

TELECOM ARGENTINA SA

Form 6-K

April 01, 2005

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FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Issuer

**Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934**

For the month of March, 2005

Commission File Number: 001-13464

Telecom Argentina S.A.

(Translation of registrant's name into English)

Alicia Moreau de Justo, No. 50, 1107

Buenos Aires, Argentina

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

Indicate by check mark whether by furnishing the information contained in this Form, the Registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes No

If is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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Telecom Argentina S.A.

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TELECOM ARGENTINA S.A.

Corporation non adhered to the Optional Statutory Regime of Compulsory Public Purchase Offer

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Consolidated Financial Statements as of December 31, 2004 and December 31, 2003 and for the years ended December 31, 2004, 2003 and 2002

\$: Argentine peso

US\$: U.S. dollar

\$2.979 = US\$1 as of December 31, 2004

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Item 1

Consolidated Balance Sheets as of December 31, 2004 and 2003

(In millions of Argentine pesos - see Note 3.c)

| | As of December 31, 2004 | As of December 31, 2003 |
|--------------------------------------|-----------------------------------|-----------------------------------|
| | <u>2004</u> | <u>2003</u> |
| ASSETS | | |
| Current Assets | | |
| Cash and banks | \$ 32 | \$ 26 |
| Investments, net | 3,630 | 2,441 |
| Accounts receivable, net | 612 | 581 |
| Other receivables, net | 78 | 119 |
| Inventories, net | 79 | 14 |
| Other assets | 3 | 3 |
| | <u>4,434</u> | <u>3,184</u> |
| Total current assets | | |
| Non-Current Assets | | |
| Other receivables, net | 228 | 193 |
| Investments | 2 | 47 |
| Fixed assets, net | 6,895 | 8,001 |
| Intangible assets, net | 773 | 845 |
| | <u>7,898</u> | <u>9,086</u> |
| Total non-current assets | | |
| | <u>\$ 12,332</u> | <u>\$ 12,270</u> |
| TOTAL ASSETS | | |
| LIABILITIES | | |
| Current Liabilities | | |
| Accounts payable | \$ 548 | \$ 451 |
| Debt | 9,434 | 9,996 |
| Salaries and social security payable | 79 | 77 |
| Taxes payable | 114 | 120 |
| Other liabilities | 22 | 25 |
| Contingencies | 30 | 15 |
| | <u>30</u> | <u>15</u> |

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| | | |
|---|------------------|------------------|
| Total current liabilities | 10,227 | 10,684 |
| Non-Current Liabilities | | |
| Accounts payable | \$ 7 | \$ |
| Debt | 1,219 | 86 |
| Salaries and social security payable | 33 | 30 |
| Taxes payable | 5 | |
| Other liabilities | 71 | 39 |
| Contingencies | 214 | 210 |
| Total non-current liabilities | 1,549 | 365 |
| TOTAL LIABILITIES | \$ 11,776 | \$ 11,049 |
| Minority interest | 30 | 32 |
| Foreign currency translation adjustments | 24 | 21 |
| SHAREHOLDERS EQUITY | \$ 502 | \$ 1,168 |
| TOTAL LIABILITIES, MINORITY INTEREST, FOREIGN CURRENCY TRANSLATION ADJUSTMENTS AND SHAREHOLDERS EQUITY | \$ 12,332 | \$ 12,270 |

The accompanying notes are an integral part of these consolidated financial statements.

Marcelo Kozak
Chief Administration Officer

Amadeo R. Vázquez
President

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TELECOM ARGENTINA S.A.

