicated in Note 4.b., under Argentine GAAP, the financial statements of the Company's subsidiaries are translated using period-end exchange rates for assets, liabilities and results of operations. Adjustments resulting from these translations are accumulated and reported as a separate line item between the liability and equity sections of the balance sheet.

Under US GAAP, financial statements of foreign subsidiaries have been translated into Argentine pesos following the guidelines established in SFAS No. 52, Foreign Currency Translation (SFAS 52). Under SFAS 52, in the case of foreign subsidiaries whose local currency is not the functional currency, the monetary/non-monetary method of translation has been used to remeasure assets and liabilities to the functional currency prior to translation. This method involves the translation of monetary assets and liabilities at the exchange rate in effect at the end of each period, and the non-monetary assets and liabilities and equity at historical exchange rates (i.e., the exchange rates in effect when the transactions occur). Average exchange rates have been applied for the translation of the accounts that make up the results of the periods, except for those charges related to non-monetary assets and liabilities, which have been translated using historical exchange rates. Translation adjustments are included in the statement of income. Once the assets and liabilities have been remeasured to the functional currency, the current rate method of translation has been used to translate them to the reporting currency, the Argentine Peso for the Company. This method involves the translation of assets and liabilities at the exchange rate in effect at the end of each period. Average exchange rates have been applied for the translation of the accounts that make up the results of the periods. In this case, translation adjustments are recorded as a separate component of shareholders' equity.

**c) Asset retirement obligations**

Under Argentine GAAP, there are no specific standards for the recognition of asset retirement obligations.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**16. Differences between Argentine GAAP and US GAAP (continued)**

Effective January 1, 2003, the Company adopted the provisions of Financial Accounting Standards Board Statement No. 143, Accounting for Asset Retirement Obligations ( SFAS 143 ). SFAS 143 provides accounting and reporting standards for costs associated with the retirement of long-lived assets. This statement requires entities to record the fair value of a liability for an asset retirement obligation in the period in which it is incurred. When the liability is initially recorded, the entity capitalizes a cost by increasing the carrying amount of the related long-lived asset. Over time, the liability is accreted to its present value each period, and the capitalized cost is depreciated over the estimated useful life of the related asset.

Upon settlement of the liability, an entity either settles the obligation for its recorded amount or incurs a gain or loss upon settlement. The Company is subject to asset retirement obligations associated with its cell and switch sites operating leases, which are subject to the provisions of this statement. These lease agreements may contain clauses requiring restoration of the leased site at the end of the lease term, creating an asset retirement obligation.

Considerable management judgment is required in estimating these obligations. Important assumptions include estimates of retirement costs, the timing of the future retirement activities, and the likelihood of retirement provisions being enforced. Changes in these assumptions based on future information could result in adjustments to estimated liabilities.

In conjunction with the adoption of SFAS 143, the Company recorded a \$13 liability, an asset of \$7 in fixed assets, and a \$6 charge to earnings to account for the cumulative effect of the depreciation and accretion expense that would have been recorded had SFAS 143 been in effect in earlier periods.

The pro forma effects of the application of SFAS 143 as if the statement had been in effect in earlier periods are presented below:

|  | <u>Nine-month periods ended</u>     |                                     |
|--|-------------------------------------|-------------------------------------|
|  | <u>September 30,</u><br><u>2003</u> | <u>September 30,</u><br><u>2002</u> |
| Actual income (loss), as reported                            | \$ 884                              | \$ (2,024)                          |
| Add back cumulative effect of change in accounting principle | 6                                   |                                     |
| Less depreciation  |                                     | (1)                                 |
| Pro forma income (loss)                                      | <u>\$ 890</u>                       | <u>\$ (2,025)</u>                   |
| Pro forma income (loss) per share                            | <u>\$ 0.90</u>                      | <u>\$ (2.06)</u>                    |

The pro forma asset retirement obligation as if SFAS 143 had been in effect in earlier periods is \$13 as of December 31, 2002 and September 30, 2002.

**d) Capitalization of foreign currency exchange differences**

As indicated in Note 4.d., under Argentine GAAP, foreign currency transaction gains or losses on or after January 6, 2002 through July 29, 2003, related to foreign-currency denominated debts as of such dates were allocated to the cost of assets acquired or constructed with such financing, as long as a series of conditions and requirements established were fulfilled. Under US GAAP, foreign currency exchange differences are not capitalizable and are expensed as incurred.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**16. Differences between Argentine GAAP and US GAAP (continued)**

**e) Restructuring and repurchase of debt**

As explained in Note 8.b., the Company gave effect to a restructuring of certain promissory notes entered into by Telecom Personal. For Argentine GAAP purposes, the restructuring of this debt was treated as an exchange of debt instruments with substantially different terms and the debt was derecognized. For the year ended December 31, 2002, a gain of \$43 was recognized in non-operating income. Under Argentine GAAP, the new debt has been discounted to present value using a discount rate of 12%.

As further indicated in Note 8.b., in June 2003, the Company completed a cash tender offer for a portion of the Company's debt. In connection with this offer, Telecom Personal purchased 100% of the BofA Promissory Notes and 8% of the Holders Promissory Note. Under Argentine GAAP, the Company recognized a net gain on repurchase of debt of approximately \$24, which form part of the \$375 included in the statement of income.

For US GAAP purposes, the restructuring of the debt was accounted for in accordance with SFAS No. 15, Accounting by Debtors and Creditors for Troubled Debt Restructurings ( SFAS 15 ), as the creditors made certain concessions due to the financial difficulties of the Company. SFAS No. 15 requires that a comparison be made between the maximum future cash outflows associated with the Holders Promissory Notes and the BofA Promissory Notes (the New Debt ) (including principal, stated interest and related costs), and the recorded assets and liabilities relating to the outstanding promissory notes (the Old Debt ) as of the date of the exchange.

In the exchange of the Old Debt, the maximum future cash outflows associated with the New Debt exceeded the carrying value of the assets and liabilities of the Old Debt tendered for exchange. Accordingly, as of December 31, 2002, no gain was recorded and the value of the New Debt was initially recorded at the carrying value of the Old Debt.

Further, under US GAAP, the gain on the repurchase was calculated based on the different basis in the liability as described in the foregoing paragraphs. For the nine-month period ended September 30, 2003, the Company recorded interest expense on the New Debt at a rate of 4.9%, which was imputed by comparing the maximum cash flows associated with the New Debt and their initial carrying value.

**f) Other adjustments**

The Company has aggregated under this caption certain reconciling items which management believes are not significant to the Company's financial position and results of operations. These items are described as follows:



*Inventories*

Under Argentine GAAP, inventories are stated at the lower of replacement cost or net realizable value. Under US GAAP, inventories are stated at the lower of cost or market.

*Present-value accounting*

As indicated in Note 4.g., under Argentine GAAP, certain monetary assets and liabilities are measured based on the calculation of their discounted value using the internal rate of return of such assets or liabilities at the time of measurement, unless the company has the intent and ability to dispose of those assets or advance settlement of liabilities. Under US GAAP, present valuing or discounting of these assets and liabilities is precluded.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**16. Differences between Argentine GAAP and US GAAP (continued)**

*Revenue recognition*

As indicated in Note 4.c, the Company charges reconnection fees to its customers when resuming service after suspension. Under Argentine GAAP, reconnection fees are recognized as revenues when the service reconnection is made. The direct incremental costs related to reconnections, if any, are expensed as incurred.

Under US GAAP, the Company's accounting policy for the recognition of reconnection fee revenue is to record the revenue over the periods such revenue is earned in accordance with the current interpretations of SEC Staff Accounting Bulletin ( SAB ) No. 101, Revenue Recognition in Financial Statements. Accordingly, reconnection fee revenue and direct customer reconnection expense are deferred and will be recorded ratably over the average life for those customers that are assessed a reconnection fee. As of September 30, 2003, deferred assets were \$1 and deferred liabilities were \$4.

*Equity gain (loss) on related companies*

The Company held a 0.15%, 5.75% and 10% ownership interest in Intelsat, Nahuelsat and Latin American Nautilus at September 30, 2003 and December 31, 2002, respectively. Under Argentine GAAP, the Company has recorded these investments at the lower of cost or equity.

For all periods presented the Company's participation in Latin American Nautilus was recorded at zero value since the original cost of this investment was impaired.

As of December 31, 2002, the Company wrote down its investment in Nahuelsat to zero since its original cost was considered to be permanently impaired based on available information as of that date. However, as of September 30, 2003, under Argentine GAAP, the Company has written up this investment since management considered that Nahuelsat's financial situation had improved. This write-up is included in equity gain (loss) from related companies in the statement of income.

For US GAAP purposes, the Company accounts for investments in non-marketable equity securities in accordance with Accounting Principles Board Opinion No. 18 ( APB 18 ) and related interpretations. Under APB 18, investments in less than 20% of the capital stock are generally carried at cost. Under the cost method, investments are recorded and reported at original cost until they are partially or entirely disposed of or the original cost value has been impaired. As indicated above, the Company's investment in Nahuelsat was written down to zero because its impairment was considered to be permanent, thus establishing a new cost basis for the investment. Subsequent write-ups are precluded under US GAAP.

Held-to-maturity investments

Under Argentine GAAP, the Company classified its investments in government bonds as held-to-maturity and carried them at amortized cost subject to impairment evaluation. During the year ended December 31, 2002, the Company considered that the decline in fair market value of these securities was other-than-temporary due to the significant deterioration of the public sector finances and the economic situation prevailing in Argentina. Accordingly, they were written down to fair market value under both Argentine and US GAAP.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**16. Differences between Argentine GAAP and US GAAP (continued)**

However, during October 2003, the Company had the opportunity to sell a portion of these securities at a gain. As such, under Argentine GAAP, the Company reclassified these securities as current assets and wrote them up to market value as of September 30, 2003.

For US GAAP purposes, the Company applies the principles of SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities ( SFAS 115 ), which requires that debt and equity securities be classified in accordance with the Company's intent and ability to hold the security. Under SFAS 115, the Company also classified these securities as held-to-maturity since it has the positive intent and ability to hold them to maturity. However, under US GAAP, the Company maintained the classification of these securities as held-to-maturity since the subsequent sale was considered an unanticipated isolated event. As such, for US GAAP purposes, the Company eliminated the effect of the market value adjustment for the held to maturity securities.

**g) Tax effects on US GAAP adjustments**

The adjustment represents the effect on deferred income taxes of the foregoing reconciling items, as appropriate.

**h) Valuation allowance of tax credits**

Under Argentine GAAP, the Company has provided a valuation allowance for a portion of its net deferred tax assets, as the future realization of the tax benefit is not considered by management to be more likely than not. Therefore, a full valuation allowance has been provided for net deferred tax assets of Telecom, Telecom Personal and Nucleo. Also, as indicated in Note 4.p., the Company is subject to a tax on minimum presumed income. Under Argentine GAAP, the Company considered the ultimate realization of the credit relating to the minimum presumed income tax to be more likely than not based on current projections and its legal expiration period of 10 years. As such, the Company deferred this amount as other non-current receivables in the balance sheet.

However, SFAS 109 establishes more specific and strict procedures to assess whether a valuation allowance should be established for deferred tax assets. All available evidence, both positive and negative, is considered to determine whether, based on the weight of that evidence, a valuation allowance is needed for some portion or all of a deferred tax asset. Judgment must be used in considering the relative impact of negative and positive evidence. The weight given to the potential effect of negative and positive evidence should be commensurate with the extent to which it can be objectively verified. The more negative evidence that exists (a) the more positive evidence is necessary and (b) the more difficult it is to support a conclusion that a valuation allowance is not needed.

Accordingly, under US GAAP, a full valuation allowance has been provided for the net deferred tax assets of Publicom, the tax credits related to tax on minimum presumed income and the tax effects on U.S. GAAP adjustments as described in g) above.

**i) Minority interest**

The adjustment represents the effect on minority interest of the foregoing reconciling items, as appropriate.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**16. Differences between Argentine GAAP and US GAAP (continued)**

**j) Accounting for stock transferred by the Argentine government to employees**

Under Argentine GAAP, there are no specific rules governing the accounting to be followed by employers when a principal shareholder transfers shares to a Company's employees. The accounting for such situations under US GAAP is governed by APB Opinion No. 25 Accounting for Stock Issued to Employees ( APB 25 ).

The Argentine Government agreed to establish a Share Ownership Plan, principally for the benefit of the former employees of ENTel transferred to the Company. Under the terms of the plan, employees eligible to participate acquired the shares of the Company previously held by the Government for an amount significantly less than the then market value of the shares as of the Transfer Date. This discount arises because the eligible employees were only required to pay cash for the shares in an amount equivalent to the cash portion of the proceeds received by the Argentine Government from Nortel. The purchase price formula was originally established during the privatization.

Had the Company been required by SEC regulations to include a reconciliation between Argentine GAAP and US GAAP for the fiscal year 1991, it would have included as a reconciling item a charge amounting to \$465 in the statement of income. However, this charge represented a reclassification between equity accounts, and consequently, it had no impact on shareholders' equity or cash flows determined under US GAAP. The charge was calculated based upon the difference between the estimated total price per share paid by Nortel as of the Transfer Date and the purchase price to be paid by eligible employees.

**k) Indefinite-life intangibles impairment testing**

As indicated in Note 4.1., the Company identified the PCS license as an indefinite life intangible. Under Argentine GAAP, indefinite life intangibles are not amortized but tested annually for impairment. The carrying value of these intangibles is considered impaired by the Company when the expected cash flows, undiscounted and without interest, from such assets are separately identifiable and less than its carrying value. In that event, a loss would be recognized based on the amount by which the carrying value exceeds the fair market value of the long-lived asset. Fair market value is determined primarily using the anticipated cash flows discounted at a rate commensurate with the risk involved. The Company concluded that an impairment loss was not necessary.

Under US GAAP, the Company adopted SFAS No. 142, Goodwill and Other Intangible Assets ( SFAS 142 ), on January 1, 2002. The Company determined that its license met the definition of indefinite-lived intangible assets under SFAS 142. Therefore, upon adoption of SFAS 142 the Company ceased amortizing its license cost, and tested it annually for impairment. An impairment loss is recognized to the extent that the carrying amount exceeds the asset's fair value. This valuation determined that the carrying amount of the license did not exceed the fair value of the assets. As a result, no impairment has been recognized for US GAAP purposes.

**1) Goodwill**

Under Argentine GAAP, the Company continued to amortize goodwill until it was fully amortized during the nine-month period ended September 30, 2002. In prior periods, goodwill represented the excess of purchase price over the fair market value of a business acquired. As of December 31, 2002, the carrying amount of goodwill was zero. For the nine-month period ended September 30, 2002, the amortization charge was \$10.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**16. Differences between Argentine GAAP and US GAAP (continued)**

Under US GAAP, the Company adopted the provisions of SFAS 142 on January 1, 2002. Under the provisions of SFAS 142, goodwill is not amortized, but tested for impairment annually, or whenever there is an impairment indicator. As required by SFAS 142, the Company ceased amortization and performed a transitional goodwill impairment assessment at the reporting unit level to determine whether there was an indication that goodwill was impaired at the date of adoption. As a result of the test, the Company determined that the carrying value of goodwill was not supported by estimated future cash flows, and accordingly, recorded an impairment charge of \$10, which represented the full amount of unamortized goodwill at the time of the test.

As such, the carrying value of goodwill is zero for both Argentine GAAP and US GAAP purposes and therefore no reconciling item is presented.

**II. Additional disclosure requirements****a) Disclosure of lease information**

Under US GAAP, additional disclosures are required as per SFAS 13 *Accounting for Leases*, and subsequent pronouncements, as follows:

*Operating leases*

In the normal course of business, the Company leases cell sites, switch sites, satellite capacity and circuits under various noncancelable operating leases that expire on various dates through 2013. Rent expense is recognized ratably over the lease term. Future minimum lease payments as of September 30, 2003, are as follows:

|                               |        |
|-------------------------------|--------|
| Fourth quarter 2003           | \$ 35  |
| Year ending December 31, 2004 | 34     |
| Year ending December 31, 2005 | 15     |
| Year ending December 31, 2006 | 9      |
| Year ending December 31, 2007 | 7      |
| Thereafter                    | 10     |
|                               | <hr/>  |
| Total                         | \$ 110 |
|                               | <hr/>  |



Rental expense for the nine-month periods ended September 30, 2003 and 2002 is included in Note 17.h.

*Capital leases*

As indicated in Note 4.k, included in the cost of fixed assets is computer equipment obtained through capital leases, which expire at various dates through April 2004.

Depreciation expense related to fixed assets under capital leases was \$5 for the nine months ended September 30, 2003 and \$25 for the nine months ended September 30, 2002. Such amounts are included in the amounts disclosed in Note 17.a.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**16. Differences between Argentine GAAP and US GAAP (continued)**

Interest (expense) gain related to capital leases was approximately \$nil for the nine months ended September 30, 2003 and \$4 for the nine months ended September 30, 2002.

**b) Disclosures about fair value of financial instruments**

Under Argentine GAAP, there are no specific rules regarding disclosure of fair value of financial instruments.

Under US GAAP, SFAS No. 105 requires reporting entities to disclose certain information about financial instruments with off-balance sheet risk of accounting loss. SFAS No. 107, Disclosures About Fair Value of Financial Instruments, requires disclosure of fair value information about financial instruments whether or not recognized in the balance sheet, for which it is practicable to estimate fair value. Financial instruments include such items as cash and cash equivalents and accounts receivable and other instruments. SFAS No. 107 excludes from its disclosure requirements lease contracts and various significant assets and liabilities that are not considered to be financial instruments. SFAS No. 119 requires reporting entities to disclose certain information for derivative financial instruments. SFAS No. 133, supersedes SFAS No. 105 and SFAS No. 119 and amends SFAS No. 107 to include in SFAS No. 107 the disclosure requirements of credit risk concentrations from SFAS No. 105. See Note 3.h. for details of concentration of credit risk.

Fair value estimates are made as of a specific point in time based on the characteristics of the financial instruments and the relevant market information. Where available, quoted market prices are used. In other cases, fair values are based on estimates using other valuation techniques, such as discounting estimated future cash flows using a rate commensurate with the risks involved or other acceptable methods. These techniques involve uncertainties and are significantly affected by the assumptions used and the judgments made regarding risk characteristics of various financial instruments, prepayments, discount rates, estimates of future cash flows, future expected loss experience, and other factors. Changes in assumptions could significantly affect these estimates. Derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in an immediate sale of the instrument. Also, because of differences in methodologies and assumptions used to estimate fair value, the Company's fair values should not be compared to those of other companies.

Under the Statement, fair value estimates are based on existing financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Accordingly, the aggregate fair value amount presented does not represent the underlying value of the Company. For certain assets and liabilities, the information required under the Statement is supplemental with additional information relevant to an understanding of the fair value.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

The methods and assumptions used to estimate the fair values of each class of financial instruments as of September 30, 2003 and December 31, 2002 are as follows:

**16. Differences between Argentine GAAP and US GAAP (continued)**Cash and cash equivalents

The Company considers all highly liquid investments with original maturities of three months or less, consisting of time deposits and mutual funds, to be cash and cash equivalents. The carrying amount reported in the balance sheet approximates fair value.

Government securities

The fair value of government securities is based on quoted market prices for those or similar investments.

|                       | As of<br>September 30,<br>2003 |            | As of<br>December 31,<br>2002 |            |
|-----------------------|--------------------------------|------------|-------------------------------|------------|
|                       | Carrying amount                | Fair value | Carrying amount               | Fair value |
| Government securities | 65                             | 45         | 233                           | 175        |

Accounts receivable, net

Carrying amounts are considered to approximate fair value. All amounts that are assumed to be uncollectible within a reasonable time are written off and/or reserved.

Accounts payable

The carrying amount of accounts and notes payable reported in the balance sheet approximates its fair value.

Debt

The fair value of the Company's debt as of September 30, 2003 is estimated based on quoted market prices for the same or similar issues. The fair value of such debt was \$7,300 and the related carrying amount was \$9,498.

Other receivables and other liabilities

The carrying amount of other receivables and other liabilities reported in the balance sheet approximates fair value due to their short-term nature.

**c) Risks and uncertainties**

The Company's customers are mostly concentrated in Argentina. Social, political and economic conditions in Argentina are volatile and may impair the Company's operations. This volatility could make it difficult for the Company to develop its business, generate revenues or achieve or sustain profitability. Historically, volatility has been caused by: currency devaluation, significant governmental influence over many aspects of local economies, political and economic instability, unexpected changes in regulatory requirements, social unrest or violence, slow or negative economic growth, imposition of trade barriers, and wage and price controls. Most or all of these factors occurred at various times in the past few years and still occur today in the Company's core target market in Argentina. The Company has no control over these matters.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**16. Differences between Argentine GAAP and US GAAP (continued)**

The Company's future results of operations and financial condition could be impacted by the following factors, among others:

the ability to finance and manage expected growth;

customer churn-rates;

impact of competitive services, products and pricing;

dependence on key personnel;

legal proceedings;

ability to successfully restructure its debt (see Note 12 for details);

governmental regulation

**d) Balance sheet classification differences**

*Deferred income taxes*

Under Argentine GAAP, the net deferred tax asset has been classified as a non-current other receivable.

Under US GAAP, the Company applies the principles of SFAS 109. Pursuant to SFAS 109, the classification of the deferred tax for a temporary difference is determined by the classification of the asset or liability for financial reporting to which the temporary difference is related. A temporary difference is related to an asset or liability if reduction of the asset or liability causes the temporary difference to reverse. For temporary differences not related to an asset or liability for financial reporting or for loss carryforwards, the deferred tax should be classified according to the expected reversal date of the temporary difference or carryforward.

As of September 30, 2003 the net current deferred tax asset is \$178 and the net non-current deferred tax liability is \$178 under US GAAP.

*Restricted cash*

Under Argentine GAAP, as described in Note 11 and 12.c., the Company has classified restricted cash amounting to \$9.2 as other receivables. Under US GAAP, restricted cash may be shown as a separate line item on the face of the balance sheet or classified as cash or investments, as appropriate, but identified in the notes to the financial statements. Restricted cash at September 30, 2003 represented cash in escrow related to certain judicial proceedings.

*Revenue recognition*

As indicated in Note 4.c., under Argentine GAAP, installation fees are recognized at the time of installation or activation. Associated direct expenses are expensed as incurred. These costs exceed installation revenues for all periods presented.

For US GAAP purposes, non-refundable installation fees are deferred and recognized over the estimated customer relationship period. Associated direct expenses are also deferred over the estimated customer relationship period in an amount equal to the amount of deferred revenues. Since installation costs exceed installation revenues for all periods presented and considering that this excess is recognized immediately, there is no measurement difference between Argentine GAAP and US GAAP in this regard. However, the amount of assets and liabilities under US GAAP would differ as a result of the deferral of revenues and related costs. Additionally, this effect for U.S.GAAP purposes of recording the related deferred asset and liability is not significant for the periods presented.

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**16. Differences between Argentine GAAP and US GAAP (continued)***Held-to-maturity investments*

Under Argentine GAAP, the Company reclassified certain held-to-maturity investments as current assets. Under US GAAP, these investments are classified as non-current assets.

**e) Income statement classification differences**

The following table reconciles the operating income (loss) as shown in the statement of income under Argentine GAAP to the operating income (loss) that would be reported under US GAAP, which contemplate classification differences under US GAAP:

|   | Nine-month periods ended |                       |
|---|--------------------------|-----------------------|
|   | September 30,<br>2003    | September 30,<br>2002 |
| Operating income (loss) under Argentine GAAP            | \$ 24                    | \$ (143)              |
| Foreign currency translation                            | (4)                      | (14)                  |
| Asset retirement obligation                             | (1)                      |                       |
| Capitalization of foreign currency exchange differences | 91                       | 100                   |
| Goodwill  |                          | (10)                  |
| Other expenses, net as operating loss under US GAAP     | (138)                    | (115)                 |
| Other   | (5)                      | (9)                   |
| Operating loss under US GAAP                            | \$ (33)                  | \$ (191)              |

**f) Earnings per share**

Under Argentine GAAP, the Company computes net income (loss) per common share and dividends per share by dividing the net income (loss) for the period by the number of weighted common shares outstanding.

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Under US GAAP, basic and diluted net income (loss) per share are presented in conformity with SFAS No. 128 Earnings per Share for all periods presented.

Basic net income (loss) per share is computed by dividing the net income (loss) available to common shareholders for the period by the weighted average shares of common stock outstanding during the period. Diluted net income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of common and dilutive potential common shares then outstanding during the period. Since the Company has no dilutive potential common stock outstanding, there are no dilutive earnings per share amounts as described in SFAS No. 128.

The following tables set forth the computation of basic and diluted net income (loss) per share for the periods indicated:

|  | Nine-month periods ended<br>September 30, |             |
|--|---|-------------|
|  | 2003                                      | 2002        |
| <b>Numerator:</b>                                    |   |             |
| Net income (loss) under US GAAP                      | \$ 884                                    | \$ (2,024)  |
| <b>Denominator:</b>                                  |   |             |
| Number of shares outstanding                         | 984,380,978                               | 984,380,978 |
| Basic and diluted net income (loss) per common share | \$ 0.90                                   | \$ (2.06)   |



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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**16. Differences between Argentine GAAP and US GAAP (continued)**

**g) Statements of cash flows**

The statements of cash flows presented in the primary financial statements are prepared using Argentine GAAP numbers. As further described in Note 3.g, the Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. As a result, no differences exist between cash flows reported in the primary financial statements and cash flows that would be reported in a statement of cash flows prepared using US GAAP numbers. However, as discussed further below, certain differences do exist between cash flows reported in the primary financial statements and the cash flows that would be prepared under SFAS No. 95 Statement of Cash Flows .

Under US GAAP, the total amounts of cash and cash equivalents at the beginning and end of the periods shown in the statements of cash flows are required to be the same amounts as similarly titled line items shown in the balance sheets, as of those dates. A table reconciling the balances included as cash and banks in the balance sheet to the total amounts of cash and cash equivalents at the beginning and end of the periods shown in the statements of cash flows is included in Note 6 to the financial statements.

Under Argentine GAAP, cash outflows for the repayment of seller financing for the acquisition of productive assets were reported as investing activities. Under US GAAP, these transactions would be classified as cash flows from financing activities. Also, under Argentine GAAP, payments to creditors for interest were reported as financing activities whereas these transactions would be classified as cash flows from operating activities for US GAAP purposes. (See Note 6 for details).

In addition, under Argentine GAAP the effects of inflation and exchange rate changes on cash and cash equivalents were not disclosed by presenting a fourth cash flow statement category as required by US GAAP. Note 6 includes a table that presents such disclosures.

**h) Recently issued accounting pronouncements**

In January 2003, the FASB issued FASB Interpretation No. 46 ( FIN 46 ), Consolidation of Variable Interest Entities with the objective of improving financial reporting by companies involved with variable interest entities. A variable interest entity is a corporation, partnership, trust, or any other legal structure used for business purposes that either (a) does not have equity investors with voting rights, or (b) has equity investors that do not provide sufficient financial resources for the entity to support its activities. Historically, entities generally were not consolidated unless the entity was controlled through voting interests. FIN 46 changes that by requiring a variable interest entity to be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity's activities or entitled to receive a majority of the entity's residual returns or both. A company that consolidates a variable interest entity is called the primary beneficiary of that entity. FIN 46 also requires disclosures about variable interest entities that a company is not required to consolidate but in which it has a significant variable interest. The consolidation requirements of FIN 46 apply immediately to variable interest entities created after January 31, 2003. Also, certain disclosure requirements apply to all financial statements issued after January 31, 2003, regardless of when the variable interest entity was established. On October 9, 2003, the FASB issued Staff Position No. 46-6 which deferred the effective date for applying the provisions of FIN 46 for interests held by public entities in variable interest entities or potential variable interest entities created before February 1, 2003. For these

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entities, FIN 46 will now be effective for financial statements issued for the first reporting period ending after December 15, 2003. The Company is in the process of determining what impact, if any, the adoption of the provisions of FIN 46 will have upon its financial condition or results of operations.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**16. Differences between Argentine GAAP and US GAAP (continued)**

In May 2003, the FASB issued SFAS No. 150 ( SFAS 150 ), Accounting For Certain Financial Instruments with Characteristics of Both Liabilities and Equity , which establishes standards for how an issuer of financial instruments classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances) if, at inception, the monetary value of the obligation is based solely or predominantly on a fixed monetary amount known at inception, variations in something other than the fair value of the issuer's equity shares or variations inversely related to changes in the fair value of the issuer's equity shares. This Statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. The Company has adopted the provisions of this Statement which did not have an impact on the Company's financial position or results of operations. The classification and measurement provisions in paragraphs 9, 10 and 22 of SFAS 150 are deferred for an indefinite period for certain financial instruments, including mandatorily redeemable shares, financial instruments which embody an obligation to repurchase shares or require an issuer to settle an obligation by transferring assets, or financial instruments that embody an unconditional obligation.

In November 2002, the FASB reached a consensus on EITF No. 00-21, Accounting for Revenue Arrangements with Multiple Deliverables ( EITF 00-21 ). The guidance in EITF 00-21 is effective for revenue arrangements entered into in fiscal years beginning after June 15, 2003. This issue addresses certain aspects of the accounting by a vendor for arrangements under which it will perform multiple revenue-generating activities. Specifically, EITF 00-21 addresses how to determine whether an arrangement involving multiple deliverables contains more than one earnings process and, if it does, how to divide the arrangement into separate units of accounting consistent with the identified earning processes for revenue recognition purposes. This issue also addresses how arrangement consideration should be measured and allocated to the separate units of accounting in the arrangement. Management is currently evaluating the impact of EITF 00-21 although its preliminary assessment is that it will not have a significant impact on the company's financial position or results of operations.

**i) Severance indemnities**

Under Argentine law and labor agreements, the Company is required to make minimum severance payments to its employees dismissed without cause and employees leaving its employment in certain other circumstances. Under Argentine GAAP, severance payments are expensed as incurred. Under US GAAP, the Company follows the guidelines established by SFAS No. 112, Employers' Accounting for Post-employment Benefits , and SFAS No. 43, Accounting for Compensated Absences , which requires the accrual of severance costs if they relate to services already rendered, are related to rights that accumulate or vest, are probable of payment and are reasonably estimable. While the Company expects to make severance payments in the future, it is impossible to estimate the number of employees that will be dismissed without proper cause in the future, if any, and accordingly the Company has not recorded such liability.

**j) Investments in debt securities**

Under US GAAP, in accordance with SFAS 115, Accounting for Certain Investments in Debt and Equity Securities , the Company has classified its investments in government bonds as held-to-maturity securities. Note 17.c to the Argentine GAAP financial statements presents the additional disclosure requirements in accordance with SFAS 115.



**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**16. Differences between Argentine GAAP and US GAAP (continued)****k) Other comprehensive income**

Under US GAAP, the Company adopted SFAS No. 130 ( SFAS 130 ), Reporting Comprehensive Income . SFAS 130 establishes guidelines for the reporting and display of comprehensive income and its components (revenues, expenses, gains and losses) in a full set of general-purpose financial statements. SFAS 130 requires that all items that are required to be recognized under accounting standards as components of comprehensive income be reported in a financial statement that is displayed with the same prominence as other financial statements. Accumulated other comprehensive income is presented below, net of income tax benefit/expense:

|  | Nine-month periods ended    |                            |
|--|-----------------------------|----------------------------|
|  | September 30,<br>2003       | September 30,<br>2002      |
| Net income (loss) under US GAAP              | \$ 884                      | \$ (2,024)                 |
| Other comprehensive income:                  |                             |                            |
| Derivative financial instruments             |                             |                            |
| - Change on derivative financial instruments |                             | (139)                      |
| - Reclassification into earnings             |                             | 349                        |
| Foreign currency translation                 | (12)                        | 73                         |
| Tax benefit (expense)                        |                             | (74)                       |
| Comprehensive income (loss)                  | \$ 872                      | \$ (1,815)                 |
|  | As of September 30,<br>2003 | As of December 31,<br>2002 |
| Accumulated other comprehensive income (a)   | \$ 26                       | \$ 38                      |

(a) Accumulated other comprehensive income as of September 30, 2003 represents charges related to foreign currency translation adjustments.

**l) Valuation and qualifying accounts**

Under Rule 12-09 of Regulation S-X of the SEC, the Company is required to file Schedule II Valuation and qualifying accounts . This schedule is designed to present an analysis of valuation reserves, such as the allowance for doubtful accounts. Note 17.e to the Argentine GAAP financial

statements presents the reserves activity of the Company for the periods presented. The Company considers this information is similar in format and content to that required by the SEC.

**m) Disclosure of guarantees**

In November 2002, the FASB issued FASB Interpretation No. 45 ( FIN 45 ), Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others . FIN 45 requires that upon issuance of a guarantee, a guarantor must disclose and recognize a liability for the fair value of an obligation assumed under a guarantee. The initial recognition and measurement requirement of FIN 45 is effective for guarantees issued or modified after December 31, 2002. The disclosure requirements of FIN 45 are effective for financial statements for interim or annual periods that end after December 15, 2002.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**16. Differences between Argentine GAAP and US GAAP (continued)**

The guarantees issued by the Company as of September 30, 2003, are as follows:

In connection with Telecom Personal's licenses to render PCS services, Telecom Argentina has granted sureties on promissory notes issued by Telecom Personal to the order of the Department of Communications:

for US\$22,5 million (with a maturity date of May 7, 2002) as a performance guarantee in accordance with the list of conditions for the PCS service in Areas I and III;

together with Telefónica de Argentina S.A., on a promissory note issued by Miniphone S.A. for \$15 million (with a maturity date of October 27, 2000) as a performance guarantee in accordance with the list of conditions for the PCS service in Area II; and

together with Telefónica de Argentina S.A. on a promissory note issued jointly by Telefónica Comunicaciones Personales S.A. and Telecom Personal S.A. for \$30 million (with a maturity date of November 7, 2000), for the PCS service in the Area II.

Telecom Personal has submitted a report to the regulatory agency responsible for PCS service regulation stating that it has complied with its obligations under the licenses and notes, requesting the release of these promissory notes. Telecom Personal currently expects that once this regulatory agency has reviewed its report, the performance guarantees issued to ensure Telecom Personal's compliance will be released. However, Telecom Personal cannot provide any assurance of this release as the Department of Communications has denied similar requests in the past.

In October 1999, Nucleo, a 67.5% owned subsidiary of Telecom Personal, has entered into a loan agreement with BankBoston N.A.- Nassau, Australia, New Zealand Banking Group Limited, ING Bank - Curaçao and Citibank N.A for an aggregate of US\$ 55 million with final maturity in July 2004. In that respect Telecom Personal has fully and unconditionally guaranteed all of the obligations of Nucleo under such loan agreement in the amount of its outstanding debt. At September 30, 2003 Nucleo's outstanding debt is approximately \$129.

**17. Other financial statement information**

The following tables present additional consolidated financial statement disclosures required under Argentine GAAP:

- a. Fixed assets, net

- b. Intangible assets, net
- c. Securities and equity investments
- d. Current investments
- e. Allowances and provisions
- f. Cost of services
- g. Foreign currency assets and liabilities
- h. Expenses
- i. Aging of assets and liabilities

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## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Notes to the Unaudited Consolidated Financial Statements

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

## 17. Other financial statement information (continued)

## (a) Fixed assets, net

| Account                | Original Value                |            |   |  |           |              | Depreciation                |   |              |                   |                         |   | Net carry-over value of September 30, 2017 |
|------------------------|-------------------------------|------------|---|--|-----------|--------------|-----------------------------|---|--------------|-------------------|-------------------------|---|--|
|                        | As of the beginning of period | Additions  | Capitalization and/or reversal of foreign currency exchange differences | Foreign currency translation adjustments | Transfers | Decreases    | As of the end of the period | Accumulated as of the beginning of the period | Annual rate% | Amount            | Decreases and transfers | Accumulated as of the end of the period |  |
|                        | \$ 120                        |            |   |  | (1)       |              | 119                         |   |              |                   |                         |   | \$   |
|                        | 1,671                         |            | (1)   |  | 3         | (2)          | 1,671                       | (609)   | 4            | (54)              |                         | (663)                                   | 1,008                                      |
| Equipment              | 5,068                         | 3          | (34)  | 4  | 55        | (2)          | 5,094                       | (2,665)                                       | 10           | (384)             | 2                       | (3,047)                                 | 2,047                                      |
| Equipment              | 3,847                         | 2          | (21)  | 1  | 5         | (4)          | 3,830                       | (2,315)                                       | 10           | (277)             | 2                       | (2,590)                                 | 1,240                                      |
| Equipment              | 529                           |            |   | 1  | 2         | (3)          | 529                         | (268)   | 10           | (38)              |                         | (306)                                   | 223  |
| Equipment              | 5,955                         |            | (17)  |  | 7         | (1)          | 5,944                       | (3,252)                                       | 7            | (242)             |                         | (3,494)                                 | 2,450                                      |
| Equipment, and systems |                               |            |   |  |           |              |                             |   |              |                   |                         |   |  |
| Equipment in           | 855                           | 1          | (1)   | 3  | 3         |              | 861                         | (615)   | 13           | (52)              |                         | (667)                                   | 194  |
| Assets given           |                               |            |   |  |           |              |                             |   |              |                   |                         |   |  |
| at no                  | 325                           | 2          |   | 2  |           |              | 329                         | (316)   | 50           | (7)               |                         | (323)                                   | 6  |
|                        | 111                           | 1          |   |  |           | (3)          | 109                         | (90)  | 20           | (9)               | 3                       | (96)                                    | 13   |
|                        | 107                           |            |   |  |           |              | 107                         | (69)  | 10           | (6)               |                         | (75)                                    | 32   |
|                        | 503                           |            |   |  | 1         |              | 504                         | (314)   | 9            | (36)              |                         | (350)                                   | 154  |
| Equipment              | 2,472                         | 7          | (2)   | 2  | 19        | (1)          | 2,497                       | (1,532)                                       | 18           | (243)             | 1                       | (1,774)                                 | 723  |
| Progress               | 116                           | 24         |   |  | (93)      | (1)          | 46                          |   |              |                   |                         |   | 46   |
|                        | 55                            | 20         |   |  | (1)       | (29)         | 45                          |   |              |                   |                         |   | 45   |
| <b>September</b>       | <b>21,734</b>                 | <b>60</b>  | <b>(76) (a)</b>   | <b>13</b>                                |           | <b>(46)</b>  | <b>21,685</b>               | <b>(12,045)</b>                               |              | <b>(1,348)(c)</b> | <b>8(b)</b>             | <b>(13,385)</b>                         | <b>8,300</b>                               |
| <b>September</b>       | <b>\$ 20,717</b>              | <b>218</b> | <b>853</b>  | <b>30</b>                                |           | <b>(126)</b> | <b>21,692</b>               | <b>(10,104)</b>                               |              | <b>(1,486)(d)</b> | <b>37</b>               | <b>(11,553)</b>                         | <b>\$ 10,169</b>                           |

(a) Includes \$24 corresponding to the reversal of gross capitalized foreign currency exchange differences upon repurchase of debt. This amount less related depreciation of \$3 forms part of the gain on repurchase of debt (see Note 5.o.)

(b) Includes \$3 corresponding to depreciation related to the reversal of foreign currency exchange differences as explained in (a) above.

(c) Includes \$91 corresponding to the depreciation of capitalized foreign currency exchange differences and \$6 corresponding to foreign currency translation adjustments.

(d) Includes \$100 corresponding to the depreciation of capitalized foreign currency exchange differences and \$7 corresponding to foreign currency translation adjustments.



## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Notes to the Unaudited Consolidated Financial Statements

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

## 17. Other financial statement information (continued)

## (b) Intangible assets, net

| Principal account                               | Original Value                |           |  |            | Amortization                |   |                |   | Net carrying value as of September 30, 2003 | Net carrying value as of December 31, 2002 |
|---|-------------------------------|-----------|--|------------|-----------------------------|---|----------------|---|---|--|
|   | As of the beginning of period | Additions | Foreign currency translation adjustments | Decreases  | As of the end of the period | Accumulated as of the beginning of the period | For the period | Accumulated as of the end of the period |   |  |
| Software obtained or developed for internal use | \$ 423                        | 4         | 1  |            | 428                         | (215)   | (63)(a)        | (278)                                   | \$ 150                                      | \$ 208                                     |
| Debt issuance costs                             | 79                            |           |  |            | 79                          | (65)  | (5)(b)         | (70)                                    | 9   | 14   |
| PCS license                                     | 662                           |           |  |            | 662                         | (71)  |                | (71)                                    | 591   | 591  |
| Band B license (Paraguay)                       | 101                           | 1         | 6  |            | 108                         | (50)  | (12)(c)        | (62)                                    | 46  | 51   |
| Rights of use                                   | 45                            |           |  |            | 45                          | (17)  | (2)(d)         | (19)                                    | 26  | 28   |
| Exclusivity agreements                          | 98                            |           |  |            | 98                          | (48)  | (7)(e)         | (55)                                    | 43  | 50   |
| Website development cost                        | 2                             |           |  |            | 2                           | (2)   |                | (2)                                     |   |  |
| Trademarks                                      | 8                             |           |  |            | 8                           | (4)   |                | (4)                                     | 4   | 4  |
| <b>Total as of September 30, 2003</b>           | <b>1,418</b>                  | <b>5</b>  | <b>7</b>                                 |            | <b>1,430</b>                | <b>(472)</b>                                  | <b>(89)</b>    | <b>(561)</b>                            | <b>869</b>                                  | <b>\$ 946</b>                              |
| <b>Total as of September 30, 2002</b>           | <b>\$ 1,399</b>               | <b>24</b> | <b>6</b>                                 | <b>(2)</b> | <b>1,427</b>                | <b>(358)</b>                                  | <b>(93)(f)</b> | <b>(451)</b>                            | <b>\$ 976</b>                               |  |

- (a) An amount of \$21 is included in cost of services and \$41 in selling expenses. Also includes \$1 corresponding to foreign currency translation adjustments which have been excluded from the income statement.
- (b) Included in financial results, net under interest expense
- (c) An amount of \$10 is included in cost of services. Also includes \$2 corresponding to foreign currency translation adjustments which have been excluded from the income statement.
- (d) Included in general and administrative expenses
- (e) Included in selling expenses
- (f) An amount of \$30 is included in cost of services; \$5 in general and administrative expenses; \$48 in selling expenses and \$7 in financial results, net. Also includes \$3 corresponding to foreign currency translation adjustments which have been excluded from the income statement.

## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Notes to the Unaudited Consolidated Financial Statements

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

## 17. Other financial statement information (continued)

## (c) Securities and equity investments

| Issuer and characteristics of the securities | Type     | Nominal value<br>(d) | Number of shares | Net realizable value | Cost value as of September 30, 2003 | Book value as of September 30, 2003 | Book value as of December 31, 2002 |
|--|----------|----------------------|------------------|----------------------|-------------------------------------|-------------------------------------|------------------------------------|
| <b>Current investments</b>                   |          |                      |                  |                      |                                     |                                     |                                    |
| <i>Government bonds</i>                      |          |                      |                  |                      |                                     |                                     |                                    |
| Province of Corrientes bond (a)              |          | \$ 1                 | 757,454          |                      | \$ 1                                | \$                                  | \$                                 |
| Argentina 2004 bond (b)                      |          | US\$ 1               | 4,000,000        | 7                    | 13                                  | 13                                  | 65                                 |
| Dorado bond (a)                              |          | \$ 1                 | 12,481,003       | 9                    | 26                                  | 9                                   |                                    |
| Argentina governments bonds                  |          | US\$ 1               |                  |                      |                                     |                                     | 58                                 |
| Argentina governments bonds                  |          | \$ 1                 | 741,528          | 1                    | 1                                   | 1                                   | 63                                 |
| <b>Total current investments</b>             |          |                      |                  | 17                   | 41                                  | 23                                  | 186                                |
| <b>Non-current investments</b>               |          |                      |                  |                      |                                     |                                     |                                    |
| <i>Government bonds</i>                      |          |                      |                  |                      |                                     |                                     |                                    |
| Argentina 2004 bond (b)                      |          | US\$ 1               | 14,000,000       | 26                   | 40                                  | 40                                  | 40                                 |
| Dorado Bond (a)                              |          | \$ 1                 |                  |                      |                                     |                                     | 6                                  |
| Province of Corrientes bond (a)              |          | \$ 1                 | 5,069,115        | 2                    | 11                                  | 2                                   | 2                                  |
| <b>Total public bonds</b>                    |          |                      |                  | 28                   | 51                                  | 42                                  | 48                                 |
| <i>Equity investments</i>                    |          |                      |                  |                      |                                     |                                     |                                    |
| Latin American Nautilus                      | Ordinary | US\$ 2               | 3,000,000        |                      | 19                                  |                                     |                                    |
| Intelsat Ltd.                                | Ordinary | US\$ 3               | 260,432          |                      | 10                                  | 10                                  | 11                                 |
| Nahuelsat (c)                                | Ordinary | \$ 1,000             | 5,750            |                      | 13                                  | 2                                   |                                    |
| <b>Total equity investments</b>              |          |                      |                  |                      | 42                                  | 12                                  | 11                                 |
| <b>Total non-current investments</b>         |          |                      |                  |                      | \$ 93                               | \$ 54                               | \$ 59                              |

(a) The Company received these bonds in order to cancel trade accounts receivable with some province government.

(b) See note 4.h for details.

(c) As of December 31, 2002, the Company wrote down this investment to zero since its original cost was considered to be permanently impaired based on available information as of that date. However, as of September 30, 2003, under Argentine GAAP, the Company has written up this investment since management considered that Nahuelsat's financial situation had improved. This write-up is included in other expenses, net in the statement of income.

(d) Per share data

**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**17. Other financial statement information (continued)****(d) Current investments**

|                                  | <u>Cost as of</u>                   | <u>Book value as of</u>             |                                    |
|----------------------------------|-------------------------------------|-------------------------------------|------------------------------------|
|                                  | <u>September 30,</u><br><u>2003</u> | <u>September 30,</u><br><u>2003</u> | <u>December 31,</u><br><u>2002</u> |
| <b>Current investments</b>       |                                     |                                     |                                    |
| - Time deposits                  |                                     |                                     |                                    |
| In foreign currency              | \$ 1,229                            | \$ 1,229                            | \$ 603                             |
| In Argentine pesos               | 462                                 | 462                                 | 518                                |
| - Mutual funds                   |                                     |                                     |                                    |
| In foreign currency              | 28                                  | 28                                  |                                    |
| In Argentine pesos               | 83                                  | 83                                  | 19                                 |
| <b>Total current investments</b> | <u>\$ 1,802</u>                     | <u>\$ 1,802</u>                     | <u>\$ 1,140</u>                    |

## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Notes to the Unaudited Consolidated Financial Statements

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

## 17. Other financial statement information (continued)

## (e) Allowances and provisions

| Items   | Opening<br>balances | Additions for the<br>period | Reclassifications | Deductions for<br>the period | As of<br>September 30,<br>2003 | As of<br>December 31,<br>2002 |
|---|---------------------|-----------------------------|-------------------|------------------------------|--------------------------------|-------------------------------|
| <b>Deducted from current assets</b>                           |                     |                             |                   |                              |                                |                               |
| Allowance for doubtful account receivables                    | \$ 298              | 19                          |                   | (38)                         | \$ 279                         | \$ 298                        |
| Allowance for obsolescence                                    | 6                   |                             |                   | (4)                          | 2                              | 6                             |
| <b>Deducted from non-current assets</b>                       |                     |                             |                   |                              |                                |                               |
| Valuation allowance of net deferred tax assets                | 571                 |                             |                   | (280)                        | 291                            | 571                           |
| Allowance for doubtful accounts                               | 2                   | 2                           |                   |                              | 4                              | 2                             |
| <b>Total deducted from assets as of September 30, 2003</b>    | <b>877</b>          | <b>21 (a)</b>               |                   | <b>(322)(d)</b>              | <b>576</b>                     | <b>\$ 877</b>                 |
| <b>Total deducted from assets as of September 30, 2002</b>    | <b>\$ 534</b>       | <b>210 (b)</b>              |                   | <b>(424)(e)</b>              | <b>\$ 320</b>                  |                               |
| <b>Included under current liabilities</b>                     |                     |                             |                   |                              |                                |                               |
| Provision for contingencies                                   | \$ 9                |                             | 16                | (13)                         | \$ 12                          | \$ 9                          |
| <b>Included under non-current liabilities</b>                 |                     |                             |                   |                              |                                |                               |
| Provisions for contingencies                                  | 142                 | 83                          | (16)              | (2)                          | 207                            | 142                           |
| <b>Total included in liabilities as of September 30, 2003</b> | <b>151</b>          | <b>83 (c)</b>               |                   | <b>(15)(f)</b>               | <b>219</b>                     | <b>\$ 151</b>                 |
| <b>Total included in liabilities as of September 30, 2002</b> | <b>\$ 146</b>       | <b>53 (c)</b>               |                   | <b>(96)(g)</b>               | <b>\$ 103</b>                  |                               |

(a) An amount of \$19 is included in selling expenses and \$2 in other expenses, net.

(b) An amount of \$197 is included in selling expenses; \$2 in financial results, net; \$3 in income tax and \$8 in other expenses, net.

(c) Included in other expenses, net.

(d) Includes \$7 corresponding to results on exposure to inflation.

(e) Includes \$325 corresponding to results on exposure to inflation.

- (f) Includes \$1 corresponding to results on exposure to inflation.
- (g) Includes \$88 corresponding to results on exposure to inflation.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.****Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**17. Other financial statement information (continued)****(f) Cost of services**

|   | <b>Nine months ended<br/>September 30,</b> |                 |
|---|--|-----------------|
|   | <b>2003</b>                                | <b>2002</b>     |
| Inventory balance at the beginning of the period      | \$ 18                                      | \$ 52           |
| Plus:   |  |                 |
| Purchases   | 6  | 3               |
| Financial results, net                                | (6)  | 1               |
| Wireless handsets lent to customers at no cost (a)    | (2)  | (11)            |
| Retirements not included in cost of cellular handsets | (7)  | (6)             |
| Cost of services (Note 17.h.)                         | 1,924                                      | 2,199           |
| Less:   |  |                 |
| Inventory balance at the end of the period            | (4)  | (27)            |
| <b>Cost of services</b>                               | <b>\$ 1,929</b>                            | <b>\$ 2,211</b> |

- (a) Under certain circumstances, the Company lends handsets to customers at no cost pursuant to term agreements. Handsets remain the property of the Company and customers are generally obligated to return them at the end of the respective agreements.



## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Notes to the Unaudited Consolidated Financial Statements

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

## 17. Other financial statement information (continued)

## (g) Foreign currency assets and liabilities

| Items                      | As of September 30, 2003   |                       |                          | As of December 31, 2002  |  |
|----------------------------|----------------------------|-----------------------|--------------------------|--------------------------|--|
|                            | Amount of foreign currency | Current exchange rate | Amount in local currency | Amount in local currency |  |
| <b>Current assets</b>      |                            |                       |                          |                          |  |
| <b>Cash and banks</b>      |                            |                       |                          |                          |  |
| Bank accounts              | US\$ 15                    | 2.915                 | \$ 43                    | \$ 36                    |  |
|                            | G 16,508                   | 0.0005                | 8                        | 3                        |  |
| <b>Investments</b>         |                            |                       |                          |                          |  |
| Time deposits              | US\$ 205                   | 2.915                 | 599                      | 307                      |  |
|                            | EURO 185                   | 3.395                 | 630                      | 296                      |  |
| Mutual funds               | US\$ 10                    | 2.915                 | 28                       |                          |  |
| Government bonds           | US\$ 4                     | 2.915                 | 13                       | 123                      |  |
| <b>Accounts receivable</b> |                            |                       |                          |                          |  |
|                            | US\$ 15                    | 2.915                 | 45                       | 46                       |  |
|                            | SDR 1                      | 4.168                 | 4                        |                          |  |
|                            | GF                         |                       |                          | 2                        |  |
|                            | G 133,087                  | 0.0005                | 62                       | 60                       |  |
| <b>Other receivables</b>   |                            |                       |                          |                          |  |
| Tax credits                | US\$ 9                     | 2.915                 | 27                       |                          |  |
|                            | G 2,195                    | 0.0005                | 1                        |                          |  |
| Prepaid expenses           | G 4,110                    | 0.0005                | 2                        |                          |  |
| Others                     | US\$ 4                     | 2.915                 | 11                       | 7                        |  |
|                            | G 5,595                    | 0.0005                | 3                        | 2                        |  |
| <b>Non-current assets</b>  |                            |                       |                          |                          |  |
| <b>Investments</b>         |                            |                       |                          |                          |  |
| Government bonds           | US\$ 14                    | 2.915                 | 40                       | 40                       |  |
| <b>Total assets</b>        |                            |                       | <b>\$ 1,516</b>          | <b>\$ 922</b>            |  |
| <b>Current liabilities</b> |                            |                       |                          |                          |  |
| <b>Accounts payable</b>    |                            |                       |                          |                          |  |
| Suppliers                  | US\$ 15                    | 2.915                 | \$ 43                    | \$ 47                    |  |
|                            | G 33,672                   | 0.0005                | 16                       | 16                       |  |
|                            | SDR 3                      | 4.168                 | 11                       | 26                       |  |
|                            | EURO                       |                       |                          | 2                        |  |
| Advances from customers    | G 5,797                    | 0.0005                | 2                        | 1                        |  |
| Related parties            | US\$                       |                       |                          | 3                        |  |
| <b>Debt</b>                |                            |                       |                          |                          |  |

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|                                    |      |        |        |          |           |
|------------------------------------|------|--------|--------|----------|-----------|
| Notes - Principal                  | US\$ | 216    | 2.915  | 631      | 768       |
|                                    | EURO | 1,161  | 3.395  | 3,943    | 4,639     |
| Banks loans and others - Principal | US\$ | 445    | 2.915  | 1,298    | 1,732     |
|                                    | ¥    | 6,534  | 0.026  | 171      | 187       |
| Fixed assets financing - Principal | US\$ | 583    | 2.915  | 1,699    | 2,050     |
|                                    | EURO | 39     | 3.395  | 131      | 139       |
|                                    | ¥    | 11,652 | 0.026  | 305      | 333       |
| Inventory financing - Principal    | US\$ | 142    | 2.915  | 415      | 511       |
| Accrued interest                   | US\$ | 75     | 2.915  | 218      | 184       |
|                                    | EURO | 100    | 3.395  | 337      | 357       |
|                                    | ¥    | 513    | 0.0261 | 12       | 9         |
| Penalty interest                   | US\$ | 19     | 2.915  | 56       | 27        |
|                                    | EURO | 5      | 3.395  | 17       | 6         |
|                                    | ¥    | 125    | 0.026  | 3        | 1         |
| <b>Taxes payable</b>               |      |        |        |          |           |
| VAT                                | G    | 1,087  | 0.0005 | 2        |           |
| <b>Other liabilities</b>           |      |        |        |          |           |
| Others                             | US\$ |        |        |          | 3         |
| <b>Non-current liabilities</b>     |      |        |        |          |           |
| <b>Debt</b>                        |      |        |        |          |           |
| Banks loans and others - Principal | US\$ | 30     | 2.915  | 86       | 142       |
| Accrued interest                   | US\$ |        |        |          | 3         |
| <b>Total Liabilities</b>           |      |        |        | \$ 9,396 | \$ 11,186 |

(1) US\$ = United States dollars; SDR = Special drawing rights; GF = Golden franc; G= Guaraníes; ¥ = Yen.

## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Notes to the Unaudited Consolidated Financial Statements

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

## 17. Other financial statement information (continued)

## (h) Expenses

|                                      | Expenses            |                               |               | Nine months ended<br>September 30,<br>2003 |
|--------------------------------------|---------------------|-------------------------------|---------------|--|
|                                      | Cost of<br>services | General and<br>administrative | Selling       |  |
| Salaries and social security         | \$ 184              | 73                            | 106           | \$ 363                                     |
| Depreciation of fixed assets         | 1,131               | 48                            | 163           | 1,342                                      |
| Amortization of intangible assets    | 31                  | 2                             | 48            | 81   |
| Taxes                                | 40                  |                               | 20            | 60   |
| Turnover tax                         | 100                 |                               |               | 100  |
| Taxes on bank debits and credits     | 29                  |                               |               | 29   |
| Materials and supplies               | 73                  | 6                             | 29            | 108  |
| Transportation and freight           | 5                   | 2                             | 13            | 20   |
| Energy, water and others             | 19                  | 3                             | 7             | 29   |
| Bad debt expense                     |                     |                               | 19            | 19   |
| Interconnection costs                | 100                 |                               |               | 100  |
| Cost of international outbound calls | 57                  |                               |               | 57   |
| Lease of circuits                    | 36                  |                               |               | 36   |
| Rental expense                       | 24                  | 5                             | 6             | 35   |
| Fees for debt restructuring          |                     | 14                            |               | 14   |
| Fees for services                    | 17                  | 12                            | 32            | 61   |
| Management fees                      |                     | 2                             |               | 2  |
| Advertising                          |                     |                               | 16            | 16   |
| Commissions                          |                     |                               | 68            | 68   |
| Others                               | 78                  | 15                            | 49            | 142  |
| <b>Total</b>                         | <b>\$ 1,924</b>     | <b>\$ 182</b>                 | <b>\$ 576</b> | <b>\$ 2,682</b>                            |

|                                   | Expenses            |                               |         | Nine months ended<br>September 30,<br>2002 |
|-----------------------------------|---------------------|-------------------------------|---------|--|
|                                   | Cost of<br>services | General and<br>administrative | Selling |  |
| Salaries and social security      | \$ 217              | \$ 87                         | \$ 167  | \$ 471                                     |
| Depreciation of fixed assets      | 1,208               | 58                            | 213     | 1,479                                      |
| Amortization of intangible assets | 30                  | 5                             | 48      | 83   |
| Taxes                             | 67                  | 1                             | 10      | 78   |
| Turnover tax                      | 100                 |                               |         | 100  |
| Taxes on bank debits and credits  | 35                  |                               |         | 35   |
| Materials and supplies            | 116                 | 4                             | 20      | 140  |

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|                                      |                 |               |               |                 |
|--------------------------------------|-----------------|---------------|---------------|-----------------|
| Transportation and freight           | 15              | 5             | 10            | 30              |
| Energy, water and others             | 25              | 5             | 8             | 38              |
| Bad debt expense                     |                 |               | 197           | 197             |
| Interconnection costs                | 112             |               |               | 112             |
| Cost of international outbound calls | 82              |               |               | 82              |
| Lease of circuits                    | 33              |               |               | 33              |
| Rental expense                       | 33              | 10            | 21            | 64              |
| Fees for debt restructuring          |                 | 15            |               | 15              |
| Fees for services                    | 24              | 18            | 32            | 74              |
| Management fees                      | 20              | 2             |               | 22              |
| Advertising                          |                 |               | 24            | 24              |
| Commissions                          | 16              |               | 36            | 52              |
| Others                               | 66              | 20            | 67            | 153             |
| <b>Total</b>                         | <b>\$ 2,199</b> | <b>\$ 230</b> | <b>\$ 853</b> | <b>\$ 3,282</b> |

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## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## Notes to the Unaudited Consolidated Financial Statements

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

## 17. Other financial statement information (continued)

## (i) Aging of assets and liabilities

| <u>Date due</u>                         | <u>Investments</u> | <u>Accounts receivable</u> | <u>Other receivables</u> | <u>Accounts payable</u> | <u>Debt</u> | <u>Salaries and social security payable</u> | <u>Taxes payable</u> | <u>Other liabilities</u> |
|---|--------------------|----------------------------|--------------------------|-------------------------|-------------|---|----------------------|--------------------------|
| <b>Total due</b>                        | \$                 | 167                        |                          |                         | 5,057       |   |                      |                          |
| <b>Not due</b>                          |                    |                            |                          |                         |             |   |                      |                          |
| Payable on demand                       |                    |                            |                          |                         | 4,350       |   |                      |                          |
| Fourth quarter 2003                     | 1,676              | 361                        | 87                       | 342                     | 3           | 44  | 84                   | 21                       |
| First quarter 2004                      | 143                | 2                          | 15                       |                         |             | 11  | 36                   | 1                        |
| Second quarter 2004                     | 3                  |                            | 13                       |                         | 2           | 8   | 3                    |                          |
| Third quarter 2004                      | 3                  |                            | 31                       |                         |             | 7   |                      |                          |
| Oct. 2004 thru Sep. 2005                | 40                 |                            | 13                       |                         | 4           | 9   |                      | 3                        |
| Oct. 2005 thru Sep. 2006                |                    |                            | 2                        |                         | 3           | 8   |                      | 2                        |
| Oct. 2006 thru Sep. 2007                |                    |                            | 5                        |                         | 4           | 3   |                      | 2                        |
| Oct. 2007 thru Sep. 2008                |                    |                            | 53                       |                         | 61          | 2   |                      | 2                        |
| Oct. 2008 thru Sep. 2009                | 2                  |                            | 1                        |                         | 14          | 1   |                      | 2                        |
| Oct. 2009 and thereafter                |                    |                            | 84                       |                         |             |   |                      | 16                       |
| <b>Total not due</b>                    | 1,867              | 363                        | 304                      | 342                     | 4,441       | 93  | 123                  | 49                       |
| <b>Total as of September 30, 2003</b>   | \$ 1,867           | 530                        | 304                      | 342                     | 9,498       | 93  | 123                  | 49                       |
| Balances with indexation clauses        | \$                 |                            |                          | 5                       |             |   |                      |                          |
| Balance bearing interest                | 1,867              | 164                        |                          | 4                       | 9,421       |   |                      |                          |
| Balance no bearing interest             |                    | 366                        | 304                      | 333                     | 77          | 93  | 123                  | 49                       |
| <b>Total</b>                            | \$ 1,867           | 530                        | 304                      | 342                     | 9,498       | 93  | 123                  | 49                       |
| <b>Average annual interest rate (%)</b> |                    | 2.16                       |                          | 29.37                   |             |   |                      |                          |

| <u>Date due</u>     | <u>Investments</u> | <u>Trade accounts receivable</u> | <u>Other receivables</u> | <u>Accounts payable</u> | <u>Debt</u> | <u>Salaries and social security payable</u> | <u>Taxes payable</u> | <u>Other liabilities</u> |
|---------------------|--------------------|----------------------------------|--------------------------|-------------------------|-------------|---|----------------------|--------------------------|
| <b>Total due</b>    | \$                 | 194                              |                          |                         | 3,689       |   |                      |                          |
| <b>Not due</b>      |                    |                                  |                          |                         |             |   |                      |                          |
| Payable             |                    |                                  |                          |                         | 7,446       |   |                      |                          |
| First quarter 2003  | 1,326              | 401                              | 46                       | 391                     |             | 36  | 71                   | 24                       |
| Second quarter 2003 |                    | 4                                | 5                        | 1                       |             | 11  | 47                   | 1                        |
| Third quarter 2003  |                    | 1                                | 8                        | 2                       |             | 7   |                      |                          |

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|   |                 |            |            |             |               |           |            |           |
|---|-----------------|------------|------------|-------------|---------------|-----------|------------|-----------|
| Fourth quarter 2003                     |                 |            | 14         |             |               | 7         |            |           |
| Jan. 2004 to Dec. 2004                  | 40              | 1          | 53         | 30          | 11            |           |            | 1         |
| Jan. 2005 to Dec. 2005                  |                 |            | 2          | 21          | 8             |           |            | 3         |
| Jan. 2006 to Dec. 2006                  | 6               |            | 1          | 18          | 7             |           |            | 3         |
| Jan. 2007 to Dec. 2007                  |                 |            | 1          | 15          | 2             |           |            | 2         |
| Jan. 2008 to Dec. 2008                  |                 |            | 1          | 61          | 1             |           |            | 2         |
| Jan. 2009 and thereafter                | 2               |            | 85         |             |               |           |            | 18        |
| <b>Total not due</b>                    | <b>1,374</b>    | <b>407</b> | <b>216</b> | <b>394</b>  | <b>7,591</b>  | <b>90</b> | <b>118</b> | <b>54</b> |
| <b>Total 2002</b>                       | <b>\$ 1,374</b> | <b>601</b> | <b>216</b> | <b>394</b>  | <b>11,280</b> | <b>90</b> | <b>118</b> | <b>54</b> |
| Balances with indexation clauses        | \$              |            | 31         | 17          |               |           |            |           |
| Balance bearing interest                | 1,374           | 209        |            | 2           | 11,246        |           |            |           |
| Balance no bearing interest             |                 | 392        | 185        | 375         | 34            | 90        | 118        | 54        |
| <b>Total</b>                            | <b>\$ 1,374</b> | <b>601</b> | <b>216</b> | <b>394</b>  | <b>11,280</b> | <b>90</b> | <b>118</b> | <b>54</b> |
| <b>Average annual interest rate (%)</b> | <b>6.91</b>     |            |            | <b>9.43</b> |               |           |            |           |

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

**Notes to the Unaudited Consolidated Financial Statements**

(In millions of Argentine Pesos, except as otherwise indicated - See Note 3.c)

**18. Subsequent events**

On October 27, 2003, the Company's subsidiary, Publicom, completed its debt restructuring process. Publicom repaid all of its outstanding debt as of that date. The gain on restructuring was \$0.6 recorded in the last quarter of 2003.

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TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

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**CONSOLIDATED FINANCIAL STATEMENTS AT DECEMBER 31, 2002, 2001 AND 2000**

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Exhibits A to J

\$ : Argentine peso

US\$ : U.S. dollar

\$3.37= US\$1



REPORT OF INDEPENDENT AUDITORS

We have audited the accompanying consolidated balance sheets of Telecom Argentina STET-France Telecom S.A. ( Telecom or the Company ) as of December 31, 2002 and 2001 and the related consolidated statements of income, shareholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the consolidated financial statements of Telecom Personal S.A. ( Telecom Personal ), a majority-owned subsidiary of the Company, which statements reflect total assets of Ps. 2,951 million and Ps. 3,288 million at December 31, 2002 and 2001, respectively, and total revenues of Ps. 1,028 million and Ps. 1,741 millions for the years then ended, respectively. Those statements were audited by other auditors whose report, which has been furnished to us, included an explanatory paragraph regarding the existence of substantial doubt about Telecom Personal's ability to continue as a going concern. Our opinion, insofar as it relates to data included for Telecom Personal, is based solely on the report of the other auditors.

We conducted our audits in accordance with generally accepted auditing standards in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits and the report of other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the report of other auditors, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Telecom at December 31, 2002 and 2001 and the consolidated results of its operations and its cash flows for the years ended December 31, 2002 and 2001 in conformity with generally accepted accounting principles applicable to consolidated financial statements in the City of Buenos Aires, Argentina.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As more fully described in Notes 3, 13 and 14, the Company's revenues are denominated and collected in Argentine pesos while the majority of the Company's short and long-term debt obligations are denominated in US dollars and other foreign currencies. The devaluation of the Argentine peso, which occurred in 2002, had a significant effect on the equivalent value of this debt in pesos. The Company was also negatively impacted by the overall economic situation in Argentina as described in Note 3. In addition, as discussed in Note 14, during 2002 Telecom's Board of Directors suspended payments of the principal and interest of the Company's and its Argentine majority-owned subsidiaries' financial debt. This suspension of payments resulted in an event of default in 2002 that results in the creditors' ability to accelerate payment of the debt. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are described in Note 14. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that might result from the outcome of this uncertainty.

Accounting principles generally accepted in Argentina vary in certain significant respects from generally accepted accounting principles in the United States of America. Application of generally accepted accounting principles in the United States of America would have affected consolidated shareholder's equity as of December 31, 2002 and 2001 and the consolidated results of operations for the years then ended, to the extent summarized in Note 20 of the Notes to the consolidated financial statements.

As discussed in Note 4.1 of the Notes to the consolidated financial statements, Telecom adopted new accounting standards in 2002 related to accounting principles generally accepted in Argentina.

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Pistrelli, Henry Martin y Asociados S.R.L.

Member of Ernst & Young Global

Aldo Carugati (Partner)

Buenos Aires, Argentina

March 10, 2003 (except for

Note 22 b), as to which the date is June 9, 2003).

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**REPORT OF INDEPENDENT ACCOUNTANTS**

To the Board of Directors and Shareholders of

Telecom Personal S.A.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, of cash flows and of changes in shareholders' equity, present fairly, in all material respects, the financial position of Telecom Personal S.A. and its subsidiaries at December 31, 2002 and 2001, and the results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in Argentina. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has suffered net losses in the year ended December 31, 2002 of Argentine \$ 905 million and has an accumulated deficit and negative working capital as of December 31, 2002 of Argentine \$ 1.001 million and Argentine \$ 1.756 million, respectively. In addition, as more fully described in Note 13 to the financial statements, as a result of the current macroeconomic situation in Argentina, on March 27, 2002 and June 24, 2002, the Board of Directors of Telecom Argentina Stet-France Telecom S.A., the Company's parent company, decided to suspend the payment of principal and related interest, respectively, on its financial debt and that of its subsidiaries in Argentina, which includes that of the Company. Through the date of this report, the Company has not paid principal and related interest aggregating US\$ 271 million, Argentine \$ 201 million and JPY 3.837 million. All of these matters raise substantial doubt about the Company's ability to continue as a going concern. Management's plans with regard to these matters are also described in Note 13. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Accounting principles generally accepted in Argentina vary in certain important respects from the accounting principles generally accepted in the United States of America and as allowed by Item 18 to Form 20-F. The application of the latter would have affected the determination of consolidated net loss for the year ended December 31, 2002 and the determination of consolidated shareholders' equity at December 31, 2002 to the extent summarized in Note 7 to the accompanying consolidated financial statements.

As discussed in Note 4.1 to the financial statements, Telecom Personal S.A. adopted new accounting standards in 2002 related to accounting principles generally accepted in Argentina.

Buenos Aires, Argentina

March 7, 2003

PRICE WATERHOUSE & CO.

by Juan C. Grassi (Partner)

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\$ = Argentine pesos

US\$ = US dollars

JPY = yens

**REPORT OF INDEPENDENT ACCOUNTANTS**

To the Board of Directors and Shareholders of

Telecom Argentina STET-France Telecom S.A.

In our opinion, the accompanying consolidated statements of income, of cash flows and of changes in shareholders' equity, present fairly, in all material respects, the results of operations and cash flows of Telecom Argentina STET-France Telecom S.A. and its subsidiaries for the twelve month period ended December 31, 2000, in conformity with accounting principles generally accepted in Argentina. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of the consolidated financial statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for the opinion.

Accounting principles generally accepted in Argentina vary in certain important respects from accounting principles generally accepted in the United States of America. The application of the latter would have affected the determination of consolidated net income for the twelve month period ended December 31, 2000 and the determination of consolidated shareholders' equity at December 31, 2000, to the extent summarized in Note 20 to the consolidated financial statements.

Buenos Aires, Argentina

March 28, 2001

PRICE WATERHOUSE & CO.

by Juan C. Grassi (Partner)

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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**CONSOLIDATED BALANCE SHEETS (see Note 4.1.c)**

|   | At December 31,   |               |
|---|---|---------------|
|   | 2002  | 2001          |
|   | In million of<br>Argentine constant<br>pesos (see Note 4.1.d) |               |
| <b>ASSETS</b>                                       |   |               |
| <b>CURRENT ASSETS</b>                               |   |               |
| Cash and banks (Note 5.a)                           | 89  | 128           |
| Investments (Note 5.b)                              | 1,316   | 330           |
| Trade accounts receivable (Note 5.c)                | 596   | 1,479         |
| Other receivables (Note 5.d)                        | 76  | 633           |
| Inventories (Note 5.e)                              | 12  | 48            |
| Other assets (Note 5.f)                             | 3   | 13            |
| <b>Total current assets</b>                         | <b>2,092</b>  | <b>2,631</b>  |
| <b>NON-CURRENT ASSETS</b>                           |   |               |
| Trade accounts receivable (Note 5.g)                | 1   | 8             |
| Other receivables (Note 5.h)                        | 138   | 117           |
| Investments (Exhibit C)                             | 59  | 118           |
| Fixed assets (Exhibit A)                            | 9,618   | 10,535        |
| Intangible assets (Exhibit B)                       | 937   | 1,033         |
| Goodwill (Note 5.i)                                 | 2   | 10            |
| <b>Total non-current assets</b>                     | <b>10,755</b>   | <b>11,821</b> |
| <b>TOTAL ASSETS</b>                                 | <b>12,847</b>   | <b>14,452</b> |
| <b>LIABILITIES</b>                                  |   |               |
| <b>CURRENT LIABILITIES</b>                          |   |               |
| Accounts payable (Note 5.j)                         | 391   | 1,071         |
| Debt (Note 8)                                       | 11,053  | 2,533         |
| Compensation and social benefits payable (Note 5.k) | 61  | 133           |
| Taxes payable (Note 5.l)                            | 117   | 186           |
| Other liabilities (Note 5.m)                        | 25  | 45            |
| Reserves (Exhibit E)                                | 9   | 14            |
| <b>Total current liabilities</b>                    | <b>11,656</b>   | <b>3,982</b>  |
| <b>NON-CURRENT LIABILITIES</b>                      |   |               |
| Accounts payable (Note 5.n)                         |   | 24            |
| Debt (Note 8)                                       | 144   | 4,559         |
| Compensation and social benefits payable (Note 5.o) | 29  | 83            |
| Taxes payable (Note 10)                             |   | 454           |
| Other liabilities (Note 5.p)                        | 29  | 28            |
| Reserves (Exhibit E)                                | 141   | 131           |

|   |               |               |
|---|---------------|---------------|
| <b>Total non-current liabilities</b>  | <b>343</b>    | <b>5,279</b>  |
| <b>TOTAL LIABILITIES</b>  | <b>11,999</b> | <b>9,261</b>  |
| Minority interest   | 1             | 26            |
| Temporary differences from translation  | 36            |               |
| <b>SHAREHOLDERS EQUITY</b> (according to Statement of changes)  | <b>811</b>    | <b>5,165</b>  |
| <b>TOTAL LIABILITIES, MINORITY INTEREST, TEMPORARY DIFFERENCES FROM TRANSLATION AND SHAREHOLDERS EQUITY</b> | <b>12,847</b> | <b>14,452</b> |

The accompanying notes and Exhibits are an integral part of the consolidated financial statements.

**Valerio Cavallo**  
Chief Financial Officer

**Carlos Felices**  
Chief Executive Officer

**Amadeo R. Vázquez**  
President

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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**CONSOLIDATED STATEMENTS OF OPERATIONS** (see Note 4.1.c and 4.1.e)

|  | Years /twelve month period ended December 31,  |              |              |
|--|--|--------------|--------------|
|  | 2002   | 2001         | 2000         |
|  | <b>In million of Argentine constant pesos,<br/>except per share amounts (see Note 4.1.d)</b> |              |              |
| Net sales (Notes 5.q and 18)                                     | 3,983  | 7,004        | 7,349        |
| Cost of services provided (Exhibit F)                            | (2,872)  | (3,598)      | (3,655)      |
| <b>Gross profit</b>  | <b>1,111</b>   | <b>3,406</b> | <b>3,694</b> |
| Administrative expenses (Exhibit H)                              | (279)  | (537)        | (556)        |
| Sales expenses (Exhibit H)                                       | (1,034)  | (1,970)      | (1,940)      |
| <b>Operating profit (loss)</b>                                   | <b>(202)</b>   | <b>899</b>   | <b>1,198</b> |
| Equity losses from related companies (Note 5.r)                  | (23)   | (6)          | (2)          |
| Depreciation of goodwill (Note 5.s)                              | (10)   | (18)         | (15)         |
| Financial and holding results (Note 5.t and 18)                  | (5,263)  | (503)        | (479)        |
| Other expenses, net (Note 5.u)                                   | (175)  | (129)        | (105)        |
| Unusual losses (Note 5.v)  |  | (33)         |              |
| <b>Net income (loss) before income tax and minority interest</b> | <b>(5,673)</b>   | <b>210</b>   | <b>597</b>   |
| Income tax (Note 10)   | 1,294  | (111)        | (240)        |
| Minority interest  | 25   |              | 2            |
| <b>Net income (loss)</b>   | <b>(4,354)</b>   | <b>99</b>    | <b>359</b>   |
| <b>Net income (loss) per share</b> (Note 4.1.j)                  | <b>(4.42)</b>  | <b>0.10</b>  | <b>0.36</b>  |

The accompanying notes and Exhibits are an integral part of the consolidated financial statements.

**Valerio Cavallo**  
Chief Financial Officer

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**Carlos Felices**  
Chief Executive Officer

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**Amadeo R. Vázquez**  
President

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## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY

For the fiscal years ended December 31, 2002 and 2001 and for the  
twelve month period ended December 31, 2000 (see Note 4.1.c and 4.1.e)

(In million of Argentine constant pesos, except per share amounts see Note 4.1.d)

| Concept   | Shareholders contributions |                             |              | Earnings      |                              |                                  |                | Total Shareholders equity |
|---|----------------------------|-----------------------------|--------------|---------------|------------------------------|----------------------------------|----------------|---------------------------|
|   | Capital stock              | Adjustment to capital stock | Total        | Legal reserve | Reserve for future dividends | Unappropriated retained earnings | Total          |                           |
| <b>Balance at January 1, 2000</b>   | <b>984</b>                 | <b>3,014</b>                | <b>3,998</b> | <b>266</b>    | <b>292</b>                   | <b>907</b>                       | <b>1,465</b>   | <b>5,463</b>              |
| Adjustment to the results of previous years (see Note 4.1.c)  |                            |                             |              |               |                              |                                  |                |                           |
| <b>Adjusted balance at January 1, 2000</b>  | <b>984</b>                 | <b>3,014</b>                | <b>3,998</b> | <b>266</b>    | <b>292</b>                   | <b>907</b>                       | <b>1,465</b>   | <b>5,463</b>              |
| Board of Directors Resolution of February 9, 2000:  |                            |                             |              |               |                              |                                  |                |                           |
| Cash dividends (0.30 per share) As approved by the Shareholders Ordinary Meeting held on December 19, 2000: |                            |                             |              |               | (292)                        |                                  | (292)          | (292)                     |
| Reserve for future dividends  |                            |                             |              |               | 388                          | (388)                            |                |                           |
| Legal reserve   |                            |                             |              | 31            |                              | (31)                             |                |                           |
| Net income (see Note 4.1.c)   |                            |                             |              |               |                              | 359                              | 359            | 359                       |
| <b>Balance at December 31, 2000</b>   | <b>984</b>                 | <b>3,014</b>                | <b>3,998</b> | <b>297</b>    | <b>388</b>                   | <b>847</b>                       | <b>1,532</b>   | <b>5,530</b>              |
| Board of Directors Resolution of January 17, 2001:  |                            |                             |              |               |                              |                                  |                |                           |
| Cash dividends (0.39 per share) As approved by the Shareholders Ordinary Meeting held on April 24, 2001:    |                            |                             |              |               | (388)                        |                                  | (388)          | (388)                     |
| Legal reserve   |                            |                             |              | (26)          |                              | 26                               |                |                           |
| Cash dividends (0.08 per share)   |                            |                             |              |               |                              | (76)                             | (76)           | (76)                      |
| Net income (see Note 4.1.c)   |                            |                             |              |               |                              | 99                               | 99             | 99                        |
| <b>Balance at December 31, 2001</b>   | <b>984</b>                 | <b>3,014</b>                | <b>3,998</b> | <b>271</b>    |                              | <b>896</b>                       | <b>1,167</b>   | <b>5,165</b>              |
| As approved by the Shareholders Ordinary Meeting held on April 24, 2002:                                    |                            |                             |              |               |                              |                                  |                |                           |
| Legal reserve   |                            |                             |              | 4             |                              | (4)                              |                |                           |
| Net loss (see Note 4.1.c)   |                            |                             |              |               |                              | (4,354)                          | (4,354)        | (4,354)                   |
| <b>Balance at December 31, 2002</b>   | <b>984</b>                 | <b>3,014</b>                | <b>3,998</b> | <b>275</b>    |                              | <b>(3,462)</b>                   | <b>(3,187)</b> | <b>811</b>                |

The accompanying notes and Exhibits are an integral part of the consolidated financial statements.

**Valerio Cavallo**  
Chief Financial Officer

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**Carlos Felices**  
Chief Executive Officer

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**Amadeo R. Vázquez**  
President

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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**CONSOLIDATED STATEMENTS OF CASH FLOWS (see Note 4.1.c and 4.1.e)**

|  | Years/twelve month period<br>ended December 31,            |                |                |
|--|--|----------------|----------------|
|  | 2002   | 2001           | 2000           |
|  | In million of Argentine<br>constant pesos (see Note 4.1.d) |                |                |
| <b><u>CASH FLOWS PROVIDED BY (USED FOR) OPERATING ACTIVITIES</u></b>                           |  |                |                |
| Net income (loss)  | (4,354)  | 99             | 359            |
| <b>Adjustments to reconcile net income (loss) to net cash provided by operating activities</b> |  |                |                |
| Bad debts expense and allowances for other receivable  | 195  | 563            | 334            |
| Depreciation of fixed assets   | 1,965  | 1,677          | 1,584          |
| Amortization of intangible assets  | 110  | 133            | 116            |
| Equity losses from related companies   | 23   | 6              | 2              |
| Depreciation of goodwill   | 10   | 18             | 15             |
| Temporary differences from translation on cash and banks                                       | 4  |                |                |
| Materials usage  | 47   | 65             | 81             |
| Fixed and intangible assets disposals  | 54   | 7              | 24             |
| Reserves   | 100  | 39             | 46             |
| Interest and other financial expenses  | 4,534  | 560            | 508            |
| Termination benefits   | 3  | (13)           | (17)           |
| Minority interest  | (25)   |                | (2)            |
| Income tax   | (1,294)  | (122)          | (37)           |
| Net decrease (increase) in assets  | 978  | (214)          | (441)          |
| Net decrease in liabilities  | (695)  | (403)          | (38)           |
| <b>Total cash flows provided by operating activities</b>                                       | <b>1,655</b>   | <b>2,415</b>   | <b>2,534</b>   |
| <b><u>CASH FLOWS PROVIDED BY (USED FOR) INVESTING ACTIVITIES</u></b>                           |  |                |                |
| Acquisition of investments and related intangible assets                                       |  |                | (15)           |
| Fixed asset acquisitions   | (387)  | (1,148)        | (1,501)        |
| Intangible asset acquisitions  | (24)   | (253)          | (298)          |
| Other investments not considered as cash or cash equivalents                                   | 101  | (7)            | 436            |
| <b>Total cash flows used for investing activities</b>  | <b>(310)</b>   | <b>(1,408)</b> | <b>(1,378)</b> |
| <b><u>CASH FLOWS PROVIDED BY (USED FOR) FINANCING ACTIVITIES</u></b>                           |  |                |                |
| Debt proceeds  | 18   | 1,582          | 2,519          |
| Repayment of debt  | (42)   | (1,431)        | (2,411)        |
| Payment of interest and related expenses   | (443)  | (957)          | (710)          |
| Dividends paid   |  | (464)          | (292)          |
| <b>Total cash flows used for financing activities</b>  | <b>(467)</b>   | <b>(1,270)</b> | <b>(894)</b>   |
| <b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>  | <b>878</b>   | <b>(263)</b>   | <b>262</b>     |
| <b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF YEAR/PERIOD</b>                               | <b>426</b>   | <b>689</b>     | <b>427</b>     |
| <b>CASH AND CASH EQUIVALENTS AT YEAR/PERIOD END</b>  | <b>1,304</b>   | <b>426</b>     | <b>689</b>     |

The accompanying notes and Exhibits are an integral part of the consolidated financial statements.

Notes 6 and 18 provides additional information regarding the Consolidated statements of cash flows.

**Valerio Cavallo**  
Chief Financial Officer

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**Carlos Felices**  
Chief Executive Officer

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**Amadeo R. Vázquez**  
President

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS(\*)**

**For the fiscal years ended December 31, 2002 and 2001 and for  
the twelve month period ended December 31, 2000 (see Note 4.1.e)**

(Amounts in million of Argentine constant pesos, except per share amounts or as  
otherwise indicated see Note 4.1.d)

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

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(\*) Conventionally, the definitions used in these consolidated financial statements are included in the Glossary of terms.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**GLOSSARY OF TERMS**

The following definitions are not intended as technical definitions, but to assist the reader to understand certain terms as used in the Company's financial statements.

|   |   |
|---|---|
| <i>The Company/Telecom Argentina/Telecom</i>  | Telecom Argentina Stet-France Telecom S.A.  |
| <i>Telecom Group/Group</i>  | Economic group formed by the Company and its controlled companies.  |
| <i>ENTel</i>  | Empresa Nacional de Telecomunicaciones, which had provided public telecommunication services in Argentina until its privatization.  |
| <i>SC</i>   | The Argentine Secretary of Communications.  |
| <i>SBT</i>  | Basic Telephone Services.   |
| <i>CNV</i>  | The National Securities Commission.   |
| <i>Personal/Núcleo/Cable Insignia/Micro Sistemas/Telecom Internet/Publicom/Latin American Nautilus/Multibrand/Nahuelsat/Internacional/Telintar/Soluciones</i> | Correspond to the corporations controlled by Telecom or that were controlled or jointly controlled by Telecom as defined under the Argentine Corporation Law or that are related parties. |
| <i>Telecom Argentina USA/Agroconnection</i>   | Corresponds to Telecom Argentina USA Inc. and to Agroconnection Inc., a controlled and related companies of Telecom, respectively, as defined under the Argentine Corporation Law.        |
| <i>CNC</i>  | The Argentine National Communications Commission.   |
| <i>The Pliego</i>   | List of Conditions approved by Decree No. 62/90, related to the privatization of ENTel.   |
| <i>STM</i>  | Mobile Telephone Service.   |
| <i>SRMC</i>   | Mobile Cellular Radiocommunication Service.   |
| <i>AMBA</i>   | Metropolitan Area Buenos Aires, the area of the Federal District and greater Buenos Aires.  |
| <i>PCS</i>  | Personal Communications Service. A wireless communications service with systems that operate in a manner similar to cellular systems.   |
| <i>Nortel</i>   | Nortel Inversora S.A. The controlling company of Telecom.   |
| <i>Telecom Italia/FCR/Operators</i>   | Telecom Italia S.p.A. and France Cables et Radio S.A. (a controlled company by France Telecom S.A.), jointly referred to as the Operators.  |
| <i>Telefónica</i>   | Telefónica de Argentina S.A.  |
| <i>SU</i>   | Universal Service: the availability of SBT at an affordable price to all persons within a country or specified area.  |
| <i>IPC</i>  | Consumer Price Index.   |



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|                                   |   |
|-----------------------------------|---|
| <i>Price Cap</i>                  | The application of annual reductions to the general level of the Company's rates.   |
| <i>BCRA</i>                       | The Central Bank of the Argentine Republic.   |
| <i>SEC</i>                        | Securities and Exchange Commission of the USA.  |
| <i>CPCECABA</i>                   | Professional Board of Economic Sciences of Ciudad Autónoma de Buenos Aires.   |
| <i>Constant pesos</i>             | Currency unit of the financial statements, that is, constant Argentine pesos as of period-end, according to FACPCE RT 6.  |
| <i>RT/FACPCE/Argentine GAAP</i>   | Technical Resolutions issued by the Argentine Federation of Professional Boards of Economic Sciences that is generally accepted accounting principles of Argentina. |
| <i>VPP</i>                        | Equity method.  |
| <i>IAS/IASC</i>                   | International Accounting Standards issued by the International Accounting Standard Committee.   |
| <i>DGI</i>                        | The Argentine Tax Authority.  |
| <i>U.S.GAAP</i>                   | Generally Accepted Accounting Principles in USA.  |
| <i>BCBA/NYSE</i>                  | Buenos Aires and New York Stock Exchanges, respectively.  |
| <i>PPP</i>                        | Share Ownership Program.  |
| <i>EBITDA (Non-GAAP measures)</i> | Earnings before Interest, Taxes, Depreciation and   |

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

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Amortization.