Corporation non adhered to the Optional Statutory Regime of Compulsory Public Purchase Offer

Item 1

Consolidated Statements of Income

for the years ended December 31, 2004, 2003 and 2002

(In millions of Argentine pesos, except per share data in Argentine pesos -see Note 3.c)

| | Years ended December 31 | | |
|--|-------------------------|---------------|-------------------|
| | 2004 | 2003 | 2002 |
| Net sales | \$ 4,494 | \$ 3,753 | \$ 4,012 |
| Cost of services | (2,950) | (2,640) | (2,893) |
| Gross profit | 1,544 | 1,113 | 1,119 |
| General and administrative expenses | (244) | (222) | (281) |
| Selling expenses | (900) | (784) | (1,042) |
| Operating income (loss) | 400 | 107 | (204) |
| Equity (loss) gain from related companies | (2) | 2 | (23) |
| Amortization of goodwill | | | (10) |
| Financial results, net | (1,172) | 48 | (5,302) |
| Other expenses, net | (78) | (168) | (176) |
| Gain on debt restructuring | 209 | 376 | |
| Net (loss) income before income tax and minority interest | (643) | 365 | (5,715) |
| Income tax (expense) benefit, net | (26) | 7 | 1,304 |
| Minority interest | 3 | (21) | 25 |
| Net (loss) income | \$ (666) | \$ 351 | \$ (4,386) |
| Net (loss) income per share | (0.68) | 0.36 | (4.46) |

The accompanying notes are an integral part of these consolidated financial statements.

Marcelo Kozak

Amadeo R. Vázquez

Chief Administration Officer

President

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TELECOM ARGENTINA S.A.

Corporation non adhered to the Optional Statutory Regime of Compulsory Public Purchase Offer

Item 1

Consolidated Statements of Changes in Shareholders' Equity**for the years ended December 31, 2004, 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/ (Accumulated deficit) | Total | |
| Balances as of January 1, 2002 | \$ 984 | 3,044 | 4,028 | 274 | 901 | 1,175 | \$ 5,203 |
| As approved by the Shareholders' Ordinary Meeting held on April 24, 2002: | | | | | | | |
| - Legal reserve | | | | 3 | (3) | | |
| Net loss | | | | | (4,386) | (4,386) | (4,386) |
| Balances as of December 31, 2002 | 984 | 3,044 | 4,028 | 277 | (3,488) | (3,211) | \$ 817 |
| Net income | | | | | 351 | 351 | 351 |
| Balances as of December 31, 2003 | 984 | 3,044 | 4,028 | 277 | (3,137) | (2,860) | 1,168 |
| Net loss | | | | | (666) | (666) | (666) |
| Balances as of December 31, 2004 | \$ 984 | 3,044 | 4,028 | 277 | (3,803) | (3,526) | \$ 502 |

The accompanying notes are an integral part of these consolidated financial statements.

Marcelo Kozak
Chief Administration Officer

Amadeo R. Vázquez
President

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TELECOM ARGENTINA S.A.

Corporation non adhered to the Optional Statutory Regime of Compulsory Public Purchase Offer

Item 1

Consolidated Statements of Cash Flows for the years ended December 31, 2004, 2003 and 2002

(In millions of Argentine pesos - see Note 3.c)

| | Years ended December 31, | | |
|--|--------------------------|--------------|--------------|
| | 2004 | 2003 | 2002 |
| <u>CASH FLOWS FROM OPERATING ACTIVITIES</u> | | | |
| Net (loss) income | \$ (666) | \$ 351 | \$ (4,386) |
| Adjustments to reconcile net (loss) income to net cash flows provided by operating activities | | | |
| Allowance for doubtful accounts and other allowances | 63 | 12 | 191 |
| Depreciation of fixed assets | 1,552 | 1,768 | 1,980 |
| Amortization of intangible assets | 94 | 109 | 111 |
| Equity (loss) gain from related companies | 2 | (2) | 23 |
| Amortization of goodwill | | | 10 |
| Consumption of materials | 54 | 39 | 47 |
| Fixed assets disposal | 4 | 9 | 50 |
| Provision for commissions | 25 | 1 | |
| Provision for contingencies | 24 | 90 | 101 |
| Gain on debt restructuring | (209) | (376) | |
| Interest and other financial results on debt | 1,407 | 32 | 4,568 |
| Income tax | 26 | (7) | (1,304) |
| Minority interest | (3) | 21 | (25) |
| Net (increase) decrease in assets | (182) | (350) | 998 |
| Net (decrease) increase in liabilities | (27) | 318 | (697) |
| Total cash flows provided by operating activities | 2,164 | 2,015 | 1,667 |
| <u>CASH FLOWS FROM INVESTING ACTIVITIES</u> | | | |
| Fixed asset acquisitions | (461) | (162) | (390) |
| Intangible asset acquisitions | (12) | (6) | (24) |
| Proceeds for the sale of fixed assets and equity investments | 4 | 3 | 2 |
| (Increase) decrease in investments not considered as cash and cash equivalents | (382) | (180) | 100 |
| Total cash flows used in investing activities | (851) | (345) | (312) |
| <u>CASH FLOWS FROM FINANCING ACTIVITIES</u> | | | |