*OCI*

Other Comprehensive Income

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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**NOTE 1 TELECOM GROUP OPERATIONS**

Telecom Argentina was formed as a result of the privatization of ENTel, which had provided public telecommunication services in Argentina.

The Company obtained a license to operate in a designated Northern Zone, beginning operations on November 8, 1990, and provided public telecommunication services on an exclusive basis for seven years subsequent to this date, having the right to a three-year extension of this exclusivity period.

The Company filed the appropriate petition with the SC to extend the license exclusivity period. Acknowledging the Company's filing, the Argentine government established the standards for an orderly transition towards an openly competitive telecommunications market by October 10, 1999, the date at which the exclusivity period ended and the Company remained qualified to provide SBT nationally.

Likewise, the Company merged various companies under its ownership to provide the following services: international long distance in the Northern Zone, national telex, value added services, data transmission and internet. In order to adapt to the new market demands, the Company expanded its corporate purpose. This expansion was approved by the SC and the CNV.

The Company achieves its business objective of providing services through integration with its subsidiaries. Activities carried out by these entities at December 31, 2002 are as follows:

| <u>Activity</u>                        | <u>Subsidiary</u>     | <u>Ownership<br/>by Telecom<br/>in capital<br/>stock and<br/>votes</u> | <u>Control is<br/>through the<br/>following</u> | <u>Date of<br/>incorporation</u> |
|--|-----------------------|--|---|----------------------------------|
| <b>Cellular telephone service</b>      | Personal              | 99.99%   |   | 07.06.94                         |
|  | Núcleo                | 67.50%   | Personal  | 02.03.98                         |
|  | Cable Insignia(a)     | 75.00%   | Personal  | 03.18.98                         |
| <b>Data transmission</b>               | Micro Sistemas(a)     | 99.99%   |   | 12.01.97                         |
| <b>International telephone service</b> | Telecom Argentina USA | 100.00%  |   | 09.12.00                         |
| <b>Directories edition</b>             | Publicom              | 99.99%   |   | 06.11.92                         |

(a) Companies not operative at December 31, 2002.

**NOTE 2 REGULATORY FRAMEWORK**

**a) Regulatory bodies and practices**

The Company and its telecommunication subsidiaries are regulated by the CNC, decentralized organism dependent on the SC, which is supervised by the Ministry of Economy. The SC is responsible for developing of sector policies, approving and administrating fundamental technical plans, assisting the Ministry of Economy in rate matters affecting the Company and the development of telecommunication regulations.

Some of the more pertinent regulations are:

- The Privatization Regulations, which regulate the process of privatization, including the Pliego,
- The Transfer Agreement,

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- Telecommunication licenses granted to the Company and to subsidiaries that provide telecommunication services,
- Rate agreements and related decrees and regulations approved in Decree No. 764/2000.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

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**b) Licenses held at December 31, 2002**

**Company licenses**

The Company holds licenses to provide the following services in Argentina for an indefinite period:

Fixed local telephone service,

Public telephone service,

Long distance, both national and international,

Point to point connections, both national and international,

Telex, both national and international,

Value added services, data transmission, video conferencing, broadcast signal transmission and community repeater.

Internet access.

**Licenses of subsidiaries**

**Personal** is licensed for an indefinite period, on a competitive market basis, to provide STM in the northern region of Argentina, and data transmission and value added services nationally. Additionally, Personal holds a license to provide SRMC in the AMBA, a license without expiration date to provide PCS service in Argentina and the register for the rendering of national and international long distance telephone service.

**Núcleo**, controlled by Personal, is licensed to provide STM service over Band B nationwide in Paraguay and PCS service in some areas of Paraguay.

**c) Causes of revocation of licenses**

**SBT license**

Some of the causes that could revoke the Company's license are:

- (i) the interruption of all or a substantial part of licensed service;
- (ii) a change in corporate business purpose (without a previous authorization of the appropriate regulatory bodies) or a change of corporate domicile outside of Argentina;
- (iii) any sale, encumbrance or transfer of assets that has the effect of reducing services provided, without the prior approval of the appropriate regulatory bodies.
- (iv) reduction of Nortel (see Note 7) ownership of the Company's capital stock to less than 51%, or the reduction to less than 51% of the collective ownership by Nortel shareholders who existed at the date of possession, without the prior approval of the appropriate regulatory bodies.
- (v) the assignment or delegation of the commitments of the Operators without the prior approval of the appropriate regulatory bodies.

If the Company's license is revoked, Nortel must transfer its shares in the Company to the regulatory bodies, in trust, for subsequent sale at public auction. Upon the sale of these shares, the regulatory bodies may renew the Company's license under conditions to be determined.

#### **STM license**

According to the STM Pliego, the following causes could revoke Personal's license:

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

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- (i) repeated interruptions of the services described in the STM Pliego;
- (ii) a transference of the license and/or the rights and obligations related to that license, without previous authorization of the CNC;
- (iii) taxes constituted over the license;
- (iv) creditors meeting or bankruptcy of Personal;
- (v) the liquidation or dissolution of Personal, without previous authorization of the CNC.

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**d) Decree to deregulate telecommunication services**

Decree No. 764/2000 approved, among other items, three new regulations whose basic provisions are as follows:

**General licensing regulation**

Establishes a single license valid throughout Argentina for the provision of all telecommunication service, fixed or mobile, wired or wireless, national or international, with or without proprietary infrastructure. Service providers need not be exclusively devoted to the telecommunications business. There are no requirements for minimum investment or coverage. Radio broadcasting entities may apply for telecommunication licenses. The resale of services is authorized, subject to a license being received. Foreign companies are not restricted from entry.

**National interconnection regulation**

Establishes a decrease in interconnection index prices of approximately 50%. Increases the number of network components and functions on behalf of the dominant provider (the Company in the northern zone and Telefónica in the southern zone), and also details the interconnection obligation down to the local level, the rate setting process and the separation of the local loop. Introduces the interconnection method for numeric translation services known as NTS for the internet, audiotext and collect calls and the transfer of telephone numbers.

**SU Regulation**

Fixes the rate of contribution to the SU Fund at 1% of telecommunication services income. Establishes an Administrative Counsel to manage the SU Fund and oversee the specific programs of the SU. Adopts a play or pay mechanism to ensure compliance with SU Fund contributions, but establishes a contribution exemption mechanism for SBT licensees, which considers both net losses and the percentage market participation of other local telephone service providers. The Regulatory Authority has neither implemented the formation of the Fund nor the official programs to be subsidized.

The SC repeated during this period the procedure of consulting over the Administration of the SU Fund and over the regulation of the contribution to the Fund. The Company replied once more that, beyond the specific intention of the procedure of consulting, it is highly necessary to compensate the social benefits programs that are currently being rendered, retroactively from the end of the exclusivity period.

Later, the SC determined a work group which main purpose is the analysis of the Hybrid Cost Proxy Model, in order to specify the SU costs. This group should expose its conclusions by the end of 1Q 03.

**e) Regulation for the call by call selection of the providers for long distance services**

On December 28, 2001, the former Ministry of Infrastructure and Housing issued Resolution No. 613/01 which approved the rules for the call by call selection ( SPM ) of the providers for long distance services.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

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The call by call selection is a system that, applied to long distance services, allows users to dial in each call the access code 17 (for national long distance calls) or 18 (for international long distance calls) and the three digits PQR for the provider's identification, in order to select the long distance provider which he prefers.

Subsequently, and considering the claims submitted against Resolution No. 613/01 by several carriers, the Ministry of Economy issued Resolution No. 75/03, introducing several changes to the Regulations. The main changes were as follows: long distance carriers' freedom to provide SPM, changes in blockage modality due to delinquency, changes in the service connection modality and greater flexibility of obligations connected with service promotion and advertising.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

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As regards implementation terms, Resolution No. 75/03 sets forth that origin providers, both fixed and mobile, must have their equipment and networks available to provide the SPM service within 120 running days since February 6, 2003.

**f) CPP for international calls**

In September 2002 the SC determined that overseas calls terminated in cellular telephones would pay for Calling Party Pays ( CPP ) charges. In order to identify such calls, customers dialing from outside must add a prefix to the cellular number.

**g) Rate structure**

On November 28, 1991, the Company and Telefónica signed a rate agreement with the Argentine government, which was ratified by Decree No. 2585/91 and became effective on December 18, 1991. The principal features of the agreement, which modified the Transfer Agreement, are as follows:

- 1) Rates, measured in basic units or pulsos , are denominated in United States dollars and will be adjusted twice annually (April and October) to reflect changes in the overall IPC of the United States of America. Rate adjustments do not require prior regulatory body approval. Since year 2000, adjustments were not made as required by the SC.
- 2) Invoicing to customers will be in local currency, at exchange rates existing at the close of the billing period.

Law No. 25561, of Public Emergency law and reform of the exchange rate , effective January 6, 2002, in Section 8 nullifies contract clauses providing for adjustments to the value of payments with reference to United States Dollars or other foreign currencies as well as any indexation clauses based on price indexes or similar mechanism. As a consequence, from that date on, the Company s tariffs were set in pesos at a US\$1 to \$1 exchange rate. Likewise, Decree No. 293/2002 started a process of renegotiation of contracts with the public Administration in which the rate structure is involved. Additional information on the process of renegotiation of tariffs and the SBT contract is given in Note 13.

**Rate rebalancing**

On December 1, 1999, SC Resolution No. 4269/99 ratified the application of methodology outlined by SC Resolution No. 1801/97. This verified the revenue differences of SBT licensees at the end of a two year period, which resulted from rate rebalancing in February 1997. Additionally, the impact of the rate rebalancing was determined to be an increase in revenues of approximately \$9.5 million. The future refunding of this amount has not so far been ruled upon by the Regulatory Bodies.

**Price Cap**

On December 15, 1999, the Rate Reduction Agreement between the Argentine government and Telecommunications Companies was signed, establishing as of March 1, 2000, the following:

the reduction of monthly basic charges to commercial and government clients by 19.5%;

the application of discount plans for local measured service and for Internet service for residential domestic customers;

the computation of non collected income from the 110 service as payment in advance of future Price Caps.

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The Price Cap is an annually rate regulation system that includes increasing elements (such as the rate increments twice a year - April and October ) and reducing elements (such as the annually adjustments on the efficiency factor - November ).

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On April 6, 2000, the Argentine government, Telefónica and the Company signed an agreement which established, for the application of the 2000 cap, a 6.75% reduction of revenues of licensees covered by the rate regulation (6% as set by the SC and 0.75% as determined by licensees) in the period November 2000/October 2001. The 6% reduction should be applied through the following:

1. the application of discounts for monthly basic charges to commercial and government clients and discount plans for local measured service and for Internet service to residential domestic customers, in force since March 2000;
2. the non application of the 110 service approved rate since January 2000 up to November 8, 2001;
3. the non application of the restatement of the pulse rate considering the variation of the IPC of the United States of America as it should be applied in April and October 2000.

The economic impact generated by 1. and 2. since January 2000 through November 2000 was discounted (considering a 12% annual rate) in three installments that would be each added to the 2000, 2001 and 2002 caps, respectively.

If in November 2000 the 6% reduction would not be reached, the regulatory body would determine in which items of the Rate structure should be applied the discounts in order to reach the agreed reduction.

The regulatory body has requested the Company all the information needed to audit the 2000 cap but the final opinion is still pending.

In April 2001, the Argentine government, Telefónica and the Company signed an agreement which established, for the application of the 2001 cap, a 5.6% efficiency factor for the period November 2001/October 2002, with the following additional discounts:

1. the non application of the 2001 pulse rate adjustments related to the variation of the IPC of the United States of America;
2. the second installment of the 2000 cap agreement mentioned above.

The surplus should be applied as from November 8, 2001 but it is still pending because it was affected by a preliminary injunction stating not to carry out any tariff adjustments. The Company appealed this injunction arguing that if one part of the formula cannot be applied, the price cap system should be null. Finally, Law No. 25561 of Public Emergency prohibited the tariff adjustments explicitly.

**NOTE 3 DEVALUATION OF THE PESO AND THE CONVERSION INTO PESOS OF THE TARIFFS OF PUBLIC SERVICES: ITS IMPACT ON THE ECONOMIC AND FINANCIAL SITUATION OF TELECOM GROUP**

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By the end of December 2001, the seriousness of the social and economical argentine crisis produced a change in the government and, on January 1, 2002, the National Congress appointed to Dr. Eduardo Duhalde as the president in order to complete the period which was left incomplete by Dr. Fernando de la Rúa.

With the purpose of overcoming the crisis, on January 6, 2002, the National Congress issued Law No. 25561 of Public Emergency and Foreign Exchange System Reform Act which produced a profound change in the economic model and a modification of the Convertibility Law applicable until that moment. Later on, Decrees Nos. 214/02, 905/02 and 992/02 of Rearrangement of the financial system and Decree No.

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260/02 of Foreign Exchange System Reform Act were issued, which substantially modified some of the measures adopted by Law No. 25561.

The following are some of the measures adopted by the National Government, which are applicable at March 10, 2003:

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**1. Transactions due in foreign currency**

On January 6, 2002 a new exchange regime was enforced by the creation of an official and a free exchange market. The existence of both exchange markets was provisory, as the government subsequently decided for the free and single exchange market. In general terms, in the official market all assets for export and import transactions and certain financial activities should be carried out, subject to a previous restructuring that postpones their original maturity dates. The rest of the transactions related to the payment and transfer of foreign currency abroad should be carried out in the free market. The initial exchange rate in the official market was \$1.40 to US\$1.

The deposits in US dollars and other foreign currencies in financial entities were converted into pesos at an exchange rate of \$1.40 to US\$1 or its equivalent in other foreign currencies. The debts in US dollars or other foreign currency within the Argentine financial system in existence at January 6, 2002 were converted into pesos at an exchange rate of \$1 to US\$1 or its equivalent in other foreign currency. These deposits and debts were adjusted as from February 3, 2002 by a Stabilization Reference Coefficient ( CER ) and interest rate with a cap stated by the BCRA.

The payable obligations denominated in US dollars or other foreign currency that existed up to January 6, 2002 in Argentina, non related to the financial system, of any origin or nature, were converted into pesos at an exchange rate of \$1 to US\$1 or its equivalent in other foreign currency. These balances were adjusted as from February 3, 2002 by the CER. If as a consequence of this provision, the resulting value of the assets or the services is superior or inferior at the payment time, any of the parties may request an equitable readjustment of the price. If an agreement is not reached, the courts shall issue a decision over the case. In order to keep a fair adjustment of the price, it must be considered the market value of goods or services with imported components.

The payable obligations denominated in US dollars or other foreign currency that existed up to January 6, 2002 in foreign countries must be paid at the free market exchange rate.

Since February 3, 2002, many payable obligations denominated in US dollars or other foreign currency were converted into pesos at an exchange rate of \$1 to US\$1, including futures contracts and options in foreign currency, agreed under the Argentine law applicable before January 5, 2002, in which one of the parties was a financial entity.

On March 5, 2003, the Argentine Supreme Court of Justice rendered judgement in the case Provincia de San Luis vs. Banco de la Nación Argentina on summary proceedings to protect a constitutional rights providing for the unconstitutionality of sections 2 and 12 of Decree No. 214/02 and, therefore, leaving without effect -for this case- U.S. dollars deposits pesification. It should be noted that this decision does not affect in any manner whatsoever the pesification of those debts in U.S. dollars not related to the financial system and, at March 10, 2003, the potential consequences to the financial entities debtors are impossible to foretell.

**2. Contracts with the public administration**

US dollars or foreign currency adjustments clauses and indexation clauses based on foreign price indexes, as well as any other indexing mechanism adopted under public contracts executed by the



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National Government, including works and public services, have been suspended. The applicable prices and tariffs to that date have been converted into pesos at the exchange rate of \$1 to US\$1. Additional information is given in Note 13.

**3. Deferred deduction of the exchange rate difference in income tax**

Net losses originated in the devaluation of the peso over the assets and liabilities in foreign currency in existence up to January 6, 2002 (considering the exchange rate of US\$1=\$1.40 as established by Decree No. 2568/02), will be deductible for income tax purpose only at a rate of 20% per year starting in fiscal year 2002. The difference between the \$1.40 rate and the exchange rate at year end was entirely deducted for income tax purpose in fiscal year 2002.

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**4. Restriction of transfers of funds abroad**

According to Communication A 3471 of the BCRA (amended by Communication A 3878), the transfers to foreign countries for financial loans executed until August 8, 2003, inclusive, require a previous consent of the BCRA regardless of the manner of payment, save for some exceptions specially disclosed in the Communication. In this way, Communication A 3859 has removed, as from January 7, 2003, the existing limitations to the transfers abroad related to the payment of dividends or earnings, if these dividends or earnings are originated in financial statements authenticated by independent accountants.

Likewise, Communication A 3709 of the BCRA excluded payment of principal and interest services of financial obligations abroad from the previous consent requirement, provided that:

financial debt has been restructured and judicially approved according to the provisions of the Law of Bankruptcy and Reorganization Proceedings;

the agreement attained with creditors pursuant to the majorities provided by said law implies refinancing of matured and outstanding debt at average terms pursuant to the agreement that shall not be shorter than four years, providing a grace period not shorter than two years for the payment of principal services;

interest services are paid quarterly or at longer terms and the annual interest rate agreed for the refinanced debt is not superior effectively on an annual basis to the equivalent of six month LIBOR plus 3%;

the above mentioned agreement provides for releases, discharges, capitalization or other similar measures that consider a reduction of the outstanding principal at the agreement execution date of, at least, 40% of its nominal value or 60% of said value in the case of capitalization;

the Foreign and Exchange Office has issued an acknowledgement of receipt of the information on the refinanced obligations.

On the other hand, by virtue of Communication A 3843 (as amended by Communications A 3866 and A 3880) the following payments of principal and interest services abroad have been excluded from the BCRA's prior approval requirement :

1. Principal payments of matured and not matured loans received from the non financial private sector when all the following requirements are complied with:

1.1. Payments of principal installments are part of a refinancing agreed with the creditor as of December 26, 2002.

1.2. Refinancing includes cash payments that do not exceed 10%, 5% six months after the agreement execution date and another 5% twelve months after such date.

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1.3. Refinancing of the outstanding principal payable in cash has an average life of at least five years more than the average life of the outstanding debt refinanced as of the agreement execution date, discounting payment in cash. When the operation includes matured installments, the increase of the renewed obligations average life shall be calculated considering the prior maturity-dates schedule, allocating the matured operations with maturity dates on the agreement execution date.

1.4. Financial principal debts are:

1.4.1. Corporate bonds, commercial paper and bonds.

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1.4.2. Syndicated loans with foreign banks.

1.4.3. Financial loans with foreign banks that do not have collateral backed by debtor's assets abroad, or collateral of individuals or corporations with domicile in Argentina.

1.4.4. Financial loans contracted with foreign parent companies and subsidiaries.

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The refinancing requirements set forth in items 1.1 and 1.3 will be considered fulfilled for the principal payments upon payment through the single and free foreign exchange market as of December 26, 2002 and prior to the principal service payment, of the new financial financing, in terms not inferior to five year average life for an amount not inferior to the amount of the debt being cancelled.

2. Principal services of matured and not matured loans received from the non financial private sector not refinanced under the terms of the above item 1, in the case any of the following conditions applies:

2.1. The amount paid by the original debtor of the financial debt partially or totally cancelled does not exceed an equivalent of US\$300,000 on a monthly basis.

2.2. The principal payments being cancelled have already matured by December 31, 2002 and are financial debt that as of December 31, 2001, did not exceed the equivalent of US\$1,000,000, computing all the matured and not yet matured installments payable as principal, provided that cancellation occurs prior to March 31, 2003.

3. Financial interest payments to foreign creditors up to fifteen running days in advance before maturity date of each interest installment.

Last, by way of Communication A 3872 (as amended by Communication A 3880), the BCRA has provided that individuals and corporations of the private non financial sector may operate in the single and free exchange market for a period of sixty running days as of January 27, 2003, for an amount equivalent to up to 5% of the matured and outstanding principal debt as foreign securities and financial loans, with original maturity dates or refinancing not later than December 31, 2002 in relation to original debt prior to February 10, 2002 and outstanding or not refinanced to date, if the following conditions apply:

- a) The computable financial debt must be reported pursuant to the reporting regime provided by Communication A3602.
- b) Foreign currency purchased in the single and free exchange market will be allocated to the creation of a trust to be managed by a local banking entity acting as trustee. This requirement will be considered fulfilled as regards those purchases made not later than February 21, if funds are made available to the trust fund before February 28, 2003. Otherwise, the access and settlement of the funds through the single and free exchange market should be reported within the following ten working days.
- c) The beneficiary of the trust fund is the individual or corporation that creates it.
- d) Each beneficiary may constitute only one trust fund.
- e) Trust funds may only be invested at market values in foreign assets that should be securities issued by foreign governments, foreign corporations stock listed internationally and not related with the beneficiary, parent company or comptroller, and/or in certificates deposited in foreign banks that shall not be internationally rated below A by any of the risk rating agencies registered with the BCRA. Foreign currency deposits in custody accounts with local banks will also be accepted. The beneficiary shall carry out investment options pursuant to the terms of the trust agreement.





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- f) Profits and capital gains coming from these investments will form part of the trust.
  
- g) Trust funds will only be released for the following purposes:
  - a) for their admission and settlement in the local foreign exchange market with the BCRA's prior approval, and/or
  
  - b) to be applied abroad in the cancellation of the beneficiary's external debt with respect to foreign securities and financial loans taken before February 10, 2002 restructured under the general guidelines issued by the BCRA or that have been specifically approved by it.

In compliance of this communication, on February 27, 2003, Telecom executed a collateral trust agreement with Banco Società Generale S.A., with a US\$32,350,000 initial transfer.

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**Principal effects of the measures adopted by the National Government over the business of the Telecom Group**

**1. Renegotiation of the Company's tariffs**

Section 8 of Law No. 25561, which converted into pesos at an exchange relation of \$1 to US\$1 the tariffs of public services, had a significant impact over the economic-financial equation of the Company and the Telecom Group.

The magnitude of the devaluation of the Argentine peso with respect to the US dollar has affected the natural hedge mentioned in Note 4.1.f. This is so because the currency of the most significant revenues of the Company will be the peso, while the currencies in which the Company was financed from the enactment of the Convertibility Law were basically the US dollar and the Euro.

This alteration between the revenue currency and the sources of financing currency has produced a double impact, that is:

- a) an initial impact, represented by the net debts in foreign currency at December 31, 2001 in foreign countries, which represented US\$2,661 million approximately, for the Telecom Group; and
- b) an impact over the transactions during the renegotiation period of the tariffs, in which the economic equation of the business of the Company is being affected by the increase of the costs of certain imports of materials necessary for operations.

The management of the Company, based on the framework stated in section 9 of Law No. 25561 for the renegotiation of the SBT tariffs, has considered in its cash flows projections, the modification of its tariffs in order to recompose the economic-financial equation of Telecom Argentina. This should decrease the impact above mentioned and allow the Company to continue with its ordinary course of business, in a competitive and non-regulated market, with reasonable profitability levels to remunerate its shareholders and the financial creditors.

**2. Devaluation of the peso**

After devaluation of the Argentine peso, the Company's financial situation changed as follows:

a reduction of 84% of the Shareholders' equity of Telecom existing at the beginning of the fiscal year during the year ended December 31, 2002, considering the exchange relation at December 31, 2002 of US\$1 = \$3.37 and the basis for accounting described in point 4 below;

a financial impact that derived in the declaration of the Board of Directors of the suspension of principal and interest payments of the financial debt of the Company and its subsidiaries in Argentina (Note 14). The market value of the Company's corporate bonds is approximately 41% of their book value at December 31, 2002, while this ratio was approximately 68% and 95% at December 31, 2001 and 2000, respectively;

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a decrease in Telecom's market capitalization of approximately 66% (US\$437 and US\$1,292 at December 31, 2002 and 2001, respectively) when compared to the ADR evolution at December 31, 2002 and at December 31, 2001 (US\$2.22 and US\$6.56, respectively).

From the beginning of the operations (November 8, 1990) until December 31, 2001, the Company had accumulated net income of \$5,495 million (in constant pesos as of December 31, 2002). The net loss for fiscal year 2002 reached the amount of \$4,354 million and includes a

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net loss for devaluation of \$3,618 million, absorbing 79% of the accumulated net income.

A summary of the effects of the peso devaluation in the consolidated statement of operations of the Telecom Group is given as follows:

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|   | Non-GAAP measures  |   | Statement of operations at 12.31.02<br>(3) = (1)<br>+ (2) | Statement of operations at 12.31.01<br>(4) | Variation 2002 vs.2001 |     |  |
|---|--|---|---|--|------------------------|-----|--|
|   | Estimated results without devaluation effects<br>(1) (*) | Estimated effect of devaluation<br>(2) (**) |   |  | (1)                    | (4) |  |
|   | (Unaudited)  |   |   |  |                        |     |  |
| Net sales   | 3,907  | 76  | 3,983   | 7,004                                      | (3,097)                |     |  |
| Operating costs   | (2,027)  | (83)  | (2,110)   | (4,295)                                    | 2,268                  |     |  |
| <b>EBITDA (Non-GAAP measures)</b>                                 | <b>1,880</b>   | <b>(7)</b>                                  | <b>1,873</b>  | <b>2,709</b>                               | <b>(829)</b>           |     |  |
| Amortization without capitalization                               | (1,941)  |   | (1,941)   | (1,810)                                    | (131)                  |     |  |
| Amortization of capitalized foreign currency exchange differences |  | (134)                                       | (134)   |  |                        |     |  |
| <b>Operating profit (loss)</b>                                    | <b>(61)</b>  | <b>(141)</b>                                | <b>(202)</b>  | <b>899</b>                                 | <b>(960)</b>           |     |  |
| Equity losses from related companies                              | (23)   |   | (23)  | (6)  | (17)                   |     |  |
| Depreciation of goodwill  | (10)   |   | (10)  | (18)                                       | 8                      |     |  |
| Financial and holding results generated by assets                 | (967)  | (574)                                       | (1,541)   | 119  | (1,086)                |     |  |
| Financial and holding results generated by liabilities            | 517  | (5,196)                                     | (4,679)   | (725)                                      | 1,242                  |     |  |
| Interests/Capitalized foreign currency exchange differences       | 66   | 891   | 957   | 103  | (37)                   |     |  |
| Other expenses, net   | (175)  |   | (175)   | (129)                                      | (46)                   |     |  |
| Unusual losses  |  |   |   | (33)                                       | 33                     |     |  |
| <b>Net income (loss) before income tax and minority interest</b>  | <b>(653)</b>   | <b>(5,020)</b>                              | <b>(5,673)</b>  | <b>210</b>                                 | <b>(863)</b>           |     |  |
| Income tax  | (108)  | 1,402                                       | 1,294   | (111)                                      | 3                      |     |  |
| Minority interest   | 25   |   | 25  |  | 25                     |     |  |
| <b>Net income (loss)</b>  | <b>(736)</b>   | <b>(3,618)</b>                              | <b>(4,354)</b>  | <b>99</b>                                  | <b>(835)</b>           |     |  |

(\*) Corresponds to the operations realized by the Company in local and foreign currency (converted into pesos at the exchange rate of \$1 = U\$S1), restated in constant pesos of December 31, 2002.

(\*\*) Corresponds to the higher estimated sales and costs in foreign currency, to the investments in foreign companies and to the foreign currency exchange differences and other financial results generated by foreign currency assets and liabilities, net of the effect of inflation and the tax effect, as a consequence of the devaluation of the Argentine peso.

### 3. Impact of the crisis on the economic and financial situation of the Group

The macro-economic scenario where Telecom operated during this fiscal year was characterized by instability in the foreign exchange market and in inflation indexes as well as a strong contraction of activity levels (GDP fell by approximately 13.3%) especially during the first half of the year.

The financial system activities were deeply affected by pesification and deposits rescheduling measures implemented to solve the system's lack of liquidity. In addition, temporary restrictions were applied to transactions in foreign currencies with the purpose of controlling the exchange rate's evolution.

Actual devaluation enabled a record commercial surplus that, together with the reduction of the public and private sectors' financial payments abroad, contributed to redress the balance in the foreign exchange market.

As of the second semester of 2002, little by little the Argentine economy started to recover certain extremely basic macro-economic balances. The exchange rate gradually stabilized and, consequently, inflation rates dropped (Consumer prices index reached 30.5% in the first half of the year and 8% in the second; wholesale inflation reached 95.6% in the first half and 11.6% in the second).

The described crisis has negatively impacted in the Group's business during fiscal year 2002, notwithstanding the efforts made by the management to reduce the operative costs, the investments and the level of financial indebtedness. The principal consequences for the Group were:

reduction of 43% of the consolidated sales compared to fiscal year 2001, generated by a lower number of clients in fixed telephone service, the prohibition of adjustment of the fixed telephone service rates, the fall of the average consumption of the post and

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pre payment cellular clients and the significant reduction of the advertisement in the directories edition business.

in October 2001 the Company started to receive from its clients provincial bonds and LECOP. The collection in public bonds represented approximately 18% of the total collection of the Company for the fiscal year 2002.

the costs of the Group were affected by the creation of new taxes (levied on bank debits and credits) by \$37 million and the increase of the employer's social security contributions by approximately \$11 million (both non-adjusted figures).

as a summary of all the foregoing, the operating profit was reduced by \$1,101 million compared to the fiscal year 2001, becoming a loss of \$202 million or a 5.1% margin.

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**4. Effects on the significant accounting estimations at December 31, 2002**

The above mentioned facts have been taken into account by the management of the Company in order to perform the significant accounting estimations included in the present consolidated financial statements. The future actual results may differ from those estimations.

The management of the Company has considered the following accounting criteria for the valuation of the assets and liabilities at December 31, 2002 and the quantification of certain significant estimations:

Criteria for the recognition of the devaluation effects of the peso: Argentine GAAP states that the financial results must be recognized in the period in which they are generated, except for the case in which they integrate the costs of the assets that, by virtue of their nature, require an extensive period of undisposable capital. Notwithstanding the foregoing, the magnitude of the devaluation and the general impact in all sectors of the economy caused the issuance of CPCECABA Resolution No. 3/02, adopted by CNV Resolution No. 398/02, that requires the capitalization of foreign currency exchange differences in some circumstances. The Company has applied the methodology stated in this resolution to calculate the capitalization (Note 4.2.a).

Accounting for inflation of the financial statements: Decree No. 1269/02 of the National Government and CNV Resolution No. 415/02 reestablished the mechanism of accounting for inflation. The Company has applied the methodology stated in RT 6 and in CPCECABA Resolution No. 3/02 to calculate the restatement for inflation in the consolidated financial statements. (see Note 4.1.d)

Valuation of the provincial public bonds: as part of the credit collection from the public sector, the Company has received bonds to cancel the credits for services rendered to the different provincial governments. The Company's intention has been to hold them until their maturity date for which, following Argentine GAAP and having the financial capacity to retain them, the Company has valued them at their cost plus amortized discount earned using the market rate of return. Notwithstanding the foregoing, because of the economic crisis affecting the national and provincial public sector, the fall of the price of such bonds has been very significant and it is not expected to suffer any changes in the short term. Consequently, despite the intention to hold the provincial bonds until their maturity date, the management of the Company decided to value since December 31, 2001, the holding of these bonds at their estimated sales price.

Likewise, those public bonds received as part of the collection of the particular clients, have been valued as follows:

- a) *at its nominal value without accruing any interests* : for the holding of bonds that the Company applies for their value and in the short term in order to cancel its tax and commercial liabilities. At December 31, 2002 the Group holds \$5 million of bonds with these characteristics, which were included in Cash and Banks.
- b) *at its estimated sale price:* for the holding of bonds that cannot be applied in the short term in order to cancel tax and commercial liabilities. At December 31, 2002 the Group holds \$31 million of bonds with these characteristics, which were included

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in Cash and Banks. The results from holding these kind of bonds were a loss of \$72 million, that are included in Financial and holding results in the Consolidated statement of operations.

Recoverability of trade accounts receivable with the public sector: the Company has considered that the default of the public sector will only produce a delay in the collection. In order to reduce the effect of this delay, the Company has optimized the compensation actions of the obligations -specially in tax matters- with the public sector. The effect of the recoverability of such trade accounts receivable has been considered in the Company's estimations.

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Recoverability of trade accounts receivable with the private sector: the serious economic situation existent in Argentina during the last year, added to the restrictive banking measures over the access and circulation of cash set forth by the National Government at the beginning of this fiscal year, have produced a significant increase in the payment delay. Consequently, the Company has increased the charges for doubtful accounts receivable, originating deviations with respect to the average payment delays and uncollectable amounts of the last years. However, this trend has been reduced as from 2Q 02 as a consequence of a purge of customer database performed in 1Q 02.

Obligations originated in private contracts, non related to the Argentine financial system: although Decree No. 214 stated the conversion into pesos at an exchange rate of \$1 to US\$1, the involved parties are entitled to request for a readjustment of the price based on equity principles and in case an agreement is not reached, the courts shall issue a decision over the case. The adequate valuation of this type of credits and debts in Argentina shall depend on the renegotiation of each of these contracts. The management of the Company fit its estimations according to the advances of the negotiation process and the possible results.

Recoverability of fixed and intangible assets value: at December 31, 2002 the Telecom Group owns fixed and intangible assets (together fixed assets ) for a total of \$10,555 million, equivalent to 82% of the total consolidated assets. As indicated in Note 4.2.h and 4.2.i, these assets have been depreciated based on their useful lives, estimated for each class of fixed assets and the reasonability of the applicable rates must be considered in the context of the de-regulation and the increase of the competition which has characterized the Argentine telecommunication market from October 1999 until the end of 2001.

Considering the changes in the economic rules during the year 2002 and in particular the perspective of business in the telecommunications industry, Telecom s plans, as from fiscal year 2003, consider the reduction of the future investments without substantially affecting the quality of the services rendered. This decision might change the replacement policy of fixed assets, and consequently in the present depreciation rates. In order to obtain a conclusion about this matter, Telecom and Personal have initiated an integral study of the remaining useful lives of the fixed assets which results will be known during fiscal year 2003.

The recoverable value of the fixed assets depends on the capacity to generate net cash flows sufficient to absorb the net book value during the periods it is estimated these assets will be useful for the Group.

The management of the Company periodically evaluates the recoverable value of such fixed assets by the preparation of economic-financial projections considering alternative scenarios based on macroeconomic, financial and telecommunications market hypothesis, which are considered probable or conservative.

Notwithstanding the foregoing, the devaluation of the Argentine peso and the pesificación of the public services tariffs and the contracts between private parties executed before January 6, 2002, set forth a significant change in the rules for all of the economic factors of the country. At March 10, 2003 the economic and political situation has not stabilized, which generates different and probable

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scenarios. In particular, the results of the renegotiations of the Company's tariffs under the terms foreseen by Law No. 25561 and Decree No. 293/02 shall have a significant impact on the economic-financial equation of Telecom.

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Despite the already mentioned difficulties and considering section 9 of mentioned law which states that the National Government shall consider the profitability of the public services companies in order to assess the recoverable value of the fixed assets, the management of the Company have adopted for their projection of incoming cash flows the modification of its tariffs which allows it to recompose the economic-financial equation of the Company in a non-regulated and competitive market, with reasonable levels of profitability to pay its shareholders and financial creditors. Additionally, the economic financial projections include the satisfactory results of the Group's financial debt restructuring described in Note 14.

Based upon the described methodology regarding the recoverable value of the assets and the satisfactory processes of renegotiations of the Company's tariffs and the financial debt of the Group, the management of Telecom considers that fixed asset and intangible assets, taken as a whole, are not valued in excess of recoverable value.

Recoverability of tax credits generated by the devaluation of the peso: in accordance with Argentine GAAP related to income taxes accounted for by the deferral method, the recoverability of tax credit carryforwards against future income must be evaluated and requires a careful analysis of their recoverability. The amount of the tax credit carryforwards at December 31, 2002 generated fundamentally by the devaluation of the Peso is approximately \$2,241 million and its recoverability shall depend essentially on the results of the processes of renegotiation of the Company's tariffs and restructuring of the financial debt of the Telecom Group (Notes 13 and 14, respectively). Likewise, the management of the Company has considered the capitalized foreign currency exchange differences and the effect of the accounting for inflation of the fixed assets as temporary differences and has recorded a deferred tax liability of \$1,541 million. Additionally, the Group has recorded other temporary differences, that summed up to the amounts mentioned above, which result in a deferred tax credit at December 31, 2002 of approximately \$573 million.

The National Government, through Decree No. 2568/02 dated December 11, 2002, stated that net losses from exchange differences of assets and liabilities in foreign currency in existence up to January 6, 2002 must be determined considering the exchange rate of US\$1=\$1.40 and will be deductible for income tax purpose only at a rate of 20% per year starting in fiscal year 2002. Consequently, the difference between the \$1.40 rate and the exchange rate at year end (\$3.37) must be entirely deducted for income tax purpose in fiscal year 2002.

This Decree nullified the interpretation of the Company and its fiscal counsel, which considered that the whole exchange difference of the year 2002 would be deferred in the period 2002-2006. As a consequence of this and considering the five year prescription period for tax loss carryforward, the probabilities to obtain enough taxable profits in the period 2002-2006 in order to use the tax credit carryforwards existing at December 31, 2002 and the deductible exchange differences for the next four fiscal years, have diminished. So, the management of the Company has decided to record a reserve at December 31, 2002, in addition to the existing reserve of Núcleo of \$18 million, for the total net deferred tax credits of Telecom and Personal of \$350 million and \$192 million, respectively.

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Regarding the recoverability of tax credit on minimum presumed tax of \$84 million, as the prescription period is ten years, the Board of Directors of Telecom estimates that its recoverability is probable based on the economic-financial projections.

Classification of debt: as some creditors have exercised their rights to accelerate the maturity of their debts as expressed in Note 14, the management of the Company has decided to disclose all its debt as current liabilities, except for the debt with the Titan financial trust, which has been refinanced as indicated in Note 8.

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**NOTE 4 BASES OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****4.1. Bases of presentation**

The CPCECABA and the CNV approved RT 16, 17, 18, 19 and 20 of the FACPCE which establish new accounting and disclosure principles. These new RT fit in the project of harmonization of Argentine GAAP with IAS issued by the IASC and they would take effect as from the Telecom Group's fiscal year beginning January 1, 2003.

As the Company's objective was always the adoption of accounting principles consistent with IAS and that conform closely to the U.S.GAAP, the management of the Company decided the early adoption of the new RT, in accordance with CNV Resolution No. 434. Additional information on the impact of these new standards on the Company's financial condition and the results of operations is given in Note 4.1.c.

So, the Company's consolidated financial statements have been prepared in accordance with Argentine GAAP (RT 4, 5, 6, 8, 9, 14, 16, 17, 18 and 19 established by the FACPCE, modified by the CPCECABA and subsequently adopted by the CNV. The consolidated financial statements include certain reclassifications and disclosures to conform more closely to the form and content required by the SEC.

Where investments in subsidiaries are accounted for by the equity method, Argentine GAAP requires companies with a controlling financial interest in other companies to present both parent company and consolidated financial statements as primary and supplementary information, respectively. Because of the special purpose of these consolidated financial statements, the parent company's summarized financial information is included in Note 19. This approach has been adopted for the convenience of the reader of the financial statements.

In accordance with procedures defined in FACPCE RT 4, financial statements at December 31, 2002, 2001 and 2000 have been consolidated on a line by line basis for majority-owned subsidiaries, as follows:

| <b>December 31,</b>   |                       |                     |
|-----------------------|-----------------------|---------------------|
| <b>2002</b>           | <b>2001</b>           | <b>2000</b>         |
| Publicom              | Publicom              | Publicom            |
| Personal              | Personal              | Personal            |
| Micro Sistemas        | Micro Sistemas        | Micro Sistemas      |
| Telecom Argentina USA | Telecom Argentina USA | Telecom Internet(*) |

(\*) Merged into the Company on November 30, 2001.

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. Additionally, certain reclassifications to the comparative figures were included in order to reach a better comparison between those figures and the ones for December

31, 2002.

**a) Financial statements used for consolidation**

Financial statements at December 31, 2002, 2001 and 2000 and for the fiscal years/twelve month period ended December 31, 2002, 2001 and 2000 have been used for the consolidation (see e below). Consequently, these periods coincide with those of the Company.

**b) Foreign currency translation**

The Group follows FACPCE RT 18 with the amendments introduced by the CPCECABA to translate the foreign corporations financial statements (Núcleo, Telecom Argentina USA, Latin American Nautilus and Intelsat

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Ltd.) into Argentine pesos for purposes of consolidation, total or in a line, considering that companies as companies non integrated.

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According to this RT, the investments in these companies have been valued at exchange rate at year-end.

Exchange rates differences resulting from the translation of those financial statements are included in the Company's consolidated balance sheet in Temporary differences from translation.