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| | | | |
|---|-------------------|-------------------|-------------------|
| Debt proceeds | | | 18 |
| Payment of debt | (471) | (11) | (42) |
| Repurchase of debt | | (422) | |
| Payment of interest and debt-related expenses | (118) | (335) | (446) |
| | <u> </u> | <u> </u> | <u> </u> |
| Total cash flows used in financing activities | (589) | (768) | (470) |
| | <u> </u> | <u> </u> | <u> </u> |
| INCREASE IN CASH AND CASH EQUIVALENTS | 724 | 902 | 885 |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF YEAR | 2,216 | 1,314 | 429 |
| | <u> </u> | <u> </u> | <u> </u> |
| CASH AND CASH EQUIVALENTS AT YEAR END | \$ 2,940 | \$ 2,216 | \$ 1,314 |
| | <u> </u> | <u> </u> | <u> </u> |

See Note 6 for supplementary cash flow information.

The accompanying notes are an integral part of these consolidated financial statements.

Marcelo Kozak
Chief Administration Officer

Amadeo R. Vázquez
President

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TELECOM ARGENTINA S.A.

Corporation non adhered to the Optional Statutory Regime of Compulsory Public Purchase Offer

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Notes to the 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 or the Telecom Group , indistinctively) 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 Telecom Argentina STET-France Telecom. However, as a result of a change in the Company's controlling group and the termination of the Management Agreement relationship with respect to France Cables et Radio S.A. (FCR , a subsidiary of France Telecom S.A.) as joint operator of the Company, at the Extraordinary and Ordinary Shareholders Meeting held on February 18, 2004, the shareholders approved the change of the legal name of the Company to Telecom Argentina S.A. Accordingly, the Company amended its by-laws to effect this change in accordance with the prior approval obtained from the Department of Communications and the *Comisión Nacional de Valores* (CNV), the National Securities Commission in Argentina.

The Company provides fixed-line public telecommunication services and fixed telephone services, 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 together with FCR, 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.

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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 (CNC). The CNC 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 CNC resolutions.

The principal features of the regulatory framework have been created by:

- The Privatization Regulations, including the List of Conditions;
- The Transfer Agreement;
- 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.

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(In millions of Argentine pesos, except as otherwise indicated - See Note 3.c)

2. Regulatory framework (continued)

(b) Licenses granted as of December 31, 2004

As of December 31, 2004, 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 December 31, 2004, the Company's subsidiaries have been granted the following licenses:

-

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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 radio communication services in the Federal District and Greater Buenos Aires areas, as well 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;
- 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 common shareholders' interest in Nortel to less than 51%, in either case without prior approval of the regulatory authorities; and
- the Company's bankruptcy.

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.
- the liquidation or dissolution of Personal, without previous authorization of the CNC.

Nucleo's licenses are revocable mainly in the case of:

- interruption of services;
- the bankruptcy of Nucleo and,
- non-compliance with certain obligations.

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(In millions of Argentine pesos, except as otherwise indicated - See Note 3.c)

2. Regulatory framework (continued)

(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 (U.S. C.P.I.). 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 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; and
- The renegotiation of the conditions of the contractual agreements entered into between privatized companies and the Argentine Government.

The Argentine Government is entitled to renegotiate these agreements based on the following criteria:

- The overall impact of tariffs for public services on the economy and income levels;

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- Service quality and investment plans, as contractually agreed;
- The customers' interests and access to the services;
- The security of the systems; and
- The profitability of the service providers.

Decree No. 293/02, dated February 12, 2002, entrusted the Ministry of Economy with the renegotiation of the agreements, including agreements that govern the provision of fixed telephone services. Initially, the contractual renegotiation proposals were to be submitted to the Argentine 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 Argentine 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 Argentine Government and future and on-going investment commitments.

Resolution No. 38/02 of the Ministry of Economy established that the regulatory bodies were not entitled to modify, directly or indirectly, the prices and tariffs while the renegotiation talks with the parties were in progress. In August 2003, the Ministry of Economy and the Ministry of Federal Planning, Public Investments and Services issued Resolutions No. 188/03 and No. 44/03, which nullified Resolution No. 38/02.

Furthermore, in July 2003, Decree No. 311/03 created a special unit within the Ministry of Economy and the Ministry of Federal Planning, Public Investments and Services, pursuant to which the contractual relationships between the Argentine Government and the service providers were to be revised and renegotiated. In October 2003, the Argentine Government enacted Law No. 25,790 pursuant to which the original term to renegotiate the contracts was extended through December 31, 2004.

In May 2004, the Company signed a letter of understanding with the Argentine Government pursuant to which the Company committed not to modify the current tariff structure through December 31, 2004 and to continue with the tariff renegotiation process, which the Company had expected to conclude before December 31, 2004. The Company also committed to offer phone services to beneficiaries of Argentine Government welfare programs and to extend internet services in the interior of the country at discounted prices.

As of the date of these financial statements, there can be no assurance as to the final outcome of the renegotiation process, including, but not limited to, the renegotiation of tariffs.

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Corporation non adhered to the Optional Statutory Regime of Compulsory Public Purchase Offer

Notes to the Consolidated Financial Statements

(In millions of Argentine pesos, except as otherwise indicated - See Note 3.c)

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 CNV, 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).

However, certain reclassifications and accommodations have been made to conform more closely to the form and content required by the SEC.

In March 2004, the CNV adopted Technical Resolution No. 21 Equity Method of Accounting, Consolidation of Financial Statements and Related Party Transactions (RT 21), which codifies and amends Technical Resolutions No. 4 and 5 and introduces certain technical corrections to other standards. RT 21 applies to the preparation and presentation of consolidated financial statements for a group of entities under the control of a parent and to the accounting for investments in subsidiaries in a parent s separate financial statements. It prescribes which entities are required to present consolidated financial statements, which entities should be included in such statements, the consolidation procedures to be followed, as well as additional disclosure requirements. This standard will be effective for the Company in the fiscal year beginning January 1, 2005. The adoption of this standard will not have a material impact on the Company s financial position or results of operations.

(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.

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All significant intercompany accounts and transactions have been eliminated in preparation of the consolidated financial statements.

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:

| Reportable segment | Subsidiaries | Percentage of capital stock owned and voting rights as of December 31, 2004 (i) |
|---------------------------------|----------------------------|---|
| Voice, data and Internet | Telecom Argentina USA | 100.00% |
| | Micro Sistemas (ii) | 99.99% |
| Wireless | Telecom Personal | 99.99% |
| | Nucleo | 67.50% |
| | Cable Insignia (iii) | 75.00% |
| Directories publishing | Publicom S.A. (Publicom) | 99.99% |

- (i) Percentage of equity interest owned has been rounded.
(ii) Not operating at December 31, 2004.
(iii) In process of liquidation.

(c) Presentation of financial statements in constant Argentine Pesos

On August 22, 1995, the Argentine Government issued Decree No. 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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(In millions of Argentine pesos, except as otherwise indicated - See Note 3.c)

3. Preparation of financial statements (continued)

However, as a result of the 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 deemed to be stated in constant currency as of December 31, 2001 (the Stability Period).

On July 16, 2002, the Argentine Government instructed the CNV 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 CPCECABA.

However, on March 25, 2003, the Argentine Government reinstructed the CNV to preclude companies from presenting price-level restated financial statements. Therefore, on April 8, 2003, the CNV resolved discontinuing 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.