**c) Effect of the new accounting standards in the consolidated financial statements**

The early adoption of the new accounting standards in accordance with CNV Resolution No. 434, resulted in changes of valuation and disclosure criteria that have been recorded by the Group as per the following detail:

**Changes in the valuation criteria of assets and liabilities**

- 1. Accounting measurement of certain assets and liabilities at their current value.** RT 16, which establishes the basic concept rules of professional accounting standards, includes as one of the measurement criteria, the use of the discounted amount of the net cash flow to be received and disbursed for assets and liabilities, respectively, (current value). As a result, RT 17 provides as general criteria the recognition of certain assets and liabilities in currency based on the calculation of its current value, using the internal rate of return determined at the moment of measurement, except the company intends and finds it feasible to dispose of its assets or advance payment of its liabilities.
- 2. Loans arising from refinancing.** RT 17 establishes that when an arms length debt is replaced with another one, the terms of which are substantially different from the original ones, the pre-existing account will be written off and a new debt will be acknowledged, the accounting measurement of which shall be made based on the best possible estimate of the sum payable, discounted using a rate evidencing the market assessments on the time value of money and the specific risks of the debt. In addition, the standard provides, without admitting any evidence to the contrary, that the terms are substantially different if the discounted value of the new debt differs at least by ten percent from the discounted value of the refinanced debt. In such regard, as stated in Note 8, the agreements entered into during FY 2002 by the TITAN Financial Trust are a refinancing subject to the new accounting standards, so that Personal wrote off its existing debt and acknowledged a new debt, pursuant to the new agreement entered into, at its current value, by using a discount rate of 12% p.a. in US dollars.
- 3. Derivative Financial Instruments.** RT 20 establishes the particular valuation and exposure criteria for derivative instruments and hedging transactions. As per this standard, hedging derivative instruments must be recorded in financial statements as assets or liabilities at their current values as of the measurement date. In the case of a derivative instrument to protect cash flow risks, the change in its current value is charged, as per the CPCECABA's amendment, to a specific account called Temporary measurement differences of derivative instruments determined as an effective hedge included in the balance sheet and which shall be reclassified as period income when assets or liabilities subject matter of the hedge have an impact on such period's income. Instead, in the case of a derivative instrument to protect the risks of changes in the current value, changes in the current value are directly charged to period income. In both cases, the non-cash



|   |            |            |            |  |
|---|------------|------------|------------|--|
| <b>3. Derivative financial instruments</b>  |            |            |            |  |
| The Company   |            |            |            |  |
| Subsidiaries  |            |            |            |  |
|   |            |            |            |  |
|   |            |            |            |  |
| <b>4. Temporary differences from translation</b>                                  |            |            |            |  |
| The Company   | (10)       |            |            |  |
| Subsidiaries  | (26)       |            |            |  |
| Minority interest   | 8          |            |            |  |
|   | (28)       |            |            |  |
|   |            |            |            |  |
| <b>5. PCS license(*)</b>  |            |            |            |  |
| Subsidiaries  | 44         |            |            |  |
|   | 44         |            |            |  |
|   |            |            |            |  |
| <b>Total valuation adjustments FY 2002</b>  | <b>59</b>  |            |            |  |
| <b>Total adjustments in Unappropriated retained earnings at years/periods end</b> | <b>(6)</b> | <b>(3)</b> | <b>(3)</b> |  |

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(\*) As stated in the new accounting standards, this change in valuation criteria has been applied prospectively as from year 2002. If such change had been applied retroactively, the net income for the years 2001 and 2000 would be increased by 44 and 15, respectively.

**Changes in disclosure criteria**

| <b>1. Net sales</b>   |                 |                 |                 |                 |
|---|-----------------|-----------------|-----------------|-----------------|
| The Company   |                 |                 |                 |                 |
| Turnover tax  | 90              | 159             | 153             | 137             |
| Settlement outgoing expenses  | 102             | 70              | 94              | 127             |
| Other direct costs of sales   | 34              | 48              | 19              |                 |
| Subsidiaries  |                 |                 |                 |                 |
| Turnover tax  | 41              | 74              | 70              | 81              |
|   | <u>        </u> | <u>        </u> | <u>        </u> | <u>        </u> |
| <b>Higher net sales</b>   | <b>267</b>      | <b>351</b>      | <b>336</b>      | <b>345</b>      |
|   | <u>        </u> | <u>        </u> | <u>        </u> | <u>        </u> |
| <b>2. Cost of services provided</b>   |                 |                 |                 |                 |
| The Company   |                 |                 |                 |                 |
| Turnover tax  | (90)            | (159)           | (153)           | (137)           |
| Settlement outgoing expenses  | (102)           | (70)            | (94)            | (127)           |
| Other direct costs of sales   | (34)            | (48)            | (19)            |                 |
| Subsidiaries  |                 |                 |                 |                 |
| Turnover tax  | (41)            | (74)            | (70)            | (81)            |
|   | <u>        </u> | <u>        </u> | <u>        </u> | <u>        </u> |
| <b>Higher operating costs</b>   | <b>(267)</b>    | <b>(351)</b>    | <b>(336)</b>    | <b>(345)</b>    |
|   | <u>        </u> | <u>        </u> | <u>        </u> | <u>        </u> |
| <b>Net effect of reclassifications in the Consolidated statements of operations</b> |                 |                 |                 |                 |

**d) Accounting for inflation**

The consolidated financial statements have been prepared in million of Argentine pesos of constant currency, recognizing the inflation effects. In order to prepare the accounting for inflation, the mechanism established by RT 6 was used.

From September 1995, in accordance with the Argentine GAAP and CNV Resolution No. 272/95 with provisions of National Government Decree No. 316/95, inflation adjustments of financial statements had been discontinued.

However, the end of the stability context, which characterized the period in which the Convertibility Law was applicable and had justified the discontinuation of the accounting for inflation, forced the CPCECABA to issue Resolution No. 3/02 which reestablished the mechanism of restatement of the financial statement according to RT 6, amended by RT 19, using the Wholesale Internal Prices Index, from January 1, 2002.

In July 2002, National Government Decree No. 1269/02 repealed Decree No. 316/95, reestablishing the accounting for inflation of the financial statements. The CNV, through Resolution No. 415/02, adopted this procedure. Consequently, present financial statements are restated in constant pesos since January 1, 2002, fulfilling the accounting and legal standards.

Changes in price indices for the fiscal years/twelve month period ended December 31, 2002, 2001 and 2000 have been as follows:

| <u>Periods</u> |             | <u>Wholesale Internal Prices</u> |                              |
|----------------|-------------|----------------------------------|------------------------------|
|                |             | <u>Index</u>                     | <u>Consumer Prices Index</u> |
| January 00     | December 00 | 1.08%                            | (1.81%)                      |
| January 01     | December 01 | 2.71%                            | (0.80%)                      |
| January 02     | December 02 | 118.21%                          | 40.95%                       |

Implicit financing costs have been segregated in the disclosure of assets and liabilities, where significant.

**e) Change of fiscal year-end and comparative financial statements**

Consolidated financial statements at December 31, 2002 include as comparative information the fiscal year and the twelve month period ended December 31, 2001 and 2000, respectively, adapted to the new fiscal year-end approved in September 30, 2000 and included in the Company's Consolidated financial statements at December 31, 2001 as comparative information.

The comparative figures corresponding to the statements of operations, of changes in shareholders' equity and of cash flow for the twelve

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month period ended December 31, 2000 are the result of the addition of the figures corresponding to the fiscal year ended September 30, 2000 to the irregular fiscal year ended December 31, 2000 and the deduction of the amounts corresponding to the three month period ended December 31, 1999. The auditors that reviewed the financial statements used for the calculation of those comparative figures (December 31, 2000, September 30, 2000, and December 31, 1999) issued the reports in all cases without observations.

**f) Financial instruments to hedge financial risk or reduce financing costs**

During the period in which the Convertibility Law that fixed the exchange rate between Argentine peso and the dollar at \$ 1 = US\$ 1 was in force, as part of its risk management strategy, Telecom Group had decided to convert a significant portion of its debt obligations denominated in foreign currencies other than the U.S. dollar to the U.S. dollar in order to reach a natural hedge with its income fixed in dollars as described in Note 2.g. Occasionally, the Group had also swapped the interest on debt in order to balance its financial payments between fixed and floating interest on debt.

However, due to the change in current macroeconomic conditions described in Note 3, Telecom Group terminated all of its foreign currency and interest rate swap agreements during the second quarter of the year 2002 (see Note 8).

The Company and its subsidiaries do not invest in speculative derivative financial instruments.

**g) Concentration of credit risk (Number of the customer lines: Unaudited)**

The Company and some of its subsidiaries provide telecommunication services to residential, commercial and governmental clients, granting credit in accordance with regulations governing such services, generally without security. The fixed customer lines (pre-paid lines were not included) were 3,293,952, 3,583,622 and 3,575,389 at December 31, 2002, 2001 and 2000, respectively, and the cellular customer lines (pre-paid lines were not included) were 462,730, 722,906 and 897,310 at these dates, respectively, and represents a diverse customer base.

The risk of collectibility varies among customers largely due to the individual financial situation of the customer. The Group evaluates the risk of uncollectable accounts and provides an allowance for doubtful accounts receivable.

**h) Cash and cash equivalents**

In the Consolidated statements of cash flows, the Company includes as cash and cash equivalents all highly liquid investments purchased with an original maturity of three months or less.

**i) Revenue recognition**

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Revenue is recognized as services are provided to customers. Revenue recognized may result in receivables not yet billed to customers.

However, in the case of revenues for installation fees, the Company recognizes them in the period in which the installation service is completed, jointly with the related costs. Considering that the installation costs are higher than the related revenues, it is considered that this criterion corresponds with U.S.GAAP (see Note 20), because U.S.GAAP requires the deferral of the installation fees and the related costs considering the estimated average useful life of customers. However costs in excess of the related revenues cannot be deferred.

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For services paid for by the customers but not yet provided to them, the Company records a liability.

Both services provided for but not billed and services paid for but not rendered, are estimated using technical measurement information systems.

**j) Net income (losses) and dividends per share**

The Company calculates net income (losses) and dividends per share on the basis of 984,380,978 common shares outstanding with a \$1 nominal value and one vote per share.

**4.2. Principal valuation criteria**

- a) Balances in foreign currency:** at exchange rates existing at each year/period-end. Exhibit G shows details of foreign currency balances. Foreign exchange gains or losses expressed in constant pesos, net of the effect of the inflation, were credited to or charged against net income of each year/period, as appropriate.

As the devaluation of the peso has been significant, the CPCECABA issued Resolution No. 3/02, subsequently adopted by CNV Resolution No. 398, that requires for the capitalization of foreign currency exchange differences by debt, originated in the devaluation of the Argentine peso as from January 6, 2002.

These resolutions establish that capitalized foreign currency exchange differences are in advance of the accounting for inflation and are included in the future restatement of the financial statements in constant pesos. Meanwhile, the excess over these constant figures will be recorded in the financial statements. The Company calculated the capitalization following the methodology described in these resolutions. The financial results capitalized are detailed in Note 5.t and Exhibit A.

Considering that in the second quarter of fiscal year 2002, the restatement in constant pesos was reestablished and, considering the volatility of the economical and operating variables that affect the Group's business, the management of Telecom considers reasonable not to capitalize foreign currency exchange differences on fixed assets from April 1, 2002.

- b) Cash and banks in pesos:** at nominal value plus accrued interest at each year/period-end, where applicable.
- c) Trade accounts and other receivables in currency and liabilities originated in the sale or purchase of goods and services and in financial transactions:** at its accounting measurement, as a result of the discounted value of the cash flows that will be generated by assets and liabilities by using the internal rate of return at the moment of the initial measurement. This measurement does not significantly differs from the nominal value plus accrued interest at each year/period-end.

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Legal fees, commissions and other bond issuance costs corresponding to debt issuance are capitalized as Intangible assets and amortized over the term of the corresponding debt. Amortization is classified within Financial and holding results in the Consolidated statement of operations.

The costs of foreign currency and interest rate swap contracts were amortized on a straight-line basis over the term of the corresponding debt and classified within Interest on debt and Foreign currency exchange losses within Financial and holding

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results in the Consolidated statement of operations. Results from swaps cancellation described in Note 8 are included within Financial and holding results in the Consolidated statement of operations.

d) **Other receivables and liabilities in currency not included in c) above (except for deferred tax assets and liabilities and retirement benefits):** at its accounting measurement, as a result of the discounted value of the cash flows that will be generated by assets and liabilities by using the internal rate of return at the moment of the measurement. This measurement does not significantly differs from the nominal value plus accrued interest at each year/period-end.

e) **Investments:**

*Public bonds to be held to maturity:* at cost plus amortized discount earned using the internal rate of return at date of purchase (see the additional information in Note 3).

*Other public bonds:* at market value less estimated sales costs.

*Equity investments:*

- *subsidiaries in the unconsolidated financial statements:* at VPP based upon subsidiaries financial statements and using comparable accounting criteria as are used for the Company's consolidated financial statements.

- *related companies:* at VPP based upon related companies financial statements and using comparable accounting criteria as are used for the Company's consolidated financial statements. In those companies where their financial statements closing date is different than that of the Company, financial statements with a closing date of no more than three months are used for consolidation purposes.

- The management of the Company is not aware of any event that modifies its financial position or the results of its operations or significantly affects the valuation of its investments in subsidiaries or related companies and the corresponding results at December 31, 2002, since the approval date of their financial statements.

*Investment in Intelsat Ltd.:* at acquisition cost or VPP, the least.

*Capital contributions:* at nominal value restated as detailed in Note 4.1.d.

Investments in foreign companies were valued at exchange rates existing at each year/period-end. Foreign exchange gains or losses are accounted for in the Temporary differences from translation caption of the Consolidated balance sheets. Investments are detailed in Exhibit C and D.

f) **Inventories:** at each year/period-end replacement cost. Inventories have been recorded at amounts, which do not exceed their net realizable value.

The sales prices of cellular handsets are influenced by a marketing strategy to achieve higher market penetration by reducing customer access costs, without losing sight of the overall cellular business profitability. As a result, on occasion, the management of the Company decides to sell handsets at prices lower than replacement cost. As these sales price policies are the result of decisions of the management of the Company, promotional prices are not used to calculate the net realizable value of such inventories.

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**g) Other assets:**

*Deferred printing costs:* at cost restated as detailed in Note 4.1.d, which is expensed as directories are issued.

*Raw materials:* at replacement cost.

**h) Fixed assets:**

*Transferred from ENTel:* at the transfer price, restated as detailed in Note 4.1.d less accumulated depreciation at year/period-end. At December 31, 2002, title transfer of 4.73% of these assets remains to be completed; the Company is in full possession of these assets and they are integrated into the economic activity of the Company.

*Acquired subsequent to November 8, 1990:* at acquisition cost, restated as detailed in Note 4.1.d less accumulated depreciation.

The cost of fixed assets whose construction over a prolonged period of time is financed includes capitalized interest on associated third party financing. These costs are detailed in Note 5.t and Exhibit A.

Fixed asset acquisitions financed by leases are recorded at the estimated price which would have been paid on a cash basis, with the unpaid amount discounted using the internal rate of return at the moment of the initial measurement (including the purchase price option), recorded as a liability.

Fixed assets, whose operating condition warrants replacement earlier than the end of the useful life, are depreciated based on the remaining useful life assigned in accordance with the Company's investment plan.

Fixed assets are depreciated using the straight-line method over the estimated useful lives of each asset class.

In that respect, as a consequence of an integral review performed in the year 2001 by an independent specialist of the useful lives of the Company's fixed assets, the Company confirmed that the remaining lives of the copper external wiring and related infrastructure were extended by the development of the ADSL (Asymmetric Digital Subscriber Line) technology and the massive deployment of its services during the year 2001.

Therefore, the Company, as recommended by the independent specialist, extended the remaining useful life assigned to such assets by 5 years and adopted new depreciation rates and a broader classification for the new assets as from January 1, 2001. This change resulted approximately in a 111 reduction in depreciation expense for the year ended December 31, 2001.

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Fixed assets, net of accumulated depreciation, taken as a whole, are not valued in excess of recoverable value (see the additional information in Note 3). Fixed assets activity is detailed in Exhibit A.

i) **Intangible assets:** at acquisition cost, restated as detailed in Note 4.1.d less accumulated amortization at year/period-end.

The cost of intangible assets developed over a prolonged period of time includes capitalized interest on associated third party financing. These costs are detailed in Note 5.t.

Intangible assets are depreciated using the straight-line method over the estimated useful lives of each asset class, except for PCS license, as follows:

|                          |                   |
|--------------------------|-------------------|
| System development costs | 60 months         |
| Debt issue costs         | Initial debt term |

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|                        |               |
|------------------------|---------------|
| Usage rights           | 180 months    |
| Exclusivity rights     | Contract term |
| Websites               | 24 months     |
| Trademarks and patents | 180 months    |

The Company has suspended the amortization of the PCS license as from FY 2002 in accordance with the new accounting standards, because it is an intangible with non-defined useful life, whose accounting value does not exceed its recoverable value.

Intangible assets activity is detailed in Exhibit B.

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j) **Goodwill:** at acquisition cost, restated as detailed in Note 4.1.d less accumulated amortization at year/period-end. Goodwill is depreciated using the straight-line method over a sixty month period.

k) **Dismissal indemnities and termination payments** are charged to Other expenses when a termination decision is made.

l) **Taxes payable:**

*Income Tax:* income tax is calculated on estimated taxable income at the statutory tax rate in effect at year/period end (35%). The resulting amount was charged to Income tax in the Consolidated statement of operations. It also includes the effects of the adoption of the deferral method (see Note 10). Deferred tax assets and liabilities have been valued at nominal value in accordance with CNV Resolution No. 434.

*Tax on minimum presumed income:* the Telecom Group has estimated tax loss carryforward by the end of fiscal year 2002. Consequently a credit for tax on minimum presumed income was recorded and has been included in Other receivables, because it was estimated that the payments for this tax will be recoverable within the legal term of prescription.

*Turnover Tax:* for the fiscal years/twelve months periods ended December 31, 2002, 2001 and 2000, turnover taxes as an overall percent of applicable revenues were 3.41%, 3.38% and 3.08%, respectively.

m) **Other liabilities:**

*Retirement benefits:* represent obligations for accrued and unpaid benefits stipulated in collective bargaining agreements. Accruals are actuarially determined based upon existing information at each year/period-end.

n) **Reserves:**

*Asset reserves:* have been provided for doubtful accounts receivable, other receivables for the recoverability of the deferred net assets and for inventories whose realization is not assured based upon year/period-end analyses. Additional information is given in Note 3.

*Liability reserves:* have been provided for contingencies based upon management estimates and the opinion of legal counsel.

Activity in these reserves is detailed in Exhibit E.

o) **Shareholders equity accounts:** they are restated as described in Note 4.1.d, except Capital stock, at nominal value. The restatement is included in Adjustment to capital stock.

p) **Statement of operations accounts:** they are restated as follows:



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charges by consumption and non monetary assets depreciation (fixed and intangible assets) were recorded considering the restated amounts;

financial results in constant pesos are disclosed net of the effect of the inflation generated by the corresponding assets and liabilities;

other results at cost restated as described in Note 4.1.d.

- q) Unusual losses:** represent losses that perform only one of the necessary requirements to be classified as extraordinary (atypical and exceptional issue) and that must be shown as a separate caption in the ordinary results.

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They corresponded to a part of the Tax on credits and debits in bank accounts and other operations that impacts directly in the costs of the Group, because, until February 18, 2002, only one portion of this tax could be deducted from the determinative income tax and VAT. The new tax is in force since April 3, 2001 to December 31, 2002. Its collection would be affected to the creation of a Fund of Public Emergency and the Government had expressed its intention to consider the total tax as payment in advance of VAT and income tax at the moment that it would cease the economic emergency.

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As a consequence of the serious economic crisis and the importance of this tax measured in terms of tax collection, the National Government extended its force until December 31, 2004. The management of the Company had estimated that this extension would be probable; so that, as from the second quarter of fiscal year 2002, \$46 million of unusual losses have been reclassified to Operating costs.

**NOTE5 DETAILS OF PRINCIPAL CONSOLIDATED FINANCIAL STATEMENTS CAPTIONS**

The composition of principal financial statement captions is as follows:

**Consolidated balance sheets at December 31,**

|  | <u>2002</u>  | <u>2001</u>  |
|--|--------------|--------------|
| <b>CURRENT ASSETS</b>  |              |              |
| <b>a) Cash and banks</b>   |              |              |
| Cash   | 3            | 9            |
| Banks  | 50           | 87           |
| National and provincial Public bonds(*)  | 36           | 32           |
|  | <u>89</u>    | <u>128</u>   |
| <b>b) Investments</b>  |              |              |
| Short term investments (Exhibit D)   | 1,131        | 330          |
| Public bonds (Exhibit C)   | 185          |              |
|  | <u>1,316</u> | <u>330</u>   |
| <b>c) Trade accounts receivable</b>  |              |              |
| Basic national and international telephone service, data transmission and Internet | 516          | 1,239        |
| Cellular telephone service in the Argentine Republic                               | 282          | 591          |
| Cellular telephone service abroad  | 69           | 59           |
| Directories edition  | 25           | 103          |
|  | <u>892</u>   | <u>1,992</u> |
| Subtotal of trade accounts receivable  | 892          | 1,992        |
| Allowance for doubtful accounts receivable (Exhibit E)                             | (296)        | (513)        |
|  | <u>596</u>   | <u>1,479</u> |
| <b>d) Other receivables</b>  |              |              |
| Deferred tax assets (Note 10)  | 4            | 152          |
| Tax credits  | 17           | 59           |
| Prepaid expenses   | 16           | 35           |
| Accounts receivable from employees   | 8            | 24           |
| Accounts receivable from unions  | 1            | 2            |
| Swap agreements collateral   |              | 292          |
| Various  | 30           | 69           |

|   |       |      |
|---|-------|------|
|   | 76    | 633  |
| <b>e) Inventories</b>                                 |       |      |
| Cellular handsets and equipment (Exhibit F)           | 17    | 52   |
| Allowance for obsolescence of inventories (Exhibit E) | (5)   | (4)  |
|   | 12    | 48   |
| <b>f) Other assets</b>                                |       |      |
| Deferred printing costs                               | 2     | 9    |
| Raw materials   | 1     | 4    |
|   | 3     | 13   |
| <b><u>NON CURRENT ASSETS</u></b>                      |       |      |
| <b>g) Trade accounts receivable</b>                   |       |      |
| Basic national telephone service                      |       | 8    |
| Directories edition                                   | 1     |      |
|   | 1     | 8    |
| <b>h) Other receivables</b>                           |       |      |
| Deferred tax assets (Note 10)                         | 569   | 13   |
| Credit on tax on minimum presumed income              | 84    | 45   |
| Other tax credits                                     | 1     | 4    |
| Certificates of tax credit                            | 31    | 41   |
| Prepaid expenses                                      | 6     | 15   |
| Receivables from sale of Sky Argentina S.C.A.         | 5     | 11   |
| Various   | 7     | 1    |
| Subtotal  | 703   | 130  |
| Allowance for other receivables (Exhibit E)           | (565) | (13) |
|   | 138   | 117  |

(\*) With settlement power in their respective jurisdictions and used by the Company to pay taxes there.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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Consolidated balance sheets at December 31,

|                                      |   |           | Amortization                            |   |                    |                               | 2002                   | 2001                   |
|--------------------------------------|---|-----------|---|---|--------------------|-------------------------------|------------------------|------------------------|
|                                      | Original<br>value<br><br>at<br>beginning of<br>year | Additions | Original<br>Value<br><br>at year<br>end | Accumulated<br>at<br>beginning<br>of year | For<br>the<br>year | Accumulated<br>at year<br>end | Net<br>balance<br>2002 | Net<br>balance<br>2001 |
| <b>i) Goodwill</b>                   |   |           |   |   |                    |                               |                        |                        |
| On the acquisition of Cable Insignia | 1   | 2         | 3                                       | (1)                                       |                    | (1)                           | 2                      |                        |
| On the acquisition of Soluciones     | 71  |           | 71                                      | (61)                                      | (10)               | (71)                          |                        | 10                     |
| On the acquisition of Micro Sistemas | 5   |           | 5                                       | (5)                                       |                    | (5)                           |                        |                        |
| <b>Total 2002</b>                    | <b>77</b>   | <b>2</b>  | <b>79</b>                               | <b>(67)</b>                               | <b>(10)</b>        | <b>(77)</b>                   | <b>2</b>               |                        |
| <b>Total 2001</b>                    | <b>77</b>   |           | <b>77</b>                               | <b>(49)</b>                               | <b>(18)</b>        | <b>(67)</b>                   |                        | <b>10</b>              |

**CURRENT LIABILITIES****j) Accounts payable**

|   |            |              |
|---|------------|--------------|
| Vendors   | 357        | 881          |
| Advances from customers (Note 4.1.i)                            | 21         | 22           |
| Capital leases (Note 11)  | 2          | 63           |
| Companies Law No. 19550 Sect. 33 and related parties (Note 7.d) | 11         | 105          |
|   | <b>391</b> | <b>1,071</b> |

**k) Compensation and social benefits payable**

|                                      |           |            |
|--------------------------------------|-----------|------------|
| Vacation, awards and social benefits | 41        | 94         |
| Termination benefits                 | 15        | 28         |
| Compensation fund                    | 5         | 11         |
|                                      | <b>61</b> | <b>133</b> |

**l) Taxes payable**

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|   |            |            |
|---|------------|------------|
| Tax on minimum presumed income                                  | 50         |            |
| Income tax (net of payments)                                    |            | 31         |
| VAT (net of payments)   | 27         | 65         |
| Turnover tax  | 24         | 44         |
| Other taxes   | 16         | 46         |
|   | <b>117</b> | <b>186</b> |
| <b>m) Other liabilities</b>                                     |            |            |
| Contributions to social programs for Internet access and others | 13         | 28         |
| Repair funds  | 4          | 13         |
| Various   | 8          | 4          |
|   | <b>25</b>  | <b>45</b>  |
| <b>NON CURRENT LIABILITIES</b>                                  |            |            |
| <b>n) Accounts payable</b>                                      |            |            |
| Vendors   |            | 4          |
| Capital leases (Note 11)  |            | 20         |
|   |            | <b>24</b>  |
| <b>o) Compensation and social benefits payable</b>              |            |            |
| Termination benefits  | 18         | 52         |
| Compensation fund   | 11         | 31         |
|   | <b>29</b>  | <b>83</b>  |
| <b>p) Other liabilities</b>                                     |            |            |
| Retirement benefits   | 6          | 15         |
| Lease of international capacity                                 | 14         | 9          |
| Various   | 9          | 4          |
|   | <b>29</b>  | <b>28</b>  |

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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**CONSOLIDATED STATEMENTS OF OPERATIONS**

|  | Years/twelve month period<br>ended December 31, |              |              |
|--|---|--------------|--------------|
|  | Income (expense)                                |              |              |
|  | 2002  | 2001         | 2000         |
| <b>q) Net sales</b>  |   |              |              |
| National and international telephone service                             | 2,510   | 4,453        | 4,768        |
| Cellular telephone service   | 1,028   | 1,809        | 1,907        |
| Data transmission and Internet   | 422   | 640          | 559          |
| Directories edition  | 23  | 102          | 115          |
|  | <u>3,983</u>                                    | <u>7,004</u> | <u>7,349</u> |
| <b>r) Equity losses from related companies</b>                           |   |              |              |
| Latin American Nautilus  | (15)  | (5)          |              |
| Intelsat Ltd.  |   | 2            |              |
| Agroconnection   |   | (2)          |              |
| Multibrand   |   |              | (2)          |
| Nahuelsat  | (8)   | (1)          |              |
|  | <u>(23)</u>                                     | <u>(6)</u>   | <u>(2)</u>   |
| <b>s) Depreciation of goodwill</b>                                       |   |              |              |
| Soluciones,  | (10)  | (15)         | (15)         |
| Micro Sistemas   |   | (2)          |              |
| Cable Insignia   |   | (1)          |              |
|  | <u>(10)</u>                                     | <u>(18)</u>  | <u>(15)</u>  |
| <b>t) Financial and holding results Generated by assets</b>              |   |              |              |
| Interest earned on short term investments                                | (3)   | 48           | 65           |
| Interest earned on trade accounts receivable                             | 78  | 89           | 79           |
| Foreign currency exchange gains  | 613   | (2)          |              |
| Results from measurement of assets at present value                      |   | (3)          | (3)          |
| Results on holding of national and provincial public bonds by collection | (72)  |              |              |
| Losses on exposure to inflation  | (2,073)   |              |              |
| Other financial results  | (84)  | (13)         | 22           |
| <b>Total generated by assets</b>   | <u>(1,541)</u>                                  | <u>119</u>   | <u>163</u>   |
| <b>Generated by liabilities</b>  |   |              |              |
| Interest on debt(*)  | (912)   | (663)        | (644)        |
| Capitalized interest on work in progress and intangible assets           | 66  | 103          | 129          |
| Capitalized foreign currency exchange differences by debt                | 891   |              |              |
| Results from swaps cancellation  | (279)   |              |              |

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|  |                |              |              |
|--|----------------|--------------|--------------|
| Tax on corporate indebtedness  | (4)            | (15)         | (48)         |
| Foreign currency exchange losses                                     | (4,405)        | (13)         | 4            |
| Gains on exposure to inflation                                       | 935            |              |              |
| Results from measurement of liabilities at present value             | 43             |              |              |
| Other financial results  | (57)           | (34)         | (83)         |
| <b>Total generated by liabilities</b>                                | <b>(3,722)</b> | <b>(622)</b> | <b>(642)</b> |
| <b>Total financial and holding results</b>                           | <b>(5,263)</b> | <b>(503)</b> | <b>(479)</b> |
| <b>u) Other expenses, net</b>  |                |              |              |
| Dismissal indemnities and termination benefits                       | (48)           | (83)         | (48)         |
| Reserves for contingencies   | (100)          | (39)         | (46)         |
| Disposal of inventories leased without charge                        | (22)           |              |              |
| Net income from sale of fixed assets and other income (expense), net | (5)            | (7)          | (11)         |
|  | <b>(175)</b>   | <b>(129)</b> | <b>(105)</b> |
| <b>v) Unusual losses</b>   |                |              |              |
| Tax on bank debits and credits                                       |                | (33)         |              |

(\*) Includes (9), (11) and (7), respectively, corresponding to the amortization of debt issue costs.

**NOTE 6 SUPPLEMENTARY CONSOLIDATED CASH FLOW INFORMATION**

The Group uses the indirect method of reconciling net income to cash flows provided by operating activities.

Funds in excess of daily cash needs are invested in short term investments with maturities of less than three months and, as a result, such investments are not presented in the Consolidated statements of cash flows.

The composition of cash and cash equivalents is as follows:

|   | At December 31, |            |            |            |
|---|-----------------|------------|------------|------------|
|   | 2002            | 2001       | 2000       | 1999       |
| Cash and banks                            | 53              | 96         | 52         | 39         |
| Short term investments                    | 1,251           | 330        | 637        | 388        |
| <b>Total of cash and cash equivalents</b> | <b>1,304</b>    | <b>426</b> | <b>689</b> | <b>427</b> |



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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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Income tax payments are as follows:

|                 | Years/twelve month period<br>ended December 31, |      |      |
|-----------------|---|------|------|
|                 | 2002  | 2001 | 2000 |
| Income tax paid |   | 233  | 277  |

Changes in assets and liabilities by financial statements caption are as follows:

|  |              |              |              |
|--|--------------|--------------|--------------|
| <b>Decrease (increase) in assets</b>                   |              |              |              |
| Investments not considered as cash or cash equivalents | 55           |              |              |
| Trade accounts receivable                              | (98)         | (223)        | (354)        |
| Other receivables                                      | 1,027        | (137)        | 65           |
| Inventories  | (16)         | 142          | (152)        |
| Other assets   | 10           | 4            |              |
|  | <b>978</b>   | <b>(214)</b> | <b>(441)</b> |
| <b>Increase (decrease) in liabilities</b>              |              |              |              |
| Accounts payable                                       | (385)        | (440)        | 131          |
| Compensation and social benefits payable               | (129)        | 11           | (48)         |
| Taxes payable  | (61)         | 87           | (20)         |
| Other liabilities                                      | (25)         | (20)         | (44)         |
| Reserves   | (95)         | (41)         | (57)         |
|  | <b>(695)</b> | <b>(403)</b> | <b>(38)</b>  |

***Principal non-cash transactions***

The principal non-cash transactions, which are not reflected in the Consolidated statements of cash flows, are as follows:

|  |     |     |     |
|--|-----|-----|-----|
| Fixed asset acquisitions financed by debt and accounts payable | 11  | 342 | 770 |
| Fixed asset acquisitions financed by capital leases            | 1   | 9   | 7   |
| Intangible asset acquisitions financed by accounts payable     |     | 4   | 11  |
| Inventories acquisitions financed by accounts payable          |     | 33  | 103 |
| Capitalized interest on work in progress and intangible assets | 67  | 103 | 129 |
| Inventories leased without charge                              | 11  | 33  | 161 |
| Transactions with national and provincial public bonds         |     |     |     |
| Trade accounts receivable collections                          | 847 | 32  |     |

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|   |            |            |              |
|---|------------|------------|--------------|
| Income tax payments from 2001 annual filing and minimum presumed income | (46)       |            |              |
| Other taxes payments  | (402)      |            |              |
| Accounts payable payments   | (222)      |            |              |
|   | <u>267</u> | <u>556</u> | <u>1,181</u> |

*Principal investing activities*

**Acquisition of investments and related intangible assets** include the following:

|   |          |          |             |
|---|----------|----------|-------------|
| Intelsat Ltd.   |          |          | 2           |
| Capital contributions to Latin American Nautilus                  |          |          | (13)        |
| Capital contributions to Agroconnection                           |          |          | (2)         |
| Advances for the acquisition of shares of Latin American Nautilus |          |          | (2)         |
|   | <u>—</u> | <u>—</u> | <u>(15)</u> |

**Fixed asset acquisitions** include the following:

|  |       |       |       |
|--|-------|-------|-------|
| Debt repayment on fixed assets acquired in prior periods | (237) | (598) | (585) |
|--|-------|-------|-------|

**Intangible asset acquisitions** include the following:

|                            |             |              |              |
|----------------------------|-------------|--------------|--------------|
| System development costs   | (18)        | (59)         | (76)         |
| PCS license                | (1)         | (183)        | (185)        |
| Exclusivity rights         | (3)         | (11)         | (28)         |
| Usage rights               | (1)         |              | (7)          |
| B Band of Paraguay license | (1)         |              |              |
| Websites                   |             |              | (2)          |
|                            | <u>(24)</u> | <u>(253)</u> | <u>(298)</u> |

Funds used and generated by **Investments not considered as cash or cash equivalents** are as follows:

|   |            |            |            |
|---|------------|------------|------------|
| Public bonds                                | 99         | (9)        | 196        |
| Proceeds from sales of fixed assets         | 2          | 2          | 11         |
| Investments denominated in foreign currency |            |            | 229        |
|   | <u>101</u> | <u>(7)</u> | <u>436</u> |

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*Principal financing activities*

The principal components of financing activities are:

|   | Years/twelve month period<br>ended December 31, |                |                |
|---|---|----------------|----------------|
|   | 2002  | 2001           | 2000           |
| Corporate bonds                                 |   | 356            | 522            |
| Bank loans and others                           | 18  | 1,226          | 1,997          |
| <b>Debt proceeds</b>                            | <b>18</b>                                       | <b>1,582</b>   | <b>2,519</b>   |
| Corporate bonds                                 |   | (218)          | (1,466)        |
| Bank loans and others                           | (42)  | (1,213)        | (895)          |
| Fixed asset and inventory acquisitions          |   |                | (50)           |
| <b>Repayment of debt</b>                        | <b>(42)</b>                                     | <b>(1,431)</b> | <b>(2,411)</b> |
| Corporate bonds                                 | (190)   | (312)          | (412)          |
| Swap contracts collateral                       | (67)  | (292)          |                |
| Bank loans and others                           | (86)  | (142)          | (116)          |
| Fixed asset and inventory acquisitions          | (98)  | (185)          | (116)          |
| Tax on corporate indebtedness                   | (2)   | (22)           | (55)           |
| Debt issue cost (intangible assets)             |   | (4)            | (11)           |
| <b>Payment of interest and related expenses</b> | <b>(443)</b>                                    | <b>(957)</b>   | <b>(710)</b>   |

The following table includes the cash from operating, investing and financing activities after disclosing the effects of inflation accounting and exchange rate changes on cash and cash equivalents:

|   | Years/twelve month period<br>ended December 31, |         |         |
|---|---|---------|---------|
|   | 2002  | 2001    | 2000    |
| Total cash flows provided by operating activities | 1,689   | 2,415   | 2,534   |
| Total cash flows used for investing activities    | (310)   | (1,408) | (1,378) |
| Total cash flows used for financing activities    | (467)   | (1,270) | (894)   |

|  |            |              |            |
|--|------------|--------------|------------|
| Effect of exchange rate changes on cash and cash equivalents | 2          |              |            |
| Effect of inflation accounting                               | (36)       |              |            |
|  |            |              |            |
| <b>Increase (decrease) in cash and cash equivalents</b>      | <b>878</b> | <b>(263)</b> | <b>262</b> |

**NOTE 7 TRANSACTIONS AND BALANCES WITH RELATED COMPANIES AND PARTIES AND CONTROLLING COMPANY AS DEFINED UNDER LAW No. 19550 SECTION 33**

**a) Controlling company**

Nortel, headquartered at Alicia Moreau de Justo 50, 11<sup>th</sup> floor, Ciudad Autónoma de Buenos Aires, holds 51% of the Company's Class A shares and 8.47% of the Company's Class B shares (representing 3.74168% of the Company's shares), which places it in control of the Company under Law No. 19550, Section 33. Ownership of Nortel is equally divided between the Operators.

**b) Related parties**

Related parties are those legal entities or individuals other than the controlling company or related companies defined under Law No. 19550, Section 33, and which are related to the Operators.

**c) Management Contract. Suspension of certain services and payment of the Management Fee until the Contract maturity.**

In accordance with point 3.1.3 of the Pliego, the Company entered into a management agreement with the Operators, approved by Decree No. 2332/90 as appendix of the Transfer Agreement. The Management Contract would be automatically renewed as long as the Company continued to provide services during the exclusivity period.

Under this contract, the Operators committed to provide the Company with their experience, technology and operating skills in the area of public telecommunications services including, between other provisions, the selection and hiring of qualified management personnel.

In August 1999, the parties ratified a new five years management contract (the Contract), effective since the expiration date of the previous contract) with terms and conditions substantially equivalent to the original contract, renewable for a subsequent five year period (since the maturity of the exclusivity period of the license, which was on October 9, 1999) upon agreement by all parties.

In October 2001, considering the Argentine economic recession, the Operators granted the Company a temporary decrease of the fee set forth in Point 2.7 of the Contract (Management Fee), from 3% to 1.25%, without affecting the services to be provided by the Operators or the clauses of the Contract. This decrease was effective during the period extending from October 1, 2001 to March 31, 2002.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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Considering the seriousness and extension of the crisis that affected to Argentina and its impact over Telecom's situation, the Board of Directors agreed with the Operators to suspend temporarily – except for the provisions of the section referred to as Management and Know-how – on highly qualified personnel to assist in the management – from April 1, 2002 to December 31, 2002 the rights and obligations of the parties provided for in section II of the Contract, which included the suspension of the accrual and collection of the Management Fee. The latter notwithstanding the special services required by Telecom pursuant to what is specifically provided in the Contract. Likewise, France Cables et Radio S.A. and Telecom Italia SpA. stated that, as the Operators – pursuant to Decree No 62/90, as amended and supplemented –, confirmed their intention to provide Telecom with all the reasonable support and cooperation in order to help Telecom overcome its present difficulties, exclusively recovering travelling and hotel expenses related to their involvement in these matters.

Considering that there is an extension of the causes that motivated the agreement before mentioned, Telecom required the Operators to extend all its terms until the Contract maturity, provided in Point 7.2 of mentioned contract (October, 2004), which has been accepted by the Operators.

**d) Balances with Law No. 19550, Sect. 33 related companies and parties:**
**Consolidated balance sheets at December 31,**

|   | <u>2002</u> | <u>2001</u> |
|---|-------------|-------------|
| <b>NON CURRENT ASSETS</b>               |             |             |
| <b>Investments</b>                      |             |             |
| Multibrand (Exhibit C)                  | —           | 2           |
|   | —           | —           |
| <b>Total with related companies</b>     | <b>—</b>    | <b>2</b>    |
|   | —           | —           |
| <b>CURRENT LIABILITIES</b>              |             |             |
| <b>Accounts payable</b>                 |             |             |
| Multibrand                              | 1           | 2           |
| Latin American Nautilus                 | 3           | 1           |
|   | —           | —           |
| <b>Total with related companies</b>     | <b>4</b>    | <b>3</b>    |
|   | —           | —           |
| Telecom Italia S.p.A. Argentina branch  |             | 31          |
| Telesoft S.p.A. Argentina branch        |             | 11          |
| Saritel S.A.                            |             | 4           |
| Pirelli Cables S.A.I.C.                 |             | 2           |
| Teco Soft Argentina S.A.                | 1           |             |
| France Cables et Radio Argentina branch | 6           | 39          |
| Tel 3 S.A.                              |             | 4           |
| Sofrecom Argentina S.A.                 |             | 11          |
|   | —           | —           |
| <b>Total with related parties</b>       | <b>7</b>    | <b>102</b>  |
|   | —           | —           |
| <b>Total</b>                            | <b>11</b>   | <b>105</b>  |
|   | —           | —           |

## e) Transactions with Law No. 19550, Sect. 33 related companies and parties:

|   | Years/twelve month period<br>ended December 31, |                   |                   |
|---|---|-------------------|-------------------|
|   | 2002  | 2001              | 2000              |
| <b>Cost of services provided</b>          |   |                   |                   |
| <b><u>Services received</u></b>           |   |                   |                   |
| Multibrand                                | (3)   | (9)               | (9)               |
| Latin American Nautilus                   | (15)  | (4)               |                   |
| Nahuelsat                                 | (7)   | (11)              | (3)               |
| Intelsat Ltd.                             | (8)   | (7)               | (9)               |
|   | <u>          </u>                               | <u>          </u> | <u>          </u> |
| <b>Subtotal related companies</b>         | <b>(33)</b>                                     | <b>(31)</b>       | <b>(21)</b>       |
|   | <u>          </u>                               | <u>          </u> | <u>          </u> |
| Telecom Italia S.p.A. Argentina branch    | (13)  | (118)             | (148)             |
| Telesoft S.p.A. Argentina branch          | (14)  | (35)              | (26)              |
| Teco Soft Argentina S.A.                  | (10)  |                   |                   |
| Olivetti Argentina S.A.                   | (2)   | (7)               | (2)               |
| France Cables et Radio Argentina branch   | (14)  | (122)             | (159)             |
| Sofrecom Argentina S.A.                   | (9)   | (22)              | (9)               |
| Tel 3 S.A.                                | (1)   | (7)               | (4)               |
| Italtel S.A. (*)                          |   |                   | (2)               |
| Sirti Argentina S.A. (*)                  |   |                   | (7)               |
|   | <u>          </u>                               | <u>          </u> | <u>          </u> |
| <b>Subtotal related parties</b>           | <b>(63)</b>                                     | <b>(311)</b>      | <b>(357)</b>      |
|   | <u>          </u>                               | <u>          </u> | <u>          </u> |
| <b>Total cost of services provided</b>    | <b>(96)</b>                                     | <b>(342)</b>      | <b>(378)</b>      |
|   | <u>          </u>                               | <u>          </u> | <u>          </u> |
| <b>Fixed assets and intangible assets</b> |   |                   |                   |
| <b><u>Goods purchased</u></b>             |   |                   |                   |
| Telesoft S.p.A. Argentina branch          | 6   | 50                | 52                |
| Teco Soft Argentina S.A.                  | 4   |                   |                   |

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|   |           |            |            |
|---|-----------|------------|------------|
| Pirelli Cables S.A.I.C.                         | 1         | 2          |            |
| Sofrecom Argentina S.A.                         | 14        | 33         | 46         |
| Tel3 S.A.                                       | 5         | 20         | 28         |
| Olivetti Argentina S.A.                         |           | 2          | 4          |
| Saritel S.A.                                    |           | 4          | 4          |
| Sirti Argentina S.A.(*)                         |           |            | 44         |
|   | —         | —          | —          |
| <b>Total goods purchased to related parties</b> | <b>30</b> | <b>111</b> | <b>178</b> |
|   | <b>—</b>  | <b>—</b>   | <b>—</b>   |

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(\*) Sirti Argentina and Italtel were no longer Telecom Group's companies since August 2000 and September 2000, respectively.