In October 2003, the CPCECABA resolved to discontinue inflation accounting as of September 30, 2003. Since Argentine GAAP required companies to prepare price-level restated financial statements through September 30, 2003, the application of the CNV resolution represented a departure from Argentine 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 included restatement only through February 28, 2003:

| As restated through September 30, 2003 | As reported | Effect |
|---|--------------------|---------------|
|---|--------------------|---------------|

| | | | |
|-----------------------------|--------|--------|--------------|
| Total assets | 12,222 | 12,332 | (110) |
| Total liabilities | 11,776 | 11,776 | |
| Shareholders' equity | 392 | 502 | (110) |
| Net (loss) income | (644) | (666) | 22 |

(d) Use of estimates

The preparation of the consolidated 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.

The accompanying consolidated financial statements were prepared assuming: i) a favorable outcome to the tariff renegotiation process mentioned in Note 2.c) and ii) the successful outcome of the financial restructuring described in Note 8. Actual results could differ from those estimates. Therefore, the accompanying consolidated financial statements do not include any potential adjustments or classifications to the recorded amounts of assets or liabilities that might result from the adverse outcome of these uncertainties.

(e) Reclassifications

Certain reclassifications of prior year information have been made to conform with the current year presentation.

(f) Statement 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.

(g) 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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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 service lines were 3,790,000 (unaudited) at December 31, 2004, 3,656,000 (unaudited) at December 31, 2003 and 3,590,000 (unaudited) at December 31, 2002 and wireless customer lines (prepaid lines were not included) were 1,004,262 (unaudited) at December 31, 2004, 482,796 (unaudited) at December 31, 2003 and 462,730 (unaudited) at December 31, 2002.

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.

(h) Earnings/Dividends per share

The Company computes net (loss) income per common share and dividends per share by dividing net (loss) income for the year 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) Foreign currency translation

The financial statements of the Company's foreign subsidiaries are translated in accordance with RT 18, Specific Considerations for the Preparation of Financial Statements, as amended by CPCECABA. 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 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.

(b) Revenue recognition

The Company's principal sources of revenues are:

Voice, data and Internet services segment

- Fixed 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 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, whichever happens first. Remaining unused traffic for unexpired calling cards is shown as deferred revenue in accounts payable.

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4. Summary of significant accounting policies (continued)

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 deferred and recognized ratably over the average life for those customers who are assessed a reconnection fee. Associated direct expenses are also deferred over the estimated customer relationship period in an amount equal to or less than the amount of deferred revenues. Reconnection revenues are higher than its associated direct expenses.

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:

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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 monthly basic fees, 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.

Equipment sales consist principally of revenues from the sale of wireless mobile telephone handsets to new and existing customers and to agents and other third-party distributors. The revenues and related expenses associated with the sale of wireless handsets and accessories are recognized when the products are delivered and accepted by the customer, which is considered to be a separate earnings process from the sale of wireless services.

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.

(c) Foreign currency transaction gains/losses

Generally, foreign currency transaction gains and losses are included in the determination of net income or loss. During the years ended December 31, 2004, 2003 and 2002, net foreign currency transaction gains or losses were a loss of \$460, a gain of \$624 and a loss of \$2,922, respectively.

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4. Summary of significant accounting policies (continued)

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 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.

As further discussed in Note 8, as of December 31, 2004 and December 31, 2003, the Company recognized the outstanding foreign-currency denominated liabilities existing as of January 6, 2002, and governed by foreign law, at their respective original foreign currencies, translated at year-end exchange rates.

(d) Cash and banks

Cash and banks are stated at face value.

(e) 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.

(f) Other receivables and payables in currency not included in (e) above (except for deferred tax assets and liabilities and retirement benefits)

Other receivables and payables not included in (e) 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 year end, unless the Company has the intent and ability to dispose of those assets or advance settlement of liabilities.

(g) Investments

Time deposits are valued at their cost plus accrued interest at year end.

Mutual funds are carried at market value. Unrealized gains and losses are included in financial results, net, in the consolidated statement of income.

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 some of these securities. As such, the Company recognized other-than-temporary losses on these investments to carry them at fair value (see Note 11 for details).

The Company has certain equity interests in unconsolidated companies, representing from 0.15% to 5.75% of the capital stock in such companies as of December 31, 2004. These investments have been accounted for at the lower of cost or realizable value.

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.

(h) 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.

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4. Summary of significant accounting policies (continued)

(i) Other assets

Raw materials have been accounted for at replacement cost, which does not exceed the estimated realizable value of such materials.

Printing costs related to directories are carried at cost and deferred until the related directories are distributed.

(j) 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:

| <u>Asset</u> | <u>Estimated useful life (years)</u> |
|------------------------------------|--|
| Buildings | 11-25 |
| Transmission equipment | 9-10 |
| Switching equipment | 10 |
| Power equipment | 5-10 |
| External wiring | 14 |
| Telephony equipment and instrument | 6-8 |
| Installations | 3-11 |
| Computer equipment | 3-6 |

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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 4.7% of such assets, representing \$189 of net carrying value as of December 31, 2004. 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 \$5, \$6 and \$66 for the years ended December 31, 2004, 2003 and 2002, respectively.

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.c for details). The net carrying value of these capitalized costs were \$443 as of December 31, 2004 and \$566 as of December 31, 2003.

The Company does not have assets under capital leases as of December 31, 2004 and 2003.

The Company is subject to asset retirement obligations (ARO) associated with its cell and switch site operating leases. The Company, in most cases, has the right to renew the initial lease term. Accordingly, the Company records a liability for an ARO. When the liability is initially recorded, the entity capitalizes a cost by increasing the carrying amount of the related long-lived asset. The capitalized cost is depreciated over the estimated useful life of the related asset. Subsequent to the initial measurement, an entity should recognize changes in the ARO that result from (1) the passage of time and (2) revisions made to either the timing or amount of estimated cash flows. Changes resulting from revisions in the timing or amount of estimated cash flows should be recognized as increases or decreases in the carrying amount of the ARO and the associated capitalized retirement cost. Increases in the ARO as a result of upward revisions in undiscounted cash flow estimates should be considered new obligations and initially measured using current credit-adjusted risk-free interest rates. Any decreases in the ARO as a result of downward revisions in cash flow estimates should be treated as modifications of an existing ARO, and should be measured at the historical interest rate used to measure the initial ARO.

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4. Summary of significant accounting policies (continued)

(k) 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.).

Intangible assets comprise the following:

- *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 years ended December 31, 2004 and 2003 were not significant. These costs are being amortized on a straight-line basis over a period of 5 years.

- *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.

- *PCS license*

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The Company adopted RT 17, Overall considerations for the preparation of financial statements, 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 this standard, amortization of indefinite life intangibles ceased. Impairment testing of these assets is now required. The Company identified spectrum licenses as indefinite life intangibles.

- Band B license

The Company's Band B license is amortized under the straight-line method over 10 years.

- 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.

- 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 2 to 29 years.

- Trademarks

Trademarks are amortized under the straight-line method over 15 years.

(I) 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.

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4. Summary of significant accounting policies (continued)

(m) Severance indemnities

Severance payments made to employees are expensed as incurred.

(n) Taxes payable

- Income taxes

The provisions for income taxes in the statements of income for all periods presented have been computed on a separate return basis (i.e., assuming that the Company was not included in a consolidated income tax return). All income tax payments are made by the subsidiaries as required by the tax laws of the countries in which the subsidiaries operate. The Company records income taxes using the method required by RT 17.

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 also requires companies to record a valuation allowance for that component of net deferred tax assets which are not recoverable. The statutory income tax rate in Argentina was 35% for all periods presented. The statutory income tax rate in Paraguay was 30% for all periods presented.

- Tax on minimum presumed income

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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 the tax basis of certain assets. 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 utilized a portion of its tax loss carryforwards in the computation of income taxes for the years ended December 31, 2004 and 2003. However, there are remaining tax loss carryforwards as of December 31, 2004. Accordingly, the Company has determined an additional proportional charge for the year ended December 31, 2004 for the tax on minimum presumed income of \$48, which, together with the previous year charges, was 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 3.7%, 3.6% and 3.3% for the years ended December 31, 2004, 2003 and 2002, respectively.

(o) Other liabilities

§ 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 upon reaching normal retirement age, or earlier due to disability. Benefits consist of the payment of a single lump sum equal to one 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 December 31, 2004 and 2003.

§ Deferred revenue on sale of capacity

Under certain network capacity purchase agreements, the Company sells excess purchased capacity to other carriers. Up-front payments received are deferred and recognized as services are provided.