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**f) Information on companies of the Telecom Group****Merger with Internacional**

Telintar, a company dissolved and then merged with Internacional, that was then merged into the Company as from October 1, 1999, presented to the DGI in April 1995 a claim for the refund of income and asset taxes of approximately \$6 million. As the DGI has yet to rule on the company's claim, the corresponding requested refund has not been recorded.

**Sale of shares of Agroconnection**

On April 24, 2002, the Board of Directors approved the transfer of its interest in Agroconnection (21,428 Class A preferred shares) to the remaining shareholders of that company. The transfer price was agreed in \$150,000, of which \$1,000 were received in cash and the balance will be cancelled by way of a credit to advertise in the Agro Connection S.A. site. This operation was fulfilled on June 28, 2002.

**Sale of interest in Intelsat Ltd.**

On June 6, 2002, the Board of Directors approved the transfer of 200,432 ordinary shares of its whole interest in Intelsat Ltd. (260,432 ordinary shares) in the Initial Public Offering ( IPO ) of its ordinary shares that this company intended to conduct at the NYSE and that would be completed by no later than December 31, 2002. However, the market's adverse conditions impelled to the cancellation of the IPO, as noticed in January 2003.

**NOTE 8 DEBT**

Debt consists of the following:

|                              | <u>12.31.02</u> | <u>12.31.01</u> |
|------------------------------|-----------------|-----------------|
| <b>Current</b>               |                 |                 |
| <b>Capital</b>               |                 |                 |
| Corporate bonds              | 5,367           | 894             |
| Bank loans and others        | 2,082           | 783             |
| Fixed asset acquisitions     | 2,503           | 643             |
| Inventory acquisitions       | 507             | 100             |
|                              | <u>10,459</u>   | <u>2,420</u>    |
| <b>Accrued interest</b>      | 560             | 113             |
| <b>Compensatory interest</b> | 34              |                 |
|                              | <u>594</u>      |                 |
|                              | <b>11,053</b>   | <b>2,533</b>    |

|                          |     |               |              |
|--------------------------|-----|---------------|--------------|
| <b>Non-current</b>       |     |               |              |
| <b>Capital</b>           |     |               |              |
| Corporate bonds          |     | 2,538         |              |
| Bank loans and others    | 141 | 928           |              |
| Fixed asset acquisitions |     | 845           |              |
| Inventory acquisitions   |     | 141           | 4,559        |
|                          |     |               |              |
| <b>Accrued interest</b>  |     | <b>3</b>      |              |
|                          |     | <b>144</b>    | <b>4,559</b> |
|                          |     |               |              |
| <b>Total debt</b>        |     | <b>11,197</b> | <b>7,092</b> |

### Corporate bonds of the Company

The Company issued various debt instruments under Corporate Bonds Law No. 23576. The following is a summary of the major characteristics of each outstanding issue:

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| <b>Global program</b>           | <b>Date of issue</b> | <b>Nominal value (in million)</b> |        | <b>Term, in years</b> | <b>Maturity date</b> | <b>Annual interest rate as a %</b> | <b>Book value at December 31, 2002 (a)</b> | <b>Market value at December 31, 2002</b> |
|---------------------------------|----------------------|-----------------------------------|--------|-----------------------|----------------------|------------------------------------|--|--|
| <b>B</b>                        |                      |                                   |        |                       |                      |                                    |  |  |
| <b>Series C</b>                 | 11.15.95             | US\$                              | 200    | 7                     | 11.15.02             | 12.0000                            | 425  | 136(e)                                   |
| <b>Series E</b>                 | 5.5.97               | US\$                              | 100    | 8                     | 5.5.05               | 4.6990(b)                          | 337  | 145                                      |
| <b>Series F</b>                 | 5.30.97              | Euro                              | 207(d) | 10                    | 5.30.07              | 8.8750                             | 731  | 299                                      |
| <b>Series H</b>                 | 3.18.98              | Euro                              | 207(d) | 10                    | 3.18.08              | 4.8100(c)                          | 731  | 299                                      |
| <b>Series I</b>                 | 4.8.99               | Euro                              | 200    | 5                     | 4.8.04               | 8.3750                             | 706  | 332                                      |
| <b>Series K</b>                 | 7.1.99               | Euro                              | 250    | 3                     | 7.1.02               | 7.2500                             | 883  | 233                                      |
| <b>D</b>                        |                      |                                   |        |                       |                      |                                    |  |  |
| <b>Series 1</b>                 | 4.7.00               | Euro                              | 250    | 3                     | 4.7.03               | 7.6250                             | 883  | 415                                      |
| <b>Series 2</b>                 | 7.2.01               | Euro                              | 190    | 3                     | 7.2.04               | 9.5000                             | 671  | 316                                      |
| <b>Capital plus premiums</b>    |                      |                                   |        |                       |                      |                                    | <b>5,367</b>                               | <b>2,175</b>                             |
| <b>Accrued payable interest</b> |                      |                                   |        |                       |                      |                                    | 399  |  |
| <b>Compensatory interest</b>    |                      |                                   |        |                       |                      |                                    | 7  |  |
|                                 |                      |                                   |        |                       |                      |                                    | <b>5,773</b>                               |  |

- (a) Tax on corporate indebtedness is not included.  
(b) The series was issued at LIBOR plus 3.125%.  
(c) 6 month LIBOR for Itl plus 1.5%.  
(d) They were originally issued in Italian Lira.  
(e) Last available quotation.

***Use of financing proceeds***

**Series C** was applied to restructure liabilities and working capital in Argentina. As a result of the repurchase of obligations in 1997 (US\$72 million) and retirement of obligations on November 15, 1999 (US\$1,873,000), the principal balance outstanding is US\$126,127,000.

**Series E** was applied to restructure liabilities.

**Series F, H, I, K, 1 & 2** were used to restructure liabilities and for working capital in Argentina.

***Global debt programs***

**Global program B**

The period for debt instruments permitted to be issued under this program ended August 10, 1999. At December 31, 2002 the Company has six series of bonds outstanding under this program.

**Global programs C and D**

The Company has two programs for the issue and re-issue of corporate bonds not convertible into shares: one for short-term debt up to US\$200 million ( C ) and one for medium term debt up to US\$1,500 million ( D ). At December 31, 2002 the Company has two series of bonds outstanding under program D.

- *Characteristics of corporate bonds*

Shareholders granted the Board of Directors the authority to set the terms of debt instruments within each program: amount, interest rate, series price and currency denomination.

Debt instruments corresponding to corporate bonds and indebtedness programs have been assessed by two businesses which rate risk within Argentina.

Terms and conditions of corporate bonds establish certain commitments by the Company, in case that:

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- a) The Company permits certain liens on assets or revenues in order to offer security for certain debt obligations without offering equal coverage to corporate bonds outstanding.
  
- b) The Company and its subsidiaries may merge or consolidate with any outside party, selling or otherwise disposing of assets which may be considered integral to the provision of telecommunication services.

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**Banks loans****Syndicated loans to Telecom**

| <u>Lead bank</u> | <u>Nominal value<br/>(in million)</u> | <u>Term,<br/>in<br/>years</u> | <u>Maturity<br/>date</u> | <u>Annual interest<br/>rate as a %</u>  | <u>Debt<br/>amortization</u>              | <u>Net book<br/>value at<br/>12.31.02</u> |
|------------------|---------------------------------------|-------------------------------|--------------------------|---|---|---|
| Banc of America  | US\$ 135                              | 3                             | 9.28.03                  | LIBOR plus 1.625%<br>(year 1)<br><br>LIBOR plus 1.875%<br>(year 2)<br><br>LIBOR plus 2.125%<br>(year 3) | At maturity.<br>Pre-payment<br>permitted. | 455                                       |
|                  |                                       |                               |                          |   |   | 455                                       |

At December 31, 2002 LIBOR was 1.38%.

**Titan financial trust**

Personal issued two promissory notes dated August 23, 2000 for US\$30 million each, with maturity dates on August 23, 2002 and August 25, 2003, respectively, in favor of Bank of America N.A., Buenos Aires Branch, which were part of the TITAN Telecom Personal 2000 Class I Financial Trust constituted under the zero coupon regime by the mentioned entity according to Law No. 24441 of the Argentine Republic. Simultaneously, Personal and the trustee executed an early cancellation agreement under which Personal, given certain events, agreed to the notes' early cancellation at their current value and to bear the early termination costs arising from the forward purchase agreements that, under the Trust agreement, trustee should contract as coverage of the dollar revenue coming from the notes' collection and the disbursements in pesos deriving from its payment obligation under the debt securities.

Subsequently, Personal notified trustee of the occurrence of a fact that constituted an event of default under the terms of the early cancellation agreement. This situation resulted in the submission of a refinancing proposal modifying the Trust's terms and conditions. Such proposal was accepted by Trustee.

Pursuant to Decree No. 992/02 in relation to the re-organization of the financial system, under which liabilities in dollars of forward contracts were converted into pesos at a rate of US\$1= \$1.40, Personal notified its intention of suspending the negotiations and the execution of the

documentation provided for in the proposal. These facts gave rise to controversies between the parties resulting in the execution of an arbitration agreement.

On November 28, 2002 an arbitration court issued a final and unappealable award for the parties providing that after the passing of Decree No. 992/02, Personal was legally bound to carry out the transactions set forth in the proposal, award which has been duly and timely complied with.

In fulfillment of the award, on December 13, 2002, the parties executed an agreement providing for the termination of the early cancellation agreement and the forward contracts with retroactive effect as of June 13, 2002. By virtue of this, Personal undertook the obligation to bear the forward contracts termination costs for an approximate amount of US\$27 million evidenced in four promissory notes denominated in US dollars and governed by the law of the State of New York (the BofA Promissory Notes ), payable in 18 consecutive quarterly installments after a grace period running from June 13, 2002 to and including December 31, 2003, plus interest at LIBOR plus an annual 3% interest rate payable quarterly as from the expiration of the grace period. Likewise, it was agreed to replace the original

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promissory notes by a new promissory note for an approximate amount of US\$27 million under the terms and conditions set forth by the law of the State of New York (the Holders Promissory Note ) payable on June 13, 2008 plus interest at LIBOR plus an annual 3% interest rate accruing as of June 13, 2002 that will be quarterly paid as from the expiration of the grace period. The agreement provides that LIBOR plus 3% shall not exceed a 10% annual interest rate.

It should be noted that this debt is not excluded from the financial debt total restructuring that the Telecom Group is carrying out together with its creditors.

**Valuation and disclosure of debt as of December 31, 2002**

According to the Argentine new accounting rules early application, mentioned in Note 4.1.c., Telecom has analyzed the impact of new agreements on the TITAN Financial Trust valuation.

In that respect, pursuant to these accounting rules said agreements have been ranked as debt refinancing, given that the new debt discounted value differs more than 10% from the original debt discounted value. Consequently, and according to the provisions of RT 17, section 4.5.8.

Currency liabilities originated in refinancing , Telecom recorded the debt reduction existing at the time the mentioned agreements were executed and acknowledged a new debt based upon the best estimate of the sum payable, discounted at a 12% annual rate, which reflects the time value of money and the risks specific to this operation. This refinanced debt was reported as non current loans according to the terms of the new agreement.

This new way of measuring the debt at its present value compared to the original debt recorded value, generated earnings before tax for approximately \$43 million during the 2002 fiscal year that were recognized in Results from measurement of liabilities at present value within Financial and holdings results in the consolidated statements of operations.

**Other bank loans**

In addition, the Group is indebted under bank loans for 1,627 (capital and exchange rate differences), bearing an average annual rate of 5.25%, of which 951 belong to the Company.

**Fixed asset acquisitions**

Loans received from banks and other financial institutions for varying amounts and maturity dates bear an average annual interest rate of 4.70%. Some of the more pertinent are:



**Ceded by ENTel to Telecom**

L. Istituto Centrale Per Il Credito a Medio Termine ( Mediocredito Centrale ) granted the Argentine government a loan credit of approximately Euro 103 million to finance a project for the digitalization of the Argentine telephone network.

The Argentine government ceded to the Company rights to this loan credit for approximately Euro 50 million. Reimbursement of the capital used will be made in thirty semi-annual, equal installments bearing an annual interest rate of 1.75%. The Argentine government continues to be the debtor obligated to repay the Mediocredito Centrale. The Company is obligated to comply with the loan credit s terms and, should it fail to make defined loan installment payments, has authorized the Argentine government to settle such debts with amounts owed the Company for telecommunication services rendered to the

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government after the date of non-compliance. At December 31, 2002 the balance owed is 139 (capital plus accrued interest), which approximates Euro 39 million.

- **Japan Bank loan to Telecom**

On June 29, 1998, the Company signed a loan agreement with Japan Bank for International Cooperation under which it borrowed Yen 11,652 million on September 9, 1998 with repayment due on June 15, 2010. At December 31, 2002 the balance owed is 335 (capital plus accrued interest).

**Inventory acquisitions**

Loans received from banks and other financial institutions for varying amounts and maturity dates bear an average annual interest rate of 4.53%.

**Derivative financial instruments**

As described in Note 4.1.f, Telecom Group had entered into foreign currency swap and interest rate swaps to hedge the different risks exposed in relation to its debts. However, in connection with its decision to suspend the payments on its financial debts described in Note 14, Telecom Argentina initiated discussions with its counterparts to mutually unwind and terminate its interest rate and currency swap obligations, as payments under such hedges were not consistent with the decision to suspend the payments on its financial debt obligations. In addition, as the Argentine peso is no longer pegged to the U.S. dollar, such hedges no longer served their intended purpose.

As a consequence, during FY 2002, Telecom Group mutually agreed with its swap counterparts to unwind all interest rate and currency swap agreements. The unwinding of these swap arrangements was carried out at its fair value and generated losses of approximately \$279 million before income tax which were recognized in Results from swaps cancellation within Financial and holdings results in the Consolidated statements of operations and an increase of Telecom Group's financial debt position by approximately US\$75 million. No cash payments were made to the swap counterparts in connection with the termination of the swap agreements.

**NOTE 9 CAPITAL STOCK**

As of December 31, 2002, total registered, authorized, issued and outstanding shares were as follows:

| <b>Capital stock, \$ 1 nominal value and one vote per share</b> |             |
|---|-------------|
| Class A   | 502,034,299 |
| Class B   | 436,323,992 |

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|              |                    |
|--------------|--------------------|
| Class C      | 46,022,687         |
| <b>Total</b> | <b>984,380,978</b> |

The Company's shares are publicly quoted and traded on the BCBA and the NYSE. Only Class B shares are effectively traded, as Nortel owns all Class A shares and Class C shares are dedicated to the PPP.

Class B shares began trading on the BCBA on March 30, 1992 and on the NYSE, under the symbol TEO, on December 9, 1994 in the form of American Depositary Receipts ( ADR or ADS ) upon SEC approval of the Exchange Offer. Under provisions of the Exchange Offer, holders of the Company's ADRs which are restricted under Rule 144-A and holders of Global Depositary Receipts issued under Regulation S were permitted to exchange them for unrestricted ADR, equivalent to 5 Class B shares.

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As from July 15, 1997 Class B shares are traded through the International Quotation System of the Mexican Stock Exchange.

Month end market quotations on the BCBA have been as follows:

| <u>Month</u> | <u>1999</u>   | <u>2000</u> | <u>2001</u> | <u>2002</u> | <u>2003</u> |
|--------------|---|-------------|-------------|-------------|-------------|
|              | <b>Price per share (in Argentine pesos as of each date)</b> |             |             |             |             |
| January      | 4.80  | 7.41        | 4.48        | 2.68        | 2.14        |
| February     | 5.39  | 8.37        | 3.25        | 2.34        | 2.48        |
| March        | 5.44  | 6.94        | 3.13        | 1.79        |             |
| April        | 6.85  | 5.55        | 3.15        | 1.15        |             |
| May          | 5.69  | 4.94        | 3.14        | 0.74        |             |
| June         | 5.50  | 5.52        | 3.09        | 0.60        |             |
| July         | 5.39  | 5.12        | 1.97        | 0.68        |             |
| August       | 5.63  | 4.70        | 1.97        | 0.74        |             |
| September    | 5.42  | 4.35        | 1.71        | 0.70        |             |
| October      | 5.50  | 3.54        | 1.25        | 0.99        |             |
| November     | 5.85  | 2.96        | 1.26        | 1.59        |             |
| December     | 6.88  | 3.04        | 1.81        | 1.69        |             |

#### **Share ownership program**

The PPP, established by the Argentine government, included 10% of the Company's shares, representing the Class C shares transferred to the former employees of ENTel by the government in December 1992. These shares were pledged to guarantee the balance of the sales price owed by the Company's shareholders to the Argentine government. Prepayment of the balance owed was approved by Decree No. 1623/99 and made by the PPP in March 2000, thereby releasing the pledge.

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Shares held by the Guaranty and Repurchase Fund (the Fund) of the PPP were restricted from sale until an injunction was released. Once the injunction is lifted, the Fund may sell an amount of shares necessary to cancel the debt owed to former employees participating in the PPP. Shares then remaining in the Fund will be distributed in accordance with the decision of the majority of employees at a special meeting convened in accordance with Decree No. 584/93 Section 15.

The Shareholders Meeting of March 14, 2000 approved the conversion of 52,505,360 Class C shares affected to the PPP into Class B shares to facilitate their sale. In May 2000 participating PPP shareholders sold 50,663,377 shares nationally and internationally as approved by the CNV and as registered with the SEC. As of December 31, 2002, 52,415,411 Class C shares have been converted into Class B shares.

On September 17, 2002, the Judicial Inspector of the PPP required Telecom to take the necessary steps to convert 15,000,000 Class C shares held by the Fund into Class B shares since the precautionary measures that affected them had been raised. Telecom replied that a conversion requires a Shareholders Meeting and further proposed to obtain judicial authorization so that said Meeting should consider the conversion of all Class C shares into Class B shares in order to avoid holding successive Meetings every time any shares held by the Fund were released from precautionary measures. The PPP Inspector informed that he had not gotten the judicial authorization yet. The Company is considering this matter.

**Transfer of Telecom's listed shares and Corporate bonds to a reduced trading panel**

As long as the negative retained earnings absorb the totality of reserves and more than fifty per cent of the adjusted capital stock, because of the serious economic situation described in Note 3, the BCBA resolved to trade Telecom's listed shares in a reduced trading panel, according to the provisions of Section 38 incise b) of the Rules to List in the BCBA. By the same causes and as a consequence of the suspension of payments of its financial debt, it has also been transferred to a reduced trading panel the trading of the Company's Corporate bonds, according to the provisions of Section 39 incises a) and c) of the above mentioned Rules.

**ADRs listing in NYSE**

Under NYSE rules, the ADRs average closing price of a security cannot be less than US\$1.00 over a 30-day trading period. Consequently, on July 29, 2002, Telecom was notified by the NYSE in order to meet the minimum share price criteria, by bringing its share price and average share price back above \$1.00 within six months of receipt of the notification; if not, the ADRs would be delisted. The Company replied to the NYSE informing that the necessary actions would be taken in the corresponding terms, in order to meet the NYSE standards.

However, the NYSE requested Telecom to inform if the measures to correct the minimum average share price would be adopted by the Board of Directors within six month of receipt of the notification or if the issue would be discussed in the next Shareholders Meeting.

After ratifying its intention of adopting the provisions necessary to meet the minimum price criterion set forth by the NYSE and, thus, maintain Telecom's ADRs listing in the market, the NYSE was informed that the issue would be submitted to the Shareholders consideration including it in the Agenda of the next Annual Shareholders Meeting.



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It should be noted that in the meantime, Telecom's share price increased and ADRs met once again NYSE's standards on minimum price per ADR. Therefore, the Board could propose the Shareholders' Meeting that it should grant the Board the powers to order an increase in the number of shares evidenced by each Telecom ADR (the Ratio Change), if it were necessary to comply with the ADR minimum price criterion, or if the Board deemed it convenient.

**NOTE 10 INCOME TAX: ADOPTION OF THE DEFERRAL METHOD**

**Income tax**

The composition of the income tax recorded in the consolidated statement of operations is the following:

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|  | Years/twelve month period<br>ended December 31, |              |              |
|--|---|--------------|--------------|
|  | 2002  | 2001         | 2000         |
| Current tax (expense) benefit  |   | (105)        | (87)         |
| Deferred income tax benefit  | 1,980   | 57           | (23)         |
| Restatement in constant pesos  | 1,144   | (60)         | (130)        |
| Deferred income tax (expense) related to the restatement in constant pesos of fixed and other assets | (1,276)   |              |              |
| <b>Subtotal</b>  | <b>1,848</b>                                    | <b>(108)</b> | <b>(240)</b> |
| Allowances for net deferred tax assets   | (554)   | (3)          |              |
| <b>Total</b>   | <b>1,294</b>                                    | <b>(111)</b> | <b>(240)</b> |

**Deferred income tax**

Telecom group has accounted for income taxes under the deferral method according to the FACPCE RT 17.

Deferred income tax provision at each year/period-end has been determined based upon the temporary differences between the financial and tax bases of assets and liabilities. Deferred tax assets arise largely from asset realization allowances not deductible for tax purposes, from tax loss carryforwards and from tax basis of foreign currency exchange differences generated by debts in foreign currency. Deferred tax liabilities principally arise from differences in fixed and intangible assets valuation as compared to the tax basis of such assets, substantially due to differences in depreciation and the tax treatment of capitalized interest and the accounting for inflation in those captions.

To account for these differences, the liability method of accounting is used. Under this method, deferred income taxes are established for all temporary differences, recognizing their variations in Income tax in the consolidated statement of operations. In these aspects, RT 17 is substantially consistent with SFAS 109 and with IAS 12.

Deferred tax credit recoverable value depends on the existence of future profits subject to income tax sufficient to be used before the legal lapse of the right. In that respect, the management of the Company considers that, due to Decree No. 2568/02 mentioned in Note 3, Telecom's and Personal's probability of recovering deferred tax credits was significantly affected generating uncertainty as to its recovery capacity.

Therefore, in accordance with Argentine GAAP and applying a conservative criterion, the management of the Company has decided to reserve the total of Telecom's and Personal's deferred tax credits.

The following summarizes the composition of the deferred income taxes:



## Consolidated balance sheets at December 31,

|   | <u>2002</u> | <u>2001</u> |
|---|-------------|-------------|
| <b><u>Net current deferred tax assets (liabilities)</u></b>                       |             |             |
| Allowance for doubtful accounts receivable  | 95          | 168         |
| Capital leases  | (1)         | 24          |
| Reserves  | 3           | 4           |
| Fixed assets  | (346)       | (31)        |
| Intangible assets   | (29)        | (15)        |
| Capitalized financial results on fixed and intangible assets, net of depreciation | (78)        | (20)        |
| Income tax loss carryforward  | 279         | 2           |
| Foreign currency exchange differences originated in the devaluation of the peso   | 64          |             |
| Others  | 17          | 20          |
|   | <u>4</u>    | <u>152</u>  |
| <b><u>Net non current deferred tax assets (liabilities)</u></b>                   |             |             |
| Capital leases  |             | 4           |
| Reserves  | 49          | 46          |
| Retirement benefits   | 2           | 7           |
| Fixed assets  | (1,436)     | (369)       |
| Intangible assets   | (38)        | (26)        |
| Capitalized financial results on fixed and intangible assets, net of depreciation | (284)       | (183)       |
| Income tax loss carryforward  | 1,980       | 63          |
| Foreign currency exchange differences originated in the devaluation of the peso   | 292         |             |

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|   |            |              |
|---|------------|--------------|
| Others  | 4          | 17           |
|   | —          | —            |
| <b>Total net non current deferred tax assets (liabilities)</b>        | <b>569</b> | <b>(441)</b> |
|   | —          | —            |
| <b>Subtotal net deferred tax assets (liabilities)</b>                 | <b>573</b> | <b>(289)</b> |
| Allowances for net deferred tax assets                                | (560)      | (13)         |
|   | —          | —            |
| <b>Total net deferred tax assets (liabilities), net of allowances</b> | <b>13</b>  | <b>(302)</b> |
|   | —          | —            |

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The reconciliation of pre-tax income at the statutory rate, to the income tax expense presented in the consolidated financial statements for the years/period ended December 31, 2002, 2001 and 2000 is as follows:

|   | Years/period<br>ended December 31, |              |              |
|---|------------------------------------|--------------|--------------|
|   | 2002                               | 2001         | 2000         |
| <b>Pre-tax income tax calculated at the statutory rate (35%)</b>  | <b>1,986</b>                       | <b>(74)</b>  | <b>(209)</b> |
| <b><u>Permanent differences</u></b>                               |                                    |              |              |
| Equity losses from related companies and depreciation of goodwill | (12)                               | (8)          | (6)          |
| PCS license amortization  |                                    | (15)         | (9)          |
| Allowances for net deferred tax assets                            | (554)                              | (3)          |              |
| Restatement in constant pesos of permanent differences            | (114)                              |              |              |
| Others, net   | (12)                               | (11)         | (16)         |
|   | <b>1,294</b>                       | <b>(111)</b> | <b>(240)</b> |

The detail and the expiration date of income tax loss carryforwards calculated at the statutory rate at December 31, 2002 is as follows:

| <u>Expiration date</u> | <u>Telecom</u> | <u>Publicom</u> | <u>Personal</u> | <u>Núcleo</u> | <u>Consolidated</u> |
|------------------------|----------------|-----------------|-----------------|---------------|---------------------|
| 2003                   |                |                 | 1               |               | 1                   |
| 2004                   |                |                 |                 | 6             | 6                   |
| 2005                   |                |                 | 2               | 12            | 14                  |
| 2006                   |                |                 | 18              |               | 18                  |
| 2007                   | 1,804          | 6               | 410             |               | 2,220               |
| <b>Total</b>           | <b>1,804</b>   | <b>6</b>        | <b>431</b>      | <b>18</b>     | <b>2,259</b>        |

**NOTE 11 CAPITAL LEASES**

At December 31, 2002 the Company holds capital leases in the amount of 2, which due dates are within fiscal year 2003. A summary by major class of fixed assets covered by capital leases at December 31, 2002 is as follows:

|                          | <u>Book value</u> | <u>Lease terms</u> | <u>Amortization period</u> |
|--------------------------|-------------------|--------------------|----------------------------|
| Computer equipment       | 37                | 3 to 4 years       | 2, 3 and 6 years           |
| Accumulated depreciation | (27)              |                    |                            |

|           |    |
|-----------|----|
| Net value | 10 |
|-----------|----|

**NOTE 12 COMMITMENTS AND CONTINGENCIES**

**Purchase commitments**

At December 31, 2002, the Group had entered into purchase contracts with domestic and foreign vendors totaling 24 for: switching and PCS network transmission equipment, construction of network, the repair and/or installation of public telephones, infrastructure works and other services. In general, the contracts have been or are expected to be financed, directly or indirectly, by domestic and foreign vendors.

**Contingencies**

In the normal course of operations, the Company is involved in various legal, fiscal and regulatory proceedings. Such operations are influenced by the development of the legal and regulatory framework of the Argentine telecommunications market.

Some of these proceedings relate to claims of former employees of ENTel, who claim the Company together with ENTel are jointly responsible for various labor claims arising prior to the Company's assumption of operations. In the Transfer Agreement, ENTel and the Argentine government have expressly assumed the obligation to compensate the Company regarding any costs it might experience as a result of such labor claims. Under the Debt Consolidation Law, ENTel and the Argentine government may discharge their above-described obligations to the Company by the issuance of bonds to the Company. At December 31, 2002 pending amounts claimed in legal proceedings total 14.

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In November 1995 the Company, Telefónica, Telintar and the Argentine government were served notice of a complaint by a consumer group, Consumidores Libres Cooperativa Limitada de Provisión de Servicios Comunitarios. The suit, entered before the National Court of Federal Administrative Disputes No 7, seeks to declare null and void all regulations and rate agreements since the Transfer Agreement, in order to reduce SBT rates charged by licensees, so that licensees realize a rate of return of not more than 16% annually on fixed assets as described in Point 12.3.2 of the List of Conditions. Additionally, the claim requested return of amounts earned in excess of this rate of return. The Court of Appeals rejected some claims and deferred decisions on others until a formal decision is made, being in an evidentiary phase currently.

Court Room No. 4 of the Court of Appeals, has issued a preliminary injunction ordering the Government and the joint defendant companies, in which Telecom is included, not to carry out the tariffs changes established by section 2 of the agreements approved by Decree No. 2585/91 until a final resolution is issued in the case. This preliminary injunction affects the current tariff regime in Argentina because it suspends the abilities of the telecom companies to increase the tariffs charged based upon the IPC in the USA, one of the terms of the Price Cap formula included in the section 2 of the above mentioned agreement. On October 15, 2001, the Company was served notice about this preliminary injunction and has filed an extraordinary appeal before the Argentine Supreme Court of Justice.

In addition, the recent enactment of Law No. 25561 has adopted an analogous decision by suspending US dollars or foreign currency adjustments clauses adopted under public contracts executed by the National Government, including works and public services.

On October 30, 2002, the CNC, through Resolution No. 1144/02, required the Company not to invoice the municipal taxes increase to its customers and to reimburse them the amounts billed for that concept. The Company has filed an appeal against this resolution.

Although the outcome of the above mentioned contingencies may not be predicted with certainty, the management of the Company and its legal counsel believe that the resolution of such matters will not have a material adverse impact on either Company operations or financial position.

**NOTE 13 RENEGOTIATION OF CONTRACTS WITH THE PUBLIC ADMINISTRATION**

From the enactment of Law No. 25561, US dollars or foreign currency adjustments clauses and indexation clauses based on foreign price indexes, as well as any other indexing mechanism adopted under public contracts executed by the National Government, including works and public services, have been suspended. The applicable prices and tariffs to that date have been converted into pesos at the exchange rate of \$1 to US\$1.

Moreover, the National Government is entitled to renegotiate such contracts under the following criteria:

the impact of the tariffs upon the competitiveness of the economy and the income distribution;

the quality of the services and plans of investments, if they are contractually foreseen;

the client's interests and the possibility to access of the services;

the security of the systems;

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the profitability of the business.

Decree No. 293/2002 entitled the Ministry of Economy and Infrastructure to renegotiate all these contracts and created the Contracts Renegotiation Commission to give the Ministry the proper counsel. The mentioned decree stated that the public services contracts subject to the renegotiations include the telecommunication area of basic telephone, which is the service rendered by Telecom Argentina.

Then, Decree No. 370/2002 set forth the constitution of such Commission and Resolution No. 20/2002 of the Ministry of Economy approved the Rules for the Renegotiation of Works and Public Services Contracts, including the list of the contracts affected by these rules. The proposals of renegotiations should be filed with the National Government within a term of 120 days from March 1, 2002.

In order to comply with said renegotiation procedure, the Company duly filed with the Contracts Renegotiation Committee information on the impact caused by the economic emergency on its financial position, more specifically on income and the pre-existing mechanisms to adjust tariffs, on operating costs, on indebtedness, on payment commitments with the National Government and on future and on going investments. In addition, Telecom filed economic-financial information for the last three fiscal years and projected information for the years 2002 and 2003.

Resolution No. 38/2002 of the Ministry of Economy establishes that the Public Administration Bodies should not modify, directly or indirectly, the prices and tariffs of the public services in the meantime of the renegotiation.

**NOTE 14 SUSPENSION OF PAYMENTS OF FINANCIAL DEBT OF THE TELECOM GROUP**

As a consequence of the devaluation and the volatility of the Argentine peso, the conversion into pesos of the Company's tariffs and the macroeconomic and regulatory uncertainties explained in Note 3, the Board of Directors, on their meetings held on March 27, 2002 and June 24, 2002, resolved the suspension of principal and interest payments of all its financial debt and its controlled companies' financial debt in Argentina. Notwithstanding this, the Company will continue meeting its obligations related to commercial activity in the ordinary course of business.

As a result of these decisions, as of December 31, 2002, the Telecom Group had principal debt due of US\$593 million, Euro 253 million, Yen 5,143 million and \$179 million, and accrued interest due of US\$45 million, Euro 42 million, Yen 212 million and \$11 million. At March 10, 2003, the Telecom Group has principal debt due of US\$636 million, Euro 253 million, Yen 5,143 million and \$179 million and accrued interest due of US\$47 million, Euro 42 million, Yen 248 million and \$11 million.

The executed loan agreements and the agreements related to the issuance of Corporate bonds include clauses providing for various causes of unfulfillment, among others:

Failure to pay principal or interest of the pertinent loan at maturity;

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Failure to pay principal or interest of any other debt contracted either by Telecom or any of its material subsidiaries that equals or exceeds an aggregate of US\$20 million ( cross default clauses);

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Telecom's written admission of its inability to meet the commitments at maturity;

Any final judgement providing for the payment of an aggregate equal or exceeding US\$20 million;

Telecom or any of its material subsidiaries filing petition for bankruptcy relief or reorganization proceedings, or request for approval of an out of court agreement with creditors.

Under the terms of most loan agreements and the agreements related to the issuance of Corporate bonds executed, the occurrence of any of the above mentioned events entitles grantors (whether banks or holders), their agents or trustees, to consider as due and payable the total principal disbursed and interest accrued pending at the date of such event. The parties, their agents or trustees, may elect to exercise this right.

In the case of any event of default, most of the agreements also provide for economic penalties payable through interest additional to the ordinary loan interest. The additional interest varies between an annual average of 2 and 5 %.

At March 10, 2003, some creditors of Telecom and Personal with debts exceeding an aggregate of US\$20 million have exercised their rights to accelerate their maturity.

The Board of Directors has taken and will continue to take the pertinent measures to preserve the Company's value and maximize the cash flow. Telecom is working with its financial advisors to develop a comprehensive restructuring plan of all its financial debt and the debt of its subsidiaries in Argentina to propose in due time to its creditors. Likewise, the subsidiary Núcleo is entering into a renegotiation process of its financial debt with its financial creditors.

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In this way, on February 12, 2003 and jointly with Personal, the Company announced their intention to launch cash tender offers for a portion of their financial debt obligations and to make partial interest payments on their financial debt obligations. The timing and launch of the tender offers are subject to obtaining the approval or authorization from the BCRA (for both the tender offers and the partial interest payments), the CNV, the BCBA and other regulatory authorities, as appropriate. Additionally, the closing of the tender offers will be subject to a number of conditions as described in the documents relating to the tender offers which will be distributed upon the launch of the tender offers.

The tender offers will be open to the holders of all financial debt obligations of Telecom and Personal, including banks and bondholders. Subject to obtaining all necessary regulatory approvals, the tender offers are expected to be launched in March 2003.

The Company and Personal intend to launch modified reverse Dutch auction tender offers for a portion of their financial debt obligations. Under the modified reverse Dutch auction process, the respective purchase prices will be determined by Telecom and Personal, as the case may be, based on offers submitted by holders of the debt obligations within a specified price range. The price range for such modified reverse Dutch auctions is expected to be 43.5% to 50% of the principal amount of the companies' debt obligations as of June 24, 2002, without giving effect to any accrued but unpaid interest, but will not be finally determined until the launch of the tender offers.

The purchase price will be the lowest price specified by the holders within the price range that will enable Telecom and Personal to use cash of up to the equivalent of US\$260 million and US\$45 million, respectively, to purchase portions of their financial debt obligations. The purchase price will be paid in the respective currency of such debt obligations. All holders whose offers are accepted will receive the same purchase price.

Publicom also expects to conduct a similar tender offer for its financial indebtedness and to make partial interest payments.

The Company and Personal have also announced that they will each make interest payments on their financial debt obligations at the contractual rates, without giving effect to penalties or default rates, for the period through and including June 24, 2002 and will also each make partial interest payments equivalent to 30% of the contractual rates, without giving effect to penalties or default rates, on their financial debt obligations for the period from June 25, 2002 through December 31, 2002. The partial interest payments will be paid on all financial debt obligations, independent of creditors' participation in the tender offers. The partial interest payments are subject to obtaining the necessary regulatory approvals for both the tender offers and the partial interest payments.

The companies are working on the preparation of all the relevant documentation to make all necessary filings and obtain all necessary approvals and authorizations to carry out the tender offers and the partial interest payments as described above. Any further information relating to these transactions shall be published in a timely manner and through appropriate channels.

The tender offers and the partial interest payments are the first steps of the companies' plans to restructure their outstanding financial indebtedness and their ongoing debt service obligations.

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Morgan Stanley & Co. Incorporated and MBA Banco de Inversiones are acting as dealer managers for the tender offers.

**Valuation and disclosure of debt as of December 31, 2002**

Argentine GAAP does not provide for specific rules on disclosure of current and non current liabilities for the above described situation.

In valuation matters, the Group has estimated additional costs for economic penalties of approximately \$34 million as of December 31, 2002, which have been included in Debt in the consolidated balance sheets. At March 10, 2003, the modality and opportunity of payment of capital and accrued compensatory interests are the main subjects of the debt restructuring process. So that, and considering the special circumstances out of the Company's control that led the Group to the suspension of principal and interest payments of all its financial debt, the Company's legal counsels believe that the Company would have a remote probability of accruing any additional cost at the end of this process.

In disclosure matters, during March 2002, the Company classified its debt considering the original maturities because it had been announced the above mentioned debt restructuring process and no creditor had exercised his right of acceleration of maturities.

As some creditors have exercised these rights at the date of issuance of the consolidated financial statements at June 30, 2002, the management of the Company decided, as from that date, to disclose debt with an original non current maturity as current debt. This was done considering the enforceability of liabilities by creditors notwithstanding the fact that they have not been realized. As of December 31, 2002, this reclassification is approximately \$4,813 million. In this way, there are no accounting differences between the Company's accounting policies and U.S.GAAP (SFAS 78).

**NOTE 15 CAUSES OF MANDATORY REDUCTION OF CAPITAL STOCK**

Due to the economic-financial situation described in Note 3, the Company has significantly reduced its shareholders' equity at year-end as a consequence of the losses reported in the present fiscal year, that have absorbed the totality of reserves and more than fifty per cent of the adjusted capital stock.

The future evolution of the Company's shareholders' equity depends to a great extent on the development of the economic-financial crisis described in Note 3 and, in particular, (a) on the fluctuation of the U.S. dollar exchange rate given its impact in the Group's liabilities valuation (93% of the consolidated liabilities as of December 31, 2002 is in foreign currency), (b) on the results of the renegotiation of contracts process described in Note 13 due to the effect generated by the devaluation and the pesification of Telecom's tariffs on the Group's operating results and Telecom's capacity to generate enough cash flows to face its financial obligations in the current maturity dates and (c) the results on the Group's debt restructuring process.

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As the condition described in the first paragraph continues at March 10, 2003, the Company would have to adopt the provisions of section 206, last paragraph of the Argentine Corporation Law referring to the mandatory reduction of capital stock.

However, the National Government through Decree No. 1269/02, has suspended the application of sections 206 and 94, incise 5 of the Argentine Corporation Law until December 10, 2003. Section 94 incise 5 sets forth as a cause of dissolution of a company the loss of capital stock. This situation arises when the Company reports a negative

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shareholders' equity.

**NOTE 16 CONSOLIDATED INFORMATION BY BUSINESS SEGMENT**

Telecommunications services are provided through the distribution of operating activities among various Telecom Group companies. For a better understanding of the distinct activities performed by Telecom Group companies, the management of the Company provides consolidated information by business segment.

In presenting segment information, the Company takes into consideration income and expenses of the individual entities, prior to elimination of intercompany transactions.

Financial expenses related to the acquisition of shares in subsidiaries and subsequent capital contributions have been allocated to voice, data and Internet services.

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*Consolidated information by business segment for the year ended December 31, 2002*

**Statements of operations**

|   | <b>Voice, data<br/>and Internet<br/>services</b> | <b>Cellular<br/>telephone<br/>service</b> | <b>Directories<br/>edition</b> | <b>Total by<br/>business<br/>segment</b> |
|---|--|---|--------------------------------|--|
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b>Net sales</b>  | <b>2,932</b>                                     | <b>1,028</b>                              | <b>23</b>                      | <b>3,983</b>                             |
| Wages and social benefits   | (469)  | (91)                                      | (23)                           | (583)                                    |
| Turnover tax  | (90)   | (40)                                      | (1)                            | (131)                                    |
| Materials and supplies  | (143)  | (32)                                      | (11)                           | (186)                                    |
| Bad debts expense   | (128)  | (54)                                      | (6)                            | (188)                                    |
| Interconnection costs   | (140)  |   |                                | (140)                                    |
| Settlement outgoing expenses  | (102)  |   |                                | (102)                                    |
| Lease of circuits   | (24)   | (17)                                      |                                | (41)                                     |
| Fees for debt restructuring process   | (15)   | (3)                                       |                                | (18)                                     |
| Fees and counsel services   | (14)   | (2)                                       |                                | (16)                                     |
| Repayment for services  | (70)   | (8)                                       | (3)                            | (81)                                     |
| Management fees   | (23)   |   |                                | (23)                                     |
| Advertising   | (14)   | (14)                                      |                                | (28)                                     |
| Cost of cellular handsets   |  | (12)                                      |                                | (12)                                     |
| Agent commissions and card sales  | (25)   | (21)                                      |                                | (46)                                     |
| Others  | (297)  | (214)                                     | (4)                            | (515)                                    |
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b>EBITDA (Non-GAAP measures)</b>   | <b>1,378</b>                                     | <b>520</b>                                | <b>(25)</b>                    | <b>1,873</b>                             |
| Depreciation of fixed assets  | (1,547)  | (412)                                     | (6)                            | (1,965)                                  |
| Amortization of intangible assets   | (65)   | (45)                                      |                                | (110)                                    |
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b>Operating profit (loss)</b>  | <b>(234)</b>                                     | <b>63</b>                                 | <b>(31)</b>                    | <b>(202)</b>                             |
| Equity losses from related companies  | (15)   |   | (8)                            | (23)                                     |
| Depreciation of goodwill  | (10)   |   |                                | (10)                                     |
| Financial and holding results   | (4,243)  | (993)                                     | (27)                           | (5,263)                                  |
| Other expenses, net   | (100)  | (58)                                      | (17)                           | (175)                                    |
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b>Net income (loss) before income tax and minority interest</b>                            | <b>(4,602)</b>                                   | <b>(988)</b>                              | <b>(83)</b>                    | <b>(5,673)</b>                           |
| Income tax  | 1,097  | 184                                       | 13                             | 1,294                                    |
| Minority interest   |  | 25  |                                | 25                                       |
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b>Net income (loss)</b>  | <b>(3,505)</b>                                   | <b>(779)</b>                              | <b>(70)</b>                    | <b>(4,354)</b>                           |
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b><u>Profitability margins (%)</u></b>   |  |   |                                |  |
| EBITDA (Non-GAAP measures)  | 47.0   | 50.6                                      | (108.7)                        | 47.0                                     |
| Operating margin  | (8.0)  | 6.1                                       | (134.8)                        | (5.1)                                    |
| Pretax profit (loss)/Net sales  | (157.0)  | (96.1)                                    | (360.9)                        | (142.4)                                  |
| Net income (loss)/Net sales   | (119.5)  | (75.8)                                    | (304.3)                        | (109.3)                                  |
| ROA (Operating profit (loss)/total assets at beginning of fiscal year) (on an annual basis) | (2.1)  | 1.9                                       | (20.0)                         | (1.4)                                    |
| ROE (Net income (loss)/Shareholders equity less net income (loss)) (on an annual basis)     |  |   |                                | (84.3)                                   |

Equity information

|  |         |       |     |         |
|--|---------|-------|-----|---------|
| Net balance of fixed assets (Exhibit A)      | 7,823   | 1,787 | 8   | 9,618   |
| Net balance of intangible assets (Exhibit B) | 176     | 757   | 4   | 937     |
| Investment in fixed assets (Exhibit A)       | 172     | 63    | 1   | 236     |
| Investment in intangible assets (Exhibit B)  | 1       | 26    |     | 27      |
| Fixed assets depreciation (Exhibit A)        | (1,547) | (415) | (6) | (1,968) |
| Intangible assets amortization (Exhibit B)   | (72)    | (50)  |     | (122)   |

Statements of cash flows

|   |              |              |            |              |
|---|--------------|--------------|------------|--------------|
| <b>Cash flows provided by operating activities</b>                  | <b>1,288</b> | <b>367</b>   |            | <b>1,655</b> |
| <b>Investing activities</b>   |              |              |            |              |
| Fixed assets and intangible assets acquisitions                     | (258)        | (153)        |            | (411)        |
| Other investments not considered as cash or cash equivalents        | 111          | (10)         |            | 101          |
| <b>Total cash flows used for investing activities</b>               | <b>(147)</b> | <b>(163)</b> |            | <b>(310)</b> |
| <b>Financing activities</b>   |              |              |            |              |
| Proceeds and repayments of debt, net                                | (4)          | (20)         |            | (24)         |
| Payment of interest and related expenses                            | (354)        | (88)         | (1)        | (443)        |
| Cash and cash equivalents transfer between segments                 | (84)         | 84           |            |              |
| <b>Total cash flows provided by (used for) financing activities</b> | <b>(442)</b> | <b>(24)</b>  | <b>(1)</b> | <b>(467)</b> |
| <b>Increase in cash and cash equivalents</b>                        | <b>699</b>   | <b>180</b>   | <b>(1)</b> | <b>878</b>   |
| <b>Cash and cash equivalents at the beginning of year</b>           | <b>354</b>   | <b>70</b>    | <b>2</b>   | <b>426</b>   |
| <b>Cash and cash equivalents at year end</b>                        | <b>1,053</b> | <b>250</b>   | <b>1</b>   | <b>1,304</b> |

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*Consolidated information by business segment for the year ended December 31, 2001*

**Statements of operations**

|   | <b>Voice, data<br/>and Internet<br/>services</b> | <b>Cellular<br/>telephone<br/>service</b> | <b>Directories<br/>edition</b> | <b>Total by<br/>business<br/>segment</b> |
|---|--|---|--------------------------------|--|
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b>Net sales</b>  | <b>5,093</b>                                     | <b>1,809</b>                              | <b>102</b>                     | <b>7,004</b>                             |
| Wages and social benefits   | (875)  | (177)                                     | (89)                           | <b>(1,141)</b>                           |
| Turnover tax  | (161)  | (68)                                      | (4)                            | <b>(233)</b>                             |
| Materials and supplies  | (284)  | (37)                                      | (26)                           | <b>(347)</b>                             |
| Bad debts expense   | (403)  | (134)                                     | (26)                           | <b>(563)</b>                             |
| Interconnection costs   | (212)  |   |                                | <b>(212)</b>                             |
| Settlement outgoing expenses  | (70)   |   |                                | <b>(70)</b>                              |
| Lease of circuits   | (37)   | (31)                                      |                                | <b>(68)</b>                              |
| Fees and counsel services   | (28)   | (9)                                       |                                | <b>(37)</b>                              |
| Repayment for services  | (138)  | (15)                                      | (24)                           | <b>(177)</b>                             |
| Management fees   | (229)  |   |                                | <b>(229)</b>                             |
| Advertising   | (131)  | (46)                                      | (2)                            | <b>(179)</b>                             |
| Cost of cellular handsets   |  | (113)                                     |                                | <b>(113)</b>                             |
| Agent commissions and card sales  | (48)   | (65)                                      |                                | <b>(113)</b>                             |
| Others  | (430)  | (372)                                     | (11)                           | <b>(813)</b>                             |
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b>EBITDA (Non-GAAP measures)</b>   | <b>2,047</b>                                     | <b>742</b>                                | <b>(80)</b>                    | <b>2,709</b>                             |
| Depreciation of fixed assets  | (1,282)  | (391)                                     | (4)                            | <b>(1,677)</b>                           |
| Amortization of intangible assets   | (70)   | (63)                                      |                                | <b>(133)</b>                             |
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b>Operating profit (loss)</b>  | <b>695</b>                                       | <b>288</b>                                | <b>(84)</b>                    | <b>899</b>                               |
| Equity losses from related companies  | (6)  |   |                                | <b>(6)</b>                               |
| Depreciation of goodwill  | (17)   | (1)                                       |                                | <b>(18)</b>                              |
| Financial and holding results   | (358)  | (145)                                     |                                | <b>(503)</b>                             |
| Other expenses, net   | (98)   | (22)                                      | (9)                            | <b>(129)</b>                             |
| Unusual losses  | (26)   | (7)                                       |                                | <b>(33)</b>                              |
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b>Net income (loss) before income tax and minority interest</b>                            | <b>190</b>                                       | <b>113</b>                                | <b>(93)</b>                    | <b>210</b>                               |
| Income tax  | (85)   | (59)                                      | 33                             | <b>(111)</b>                             |
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b>Net income (loss)</b>  | <b>105</b>                                       | <b>54</b>                                 | <b>(60)</b>                    | <b>99</b>                                |
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b><u>Profitability margins (%)</u></b>   |  |   |                                |  |
| EBITDA (Non-GAAP measures)  | 40.2   | 41.0                                      | (78.4)                         | <b>38.7</b>                              |
| Operating margin  | 13.6   | 15.9                                      | (82.4)                         | <b>12.8</b>                              |
| Pretax profit (loss)/Net sales  | 3.7  | 6.2                                       | (91.2)                         | <b>3.0</b>                               |
| Net income (loss)/Net sales   | 2.1  | 3.0                                       | (58.8)                         | <b>1.4</b>                               |
| ROA (Operating profit (loss)/total assets at beginning of fiscal year) (on an annual basis) | 5.8  | 8.2                                       | (59.2)                         | <b>5.8</b>                               |
| ROE (Net income (loss)/Shareholders equity less net income (loss)) (on an annual basis)     |  |   |                                | <b>1.8</b>                               |



Equity information

|  |         |       |     |                |
|--|---------|-------|-----|----------------|
| Net balance of fixed assets (Exhibit A)      | 8,708   | 1,814 | 13  | <b>10,535</b>  |
| Net balance of intangible assets (Exhibit B) | 249     | 780   | 4   | <b>1,033</b>   |
| Investment in fixed assets (Exhibit A)       | 722     | 297   | 7   | <b>1,026</b>   |
| Investment in intangible assets (Exhibit B)  | 15      | 66    |     | <b>81</b>      |
| Fixed assets depreciation (Exhibit A)        | (1,282) | (391) | (4) | <b>(1,677)</b> |
| Intangible assets amortization (Exhibit B)   | (77)    | (67)  |     | <b>(144)</b>   |

Statements of cash flows

|   |                |              |            |                |
|---|----------------|--------------|------------|----------------|
| <b>Cash flows provided by (used for) operating activities</b>       | <b>1,981</b>   | <b>430</b>   | <b>4</b>   | <b>2,415</b>   |
| <b>Investing activities</b>   |                |              |            |                |
| Fixed, intangible asset and investment acquisitions                 | (848)          | (546)        | (7)        | <b>(1,401)</b> |
| Other investments not considered as cash or cash equivalents        | (7)            |              |            | <b>(7)</b>     |
| <b>Total cash flows used for investing activities</b>               | <b>(855)</b>   | <b>(546)</b> | <b>(7)</b> | <b>(1,408)</b> |
| <b>Financing activities</b>   |                |              |            |                |
| Proceeds and repayments of debt, net                                | 40             | 107          | 4          | <b>151</b>     |
| Payment of interest and related expenses                            | (811)          | (146)        |            | <b>(957)</b>   |
| Dividends paid  | (464)          |              |            | <b>(464)</b>   |
| Cash and cash equivalents transfer between segments                 | (218)          | 218          |            |                |
| <b>Total cash flows provided by (used for) financing activities</b> | <b>(1,453)</b> | <b>179</b>   | <b>4</b>   | <b>(1,270)</b> |
| <b>Increase (decrease) in cash and cash equivalents</b>             | <b>(327)</b>   | <b>63</b>    | <b>1</b>   | <b>(263)</b>   |
| Cash and cash equivalents at the beginning of year                  | 682            | 7            |            | <b>689</b>     |
| <b>Cash and cash equivalents at year end</b>                        | <b>355</b>     | <b>70</b>    | <b>1</b>   | <b>426</b>     |

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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*Consolidated information by business segment for the twelve month period ended December 31, 2000*

**Statements of operations**

|   | <b>Voice, data<br/>and Internet<br/>services</b> | <b>Cellular<br/>telephone<br/>service</b> | <b>Directories<br/>edition</b> | <b>Total by<br/>business<br/>segment</b> |
|---|--|---|--------------------------------|--|
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b>Net sales</b>  | <b>5,327</b>                                     | <b>1,907</b>                              | <b>115</b>                     | <b>7,349</b>                             |
| Wages and social benefits   | (845)  | (164)                                     | (89)                           | <b>(1,098)</b>                           |
| Turnover tax  | (160)  | (59)                                      | (4)                            | <b>(223)</b>                             |
| Materials and supplies  | (323)  | (28)                                      | (31)                           | <b>(382)</b>                             |
| Bad debts expense   | (216)  | (111)                                     | (7)                            | <b>(334)</b>                             |
| Interconnection costs   | (301)  |   |                                | <b>(301)</b>                             |
| Settlement outgoing expenses  | (94)   |   |                                | <b>(94)</b>                              |
| Lease of circuits   | (40)   | (24)                                      |                                | <b>(64)</b>                              |
| Fees and counsel services   | (39)   | (15)                                      |                                | <b>(54)</b>                              |
| Repayment for services  | (124)  | (23)                                      | (7)                            | <b>(154)</b>                             |
| Management fees   | (286)  |   |                                | <b>(286)</b>                             |
| Advertising   | (152)  | (55)                                      | (2)                            | <b>(209)</b>                             |
| Cost of cellular handsets   |  | (175)                                     |                                | <b>(175)</b>                             |
| Agent commissions and card sales  | (72)   | (221)                                     |                                | <b>(293)</b>                             |
| Others  | (439)  | (334)                                     | (11)                           | <b>(784)</b>                             |
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b>EBITDA (Non-GAAP measures)</b>   | <b>2,236</b>                                     | <b>698</b>                                | <b>(36)</b>                    | <b>2,898</b>                             |
| Depreciation of fixed assets  | (1,294)  | (286)                                     | (4)                            | <b>(1,584)</b>                           |
| Amortization of intangible assets   | (64)   | (52)                                      |                                | <b>(116)</b>                             |
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b>Operating profit (loss)</b>  | <b>878</b>                                       | <b>360</b>                                | <b>(40)</b>                    | <b>1,198</b>                             |
| Equity losses from related companies  | (2)  |   |                                | <b>(2)</b>                               |
| Depreciation of goodwill  | (15)   |   |                                | <b>(15)</b>                              |
| Financial and holding results   | (325)  | (154)                                     |                                | <b>(479)</b>                             |
| Other expenses, net   | (96)   | (7)                                       | (2)                            | <b>(105)</b>                             |
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b>Net income (loss) before income tax and minority interest</b>                            | <b>440</b>                                       | <b>199</b>                                | <b>(42)</b>                    | <b>597</b>                               |
| Income tax  | (183)  | (72)                                      | 15                             | <b>(240)</b>                             |
| Minority interest   |  | 2   |                                | <b>2</b>                                 |
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b>Net income (loss)</b>  | <b>257</b>                                       | <b>129</b>                                | <b>(27)</b>                    | <b>359</b>                               |
|   | <u>          </u>                                | <u>          </u>                         | <u>          </u>              | <u>          </u>                        |
| <b><u>Profitability margins (%)</u></b>   |  |   |                                |  |
| EBITDA (Non-GAAP measures)  | 42.0   | 36.6                                      | (31.3)                         | <b>39.4</b>                              |
| Operating margin  | 16.5   | 18.9                                      | (34.8)                         | <b>16.3</b>                              |
| Pretax profit (loss)/Net sales  | 8.3  | 10.4                                      | (36.5)                         | <b>8.1</b>                               |
| Net income (loss)/Net sales   | 4.8  | 6.8                                       | (23.5)                         | <b>4.9</b>                               |
| ROA (Operating profit (loss)/total assets at beginning of fiscal year) (on an annual basis) | 7.2  | 12.4                                      | (30.5)                         | <b>7.8</b>                               |
| ROE (Net income (loss)/Shareholders' equity less net income (loss)) (on an annual basis)    |  |   |                                | <b>6.6</b>                               |

Equity information

|  |         |       |     |         |
|--|---------|-------|-----|---------|
| Net balance of fixed assets (Exhibit A)      | 9,336   | 1,911 | 10  | 11,257  |
| Net balance of intangible assets (Exhibit B) | 311     | 778   | 7   | 1,096   |
| Investment in fixed assets (Exhibit A)       | 1,307   | 672   | 4   | 1,983   |
| Investment in intangible assets (Exhibit B)  | 63      | 74    |     | 137     |
| Fixed assets depreciation (Exhibit A)        | (1,294) | (286) | (4) | (1,584) |
| Intangible assets amortization (Exhibit B)   | (71)    | (52)  |     | (123)   |

Statements of cash flows

|   |                |              |            |                |
|---|----------------|--------------|------------|----------------|
| <b>Cash flows provided by (used for) operating activities</b>       | <b>2,327</b>   | <b>201</b>   | <b>6</b>   | <b>2,534</b>   |
| <b>Investing activities</b>   |                |              |            |                |
| Non current investments and related intangible asset acquisitions   | (15)           |              |            | (15)           |
| Fixed asset and intangible asset acquisitions                       | (1,188)        | (607)        | (4)        | (1,799)        |
| Other investments not considered as cash or cash equivalents        | 436            |              |            | 436            |
| <b>Total cash flows used for investing activities</b>               | <b>(767)</b>   | <b>(607)</b> | <b>(4)</b> | <b>(1,378)</b> |
| <b>Financing activities</b>   |                |              |            |                |
| Proceeds and repayments of debt, net                                | (254)          | 364          | (2)        | 108            |
| Payment of interest and related expenses                            | (581)          | (129)        |            | (710)          |
| Dividends paid  | (292)          |              |            | (292)          |
| Cash and cash equivalents transfer between segments                 | (137)          | 137          |            |                |
| <b>Total cash flows provided by (used for) financing activities</b> | <b>(1,264)</b> | <b>372</b>   | <b>(2)</b> | <b>(894)</b>   |
| <b>Increase (decrease) in cash and cash equivalents</b>             | <b>296</b>     | <b>(34)</b>  |            | <b>262</b>     |
| <b>Cash and cash equivalents at the beginning of period</b>         | <b>388</b>     | <b>39</b>    |            | <b>427</b>     |
| <b>Cash and cash equivalents at period end</b>                      | <b>684</b>     | <b>5</b>     |            | <b>689</b>     |

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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**NOTE 17 CONSOLIDATED QUARTERLY INFORMATION (unaudited)**

| Quarter ended            | Net sales    | EBITDA (Non-GAAP measures) | Operating profit | Net financial and holding results income (loss) | Net income (loss) |
|--------------------------|--------------|----------------------------|------------------|---|-------------------|
| <b><i>Year 2002:</i></b> |              |                            |                  |   |                   |
| March 31,                | 1,354        | 621                        | 78               | (5,381)   | (3,715)           |
| June 30,                 | 923          | 393                        | (121)            | (1,489)   | (904)             |
| September 30,            | 851          | 393                        | (132)            | 1,051   | 479               |
| December 31,             | 855          | 466                        | (27)             | 556   | (214)             |
|                          | <b>3,983</b> | <b>1,873</b>               | <b>(202)</b>     | <b>(5,263)</b>                                  | <b>(4,354)</b>    |
| <b><i>Year 2001:</i></b> |              |                            |                  |   |                   |
| March 31,                | 1,783        | 690                        | 249              | (122)   | 68                |
| June 30,                 | 1,728        | 691                        | 236              | (121)   | 21                |
| September 30,            | 1,805        | 741                        | 283              | (121)   | 49                |
| December 31,             | 1,688        | 587                        | 131              | (139)   | (39)              |
|                          | <b>7,004</b> | <b>2,709</b>               | <b>899</b>       | <b>(503)</b>                                    | <b>99</b>         |
| <b><i>Year 2000:</i></b> |              |                            |                  |   |                   |
| March 31,                | 1,797        | 727                        | 321              | (113)   | 98                |
| June 30,                 | 1,858        | 738                        | 325              | (130)   | 128               |
| September 30,            | 1,863        | 727                        | 308              | (121)   | 67                |
| December 31,             | 1,831        | 706                        | 244              | (115)   | 66                |
|                          | <b>7,349</b> | <b>2,898</b>               | <b>1,198</b>     | <b>(479)</b>                                    | <b>359</b>        |

**NOTE 18 RELEVANT ADDITIONAL INFORMATION**

The management of the Company considers useful to include the following information in order to facilitate the analysis and understanding of the main business variables and, particularly, the way in which the restatement in constant pesos process has impacted in sales, operating costs, EBITDA (Non-GAAP measures), financial and holding results and the different captions of the consolidated statement of cash flows. The reconciliation, on a line by line basis, of these historical figures to inflation adjusted amounts as required by Argentine GAAP is included in Exhibit J. The historical amounts, which have been used to determine the figures in constant pesos at December 31, 2002, 2001 and 2000, are as follows:

So that, the historical amounts, which have been used to determine the figures in constant pesos at December 31, 2002, 2001 and 2000, are as follows:

**CONSOLIDATED NET SALES**

|   | Years/twelve month period<br>ended December 31, |              |              |
|---|---|--------------|--------------|
|   | 2002  | 2001         | 2000         |
| <b>National basic telephone service</b>       |   |              |              |
| Local measured service                        | 439   | 439          | 423          |
| DLD measured service                          | 370   | 377          | 434          |
| Monthly basic charges                         | 494   | 553          | 540          |
| Supplementary services (monthly charges)      | 95  | 112          | 128          |
| Installation fees                             | 17  | 24           | 22           |
| Public telephones                             | 152   | 172          | 199          |
| Interconnection fixed                         | 104   | 81           | 145          |
| Interconnection cellular                      | 32  | 19           | 34           |
| Lease of lines and circuits fixed             | 15  | 22           | 14           |
| Lease of lines and circuits cellular          | 18  | 17           | 16           |
| Others  | 50  | 69           | 44           |
| <b>Total National basic telephone service</b> | <b>1,786</b>                                    | <b>1,885</b> | <b>1,999</b> |
| <b>International telephone service</b>        |   |              |              |
| Outgoing revenues                             | 136   | 123          | 132          |
| Settlement revenues (net)                     | 75  | 33           | 54           |
| <b>Total International telephone service</b>  | <b>211</b>                                      | <b>156</b>   | <b>186</b>   |
| <b>Data transmission</b>                      |   |              |              |
| Terrestrial network                           | 84  | 68           | 70           |
| Lease of data circuits                        | 25  | 35           | 32           |
| Internet traffic                              | 107   | 95           | 76           |
| International connectivity                    | 66  | 40           | 34           |
| Others  | 17  | 24           | 20           |
| <b>Total Data transmission</b>                | <b>299</b>                                      | <b>262</b>   | <b>232</b>   |
| <b>Internet</b>                               |   |              |              |
| Internet monthly fee                          | 46  | 31           | 24           |
| <b>Total Internet</b>                         | <b>46</b>                                       | <b>31</b>    | <b>24</b>    |

## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

|  | Years/twelve month period<br>ended December 31, |                |                |
|--|---|----------------|----------------|
|  | 2002  | 2001           | 2000           |
| <b>Cellular telephony</b>  |   |                |                |
| <b>Personal</b>  |   |                |                |
| Monthly fee and measured service   | 236   | 303            | 318            |
| Pre-paid card  | 124   | 106            | 66             |
| Calling Party Pays   | 225   | 245            | 304            |
| Others   | 102   | 114            | 128            |
|  | <b>687</b>                                      | <b>768</b>     | <b>816</b>     |
| <b>Núcleo</b>  |   |                |                |
| Monthly fee and measured service   | 50  | 17             | 15             |
| Pre-paid card  | 28  | 8              | 11             |
| Calling Party Pays   | 82  | 32             | 29             |
| Others   | 16  | 4              | 3              |
|  | <b>176</b>                                      | <b>61</b>      | <b>58</b>      |
| <b>Total cellular telephony</b>  | <b>863</b>                                      | <b>829</b>     | <b>874</b>     |
| <b>Total directories edition</b>   | <b>23</b>                                       | <b>47</b>      | <b>53</b>      |
| <b>Total historical net sales</b>  | <b>3,228</b>                                    | <b>3,210</b>   | <b>3,368</b>   |
| Restatement in constant pesos  | 755   | 3,794          | 3,981          |
| <b>Total net sales in constant pesos</b>   | <b>3,983</b>                                    | <b>7,004</b>   | <b>7,349</b>   |
| <b><u>CONSOLIDATED OPERATING COSTS WITHOUT DEPRECIATION AND AMORTIZATION</u></b> |   |                |                |
| Wages and social benefits  | (461)   | (523)          | (503)          |
| Taxes  | (77)  | (86)           | (75)           |
| Taxes on bank debits and credits(*)  | (37)  |                |                |
| Turnover tax   | (107)   | (107)          | (102)          |
| Materials and supplies   | (143)   | (159)          | (175)          |
| Transport and freight  | (31)  | (44)           | (40)           |
| Bad debt expense   | (127)   | (258)          | (153)          |
| Interconnection costs  | (112)   | (97)           | (138)          |
| Settlement outgoing expenses   | (83)  | (32)           | (43)           |
| Lease of circuits  | (41)  | (31)           | (29)           |
| Fees for debt restructuring process  | (18)  |                |                |
| Fees and counsel services  | (13)  | (17)           | (25)           |
| Repayment for services   | (65)  | (81)           | (71)           |
| Management fees  | (13)  | (105)          | (131)          |
| Advertising  | (22)  | (82)           | (96)           |
| Cost of cellular handsets  | (10)  | (52)           | (80)           |
| Agent commissions and card sales   | (41)  | (52)           | (134)          |
| Other  | (273)   | (242)          | (245)          |
| <b>Total historical operating costs without depreciation and amortization</b>    | <b>(1,674)</b>                                  | <b>(1,968)</b> | <b>(2,040)</b> |

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|  |                |                |                |
|--|----------------|----------------|----------------|
| Restatement in constant pesos  | (436)          | (2,327)        | (2,411)        |
| <b>Total operating costs without depreciation and amortization in constant pesos</b>                     | <b>(2,110)</b> | <b>(4,295)</b> | <b>(4,451)</b> |
| <b><u>CONSOLIDATED EBITDA (Non-GAAP measures)</u></b>  |                |                |                |
| Historical net sales   | 3,228          | 3,210          | 3,368          |
| Historical operating costs without depreciation and amortization   | (1,674)        | (1,968)        | (2,040)        |
| <b>Historical EBITDA (Non-GAAP measures)</b>   | <b>1,554</b>   | <b>1,242</b>   | <b>1,328</b>   |
| Restatement in constant pesos  | 319            | 1,467          | 1,570          |
| <b>EBITDA (Non-GAAP measures) in constant pesos</b>  | <b>1,873</b>   | <b>2,709</b>   | <b>2,898</b>   |
| <b><u>CONSOLIDATED FINANCIAL AND HOLDING RESULTS</u></b>   |                |                |                |
| Interest earned on short term investments and trade accounts receivable                                  | 119            | 63             | 66             |
| Foreign currency exchange gains  | 768            | (1)            |                |
| Results on holding of national and provincial public bonds by collection                                 | (32)           |                |                |
| Other financial results  | 11             | (6)            | 7              |
| <b>Historical financial results generated by assets</b>  | <b>866</b>     | <b>56</b>      | <b>73</b>      |
| Restatement in constant pesos  | (2,407)        | 63             | 90             |
| <b>Financial and holding results in constant pesos generated by assets</b>                               | <b>(1,541)</b> | <b>119</b>     | <b>163</b>     |
| Interest on debt   | (784)          | (304)          | (295)          |
| Foreign currency exchange losses   | (7,949)        | (6)            | 2              |
| Results from swap cancellation   | (247)          |                |                |
| Other financial results  | (16)           | (22)           | (60)           |
| <b>Historical financial results generated by liabilities</b>   | <b>(8,996)</b> | <b>(332)</b>   | <b>(353)</b>   |
| Restatement in constant pesos  | 4,317          | (393)          | (418)          |
| <b>Financial and holding results in constant pesos generated by liabilities</b>                          | <b>(4,679)</b> | <b>(725)</b>   | <b>(771)</b>   |
| Capitalized interest on work in progress and intangible assets in constant pesos                         | 66             | 103            | 129            |
| Capitalized foreign currency exchange differences by debt for fixed assets acquisition in constant pesos | 891            |                |                |
| <b>Total financial and holding results in constant pesos</b>   | <b>(5,263)</b> | <b>(503)</b>   | <b>(479)</b>   |

(\*) At December 01 were disclosed in unusual losses.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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**CONSOLIDATED STATEMENT OF CASH FLOWS**

|  | Years/twelve month period<br>ended December 31, |                |                |
|--|---|----------------|----------------|
|  | 2002  | 2001           | 2000           |
| <b><u>CASH FLOWS PROVIDED BY (USED FOR) OPERATING ACTIVITIES</u></b>                   |   |                |                |
| Net income (loss) in constant pesos  | (4,354)   | 99             | 359            |
| Depreciation of fixed assets and amortization of intangible assets in constant pesos   | 2,075   | 1,810          | 1,700          |
| Historical foreign currency exchange differences by assets                             | 200   |                |                |
| Other results and a decrease or increase in assets and liabilities                     | 3,691   | (787)          | (897)          |
|  | <u>1,612</u>                                    | <u>1,122</u>   | <u>1,162</u>   |
| <b>Total historical cash flows provided by operating activities</b>                    | <b>1,612</b>                                    | <b>1,122</b>   | <b>1,162</b>   |
| Restatement in constant pesos  | 43  | 1,293          | 1,372          |
|  | <u>1,655</u>                                    | <u>2,415</u>   | <u>2,534</u>   |
| <b>Total cash flows provided by operating activities in constant pesos</b>             | <b>1,655</b>                                    | <b>2,415</b>   | <b>2,534</b>   |
| <b><u>CASH FLOWS PROVIDED BY (USED FOR) INVESTING ACTIVITIES</u></b>                   |   |                |                |
| Fixed asset and intangible asset acquisition   | (294)   | (642)          | (825)          |
| Investments not considered as cash or cash equivalents                                 | 114   | (3)            | 193            |
|  | <u>(180)</u>                                    | <u>(645)</u>   | <u>(632)</u>   |
| <b>Total historical cash flows used for investing activities</b>                       | <b>(180)</b>                                    | <b>(645)</b>   | <b>(632)</b>   |
| Restatements in constant pesos   | (130)   | (763)          | (746)          |
|  | <u>(310)</u>                                    | <u>(1,408)</u> | <u>(1,378)</u> |
| <b>Total cash flows used for investing activities in constant pesos</b>                | <b>(310)</b>                                    | <b>(1,408)</b> | <b>(1,378)</b> |
| <b><u>CASH FLOWS PROVIDED BY (USED FOR) FINANCING ACTIVITIES</u></b>                   |   |                |                |
| Proceeds and repayments of debt, net   | (21)  | 69             | 49             |
| Payment of interest and related expenses   | (302)   | (439)          | (325)          |
| Dividends paid   |   | (213)          | (134)          |
|  | <u>(323)</u>                                    | <u>(583)</u>   | <u>(410)</u>   |
| <b>Total historical cash flows used for financing activities</b>                       | <b>(323)</b>                                    | <b>(583)</b>   | <b>(410)</b>   |
| Restatement in constant pesos  | (144)   | (687)          | (484)          |
|  | <u>(467)</u>                                    | <u>(1,270)</u> | <u>(894)</u>   |
| <b>Total cash flows used for financing activities in constant pesos</b>                | <b>(467)</b>                                    | <b>(1,270)</b> | <b>(894)</b>   |
| <b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS in constant pesos</b>              | <b>878</b>                                      | <b>(263)</b>   | <b>262</b>     |
| <b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR/PERIOD in constant pesos</b> | <b>426</b>                                      | <b>689</b>     | <b>427</b>     |
|  | <u>1,304</u>                                    | <u>426</u>     | <u>689</u>     |
| <b>CASH AND CASH EQUIVALENTS AT YEAR/PERIOD END in constant pesos</b>                  | <b>1,304</b>                                    | <b>426</b>     | <b>689</b>     |

**NOTE 19 UNCONSOLIDATED INFORMATION**

The following is a summary of financial unconsolidated information of the Company:



*Balance sheets*

|  | <b>At December 31,</b> |               |
|--|------------------------|---------------|
|  | <b>2002</b>            | <b>2001</b>   |
| <b>ASSETS</b>                            |                        |               |
| <b>CURRENT ASSETS</b>                    |                        |               |
| Cash and banks                           | 34                     | 66            |
| Investments                              | 1,187                  | 316           |
| Trade accounts receivable                | 382                    | 986           |
| Other receivables                        | 53                     | 561           |
| <b>Total current assets</b>              | <b>1,656</b>           | <b>1,929</b>  |
| <b>NON-CURRENT ASSETS</b>                |                        |               |
| Trade accounts receivable                |                        | 2             |
| Other receivables                        | 79                     | 41            |
| Investments                              | 539                    | 1,402         |
| Fixed assets                             | 7,821                  | 8,707         |
| Intangible assets                        | 176                    | 249           |
| Goodwill                                 |                        | 10            |
| <b>Total non-current assets</b>          | <b>8,615</b>           | <b>10,411</b> |
| <b>Total assets</b>                      | <b>10,271</b>          | <b>12,340</b> |
| <b>LIABILITIES</b>                       |                        |               |
| <b>CURRENT LIABILITIES</b>               |                        |               |
| Accounts payable                         | 275                    | 829           |
| Debt                                     | 8,847                  | 1,560         |
| Compensation and social benefits payable | 55                     | 109           |
| Taxes payable                            | 84                     | 129           |
| Other liabilities                        | 22                     | 45            |
| Reserves                                 | 6                      | 8             |
| <b>Total current liabilities</b>         | <b>9,289</b>           | <b>2,680</b>  |
| <b>NON-CURRENT LIABILITIES</b>           |                        |               |
| Accounts payable                         |                        | 9             |
| Debt                                     |                        | 3,841         |
| Compensation and social benefits payable | 29                     | 83            |
| Taxes payable                            |                        | 428           |
| Other liabilities                        | 29                     | 28            |
| Reserves                                 | 103                    | 106           |

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|  |        |        |
|--|--------|--------|
| <b>Total non-current liabilities</b>             | 161    | 4,495  |
| <b>Total liabilities</b>                         | 9,450  | 7,175  |
| <b>TEMPORARY DIFFERENCES FROM TRANSLATION</b>    | 10     |        |
| <b>SHAREHOLDERS EQUITY</b>                       | 811    | 5,165  |
| <b>Total liabilities and Shareholders equity</b> | 10,271 | 12,340 |

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*Statements of operations*

|  | Years/twelve month period<br>ended December 31, |              |              |
|--|---|--------------|--------------|
|  | 2002  | 2001         | 2000         |
| Net sales                                  | 3,048   | 5,267        | 5,440        |
| Cost of services provided                  | (2,285)   | (2,743)      | (2,763)      |
| <b>Gross profit</b>                        | <b>763</b>                                      | <b>2,524</b> | <b>2,677</b> |
| Administrative expenses                    | (152)   | (308)        | (271)        |
| Sales expenses                             | (741)   | (1,386)      | (1,309)      |
| <b>Operating profit</b>                    | <b>(130)</b>                                    | <b>830</b>   | <b>1,097</b> |
| Equity losses from related companies       | (1,009)   | (104)        | (125)        |
| Depreciation of goodwill                   | (10)  | (17)         | (15)         |
| Financial and holding results              | (4,201)   | (351)        | (308)        |
| Other expense, net                         | (99)  | (98)         | (76)         |
| Unusual losses                             |   | (26)         |              |
| <b>Net income (loss) before income tax</b> | <b>(5,449)</b>                                  | <b>234</b>   | <b>573</b>   |
| Income tax                                 | 1,095   | (135)        | (214)        |
| <b>Net income (loss)</b>                   | <b>(4,354)</b>                                  | <b>99</b>    | <b>359</b>   |

*Statements of cash flows*

|  | Years/twelve month period<br>ended December 31, |                |                |
|--|---|----------------|----------------|
|  | 2002  | 2001           | 2000           |
| <b>CASH FLOWS PROVIDED BY OPERATING ACTIVITIES</b>                 | <b>1,283</b>                                    | <b>2,000</b>   | <b>2,441</b>   |
| <b>CASH FLOWS PROVIDED BY (USED FOR) INVESTING ACTIVITIES</b>      |   |                |                |
| Non current investments and related intangible assets acquisitions |   | (264)          | (385)          |
| Fixed asset acquisitions   | (254)   | (825)          | (1,040)        |
| Intangible asset acquisitions                                      | (3)   | (15)           | (41)           |
| Other investments not considered as cash or cash equivalents       | 27  | 2              | 460            |
| <b>Total cash flows used for investing activities</b>              | <b>(230)</b>                                    | <b>(1,102)</b> | <b>(1,006)</b> |
| <b>CASH FLOWS PROVIDED BY (USED FOR) FINANCING ACTIVITIES</b>      |   |                |                |
| Debt proceeds  |   | 635            | 1,310          |
| Repayment of debt  | (4)   | (587)          | (1,573)        |
| Payment of interest and related expenses                           | (354)   | (811)          | (572)          |
| Dividends paid   |   | (464)          | (292)          |

|  |              |                |                |
|--|--------------|----------------|----------------|
| <b>Total cash flows used for financing activities</b>            | <b>(358)</b> | <b>(1,227)</b> | <b>(1,127)</b> |
| <b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>          | <b>695</b>   | <b>(329)</b>   | <b>308</b>     |
| <b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF YEAR/PERIOD</b> | <b>354</b>   | <b>683</b>     | <b>375</b>     |
| <b>CASH AND CASH EQUIVALENTS AT YEAR/PERIOD END</b>              | <b>1,049</b> | <b>354</b>     | <b>683</b>     |

**NOTE 20 DIFFERENCES BETWEEN ARGENTINE AND U.S.GAAP**

To facilitate the use of financial information by both local and foreign investors, the Company has included in these consolidated financial statements a summary of the principal differences between Argentine and U.S.GAAP.

These financial statements have been prepared assuming the Company will continue as a going concern. The condition described in Notes 3, 13, and 14 affected the Company's operations and ability to pay its financial obligations. Management's plan in regard to these matters, as the renegotiations of Telecom's tariffs and the restructuring of the financial debt of the Company, are described in Notes 13, 14 and 22. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that might result from the outcome of these uncertainties.

In recent years and to the extent permitted by GAAP, the Company has attempted to reduce the differences of criteria in order to facilitate the analysis of its financial results by both local and foreign investors.

The Company has also considered SFAS No. 141 Business Combinations, SFAS No. 142 Goodwill and Other Intangible Assets, SFAS No. 144 Accounting for the Impairment or Disposal of Long-Lived Assets, SFAS No. 145 Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections and SFAS No. 147 Acquisitions of Certain Financial Institutions an amendment of FASB

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Statements No. 72 and 144 and FASB Interpretation No. 9 , which were effective for the Company during the year ended December 31, 2002.

Pursuant to the Company's analysis, the remaining differences between Argentine and U.S.GAAP are grouped as follows:

**1. Differences related to measurement unit**

***Restatement of Financial Statements for Wholesale Price Index changes***

As described in Note 4.1.d, the accompanying financial statements have been prepared in million of Argentine pesos of constant currency, recognizing the inflation effects. However, in general, U.S.GAAP does not allow for the restatement of financial statements in units of constant currency.

Under U.S.GAAP, account balances and transactions are stated in units of currency of the period in which the transactions were originated. This accounting criterion is known as the historical-cost-based method. U.S.GAAP only allows for the restatement of financial statements in countries with highly inflationary economies as defined by U.S.GAAP.

Notwithstanding the above, the SEC does not require for those companies that prepare its financial statements under local standards, the elimination of the restatement in constant pesos in the reconciliation of Argentine GAAP to U.S.GAAP. As a consequence of that, the reconciliation of net income and shareholders' equity prepared under local standards to U.S.GAAP does not include a reconciling item for this issue.

**2. Differences related to the disclosure criteria**

***Other expenses, net in the Consolidated statements of operations***

Under U.S.GAAP the following items included in the financial statement caption "Other expenses, net" would have been reclassified as a deduction from Operating profit:

|                            | Years/twelve month period ended<br>December 31, |      |      |
|----------------------------|---|------|------|
|                            | 2002  | 2001 | 2000 |
|                            | <b>Income (expense)</b>                         |      |      |
| Termination benefits       | (48)  | (83) | (48) |
| Reserves for contingencies | (100)   | (39) | (46) |

|              |              |              |             |
|--------------|--------------|--------------|-------------|
| <b>Total</b> | <u>(148)</u> | <u>(122)</u> | <u>(94)</u> |
|--------------|--------------|--------------|-------------|

*Reclassification of Deferred tax assets and liabilities in the Consolidated balance sheets*

The Company has classified its deferred tax balances as current or non current, considering the moment that the temporary differences will be realized and the expected moment that deferred tax assets related to carryforwards will be used. However, under U.S.GAAP, deferred tax assets and liabilities shall be classified as current or non current based on the classification of the related asset or liabilities for financial reporting, while deferred tax assets related to carryforwards shall be classified according to their expected reversal date.

The effects of classification of deferred tax assets and liabilities as required under U.S.GAAP, before considering the tax effects originated by the differences mentioned in point 3, are as follows:

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|   | Net deferred tax assets<br>(liabilities) |                |              |
|---|--|----------------|--------------|
|   | Current                                  | Non<br>current | Total        |
| <b>Amounts per consolidated balance sheets at December 31, 2002</b> | <b>4</b>                                 | <b>9</b>       | <b>13</b>    |
| Reclassification of deferred tax assets and liabilities             |  |                |              |
| <b>Revised amounts under per U.S.GAAP at December 31, 2002 (*)</b>  | <b>4</b>                                 | <b>9</b>       | <b>13</b>    |
| <b>Revised amounts under per U.S.GAAP at December 31, 2001</b>      | <b>218</b>                               | <b>(520)</b>   | <b>(302)</b> |

(\*) Under U.S.GAAP, a valuation allowance for the total amount of this tax credit has been recorded (see Recoverability of tax credits described in 3 below).

***Classification of financial indebtedness as of December 31, 2001***

As described in Note 14, the Board of Directors resolved the suspension of the principal and interest payments of all its financial debt and its controlled companies' financial debt in Argentina during the year 2002.

Most of the loan agreements and issuance of Corporate bonds include provisions defining numerous events of default; the occurrence of any of these events entitles grantors (whether banks or holders), their agents or trustees, to consider as due and payable the total principal disbursed and interest accrued pending at the date of such event.

As at the moment of issuance of the consolidated financial statements as of December 31, 2001 no bank, agent or trustee had exercised the mentioned right, the Company classified at such date under Argentine GAAP its debt considering the original maturities. However, U.S.GAAP, under SFAS 78, privilege the enforceability of liabilities by creditors notwithstanding the fact that they have not been realized and, therefore, under U.S.GAAP the total financial debt as of December 31, 2001 affected by the events of default has been disclosed as current liabilities.

As of December 31, 2002, there are no differences between the Company's accounting policies and U.S.GAAP because the management of the Company has disclosed its debt with an original non current maturity as current debt at such date as some creditors have exercised these rights at March 10, 2003.

***Statements of cash flows***

The statements of cash flows presented in the primary financial statements are prepared using Argentine GAAP numbers. As further described in Note 4.i.h, the Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. As a result, no differences exist between cash flows reported in the primary financial statements and cash flows that would be reported in a statement of cash flows prepared using US GAAP numbers. However, as discussed further below, certain differences do exist between cash flows reported

in the primary financial statements and the cash flows that would be prepared under SFAS No. 95 Statement of Cash Flows .

Under US GAAP, the total amounts of cash and cash equivalents at the beginning and end of the periods shown in the statements of cash flows are required to be the same amounts as similarly titled line items shown in the balance sheets, as of those dates. A table reconciling the balances included as cash and banks in the balance sheet to the total amounts of cash and cash equivalents at the beginning and end of the periods shown in the statements of cash flows is included in Note 6 to the financial statements.

Under Argentine GAAP, cash outflows for the repayment of seller financing for the acquisition of productive assets were reported as investing activities. Under US GAAP, these transactions would be classified as cash flows from financing activities. Also, under Argentine GAAP, payments to creditors for interest were reported as financing activities whereas these transactions would be classified as cash flows from operating activities for US GAAP purposes.

In addition, under Argentine GAAP the effects of inflation and exchange rate changes on cash and cash equivalents were not disclosed by presenting a fourth cash flow statement category as required by US GAAP. Note 6 includes a table that presents such disclosures.

### **3. Differences related to valuation criteria**

#### ***Valuation of assets and liabilities in foreign currency as of December 31, 2001***

As a result of the Argentine economic situation mentioned in Note 3, from December 21, 2001 the Argentine foreign currency exchange market was suspended until January 10, 2002.

In that respect, Argentine GAAP required that the companies recognized their assets and liabilities denominated in U.S. dollars using the exchange rate \$1 to US\$1 as of December 31, 2001. However, U.S.GAAP required that companies use the first subsequent exchange rate after the balance sheet date to adjust the valuation of its assets and liabilities in foreign currency at such date, according to the American Institute of Certified Public Accountants International Task Force, based on SFAS 52 and the Emerging Issues Task Force D-12 (the Israeli case ). On January 11, 2002, the opening date of the free exchange market, the Banco de la Nación Argentina published the first exchange rate of the free market at \$ 1.60, and \$ 1.40 to US\$ 1 for selling and purchasing prices, respectively.

During the year ended December 31, 2002, this foreign currency exchange loss recognized under U.S.GAAP at the end of fiscal year 2001, was recorded in net income (loss) for Argentine GAAP purposes; so at December 31, 2002 there is no difference between Argentine GAAP and U.S.GAAP for the valuation of assets and liabilities in foreign currency.



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The summary of principal adjustments to U.S.GAAP corresponding to the year ended December 31, 2002 includes a reconciling item for the difference in the timing of the recording of such losses.

*Accounting for customer acquisition costs*

Some of the changes in the Company's policy for accounting in fiscal year 2000, meant modifications related to the accounting value for customer acquisition costs under Argentine GAAP and U.S.GAAP.

Argentine GAAP requires a restatement of previously reported net income and shareholders' equity, meanwhile U.S.GAAP does not permit such a restatement, requiring the accrued effect recognition in the year in which take place the application of the new accounting policy.

Therefore, net income and shareholders' equity of prior periods include a reconciling item due to difference in the timing of recording of the effects of the change in customer acquisition costs between Argentine and U.S.GAAP.

*Accounting for Derivative Instruments and hedging activities*

As described in Note 4.1.c, the Group has adopted the new accounting standards on an early basis as from this fiscal year which include particular standards related to measurement and exposure of derivative financial instruments.

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These new domestic accounting standards and US GAAP provide for a similar accounting treatment applicable to derivative financial instruments, except for the following differences included in the reconciling information for US GAAP:

- a) the changes in accounting measurement of derivative financial instruments cash flow hedge are charged to a specific account called Temporary measurement differences of derivative instruments determined as an effective hedge within the balance sheet as per domestic accounting standards, while US GAAP provide for their charge to OCI in Shareholders' equity; and
- b) although both standards provide for prospective application thereof as from their initial application, there are differences in their accounting effect in previous years, as a result of a difference in the effective date of both standards.

***Capitalization of foreign currency exchange differences related to debt for fixed assets acquisitions***

As described in Note 4.2.a, the cost of those assets which acquisition is carried out with loans existing as of January 6, 2002, includes financial interest generated by such loans, allowing for the capitalization of the foreign currency exchange differences originated by the devaluation of the Argentine peso as of such date. Under U.S.GAAP, this capitalization is not permitted.

***Valuation of inventories and raw materials***

As described in Note 4.2.f and 4.2.g, inventories and raw materials included in Other assets, have been valued at their replacement cost at each year/period-end. Under U.S.GAAP, these assets should be valued at the lower of cost or net realizable value.

***Valuation of debt due to TITAN Financial Trust***

As stated in Note 8, the financial debt due to the new TITAN Financial Trust, under local accounting standards, was valued at its current value, which arises from discounting the total amount payable at a 12% rate p.a.. Under U.S.GAAP, this valuation criterion at its current value is not allowed, since debts must be valued at their nominal value by adding, when applicable, accrued interest at each year/period end.

***Foreign currency translation***

Under Argentine GAAP and as indicated in Note 4.1.b., the equity investments of the Company in foreign companies have been translated into Argentine pesos at the exchange rate at each year/period end, in accordance with FACPCE RT 18. Likewise, and according to that RT, the results generated by the mentioned translation have been recognized in the caption Temporary differences from translation in the consolidated balance sheets.

Notwithstanding, SFAS 52 requires the functional currency definition corresponding to equity investments in foreign companies and, if corresponds, the measurement of these investments in functional currency, before the translation of the assets and liabilities of the foreign companies into exchange rate at year/period end.

This measurement is required if the functional currency is different from the currency of the country in which a parent company has the investment and generates exchange rate differences that are recognized as income/expense. Likewise, SFAS 52 states that the results from translation from functional currency to reporting currency, the

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Argentine peso for the Company, have to be recognized in OCI within a Shareholders' equity.

***Other monetary receivables and liabilities, valued at net present value***

As indicated in Note 4.1.c, the new accounting standards anticipate the valuation of other receivables and liabilities, at the net present value, using a discount rate which reflects the time value of the money and the specific risks of those receivables and liabilities. Under U.S.GAAP, the criteria for valuation at net present value is not permitted, because the balances in the balance sheet and the transactions are expressed at historical cost.

***Revenue recognition***

As described in Note 4.1.i, the Company recognizes its revenues as services are provided to customers. Therefore, revenues for installation fees are recognized in the period that the installation service is completed, jointly with the related costs.

Nevertheless, the Staff Accounting Bulletin (SAB) 101, "Revenue recognition" of the SEC requires the deferring of the installation fees and the related costs considering the estimated average useful life of customers, except when the cost is higher than the revenue, in which case the excess cannot be deferred.

Since the Company's installation costs exceed the related revenues, the Company believes such difference of criterion has no impact on the reconciliation of net income and shareholders' equity to U.S.GAAP. Additionally, the effect for U.S.GAAP purposes of recording the related deferred asset and liability is not significant for the periods presented.

***Recoverability of tax credits***

The recoverable value of tax credits depends on the existence of sufficient taxable income within the carryforward period available under the tax law. In that respect, as indicated in Note 10, the management of Telecom considers that, as a consequence of the Decree No. 2568/02, which established the deferral of the initial exchange rate difference (\$1.40 by US\$1) for the income tax, the probable recoverability of deferred tax credits of Telecom and Personal have been significantly affected, generating an uncertainty about the possibility of recoverability.

Therefore, as required by Argentine GAAP, and with a prudent criteria, the management of Telecom has decided to record a valuation allowance, in addition to the amount in its controlled company Núcleo, the total of net deferred tax credits corresponding to Telecom and Personal as of December 31, 2002.

However, SFAS 109 states more specific and strict rules to evaluate tax credits. Under this pronouncement, an enterprise must use judgment in considering the relative impact of negative and positive evidence to determine if a total or partial valuation allowance is needed or not. For example, negative evidence includes: a) unsettled circumstances that, if unfavorably resolved, would adversely affect future operations and

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profit levels on a continuing basis in future years; and b) a carryforward period that is so brief that it would limit realization of tax benefits if a significant deductible temporary difference is expected to reverse in single year.

Nevertheless, the economic-financial projections as evidence of the probable tax credits recoverability of Publicom and the tax credits

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related to the minimum presumed income tax of the Group, considering the complex macroeconomic context and the uncertainties that affect the Group business, under U.S.GAAP, they would not be considered sufficient positive evidence for the recoverability of these assets. Likewise, following the provisions of SFAS 109 and adopting a prudent position, the management of Telecom, in the reconciliation to U.S.GAAP as of December 31, 2002, has considered a valuation allowance for the total amount of tax credits above mentioned.

***Recoverability of intangible assets with indefinite useful life PCS license***

As indicated in Notes 4.1.c.5 and 4.2.i., the Company has suspended under Argentine GAAP the amortization of the PCS license as from fiscal year 2002 in accordance with the new Argentine accounting standards, because it is an intangible with indefinite useful life.

In that respect, in accordance with Argentine GAAP, the Company has assessed whether the carrying amount of the intangible asset is recoverable by estimating the sum of the undiscounted future cash flows expected to result from such asset.

However, U.S.GAAP, under SFAS No. 142, require that intangible assets with indefinite useful life are not amortized, but be tested for impairment comparing its book value to its estimated fair value. To determine its fair value, the management of the Company has discounted the mentioned future cash flows based on Company's economic-financial projections.

Based on these methodologies, the management of the Company believes that the book value of PCS license does not exceed its recoverable value under both Argentine and U.S.GAAP as of December 31, 2002.

***Reconciliation of net income and shareholders' equity to U.S.GAAP***

The following table summarizes the principal adjustments to net income (loss) and shareholders' equity had U.S.GAAP been applied rather than Argentine GAAP:

|  | Years/twelve month period ended December 31, |                 |                               |                  |                        |                     |                   |                        |                     |
|--|--|-----------------|-------------------------------|------------------|------------------------|---------------------|-------------------|------------------------|---------------------|
|  | 2002   |                 |                               | 2001             |                        |                     | 2000              |                        |                     |
|  | Net income (loss)                            | Accumulated OCI | Shareholders equity (deficit) | Net income(loss) | Accumulated OCI (loss) | Shareholders equity | Net income (loss) | Accumulated OCI (loss) | Shareholders equity |
| <b>Amounts per consolidated financial statements</b>       | (4,354)                                      |                 | 811                           | 99               |                        | 5,165               | 359               |                        | 5,530               |
| <b>U.S.GAAP adjustments</b>                                |  |                 |                               |                  |                        |                     |                   |                        |                     |
| Increase (decrease) as a result of:                        |  |                 |                               |                  |                        |                     |                   |                        |                     |
| Valuation of assets and liabilities in foreign currency as | 3,526  |                 |                               | (3,526)          |                        | (3,526)             |                   |                        |                     |

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of December 31, 2001

|   |                |           |             |                |              |              |            |             |              |
|---|----------------|-----------|-------------|----------------|--------------|--------------|------------|-------------|--------------|
| Cumulative-effect                         |                |           |             |                |              |              |            |             |              |
| on prior years of customer                |                |           |             |                |              |              |            |             |              |
| acquisition costs, net of tax effect      |                |           |             |                |              |              |            |             |              |
|   |                |           |             |                |              | (52)         |            |             |              |
| * Derivative financial instruments        |                | (a)       | (207)       | (207)          | (a)          | (48)         | (48)       | (48)        |              |
| * Foreign currency exchange               |                |           |             |                |              |              |            |             |              |
| differences capitalized in fixed assets   | (757)          |           | (757)       |                |              |              |            |             |              |
| * Valuation of                            |                |           |             |                |              |              |            |             |              |
| inventories and raw materials             | (5)            |           | (5)         |                |              |              |            |             |              |
| Valuation of TITAN Financial              |                |           |             |                |              |              |            |             |              |
| Trust                                     | (43)           |           | (43)        |                |              |              |            |             |              |
| * Foreign currency translation            | 43             | 38        | 81          |                |              |              |            |             |              |
| Other receivables and liabilities         |                |           |             |                |              |              |            |             |              |
| in currency valued at net present         |                |           |             |                |              |              |            |             |              |
| value                                     |                | 6         | 3           |                | 6            | 3            |            | 3           |              |
| * Tax effects on U.S.GAAP                 |                |           |             |                |              |              |            |             |              |
| adjustments                               | (953)          | 282       | 1,235       | 72             | 1,307        |              | 17         | 17          |              |
| * Valuation allowance for tax credits     | 902            | (385)     | (1,287)     |                | (1,287)      |              |            |             |              |
| <b>Amounts per consolidated financial</b> |                |           |             |                |              |              |            |             |              |
| <b>Statements per U.S.GAAP</b>            | <b>(1,641)</b> | <b>38</b> | <b>(10)</b> | <b>(3,476)</b> | <b>(135)</b> | <b>1,458</b> | <b>310</b> | <b>(31)</b> | <b>5,502</b> |

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- (a) The derivative financial instruments have been effective during the year/period ended December 31, 2001 and 2000, respectively. Therefore, there are no charges to earnings due to the ineffectiveness of such contracts during this year/period.

SFAS 130, effective in the United States of America, established standards for reporting and display of Comprehensive income, which comprises of Net income and OCI. This statement requires that an enterprise classify items of OCI by their nature and display the accumulated balance of OCI separately from the other concepts in the equity section of a statement of financial position.

The change in the accumulated OCI (loss) for the years/twelve month period ended December 31, 2002, 2001 and 2000 is presented below, net of income tax effects:

|  | <u>Years/twelve month period ended December 31,</u> |              |             |
|--|---|--------------|-------------|
|  | <u>2002</u>   | <u>2001</u>  | <u>2000</u> |
| <b>Balances at the beginning of period</b>                                     | <b>(135)</b>  | <b>(31)</b>  |             |
| Cumulative-effect-type adjustment on prior year of SFAS 133, net of tax effect |   |              | (44)        |
| Derivative financial instruments   |   |              |             |
| Change on derivative financial instruments                                     | (138)   | (303)        | (275)       |
| Reclassification into earnings   | 346   | 144          | 292         |
| Foreign currency translation   | 38  |              |             |
| Tax effect   | (73)  | 55           | (4)         |
| <b>Balances at period end</b>  | <b>38</b>   | <b>(135)</b> | <b>(31)</b> |

Net income (loss) per share amounts in pesos, for the years/twelve month period ended December 31, 2002, 2001 and 2000 are as follows:

|  |  |         |         |      |
|--|--|---------|---------|------|
| <b><u>Consolidated financial statements</u></b>                |  |         |         |      |
| Net income (loss) per share                                    |  | (4.42)  | 0.10    | 0.36 |
| Net income (loss) per ADS                                      |  | (22.12) | 0.50    | 1.82 |
| <b><u>Consolidated financial statements under U.S.GAAP</u></b> |  |         |         |      |
| Net income (loss) per share                                    |  | (1.67)  | (3.53)  | 0.31 |
| Net income (loss) per ADS                                      |  | (8.34)  | (17.66) | 1.57 |

*Additional U.S.GAAP disclosures*

*Fair value of financial instruments*

At December 31, 2002 and 2001, the carrying amounts of certain financial instruments such as cash and equivalents, accounts receivable and accounts payable approximate their fair values. However, it is not practicable to estimate the fair value of the Company's debt, except for its



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Corporate Bonds, because the Company suspended payments of the principal and interest on the debt, and the debts can be immediately callable by the debtholders. In addition, the lack of credit available to the Company and the implications of the economic crisis in Argentina make it impracticable to determine an appropriate market interest rate that would be available to the Company. Regarding Corporate Bonds, their fair value is described in Note 8.

### *Non-GAAP measures reconciliation EBITDA*

The following information is included in accordance with the new SEC disclosure Regulation G related to Non-GAAP financial measures.

The Company's EBITDA is measured as operating income or loss plus depreciation and amortization. EBITDA is commonly used in the telecommunications industry to analyze companies on basis of operating performance, leverage and liquidity. Therefore, we believe that EBITDA provide a useful information to investors.

As a foreign private issuer whose primary financial statements are prepared in accordance with Argentine GAAP, our EBITDA is reconciled to comparable Argentine GAAP.

### Reconciliation of net income (loss) to EBITDA under Argentine GAAP

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|   | Years ended December 31, |              |              |
|---|--------------------------|--------------|--------------|
|   | 2002                     | 2001         | 2000         |
| <b>Net income (loss) under Argentine GAAP</b> | <b>(4,354)</b>           | <b>99</b>    | <b>359</b>   |
| Reversal adjustments:                         |                          |              |              |
| Minority interest                             | (25)                     |              | (2)          |
| Income tax                                    | (1,294)                  | 111          | 240          |
| Unusual losses                                |                          | 33           |              |
| Other expenses, net                           | 175                      | 129          | 105          |
| Financial and holding results                 | 5,263                    | 503          | 479          |
| Depreciation of goodwill                      | 10                       | 18           | 15           |
| Equity losses from related companies          | 23                       | 6            | 2            |
| Amortization of intangible assets             | 110                      | 133          | 116          |
| Depreciation of fixed assets                  | 1,965                    | 1,677        | 1,584        |
| <b>EBITDA under Argentine GAAP</b>            | <b>1,873</b>             | <b>2,709</b> | <b>2,898</b> |

Reconciliation of net cash flows provided by operating activities to EBITDA under Argentine GAAP

|  | Years ended December 31, |              |              |
|--|--------------------------|--------------|--------------|
|  | 2002                     | 2001         | 2000         |
| <b>Total cash flows provided by operating activities under Argentine GAAP</b>                  | <b>1,655</b>             | <b>2,415</b> | <b>2,534</b> |
| Adjustments to cash flows by collection and payments with national and provincial public bonds | 177                      | 32           |              |
| Dismissal indemnities and termination benefits payments  | 45                       | 96           | 65           |
| Income tax payments with cash and public bonds   | 46                       | 233          | 277          |
| Other income or expenses not involving cash receipts or payments, net                          | (50)                     | (67)         | 22           |
| <b>EBITDA under Argentine GAAP</b>   | <b>1,873</b>             | <b>2,709</b> | <b>2,898</b> |

*Newly issued accounting pronouncements under U.S.GAAP*

The FASB issued SFAS No. 143 Accounting for Asset Retirement Obligations, SFAS No. 146 Accounting for Costs Associated with Exit or Disposal Activities and SFAS No. 148 Accounting for Stock-Based Compensation Transition and Disclosure an amendment of FASB Statement No. 123, which will be effective for the Company in the next years.

The management of the Company is assessing the impact of these new statements on its financial condition and the results of operations under U.S.GAAP.



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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

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**NOTE 21 RESTRICTIONS ON UNAPPROPRIATED RETAINED EARNINGS**

Under Law No. 19550, the Company's by-laws and CNV regulations, 5% of the Company's net income for the year, plus or minus any prior year adjustments and subject to coverage of accumulated losses, if any, must be allocated to a legal reserve until such reserve reaches 20% of capital stock plus adjustment to capital stock.

**NOTE 22 EVENTS SUBSEQUENT TO DECEMBER 31, 2002**

**a) Events subsequent to December 31, 2002 through March 10, 2003**

**Sale of shares of Multibrand**

In February 2003, Telecom received from Shell Compañía Argentina de Petróleo S.A., an offer to acquire, in the amount of \$3,000, the investment that Telecom has in its related company Multibrand (300 shares of \$10 nominal value per share).

The Board of Directors has accepted the offer, anticipating that the transaction will be effective in the middle of March 2003.

**Transfer of the Tax on Debits and Credits on Bank Accounts and other transactions**

In February, 2003 the Ministry of Economy, through Resolution No. 72/03, authorized Telecom to increase the SBT tariffs, in accordance with that resolution, by the effect of the mentioned tax, which should be shown in the customers' bills in a detail. The amounts before Resolution No. 72/03 will be included in the tariffs renegotiation process, mentioned in Note 13.

**b) Events subsequent to March 10, 2003**

**As approved by the Ordinary and Extraordinary Annual Shareholders Meeting held on April 30, 2003.**

**1. Amendment of the Bylaws.**

Decree No. 677/01 provided that corporations with shares that fall under the public offer regime must, in certain cases such as changes in control, purchase of significant interests, withdrawal from public offer, etc.- make public offer of purchase and/or conversion of shares in the proportions and under the conditions set forth for each case by CNV Resolution No. 401/2002, that regulates this issue in Decree No. 677/01.

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However, Decree No. 677/01, itself, provides that corporations may choose not to adhere to this regime if it is so resolved by the Extraordinary Shareholders Meeting incorporating to the Bylaws a clause providing that the corporation is a Corporation Not Adhered to the Optional Statutory Regime of Compulsory Purchase Public Offer .

The issue was discussed by the Annual Shareholders Meeting held on April 30, 2003, which approved by majority vote that Telecom would NOT ADHERE to the mentioned Regime. The Meeting likewise resolved to amend section 1 of the Bylaws for the purposes of incorporating the related clause.

### **2. Cash dividends**

The Meeting resolved to carry forward the total unappropriated retained earnings for the fiscal year ended December 31, 2002.

### **Refinancing agreement in Núcleo**

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On April 1, 2003, Nucleo has signed a refinancing agreement of its financial debt with banks for approximately US\$14 millions.

**Cable Insignia Dissolution**

On April 25, 2003 the Annual Shareholders Meeting of Cable Insignia, determined that that company should cease trading as a consequence of the transfer of its license for PCS service, and resolved to dissolve the company in advance.

**Legal proceedings**

Telecom has been informed that holders of its medium term notes have filed seven legal actions against it seeking enforcement of their rights under their notes. Six of these proceedings are summary attachment proceedings, or *juicios ejecutivos*. With respect to two of the *juicios ejecutivos*, Telecom has not yet been served with process and has no information regarding the amount of the claims. The claims for which Telecom has received notice relate to an aggregate amount of approximately US\$ 121,500 and Euro 116,000. Telecom has been informed by the BCBA that one involuntary bankruptcy, or *quiebra*, petition has been initiated by an individual alleging to be a holder of a number of notes. Telecom has not yet been served with process or filed a formal response to the *quiebra* petition. Telecom expects to pursue available defenses to each of these proceedings and does not expect that such proceedings will result in Telecom being declared bankrupt. Notwithstanding these claims and based on the information currently available, Telecom is continuing to work to develop a comprehensive restructuring plan that will address these claims as part of its overall restructuring process.

Telecom Italia S.p.A. ( Telecom Italia ), in its capacity as a foreign investor, initiated the procedure of friendly talks provided for in Article 8 of the Agreement on Promotion and Protection of Investments maintained between the Republic of Argentina and the Republic of Italy (the Treaty ). The friendly talks were motivated by a series of acts and omissions by the Republic of Argentina, occurring as a result of the events of December 2001 and January 2002, which infringe the rights accorded by the Treaty to Telecom Italia.

Under this procedure, the Argentine authorities were asked to adopt urgent measures to ensure the maintenance of normal conditions of telephone service, in which the investment had been made, so as to make possible a reasonable profit for investors. Having not arrived at a friendly solution to the controversy, however, Telecom Italia has the option under the terms of the Treaty of requesting a hearing before an ad hoc arbitration tribunal to resolve the dispute.

On May 19, 2003, France Telecom filed with the Argentine government a letter by which it commenced the mandatory amicable negotiation period of six months which is a prerequisite for filing a formal claim against the Argentine government under the bilateral investment treaty between Argentina and France. France Telecom intends to seek compensation from the Argentine government for harm caused by the pesification and the freezing of tariffs on the basis that these actions constitute an expropriation of property under the treaty. France Telecom may, at its option, initiate its claims before certain international arbitration tribunals or Argentine courts.

**Current economic situation in Argentina and its effects on the Company**

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

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During five-month period ended May 31, 2003, the peso appreciated against the U.S. dollar, from \$3.37=US\$1 as of December 31, 2002 to \$2.98=US\$1 and \$2.85=US\$1 as of March 31, 2003 and May 31, 2003, respectively. In addition, the consumer price and wholesale internal price indexes reached an increase of 2.1% and a decrease of 2.4% in the same period.

However, despite some improvement of the financial indicators, the cumulative economic, social and political deterioration caused by last year's events remains largely unaffected. The delicate economic situation and uncertainties related to future economic conditions in Argentina continue affecting the Company's business and its operating performance.

In that respect, pursuant to the last unaudited consolidated financial statements as of March 31, 2003 issued on May 9, 2003, the Company's net income and shareholders' equity reached \$907 million and \$1,724 million, respectively, for the three-month period ended March 31, 2003, mainly due to the peso appreciation mentioned above. However, the Company's operating performance was adverse reporting a consolidated operating loss of \$24 million for the same period, as evidence of the current economic recession in Argentina.

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**New accounting pronouncements**

**1. Argentine GAAP Accounting for inflation**

On March 25, 2003, the Argentine Government issued Decree No. 664/03, forbidding adjustments for inflation. In that respect, on April 10, 2003, the CNV issued Resolution 441/03 stating that as of March 1, 2003, companies regulated by the CNV were not to adjust financial statements for inflation, and should include a note to their financial statements stating that information had only been adjusted for inflation up until February 28, 2003.

**2. U.S. GAAP**

The FASB issued SFAS No. 149 Amendment of Statement 133 on Derivative Instruments and Hedging Activities and SFAS No. 150 Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity. The management of the Company is assessing the impact of these new statements on its financial condition and the results of operations under U.S.GAAP.

**Repurchase and cancellation of outstanding indebtedness**

As part of its ongoing restructuring efforts, in June 2003, the Company purchased and retired the equivalent of approximately US\$ 292 million of its outstanding financial indebtedness for the equivalent of approximately US\$ 161 million (representing a 45% discount) and repaid a portion of the accrued interest on its financial indebtedness.

In particular, Telecom, Telecom Personal and Publicom purchased and retired the equivalent of approximately US\$ 208.5 million, US\$ 79.8 million and US\$ 3.7 million, respectively, of their outstanding financial indebtedness for the equivalent of approximately US\$ 115 million, US\$ 44 million and US\$ 2 million, respectively. The Company has also been working with an ad hoc committee of certain of its creditors under its credit facilities and representatives of certain bondholders to develop a comprehensive restructuring plan.

**Valerio Cavallo**  
**Chief Financial Officer**

**Carlos Felices**  
**Chief Executive Officer**

**Amadeo R. Vázquez**  
**President**



## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

Exhibit A

## Consolidated balance sheets at December 31, 2002 and 2001

## FIXED ASSETS ACTIVITY

(In millions of Argentine constant pesos, see Note 4.1.d)

|                     | Amounts<br>at<br>beginning<br>of year | Additions<br>from<br>purchases | Capitalized<br>foreign<br>currency<br>Exchange<br>Differences<br>(Note<br>4.2.a) | Results<br>from<br>translation | Transferences | Retirements  | Amounts<br>at year<br>end | Depreciation                           |                       |        |                   |                            |             |
|---------------------|---------------------------------------|--------------------------------|--|--------------------------------|---------------|--------------|---------------------------|--|-----------------------|--------|-------------------|----------------------------|-------------|
|                     |                                       |                                |  |                                |               |              |                           | Accumulated<br>at beginning<br>of year | For the year          |        |                   | Accumulated<br>at year end |             |
|                     |                                       |                                |  |                                |               |              |                           |  | Annual<br>rate<br>(%) | Amount | Retirements       |                            |             |
|                     | 118                                   |                                |  |                                |               |              | 119                       |  |                       |        |                   |                            |             |
|                     | 1,591                                 |                                | 44   |                                | 31            | (7)          | 1,659                     | (527)                                  | 4                     | 9      | (77)              |                            |             |
| ent                 | 4,590                                 | 10                             | 311  | 5                              | 124           | (9)          | 5,031                     | (2,138)                                | 10                    | 11     | (509)             | 1                          | (2)         |
|                     | 3,509                                 | 3                              | 199  | 3                              | 107           | (1)          | 3,820                     | (1,884)                                | 10                    |        | (414)             |                            | (2)         |
|                     | 495                                   | 4                              | 16   | 2                              | 11            | (2)          | 526                       | (211)                                  | 10                    | 20     | (55)              |                            | (3)         |
|                     | 5,576                                 |                                | 174  |                                | 162           | (1)          | 5,911                     | (2,901)                                | 7                     |        | (328)             | 1                          | (3)         |
| struments           |                                       |                                |  |                                |               |              |                           |  |                       |        |                   |                            |             |
| ovement in services | 752                                   | 7                              | 36   | 2                              | 53            | (2)          | 848                       | (540)                                  | 13                    | 18     | (71)              |                            |             |
| ed without charge   | 363                                   | 10                             |  | 3                              | 5             | (59)         | 322                       | (266)                                  | 100                   |        | (85)              | 37                         |             |
|                     | 109                                   | 1                              |  |                                |               |              | 110                       | (77)                                   | 20                    | 40     | (12)              |                            |             |
|                     | 104                                   | 1                              | 1  |                                | 1             | (1)          | 106                       | (59)                                   | 10                    | 20     | (9)               |                            |             |
|                     | 495                                   | 1                              | 1  | 1                              | 2             | (1)          | 499                       | (257)                                  | 9                     | 33     | (55)              |                            |             |
|                     | 2,072                                 | 15                             | 109  | 3                              | 262           | (7)          | 2,454                     | (1,170)                                | 18                    | 33     | (353)             | 2                          | (1)         |
|                     | 703                                   | 163                            |  | 4                              | (752)         | (3)          | 115                       |  |                       |        |                   |                            |             |
|                     | 88                                    | 21                             |  |                                | (7)           | (47)         | 55                        |  |                       |        |                   |                            |             |
|                     | <b>20,565</b>                         | <b>236</b>                     | <b>891</b>   | <b>23</b>                      |               | <b>(140)</b> | <b>21,575</b>             | <b>(10,030)</b>                        |                       |        | <b>(1,968)(a)</b> | <b>41</b>                  | <b>(11)</b> |
|                     | <b>20,523</b>                         | <b>1,026</b>                   |  |                                |               | <b>(984)</b> | <b>20,565</b>             | <b>(9,266)</b>                         |                       |        | <b>(1,677)</b>    | <b>913</b>                 | <b>(10)</b> |

(a) Includes (134) corresponding to the depreciation of capitalized foreign currency exchange differences by debt and (3) corresponding to Results from translation.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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Exhibit B

**Consolidated balance sheets at December 31, 2002 and 2001****INTANGIBLE ASSETS ACTIVITY**

(In millions of Argentine constant pesos, see Note 4.1.d)

| Account                    | Original value at beginning of year | Additions | Results from translation | Retirements | Original value at year end | Amortization                     |                 | Accumulated at year end | Net balance 2002 | Net balance 2001 |
|----------------------------|-------------------------------------|-----------|--------------------------|-------------|----------------------------|----------------------------------|-----------------|-------------------------|------------------|------------------|
|                            |                                     |           |                          |             |                            | Accumulated at beginning of year | For the year    |                         |                  |                  |
| System development costs   | 396                                 | 23        |                          |             | 419                        | (127)                            | (88)(a)         | (215)                   | 204              | 269              |
| Debt issue costs           | 78                                  |           |                          |             | 78                         | (56)                             | (9)(b)          | (65)                    | 13               | 22               |
| PCS license                | 654                                 | 1         |                          |             | 655                        | (70)                             |                 | (70)                    | 585              | 584              |
| Band B of Paraguay license | 98                                  | 1         | 1                        |             | 100                        | (39)                             | (11)(c)         | (50)                    | 50               | 59               |
| Usage rights               | 44                                  | 1         |                          |             | 45                         | (14)                             | (3)(d)          | (17)                    | 28               | 30               |
| Exclusivity rights         | 99                                  | 1         |                          | (2)         | 98                         | (36)                             | (10)(e)         | (46)                    | 52               | 63               |
| Websites                   | 2                                   |           |                          |             | 2                          | (2)                              |                 | (2)                     |                  |                  |
| Trademarks and patents     | 9                                   |           |                          |             | 9                          | (3)                              | (1)(d)          | (4)                     | 5                | 6                |
| <b>Total 2002</b>          | <b>1,380</b>                        | <b>27</b> | <b>1</b>                 | <b>(2)</b>  | <b>1,406</b>               | <b>(347)</b>                     | <b>(122)</b>    | <b>(469)</b>            | <b>937</b>       |                  |
| <b>Total 2001</b>          | <b>1,299</b>                        | <b>81</b> |                          |             | <b>1,380</b>               | <b>(203)</b>                     | <b>(144)(f)</b> | <b>(347)</b>            |                  | <b>1,033</b>     |

a) Included 28 in Cost of services provided, 5 in Administrative expenses, 53 in Sales expenses and 2 in Financial and holding results (Results from translation).

b) Included in Financial and holding results.

c) Included 10 in Cost of services provided and 1 in Financial and holding results (Results from translation).

d) Included in Administration expenses.

e) Included in Sales expenses.

f) Included 55 in Cost of services provided, 6 in Administrative expenses, 72 in Sales expenses and 11 in Financial and holding results.

## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

Exhibit C

## Consolidated balance sheets at December 31, 2002 and 2001

## INVESTMENTS IN OTHER COMPANIES AND PUBLIC SECURITIES

(In millions of Argentine constant pesos, except par value see Note 4.1.d)

| Denomination and type  | Characteristic of the securities |           |            | 2002                 |                        |            | 2001       |
|--|----------------------------------|-----------|------------|----------------------|------------------------|------------|------------|
|  | Class of shares                  | Par value | Amount     | Net realizable value | Restated cost value(f) | Book value | Book value |
| <b>CURRENT INVESTMENTS</b>   |                                  |           |            |                      |                        |            |            |
| <b>Public bonds</b>  |                                  |           |            |                      |                        |            |            |
| Province of Corrientes Bond(a)   |                                  | \$ 1      | 757,454    |                      | 1                      |            |            |
| Argentina 2004 Bond(b)   |                                  | US\$ 1    | 18,000,000 | n/a                  | 61                     | 64         |            |
| Argentine government bonds   |                                  | US\$ 1    | 17,500,000 | n/a                  | 61                     | 59         |            |
| Argentine government bonds   |                                  | \$ 1      | 62,000,000 | n/a                  | 62                     | 62         |            |
| <b>Total current investments</b>   |                                  |           |            |                      | <b>185</b>             | <b>185</b> |            |
| <b>NON-CURRENT INVESTMENTS</b>   |                                  |           |            |                      |                        |            |            |
| <b>Public bonds</b>  |                                  |           |            |                      |                        |            |            |
| Argentina 2004 Bond(b)   |                                  | US\$ 1    | 12,000,000 | n/a                  | 40                     | 40         | 65         |
| Dorado Bond(a)(c)  |                                  | \$ 1      | 12,481,003 | n/a                  | 26                     | 6          | 24         |
| Province of Corrientes Bond(a)   |                                  | \$ 1      | 5,069,115  | 2                    | 11                     | 2          | 2          |
| <b>Total public bonds</b>  |                                  |           |            | <b>2</b>             | <b>77</b>              | <b>48</b>  | <b>91</b>  |
| <b>Related companies Law No. 19550 Sect.33</b>                           |                                  |           |            |                      |                        |            |            |
| Multibrand(d)  | Ordinary                         | \$ 10     | 300        |                      | 2                      |            |            |
| Latin American Nautilus  | Ordinary                         | US\$ 2    | 3,000,000  |                      | 20                     |            | 9          |
| Latin American Nautilus Advances for the acquisition of shares           |                                  |           |            |                      | 4                      |            | 2          |
| Intelsat Ltd.(e)   | Ordinary                         | US\$ 3    | 260,432    |                      | 11                     | 11         | 7          |
| <b>Related parties</b>   |                                  |           |            |                      |                        |            |            |
| Nahuelsat  | Ordinary                         | \$ 1,000  | 5,750      |                      | 13                     | (g)        | 9          |
| <b>Total related companies Law No. 19550 Sect.33 and related parties</b> |                                  |           |            |                      | <b>50</b>              | <b>11</b>  | <b>27</b>  |
| <b>Total non-current investments</b>                                     |                                  |           |            |                      | <b>127</b>             | <b>59</b>  | <b>118</b> |

| Information on the issuer                                | Related companies Law No. 19550 Sect. 33                       |                             | Related parties  |
|--|--|-----------------------------|--|
|  | Multibrand   | Latin American Nautilus (i) | Nahuelsat  |
| Main activity  | Administration and management of a multibrand fidelity program | Telecommunication services  | Obtaining, installing and operating satellite communications systems and trading of its services |
| Percentage participation in capital stock                | 25%  | 10%                         | 5.75%  |
| Financial statements closing date                        | December 31  | December 31                 | December 31  |
| Financial statements used to determine the equity value: |  |                             |  |
| Date   | 12.31.02   | 9.30.02                     | 12.31.01   |
| Duration of the year/period                              | 12 months  | 9 months                    | 12 months  |
| Board of Directors approval date                         | 2.12.03  |                             | 5.23.02  |
| Report on review   | 2.12.03  |                             | 5.17.02  |
| Audit scope  | Full audit   |                             | Full audit   |
| Type of report of the independent Accountants            | With observations  |                             | With observations(j)   |
| Capital stock (par value)(h)                             |  | 202                         | 100  |
| Income (loss) for the year/period                        | (6)  | (65)                        | (2)  |
| Shareholders equity                                      | (3)  | 15                          | 57   |

- (a) The Company received these bonds in order to cancel trade accounts receivable with some province government.
- (b) The Company intends to hold these bonds to their maturity date.
- (c) This bond was converted into pesos according to Decree No. 214/02.
- (d) Net of a loan granted to Multibrand of 2 at December 01.
- (e) The interest in this company is 0.15%.
- (f) The restated cost value for investments in foreign companies was converted into pesos at the exchange rate existing at year/period-end.
- (g) As from June 2002, the Company has recorded to zero its participation in Nahuelsat, because it has been estimated that the impact in the Peso devaluation, based on the last financial statements issued by

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

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Nahuelsat, would generate a significative decrease in its shareholder s equity, and remote possibilities in the recoverability of this investment.

- (h) Expressed in million of historical pesos.
- (i) The unaudited information originally provided by the company in US\$ was adapted to the Company s accounting policies and converted into pesos at the exchange rate existing at year/period-end.
- (j) Corresponds to the impact of the new economic plans described in Note 3 that would take effect on the results of the company s operations, considering the high level of indebtedness in foreign currency and the lack of the consolidated information.

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Exhibit D

**Consolidated balance sheets at December 31, 2002 and 2001****OTHER INVESTMENTS**

(In millions of Argentine constant pesos, see Note 4.1.d)

| <b>Denomination and type</b>     | <b>Cost at</b> | <b>Book value</b> |             |
|----------------------------------|----------------|-------------------|-------------|
|                                  |                | <b>at</b>         |             |
|                                  | <b>2002</b>    | <b>2002</b>       | <b>2001</b> |
| <b>CURRENT INVESTMENTS</b>       |                |                   |             |
| Short-term investments           |                |                   |             |
| In foreign currency              | 599            | 599               | 291         |
| In Argentine pesos               | 519            | 519               | 39          |
| Investment trusts                |                |                   |             |
| In Argentine pesos               | 13             | 13                |             |
| <b>Total current investments</b> | <b>1,131</b>   | <b>1,131</b>      | <b>330</b>  |

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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Exhibit E

**Consolidated balance sheets at December 31, 2002 and 2001****ALLOWANCES AND RESERVES ACTIVITY**

(In millions of Argentine constant pesos, see Note 4.1.d)

| <u>Accounts</u>                            | <u>Balance at<br/>the<br/>beginning<br/>of the year</u> | <u>Increase</u> | <u>Transferences</u> | <u>Decrease</u> | <u>Balance<br/>at<br/>2002</u> |
|--|---|-----------------|----------------------|-----------------|--------------------------------|
| <b>Deducted from current assets</b>        |   |                 |                      |                 |                                |
| For doubtful accounts receivable           | 513   | 188(a)          |                      | (405)           | 296                            |
| For obsolete inventories                   | 4   | 3(b)            |                      | (2)             | 5                              |
| <b>Deducted from non-current assets</b>    |   |                 |                      |                 |                                |
| For other receivable                       | 13  | 561(c)          |                      | (9)             | 565                            |
| <b>Total deducted from assets</b>          | <b>530</b>  | <b>752</b>      |                      | <b>(416)(d)</b> | <b>866</b>                     |
| <b>Included in current liabilities</b>     |   |                 |                      |                 |                                |
| For contingencies                          | 14  |                 | 10                   | (15)            | 9                              |
| <b>Included in non-current liabilities</b> |   |                 |                      |                 |                                |
| For contingencies                          | 131   | 100             | (10)                 | (80)            | 141                            |
| <b>Total included in liabilities</b>       | <b>145</b>  | <b>100(b)</b>   |                      | <b>(95)(e)</b>  | <b>150</b>                     |
| <br>                                       |   |                 |                      |                 |                                |
| <u>Accounts</u>                            | <u>Balance at<br/>the<br/>beginning<br/>of the year</u> | <u>Increase</u> | <u>Transferences</u> | <u>Decrease</u> | <u>Balance<br/>at<br/>2001</u> |
| <b>Deducted from current assets</b>        |   |                 |                      |                 |                                |
| For doubtful accounts receivable           | 279   | 563(a)          | 2                    | (331)           | 513                            |
| For obsolete inventories                   | 2   | 2(b)            |                      |                 | 4                              |
| <b>Deducted from non-current assets</b>    |   |                 |                      |                 |                                |
|  | 2   |                 | (2)                  |                 |                                |

|  |            |              |              |            |
|--|------------|--------------|--------------|------------|
| For doubtful accounts receivable           |            |              |              |            |
| For other receivable                       | <b>10</b>  | 3(f)         |              | <b>13</b>  |
| <b>Total deducted from assets</b>          | <b>293</b> | <b>568</b>   | <b>(331)</b> | <b>530</b> |
| <b>Included in current liabilities</b>     |            |              |              |            |
| For contingencies                          | <b>22</b>  |              | 33 (41)      | <b>14</b>  |
| <b>Included in non-current liabilities</b> |            |              |              |            |
| For contingencies                          | <b>125</b> | 39           | (33)         | <b>131</b> |
| <b>Total included in liabilities</b>       | <b>147</b> | <b>39(b)</b> | <b>(41)</b>  | <b>145</b> |

- 
- (a) Charged to Sales expenses.
  - (b) Charged to Other expenses, net.
  - (c) Includes 7 in Other expenses, net and 554 in Income tax.
  - (d) Includes (305) corresponding to results on exposure to inflation.
  - (e) Includes (81) corresponding to results on exposure to inflation.
  - (f) Charged to Income tax.



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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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Exhibit F

**Consolidated statements of operations for the fiscal years ended December 31, 2002 and 2001****and for the twelve month period ended December 31, 2000 (see Note 4.1.e)****COST OF SERVICES PROVIDED**

(In millions of Argentine constant pesos, see Note 4.1.d)

|  | Years/twelve month<br>period ended<br>December 31, |              |              |
|--|--|--------------|--------------|
|  | 2002   | 2001         | 2000         |
| Balance of inventories at beginning of year              | 52   | 190          | 87           |
| Plus:  |  |              |              |
| Purchases of cellular handsets                           | 3  | 37           | 461          |
| Net financial results                                    | (3)  |              |              |
| Inventories leased without charge                        | (11)   | (33)         | (161)        |
| Retirements not included in cost of cellular handsets(1) | (12)   | (29)         | (22)         |
| Cost of services provided (Exhibit H)                    | 2,860  | 3,485        | 3,480        |
| Minus:   |  |              |              |
| Balance of inventories at year/period end                | (17)   | (52)         | (190)        |
| <b>COST OF SERVICES PROVIDED</b>                         | <b>2,872</b>                                       | <b>3,598</b> | <b>3,655</b> |

|  | Periods ended<br>December 31, |             |             |
|--|-------------------------------|-------------|-------------|
|  | 2002                          | 2001        | 2000        |
| (1) Charged to Other receivables         | (3)                           | (4)         |             |
| Charged to Accounts payable              |                               | (7)         |             |
| Charged to Cost of services provided     | (5)                           | (9)         | (13)        |
| Charged to Financial and holding results |                               |             | (9)         |
| Charged to Other expenses, net           | (4)                           | (9)         |             |
|  | <b>(12)</b>                   | <b>(29)</b> | <b>(22)</b> |

## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

Exhibit G

## Consolidated balance sheets at December 31, 2002 and 2001

## ASSETS AND LIABILITIES IN FOREIGN CURRENCY

|  |      | 2002    | 2001 |
|--|------|---------|------|
| Amounts in million of foreign currency units |      |         |      |
| <b>ASSETS</b>                                |      |         |      |
| <b>CURRENT ASSETS</b>                        |      |         |      |
| <b>Cash and banks</b>                        |      |         |      |
| Bank deposits                                | US\$ | 11      | 18   |
|  | G    | 7,278   | 12   |
| <b>Investments</b>                           |      |         |      |
| Short-term investments                       | US\$ | 91      | 124  |
|  | EURO | 83      | 10   |
| Public bonds                                 | US\$ | 37      |      |
| <b>Trade accounts receivable</b>             |      |         |      |
| Ordinary                                     | US\$ | 14      | 130  |
|  | SDR  |         | 2    |
|  | GFD  | 1       |      |
|  | G    | 129,119 | 121  |
| <b>Other receivables</b>                     |      |         |      |
| Swap contracts collateral                    | US\$ |         | 134  |
| Various                                      | US\$ | 2       | 5    |
|  | G    | 4,814   | 10   |
| <b>NON-CURRENT ASSETS</b>                    |      |         |      |
| <b>Other receivables</b>                     |      |         |      |
| Certificates of tax credit                   | US\$ |         | 19   |
| Selling of Sky                               | US\$ |         | 5    |
| <b>Investments</b>                           |      |         |      |
| Public bonds                                 | US\$ | 12      | 41   |
| Latin American Nautilus                      | US\$ |         | 1    |
| Multibrand                                   | US\$ |         | 1    |
| <b>Fixed assets</b>                          |      |         |      |
| Advanced payments to suppliers               | US\$ |         | 9    |
| <b>LIABILITIES</b>                           |      |         |      |
| <b>CURRENT LIABILITIES</b>                   |      |         |      |
| <b>Accounts payable</b>                      |      |         |      |
| Vendors                                      | US\$ | 14      | 96   |
|  | G    | 35,200  | 42   |
|  | SDR  | 6       | 12   |
|  | EURO | 1       |      |
| Advances from customers                      | G    | 1,838   |      |
| Capital leases                               | US\$ |         | 28   |
| Related companies                            | US\$ | 1       | 47   |
| <b>Debt</b>                                  |      |         |      |
| Corporate bonds                              | US\$ | 240     | 436  |
|  | EURO | 1,403   |      |

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|                                |      |        |       |
|--------------------------------|------|--------|-------|
| Banks loans and others         | US\$ | 529    | 419   |
|                                | ¥    | 6,610  |       |
| Fixed asset acquisitions       | US\$ | 620    | 248   |
|                                | EURO | 39     | 3     |
|                                | ¥    | 11,810 |       |
| Inventory acquisitions         | US\$ | 157    | 50    |
| Compensatory interests         | US\$ | 8      |       |
|                                | ¥    | 39     |       |
|                                | EURO | 2      |       |
| <b>Other liabilities</b>       |      |        |       |
| Various                        | US\$ | 1      | 4     |
| <b>NON-CURRENT LIABILITIES</b> |      |        |       |
| <b>Accounts payable</b>        |      |        |       |
| Capital leases                 | US\$ |        | 9     |
| <b>Debt</b>                    |      |        |       |
| Corporate bonds                | US\$ |        | 1,163 |
| Banks loans and others         | US\$ | 43     | 308   |
| Fixed asset acquisitions       | US\$ |        | 466   |
|                                | EURO |        | 36    |
| Inventory acquisitions         | US\$ |        | 114   |

US\$ = United States Dollars; GFD = Golden Franc; SDR = Special drawing rights; G = Paraguayan guaranies; ¥ = Yen.

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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Exhibit H

**Consolidated statements of operations for the fiscal years ended  
December 31, 2002 and 2001 and for the twelve month period ended**

**December 31, 2000 (see Note 4.1.e)**

**EXPENSES INCURRED**

(In millions of Argentine constant pesos, see Note 4.1.d)

|                                     | <u>Cost of<br/>services<br/>provided</u> | <u>Administrative<br/>expenses</u> | <u>Sales<br/>expenses</u> | <u>Fixed assets<br/>Work in<br/>progress</u> | <u>Total<br/>2002</u> |
|-------------------------------------|--|------------------------------------|---------------------------|--|-----------------------|
| Wages and social benefits           | 277                                      | 100                                | 206                       | 5  | 588                   |
| Depreciation of fixed assets        | 1,602                                    | 69                                 | 294                       |  | 1,965                 |
| Amortization of intangible assets   | 38                                       | 9                                  | 63                        |  | 110                   |
| Taxes                               | 83                                       | 2                                  | 12                        |  | 97                    |
| Turnover tax                        | 131                                      |                                    |                           |  | 131                   |
| Taxes on bank debits and credits    | 46                                       |                                    |                           |  | 46                    |
| Materials and supplies              | 154                                      | 5                                  | 27                        |  | 186                   |
| Transport and freight               | 19                                       | 6                                  | 14                        |  | 39                    |
| Energy, water and others            | 29                                       | 6                                  | 9                         |  | 44                    |
| Bad debts expense                   |  |                                    | 188                       |  | 188                   |
| Interconnection costs               | 140                                      |                                    |                           |  | 140                   |
| Settlement outgoing expenses        | 102                                      |                                    |                           |  | 102                   |
| Lease of circuits                   | 41                                       |                                    |                           |  | 41                    |
| Rents                               | 44                                       | 12                                 | 26                        |  | 82                    |
| Fees for debt restructuring process |  | 18                                 |                           |  | 18                    |
| Fees and counsel services           | 2  | 13                                 | 1                         |  | 16                    |
| Repayment for services              | 30                                       | 11                                 | 40                        |  | 81                    |
| Management fees                     | 21                                       | 2                                  |                           |  | 23                    |
| Advertising                         |  |                                    | 28                        |  | 28                    |
| Agent commissions and card sales    | 21                                       |                                    | 25                        |  | 46                    |
| Commissions on collecting           |  |                                    | 77                        |  | 77                    |
| Various                             | 80                                       | 26                                 | 24                        |  | 130                   |
| <b>Total</b>                        | <b>2,860</b>                             | <b>279</b>                         | <b>1,034</b>              | <b>5</b>                                     | <b>4,178</b>          |
|                                     | <u>Cost of<br/>services<br/>provided</u> | <u>Administrative<br/>expenses</u> | <u>Sales<br/>expenses</u> | <u>Fixed assets<br/>Work in<br/>progress</u> | <u>Total<br/>2001</u> |
| Wages and social benefits           | 552                                      | 218                                | 371                       | 15   | 1,156                 |
| Depreciation of fixed assets        | 1,267                                    | 70                                 | 340                       |  | 1,677                 |
| Amortization of intangible assets   | 55                                       | 6                                  | 72                        |  | 133                   |
| Taxes                               | 155                                      | 7                                  | 26                        |  | 188                   |

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|                                   |                                  |                                |                       |                                      |                   |
|-----------------------------------|----------------------------------|--------------------------------|-----------------------|--------------------------------------|-------------------|
| Turnover tax                      | 233                              |                                |                       |                                      | 233               |
| Materials and supplies            | 286                              | 26                             | 35                    |                                      | 347               |
| Transport and freight             | 33                               | 26                             | 37                    |                                      | 96                |
| Energy, water and others          | 55                               | 9                              | 22                    |                                      | 86                |
| Bad debts expense                 |                                  |                                | 563                   |                                      | 563               |
| Interconnection costs             | 212                              |                                |                       |                                      | 212               |
| Settlement outgoing expenses      | 70                               |                                |                       |                                      | 70                |
| Lease of circuits                 | 68                               |                                |                       |                                      | 68                |
| Rents                             | 74                               | 22                             | 22                    |                                      | 118               |
| Fees and counsel services         | 9                                | 19                             | 9                     |                                      | 37                |
| Repayment for services            | 72                               | 61                             | 44                    |                                      | 177               |
| Management fees                   | 209                              | 20                             |                       |                                      | 229               |
| Advertising                       |                                  |                                | 179                   |                                      | 179               |
| Agent commissions and card sales  | 21                               |                                | 92                    |                                      | 113               |
| Commissions on collecting         |                                  |                                | 120                   |                                      | 120               |
| Various                           | 114                              | 53                             | 38                    |                                      | 205               |
| <b>Total</b>                      | <b>3,485</b>                     | <b>537</b>                     | <b>1,970</b>          | <b>15</b>                            | <b>6,007</b>      |
|                                   | <b>Cost of services provided</b> | <b>Administrative expenses</b> | <b>Sales expenses</b> | <b>Fixed assets Work in progress</b> | <b>Total 2000</b> |
| Wages and social benefits         | 476                              | 201                            | 421                   | 20                                   | 1,118             |
| Depreciation of fixed assets      | 1,222                            | 63                             | 299                   |                                      | 1,584             |
| Amortization of intangible assets | 39                               | 9                              | 68                    |                                      | 116               |
| Taxes                             | 137                              | 11                             | 15                    |                                      | 163               |
| Turnover tax                      | 223                              |                                |                       |                                      | 223               |
| Materials and supplies            | 327                              | 35                             | 20                    |                                      | 382               |
| Transport and freight             | 26                               | 24                             | 37                    |                                      | 87                |
| Energy, water and others          | 68                               | 13                             | 31                    |                                      | 112               |
| Bad debts expense                 |                                  |                                | 334                   |                                      | 334               |
| Interconnection costs             | 301                              |                                |                       |                                      | 301               |
| Settlement outgoing expenses      | 94                               |                                |                       |                                      | 94                |
| Lease of circuits                 | 44                               | 13                             | 7                     |                                      | 64                |
| Rents                             | 83                               | 17                             | 13                    |                                      | 113               |
| Fees and counsel services         | 13                               | 26                             | 15                    |                                      | 54                |
| Repayment for services            | 50                               | 76                             | 28                    |                                      | 154               |
| Management fees                   | 275                              | 7                              | 4                     |                                      | 286               |
| Advertising                       |                                  |                                | 209                   |                                      | 209               |

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**

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|                                  |                   |                   |                   |                   |                   |
|----------------------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| Agent commissions and card sales | 7                 |                   | 286               |                   | <b>293</b>        |
| Commissions on collecting        |                   | 4                 | 118               |                   | <b>122</b>        |
| Various                          | 95                | 57                | 35                |                   | <b>187</b>        |
|                                  | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> |
| <b>Total</b>                     | <b>3,480</b>      | <b>556</b>        | <b>1,940</b>      | <b>20</b>         | <b>5,996</b>      |
|                                  | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> |

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## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

Exhibit I

## Consolidated balance sheets at December 31, 2002 and 2001

## AGING BREAKDOWN OF CONSOLIDATED BALANCE SHEETS CAPTIONS

(In millions of Argentine constant pesos, see Note 4.1.d)

| <u>Due date</u>                         | <u>Investments</u> | <u>Trade accounts receivable</u> | <u>Other receivables</u> | <u>Accounts payable</u> | <u>Debt</u>     | <u>Compensation and social benefits payable</u> | <u>Taxes payable</u> | <u>Other liabilities</u> |
|---|--------------------|----------------------------------|--------------------------|-------------------------|-----------------|---|----------------------|--------------------------|
| <b>Total due</b>                        |                    | <b>193</b>                       |                          |                         | <b>3,662(a)</b> |   |                      |                          |
| <b>Not due</b>                          |                    |                                  |                          |                         |                 |   |                      |                          |
| Payable                                 |                    |                                  |                          |                         | 7,391           |   |                      |                          |
| 1.2003 to 3.2003                        | 1,316              | 398                              | 49                       | 388                     |                 | 36  | 70                   | 24                       |
| 4.2003 to 6.2003                        |                    | 4                                | 5                        | 1                       |                 | 11  | 47                   | 1                        |
| 7.2003 to 9.2003                        |                    | 1                                | 8                        | 2                       |                 | 7   |                      |                          |
| 10.2003 to 12.2003                      |                    |                                  | 14                       |                         |                 | 7   |                      |                          |
| 1.2004 to 12.2004                       | 40                 | 1                                | 49                       |                         | 30              | 11  |                      | 1                        |
| 1.2005 to 12.2005                       |                    |                                  | 2                        |                         | 21              | 8   |                      | 3                        |
| 1.2006 to 12.2006                       | 6                  |                                  | 1                        |                         | 18              | 7   |                      | 3                        |
| 1.2007 to 12.2007                       |                    |                                  | 1                        |                         | 15              | 2   |                      | 2                        |
| 1.2008 to 12.2008                       |                    |                                  | 1                        |                         | 60              | 1   |                      | 2                        |
| 1.2009 and subsequent                   | 2                  |                                  | 84                       |                         |                 |   |                      | 18                       |
| <b>Total not due</b>                    | <b>1,364</b>       | <b>404</b>                       | <b>214</b>               | <b>391</b>              | <b>7,535</b>    | <b>90</b>                                       | <b>117</b>           | <b>54</b>                |
| <b>Total 2002</b>                       | <b>1,364</b>       | <b>597</b>                       | <b>214</b>               | <b>391(b)</b>           | <b>11,197</b>   | <b>90</b>                                       | <b>117</b>           | <b>54</b>                |
| <b>Balances with indexation clauses</b> |                    |                                  | 31                       | 17                      |                 |   |                      |                          |
| <b>Balances bearing interest</b>        | 1,364              | 207                              |                          | 2                       | 11,163          |   |                      |                          |
| <b>Balances not bearing interest</b>    |                    | 390                              | 183                      | 372                     | 34              | 90  | 117                  | 54                       |
| <b>Total</b>                            | <b>1,364</b>       | <b>597</b>                       | <b>214</b>               | <b>391</b>              | <b>11,197</b>   | <b>90</b>                                       | <b>117</b>           | <b>54</b>                |
| <b>Average annual interest rate (%)</b> | <b>6.91</b>        | <b>(c)</b>                       |                          | <b>9.43</b>             | <b>(d)</b>      |   |                      |                          |

(a) Includes 112 corresponding to Núcleo (See Note 14).

(b) There are payables in kind that amounted to 1

(c) 153 bear 50% over Banco Nación Argentina notes payable discount rate and 54 bear 9.02%.

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(d) See note 8.

| <u>Due date</u>                         | <u>Investments</u> | <u>Trade<br/>accounts<br/>receivable</u> | <u>Other<br/>receivables</u> | <u>Accounts<br/>payable</u> | <u>Debt</u>  | <u>Compensation<br/>and social<br/>benefits<br/>payable</u> | <u>Taxes<br/>payable</u> | <u>Other<br/>liabilities</u> |
|---|--------------------|--|------------------------------|-----------------------------|--------------|---|--------------------------|------------------------------|
| <b>Total due</b>                        |                    | <b>526</b>                               |                              |                             |              |   |                          |                              |
| <b>Not due</b>                          |                    |  |                              |                             |              |   |                          |                              |
| 1.2002 to 3.2002                        | 330                | 891                                      | 467                          | 1,009                       | 623          | 56  | 182                      | 41                           |
| 4.2002 to 6.2002                        |                    | 33                                       | 20                           | 31                          | 537          | 31  | 4                        | 2                            |
| 7.2002 to 9.2002                        |                    | 22                                       | 15                           | 22                          | 788          | 31  |                          |                              |
| 10.2002 to 12.2002                      |                    | 7  | 131                          | 9                           | 585          | 15  |                          | 2                            |
| 1.2003 to 12.2003                       | 2                  | 8  | 61                           | 17                          | 1,919        | 25  | 55                       |                              |
| 1.2004 to 12.2004                       | 65                 |  | 2                            | 7                           | 1,144        | 20  | 96                       | 2                            |
| 1.2005 to 12.2005                       |                    |  | 26                           |                             | 170          | 17  | 70                       | 2                            |
| 1.2006 to 12.2006                       | 24                 |  | 26                           |                             | 109          | 15  | 52                       | 2                            |
| 1.2007 to 12.2007                       |                    |  | 2                            |                             | 591          | 4   | 70                       | 2                            |
| 1.2008 and subsequent                   | 2                  |  |                              |                             | 626          | 2   | 111                      | 20                           |
| <b>Total not due</b>                    | <b>423</b>         | <b>961</b>                               | <b>750</b>                   | <b>1,095</b>                | <b>7,092</b> | <b>216</b>  | <b>640</b>               | <b>73</b>                    |
| <b>Total 2001</b>                       | <b>423</b>         | <b>1,487</b>                             | <b>750</b>                   | <b>1,095(e)</b>             | <b>7,092</b> | <b>216</b>  | <b>640</b>               | <b>73</b>                    |
| <b>Balances bearing interest</b>        | 423                | 628                                      | 292                          | 83                          | 7,092        |   |                          |                              |
| <b>Balances not bearing interest</b>    |                    | 859                                      | 458                          | 1,012                       |              | 216   | 640                      | 73                           |
| <b>Total</b>                            | <b>423</b>         | <b>1,487</b>                             | <b>750</b>                   | <b>1,095</b>                | <b>7,092</b> | <b>216</b>  | <b>640</b>               | <b>73</b>                    |
| <b>Average annual interest rate (%)</b> | <b>3.18</b>        | <b>(f)</b>                               | <b>1.83</b>                  | <b>7.20</b>                 |              |   |                          |                              |

(e) There are payables in kind that amounted to 2

(f) 423 bear 50% over Banco Nación Argentina notes payable discount rate and 205 bear 22.1%.



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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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Exhibit J (1 of 3)

Consolidated financial statements for the fiscal years ended December 31, 2002 and 2001

and for the twelve month period ended December 31, 2000 (see Note 4.1.e)

**RECONCILIATION OF HISTORICAL TO ADJUSTED AMOUNTS**

(In million of Argentine pesos)

|   | December 31, 2002     |                                     |   | December 31, 2001     |                                     |   | December 31, 2000     |                                     |   |
|---|-----------------------|-------------------------------------|---|-----------------------|-------------------------------------|---|-----------------------|-------------------------------------|---|
|   | Historical<br>amounts | Restatement<br>in constant<br>pesos | Adjusted<br>amounts<br>(Argentine GAAP<br>- Note 4.1.d) | Historical<br>amounts | Restatement<br>in constant<br>pesos | Adjusted<br>amounts<br>(Argentine GAAP<br>- Note 4.1.d) | Historical<br>amounts | Restatement<br>in constant<br>pesos | Adjusted<br>amounts<br>(Argentine GAAP<br>- Note 4.1.d) |
| <b>CONSOLIDATED NET SALES</b>                 |                       |                                     |   |                       |                                     |   |                       |                                     |   |
| <b>National basis telephone service</b>       |                       |                                     |   |                       |                                     |   |                       |                                     |   |
| Local measured service                        | 439                   | 114                                 | 553   | 439                   | 518                                 | 957   | 423                   | 500                                 | 923   |
| DLD measured service                          | 370                   | 89                                  | 459   | 377                   | 447                                 | 824   | 434                   | 513                                 | 947   |
| Monthly basic charges                         | 494                   | 141                                 | 635   | 553                   | 654                                 | 1,207   | 540                   | 638                                 | 1,178   |
| Supplementary services (monthly charges)      | 95                    | 26                                  | 121   | 112                   | 132                                 | 244   | 128                   | 151                                 | 279   |
| Installation fees                             | 17                    | 3                                   | 20  | 24                    | 28                                  | 52  | 22                    | 26                                  | 48  |
| Public telephones                             | 152                   | 39                                  | 191   | 172                   | 203                                 | 375   | 199                   | 235                                 | 434   |
| Interconnection fixed                         | 104                   | 27                                  | 131   | 81                    | 96                                  | 177   | 145                   | 172                                 | 317   |
| Interconnection cellular                      | 32                    | 8                                   | 40  | 19                    | 22                                  | 41  | 34                    | 40                                  | 74  |
| Lease of lines and circuits fixed             | 15                    | 5                                   | 20  | 22                    | 26                                  | 48  | 14                    | 17                                  | 31  |
| Lease of lines and circuits cellular          | 18                    | 4                                   | 22  | 17                    | 20                                  | 37  | 16                    | 19                                  | 35  |
| Others  | 50                    | 10                                  | 60  | 69                    | 83                                  | 152   | 44                    | 52                                  | 96  |
| <b>Total National basic telephone service</b> | <b>1,786</b>          | <b>466</b>                          | <b>2,252</b>  | <b>1,885</b>          | <b>2,229</b>                        | <b>4,114</b>  | <b>1,999</b>          | <b>2,363</b>                        | <b>4,362</b>  |
| <b>International telephone service</b>        |                       |                                     |   |                       |                                     |   |                       |                                     |   |
| Outgoing revenues                             | 136                   | 28                                  | 164   | 123                   | 144                                 | 267   | 132                   | 156                                 | 288   |
| Settlement revenues (net)                     | 75                    | 19                                  | 94  | 33                    | 39                                  | 72  | 54                    | 64                                  | 118   |
| <b>Total International telephone service</b>  | <b>211</b>            | <b>47</b>                           | <b>258</b>  | <b>156</b>            | <b>183</b>                          | <b>339</b>  | <b>186</b>            | <b>220</b>                          | <b>406</b>  |
| <b>Data transmission</b>                      |                       |                                     |   |                       |                                     |   |                       |                                     |   |
| Terrestrial networks                          | 84                    | 17                                  | 101   | 68                    | 80                                  | 148   | 70                    | 83                                  | 153   |
| Lease of data circuits                        | 25                    | 6                                   | 31  | 35                    | 41                                  | 76  | 32                    | 38                                  | 70  |
| Internet traffic                              | 107                   | 25                                  | 132   | 95                    | 112                                 | 207   | 76                    | 90                                  | 166   |
| International connectivity                    | 66                    | 16                                  | 82  | 40                    | 47                                  | 87  | 34                    | 40                                  | 74  |
| Others  | 17                    | 2                                   | 19  | 24                    | 30                                  | 54  | 20                    | 24                                  | 44  |
| <b>Total Data transmission</b>                | <b>299</b>            | <b>66</b>                           | <b>365</b>  | <b>262</b>            | <b>310</b>                          | <b>572</b>  | <b>232</b>            | <b>275</b>                          | <b>507</b>  |
| <b>Internet</b>                               |                       |                                     |   |                       |                                     |   |                       |                                     |   |

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|                                  |              |            |              |              |              |              |              |              |              |
|----------------------------------|--------------|------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| Internet monthly fee             | 46           | 11         | 57           | 31           | 37           | 68           | 24           | 28           | 52           |
| <b>Total Internet</b>            | <b>46</b>    | <b>11</b>  | <b>57</b>    | <b>31</b>    | <b>37</b>    | <b>68</b>    | <b>24</b>    | <b>28</b>    | <b>52</b>    |
| <b>Cellular telephony</b>        |              |            |              |              |              |              |              |              |              |
| <b>◆ Personal</b>                |              |            |              |              |              |              |              |              |              |
| Monthly fee and measured service | 236          | 62         | 298          | 303          | 358          | 661          | 318          | 376          | 694          |
| Pre-paid card                    | 124          | 23         | 147          | 106          | 125          | 231          | 66           | 78           | 144          |
| Calling Party Pays               | 225          | 56         | 281          | 245          | 290          | 535          | 304          | 359          | 663          |
| Others                           | 102          | 24         | 126          | 114          | 135          | 249          | 128          | 151          | 279          |
|                                  | 687          | 165        | 852          | 768          | 908          | 1,676        | 816          | 964          | 1,780        |
| <b>◆ Núcleo</b>                  |              |            |              |              |              |              |              |              |              |
| Monthly fee and measured service | 50           |            | 50           | 17           | 20           | 37           | 15           | 18           | 33           |
| Pre-paid card                    | 28           |            | 28           | 8            | 9            | 17           | 11           | 13           | 24           |
| Calling Party Pays               | 82           |            | 82           | 32           | 38           | 70           | 29           | 34           | 63           |
| Others                           | 16           |            | 16           | 4            | 5            | 9            | 3            | 4            | 7            |
|                                  | 176          |            | 176          | 61           | 72           | 133          | 58           | 69           | 127          |
| <b>Total cellular telephony</b>  | <b>863</b>   | <b>165</b> | <b>1,028</b> | <b>829</b>   | <b>980</b>   | <b>1,809</b> | <b>874</b>   | <b>1,033</b> | <b>1,907</b> |
| <b>Total directories edition</b> | <b>23</b>    |            | <b>23</b>    | <b>47</b>    | <b>55</b>    | <b>102</b>   | <b>53</b>    | <b>62</b>    | <b>115</b>   |
| <b>Total net sales</b>           | <b>3,228</b> | <b>755</b> | <b>3,983</b> | <b>3,210</b> | <b>3,794</b> | <b>7,004</b> | <b>3,368</b> | <b>3,981</b> | <b>7,349</b> |

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## TELECOM ARGENTINA STET-FRANCE TELECOM S.A.

Exhibit J (2 of 3)

Consolidated financial statements for the fiscal years ended December 31, 2002 and 2001

and for the twelve month period ended December 31, 2000 (see Note 4.1.e)

## RECONCILIATION OF HISTORICAL TO ADJUSTED AMOUNTS

(In million of Argentine pesos)

| Consolidated Operating<br>Costs<br>without Depreciation<br>and Amortization | December 31, 2002     |                                     |  | December 31, 2001     |                                     |  | December 31, 2000     |                                     |  |
|---|-----------------------|-------------------------------------|--|-----------------------|-------------------------------------|--|-----------------------|-------------------------------------|--|
|   | Historical<br>Amounts | Restatement<br>in constant<br>pesos | Adjusted<br>amounts<br>(Argentine<br>GAAP<br>Note 4.1.d) | Historical<br>Amounts | Restatement<br>in constant<br>pesos | Adjusted<br>amounts<br>(Argentine<br>GAAP<br>Note 4.1.d) | Historical<br>Amounts | Restatement<br>in constant<br>pesos | Adjusted<br>amounts<br>(Argentine<br>GAAP<br>Note 4.1.d) |
| Wages and social benefits   | (461)                 | (122)                               | (583)  | (523)                 | (618)                               | (1,141)  | (503)                 | (595)                               | (1,098)  |
| Taxes   | (77)                  | (20)                                | (97)   | (86)                  | (102)                               | (188)  | (75)                  | (88)                                | (163)  |
| Tax on bank debits and credits  | (37)                  | (9)                                 | (46)   |                       |                                     |  |                       |                                     |  |
| Turnover tax  | (107)                 | (24)                                | (131)  | (107)                 | (126)                               | (233)  | (102)                 | (121)                               | (223)  |
| Materials and supplies  | (143)                 | (43)                                | (186)  | (159)                 | (188)                               | (347)  | (175)                 | (207)                               | (382)  |
| Transport and freight   | (31)                  | (8)                                 | (39)   | (44)                  | (52)                                | (96)   | (40)                  | (47)                                | (87)   |
| Bad debt expense  | (127)                 | (61)                                | (188)  | (258)                 | (305)                               | (563)  | (153)                 | (181)                               | (334)  |
| Interconnection costs   | (112)                 | (28)                                | (140)  | (97)                  | (115)                               | (212)  | (138)                 | (163)                               | (301)  |
| Settlement outgoing expenses  | (83)                  | (19)                                | (102)  | (32)                  | (38)                                | (70)   | (43)                  | (51)                                | (94)   |
| Lease of circuits   | (41)                  |                                     | (41)   | (31)                  | (37)                                | (68)   | (29)                  | (34)                                | (64)   |
| Fees for debt restructuring process   | (18)                  |                                     | (18)   |                       |                                     |  |                       |                                     |  |
| Fees and counsel services   | (13)                  | (3)                                 | (16)   | (17)                  | (20)                                | (37)   | (25)                  | (29)                                | (54)   |
| Repayment for services  | (65)                  | (16)                                | (81)   | (81)                  | (96)                                | (177)  | (71)                  | (84)                                | (154)  |
| Management fees   | (13)                  | (10)                                | (23)   | (105)                 | (124)                               | (229)  | (131)                 | (155)                               | (286)  |
| Advertising   | (22)                  | (6)                                 | (28)   | (82)                  | (97)                                | (179)  | (96)                  | (113)                               | (209)  |
| Cost of cellular handsets   | (10)                  | (2)                                 | (12)   | (52)                  | (61)                                | (113)  | (80)                  | (95)                                | (175)  |
| Agent commissions and card sales  | (41)                  | (5)                                 | (46)   | (52)                  | (61)                                | (113)  | (134)                 | (158)                               | (293)  |
| Other   | (273)                 | (60)                                | (333)  | (242)                 | (287)                               | (529)  | (245)                 | (290)                               | (534)  |
| <b>Operating costs without depreciation and amortization</b>                | <b>(1,674)</b>        | <b>(436)</b>                        | <b>(2,110)</b>   | <b>(1,968)</b>        | <b>(2,327)</b>                      | <b>(4,295)</b>   | <b>(2,040)</b>        | <b>(2,411)</b>                      | <b>(4,451)</b>   |
| <b>Consolidated EBITDA (Non-GAAP measures)</b>                              |                       |                                     |  |                       |                                     |  |                       |                                     |  |

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|   |              |            |              |              |              |              |              |              |              |
|---|--------------|------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| Net sales   | 3,228        | 755        | 3,983        | 3,210        | 3,794        | 7,004        | 3,368        | 3,981        | 7,349        |
| Operating costs without depreciation and amortization | (1,674)      | (436)      | (2,110)      | (1,968)      | (2,327)      | (4,295)      | (2,040)      | (2,411)      | (4,451)      |
| <b>EBITDA (Non-GAAP measures)</b>                     | <b>1,554</b> | <b>319</b> | <b>1,873</b> | <b>1,242</b> | <b>1,467</b> | <b>2,709</b> | <b>1,328</b> | <b>1,570</b> | <b>2,898</b> |

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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Exhibit J (3 of 3)

**Consolidated financial statements for fiscal years ended December 31, 2002 and 2001****and for the twelve month period ended December 31, 2000 (see Note 4.1.e)****RECONCILIATION OF HISTORICAL TO ADJUSTED AMOUNTS**

(In millions of Argentine pesos)

|  | December 31, 2002  |                               |  | December 31, 2001  |                               |  | December 31, 2000  |                               |  |
|--|--------------------|-------------------------------|--|--------------------|-------------------------------|--|--------------------|-------------------------------|--|
|  | Historical amounts | Restatement in constant pesos | Adjusted amounts (Argentine GAAP Note 4.1.d) | Historical amounts | Restatement in constant pesos | Adjusted amounts (Argentine GAAP Note 4.1.d) | Historical amounts | Restatement in constant pesos | Adjusted amounts (Argentine GAAP Note 4.1.d) |
| <b>CONSOLIDATED FINANCIAL AND HOLDING RESULTS</b>                        |                    |                               |  |                    |                               |  |                    |                               |  |
| Interest earned on short term investments and trade accounts receivable  | 119                | (44)                          | 75   | 63                 | 74                            | 137  | 66                 | 78                            | 144  |
| Foreign currency exchange gains  | 768                | (155)                         | 613  | (1)                | (1)                           | (2)  |                    |                               |  |
| Results on holding of national and provincial public bonds by collection | (32)               | (40)                          | (72)   |                    |                               |  |                    |                               |  |
| Other financial results  | 11                 | (95)                          | (84)   | (6)                | (10)                          | (16)   | 7                  | 12                            | 19   |
| Losses on exposure to inflation  |                    | (2,073)                       | (2,073)                                      |                    |                               |  |                    |                               |  |
| <b>Financial and holding results generated by assets</b>                 | <b>866</b>         | <b>(2,407)</b>                | <b>(1,541)</b>                               | <b>56</b>          | <b>63</b>                     | <b>119</b>                                   | <b>73</b>          | <b>90</b>                     | <b>163</b>                                   |
| Interest on debt   | (784)              | (128)                         | (912)  | (304)              | (359)                         | (663)  | (295)              | (349)                         | (644)  |
| Foreign currency exchange losses   | (7,949)            | 3,544                         | (4,405)                                      | (6)                | (7)                           | (13)   | 2                  | 2                             | 4  |
| Results from swap cancellation   | (247)              | (32)                          | (279)  |                    |                               |  |                    |                               |  |
| Other financial results  | (16)               | (2)                           | (18)   | (22)               | (27)                          | (49)   | (60)               | (71)                          | (131)  |
| Gains on exposure to inflation   |                    | 935                           | 935  |                    |                               |  |                    |                               |  |

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|  |                |              |                |              |              |              |              |              |              |
|--|----------------|--------------|----------------|--------------|--------------|--------------|--------------|--------------|--------------|
| Capitalized interest on work in progress and intangible assets in constant pesos                         |                |              | 66             |              |              | 103          |              |              | 129          |
| Capitalized foreign currency exchange differences by debt for fixed assets acquisition in constant pesos |                |              | 891            |              |              |              |              |              |              |
| <b>Financial and holding results generated by liabilities</b>  | <b>(8,996)</b> | <b>4,317</b> | <b>(3,722)</b> | <b>(332)</b> | <b>(393)</b> | <b>(622)</b> | <b>(353)</b> | <b>(418)</b> | <b>(642)</b> |
| <b>Total financial and holding results</b>   |                |              | <b>(5,263)</b> |              |              | <b>(503)</b> |              |              | <b>(479)</b> |

**CONSOLIDATED STATEMENT OF CASH FLOWS**

**CASH FLOWS PROVIDED BY (USED FOR) OPERATING ACTIVITIES**

|  |              |           |              |              |              |              |              |              |              |
|--|--------------|-----------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| Net income (loss) in constant pesos  | (4,354)      |           | (4,354)      | 99           |              | 99           | 359          |              | 359          |
| Depreciation of fixed assets and amortization of intangible assets in constant pesos | 2,075        |           | 2,075        | 1,810        |              | 1,810        | 1,700        |              | 1,700        |
| Historical foreign currency exchange differences by assets                           | 200          | (200)     |              |              |              |              |              |              |              |
| Other results and a decrease or increase in assets and liabilities                   | 3,691        | 243       | 3,934        | (787)        | 1,293        | 506          | (897)        | 1,372        | 475          |
| <b>Total cash flows provided by operating activities</b>                             | <b>1,612</b> | <b>43</b> | <b>1,655</b> | <b>1,122</b> | <b>1,293</b> | <b>2,415</b> | <b>1,162</b> | <b>1,372</b> | <b>2,534</b> |

**CASH FLOWS PROVIDED BY (USED FOR) INVESTING ACTIVITIES**

|  |              |              |              |              |              |                |              |              |                |
|--|--------------|--------------|--------------|--------------|--------------|----------------|--------------|--------------|----------------|
| Fixed asset and intangible asset acquisition           | (294)        | (117)        | (411)        | (642)        | (759)        | (1,401)        | (825)        | (974)        | (1,799)        |
| Investments not considered as cash or cash equivalents | 114          | (13)         | 101          | (3)          | (4)          | (7)            | 193          | 228          | 421            |
| <b>Total cash flows used for investing activities</b>  | <b>(180)</b> | <b>(130)</b> | <b>(310)</b> | <b>(645)</b> | <b>(763)</b> | <b>(1,408)</b> | <b>(632)</b> | <b>(746)</b> | <b>(1,378)</b> |

**CASH FLOWS PROVIDED BY (USED FOR) FINANCING**

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| <b>ACTIVITIES</b>   |              |              |              |              |              |                |              |              |              |
|---|--------------|--------------|--------------|--------------|--------------|----------------|--------------|--------------|--------------|
| Proceeds and repayments of debt, net                          | (21)         | (3)          | (24)         | 69           | 82           | 151            | 49           | 59           | 108          |
| Payment of interest and related expenses                      | (302)        | (141)        | (443)        | (439)        | (518)        | (957)          | (325)        | (385)        | (710)        |
| Dividends paid  |              |              |              | (213)        | (251)        | (464)          | (134)        | (158)        | (292)        |
| <b>Total cash flows used for financing activities</b>         | <b>(323)</b> | <b>(144)</b> | <b>(467)</b> | <b>(583)</b> | <b>(687)</b> | <b>(1,270)</b> | <b>(410)</b> | <b>(484)</b> | <b>(894)</b> |
| <b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>       |              |              |              |              |              |                |              |              |              |
|   |              |              | 878          |              |              | (263)          |              |              | 262          |
| <b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b> |              |              |              |              |              |                |              |              |              |
|   |              |              | 426          |              |              | 689            |              |              | 427          |
| <b>CASH AND CASH EQUIVALENTS AT YEAR/PERIOD END</b>           |              |              |              |              |              |                |              |              |              |
|   |              |              | 1,304        |              |              | 426            |              |              | 689          |

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**TELECOM ARGENTINA STET-FRANCE TELECOM S.A.**


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**CORPORATE INFORMATION**

**INDEPENDENT AUDITORS** Henry Martin, Lisdero y Asociados (member of Ernst & Young Global).

**STOCK MARKET INFORMATION** (Source: Bloomberg)

**BCBA**

| <u>Quarter</u>      | <b>Market quotation</b> |            | <b>Volume of shares traded</b> |
|---------------------|-------------------------|------------|--------------------------------|
|                     | (\$/share)              |            |                                |
|                     | <u>High</u>             | <u>Low</u> |                                |
|                     |                         |            | (in millions)                  |
| <b>December 01</b>  | 1.95                    | 1.19       | 39.7                           |
| <b>March 02</b>     | 2.10                    | 1.79       | 30.5                           |
| <b>June 02</b>      | 1.40                    | 0.58       | 28.4                           |
| <b>September 02</b> | 0.80                    | 0.56       | 36.5                           |
| <b>December 02</b>  | 1.73                    | 0.70       | 51.8                           |

**NYSE**

| <u>Quarter</u>      | <b>Market quotation</b> |            | <b>Volume of ADRs traded</b> |
|---------------------|-------------------------|------------|------------------------------|
|                     | (US\$/ADR*)             |            |                              |
|                     | <u>High</u>             | <u>Low</u> |                              |
|                     |                         |            | (in millions)                |
| <b>December 01</b>  | 8.34                    | 5.79       | 27.5                         |
| <b>March 02</b>     | 6.68                    | 2.64       | 25.3                         |
| <b>June 02</b>      | 2.88                    | 0.60       | 23.1                         |
| <b>September 02</b> | 1.13                    | 0.66       | 8.1                          |
| <b>December 02</b>  | 2.60                    | 0.80       | 11.9                         |

\* Calculated at 1 ADR = 5 shares

**INVESTOR RELATIONS** for information about Telecom Argentina STET-France Telecom S.A., please contact:

**In Argentina**

Telecom Argentina STET France Telecom S.A.  
Investor Relations Departments  
Alicia Moreau de Justo 50, 10th Floor  
(1107) Ciudad Autónoma de Buenos Aires



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**Outside Argentina**

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New York, New York 10017  
USA  
Tel.: 1-212-697-9191

Morgan Guaranty Trust Co.  
ADR Department  
60 Wall Street  
New York, New York 10260-0060  
USA  
Tel.: 1-212-648-9935

**INTERNET** <http://www.telecom.com.ar>

**DEPOSIT AND TRANSFER AGENT FOR ADRs**

Morgan Guaranty Trust Co.  
60 Wall Street  
New York, New York 10260-0060  
USA

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**REGISTERED OFFICE OF TELECOM**

Telecom Argentina STET-France Telecom S.A.

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C1107AAB-Buenos Aires, Argentina

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please dial (0-800) 555-4288, (0-800) 222-1288 or (0-800) 288-5288

followed by the U.S. Toll Free:

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The Bank of New York

Corporate Trust Operations

Reorganization Unit

101 Barclay Street, 7 East

New York, New York 10286

Attn: Ms. Carolle Montreuil

Tel: (212) 815-5920

Fax: (212) 298-1915

Price Waterhouse & Co.

PricewaterhouseCoopers

Alicia Moreau de Justo 270, Piso 2

C1107AAF-Buenos Aires, Argentina

*For Euroclear/Clearstream eligible notes*

The Bank of New York, London Branch

30 Cannon Street

London EC4 M6XH

England

Attn: Amanda Smith / Julie McCarthy

Tel: 44-207-964-7235 / 6513

Fax: 44-207-964-7294

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Member of Ernst & Young Global

25 de Mayo 476

C1002ABJ-Buenos Aires, Argentina

**LUXEMBOURG AGENT**

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23, Avenue de la Porte Neuve

2085 Luxembourg

**SOLICITATION AGENTS**

*International*

Morgan Stanley

Liability Management Group

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10017 U.S.A.

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Argentina

*In respect of Italian Law*

Gianni, Origoni Grippo &

Partners

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Rome, Italy

**LEGAL ADVISORS TO THE SOLICITATION AGENTS**

*In respect of U.S. Law*

Sidley Austin Brown & Wood LLP

787 Seventh Avenue

New York, New York 10019 U.S.A.

## PART II

## INFORMATION NOT REQUIRED IN THE PROSPECTUS

**Item 6. Indemnification of Directors and Officers**

Pursuant to resolutions adopted at a meeting of the Board of Directors on September 12, 1994, Telecom has undertaken to indemnify our directors and officers, to the extent permitted by law and our bylaws (*estatutos*), against any loss, claim, damages and judgments, and any expenses (including legal expenses) relating thereto, to which they may become subject under the Securities Act of 1933, the Securities Exchange Act of 1934 and any State securities or blue sky laws insofar as any liabilities arise in connection with this Registration Statement.

**Item 7. Recent Sales of Unregistered Securities**

In July 2001, Telecom issued series 2, medium-term, fixed-rate notes in the aggregate principal amount of 190,000,000 due 2004. The principal lead managers were Schroder Salomon Smith Barney, Banca d'Intermediazione Mobiliare IMI, Caboto (Gruppo IntesaBci) and UBM-UniCredit Banca Mobiliare. The notes were offered and sold outside the United States. The issue price of the notes was 99.687% (187,980,300), and the aggregate management and underwriting commissions and selling concessions were 0.75% to be deducted from the issue price. Because offers and sales of these notes were made outside the United States, the sale of these notes was exempt from registration under the Securities Act of 1933 by virtue of Regulation S thereunder.

**Item 8. Exhibits and Financial Statement Schedules****(a) Exhibits**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 3.1                       | <i>Estatutos</i> (bylaws) of Telecom, as amended, which include its corporate charter (incorporated by reference from Exhibit 1.1 to Telecom's Annual Report on Form 20-F for 2002)  |
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  - 5.1 Opinion of Davis Polk & Wardwell\*
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\* To be filed by amendment.

**Item 9. Undertakings**

A. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted against the Registrant by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

B. The undersigned Registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this Registration Statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act of 1933 shall be deemed to be part of this Registration Statement as of the time it was declared effective.

(2) For the purpose of determining any liabilities under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Buenos Aires, the Republic of Argentina, on the 8<sup>th</sup> day of January, 2004.

TELECOM ARGENTINA STET-FRANCE

TELECOM S.A.

By:           /s/ Carlos Felices          

Name: Carlos Felices  
Title: Chief Executive Officer



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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Carlos Felices, Valerio Cavallo, Amadeo Ramón Vázquez and Alberto Messano, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, 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 exhibits thereto and other documents in connection therewith, with the 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 and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u>  | <u>Title</u>   | <u>Date</u>     |
|---|--|-----------------|
| <u>/s/ Carlos Felices</u><br>Carlos Felices             | Chief Executive Officer  | January 8, 2004 |
| <u>/s/ Valerio Cavallo</u><br>Valerio Cavallo           | Controller, Chief Financial Officer and Principal Accounting Officer | January 8, 2004 |
| <u>/s/ Amadeo Ramón Vázquez</u><br>Amadeo Ramón Vázquez | Chairman of the Board  | January 8, 2004 |
| <u>/s/ Gerardo Werthein</u><br>Gerardo Werthein         | Vice Chairman of the Board   | January 8, 2004 |
| <u>/s/ Alberto Messano</u><br>Alberto Messano           | Director   | January 8, 2004 |
| <u>/s/ Franco Livini</u><br>Franco Livini               | Director   | January 8, 2004 |
| <u>/s/ Raúl Miranda</u><br>Raúl Miranda                 | Director   | January 8, 2004 |
| <u>/s/ Jorge Alberto Brea</u><br>Jorge Alberto Brea     | Director   | January 8, 2004 |

**SIGNATURES OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the requirements of the Securities Act of 1933, the undersigned, the duly authorized representative of Telecom Argentina STET-France Telecom S.A. has signed this registration statement or amendment thereto in the City of Newark, State of Delaware, on January 8, 2004.

PUGLISI & ASSOCIATES

By:           /s/ Donald J. Puglisi          

Name: Donald J. Puglisi  
Title: Managing Director

## EXHIBIT INDEX

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