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4. Summary of significant accounting policies (continued)

§ Court fee

Under the out-of-court restructuring agreement (Acuerdo Preventivo Extrajudicial or APE), the Company is subject to a court fee of 0.25% levied on the total amount finally approved as restructured by the court. This fee may be paid in up to ten installments, thus the Company classified a portion of the fee as non-current.

(p) 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.

(q) 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.

(r) Vacation expense

Vacation expenses are fully accrued in the period the employee renders services to earn such vacation.

(s) Exchange of debt instruments

Argentine GAAP requires that an exchange of debt instruments with substantially different terms be considered a debt extinguishment and that the old debt instrument be derecognized. Argentine GAAP clarifies that from a debtor's perspective, an exchange of debt instruments between, or a modification of a debt instrument by, a debtor and a creditor shall be 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.

(t) Gain on debt restructuring

Due to their materiality, the gains on debt restructurings and debt repurchase have been included in a separate line item in the statement of income titled Gain on debt restructuring .

5. Breakdown of the main accounts

(a) Cash and banks

Cash and banks consist of the following:

| | As of December 31, 2004 | As of December 31, 2003 |
|-------|----------------------------|----------------------------|
| Cash | \$ 3 | \$ 3 |
| Banks | 29 | 23 |
| | <u>\$ 32</u> | <u>\$ 26</u> |

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(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 December 31, 2004 | As of December 31, 2003 |
|---|----------------------------|----------------------------|
| Current | | |
| Time deposits (i) | \$ 3,330 | \$ 2,173 |
| Government bonds, equity investments and mutual funds | 356 | 268 |
| Subtotal | 3,686 | 2,441 |
| Impairment loss on the Argentina 2004 bond | (56) | |
| | \$ 3,630 | \$ 2,441 |
| Non current | | |
| 2003 Telecommunications Fund | \$ 2 | \$ 2 |
| Government bonds | | 35 |
| Equity investments | | 10 |
| | \$ 2 | \$ 47 |

(i) Includes an amount of \$2,228, which has been segregated by the Company for purposes of satisfying debt obligations.

(c) Accounts receivable

Accounts receivable consist of the following:

| | As of December 31, 2004 | As of December 31, 2003 |
|---------------------------------|----------------------------|----------------------------|
| Current | | |
| Voice, data and Internet | \$ 379 | \$ 386 |
| Wireless (i) | 303 | 272 |
| Directories publishing | 34 | 35 |
| Subtotal | 716 | 693 |
| Allowance for doubtful accounts | (104) | (112) |
| | \$ 612 | \$ 581 |

(i) Includes \$49 as of December 31, 2004 and \$76 as of December 31, 2003 corresponding to international wireless receivables.

(d) Other receivables

Other receivables consist of the following:

| | As of December 31, 2004 | As of December 31, 2003 |
|---|----------------------------|----------------------------|
| Current | | |
| Tax credits | \$ 26 | \$ 67 |
| Prepaid expenses | 17 | 17 |
| Advances to employees | 2 | 5 |
| Other | 33 | 30 |
| | \$ 78 | \$ 119 |
| Non current | | |
| Deferred tax assets, net of valuation allowance (i) | \$ 200 | \$ 20 |
| Credit on minimum presumed income tax (ii) | 4 | 151 |
| Other tax credits | 14 | 3 |
| Prepaid expenses | 14 | 7 |
| Other | 14 | 15 |
| Subtotal | 232 | 196 |
| Allowance for doubtful accounts | (4) | (3) |
| | \$ 228 | \$ 193 |

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- (i) As of December 31, 2003, net credits correspond to Publicom and Nucleo.
- (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 December 31, | As of December 31, |
|---------------------------------|---------------------------|---------------------------|
| | 2004 | 2003 |
| | <u> </u> | <u> </u> |
| Wireless handsets and equipment | \$ 82 | \$ 16 |
| Allowance for obsolescence | (3) | (2) |
| | <u> </u> | <u> </u> |
| | \$ 79 | \$ 14 |
| | <u> </u> | <u> </u> |

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5. Breakdown of the main accounts (continued)

(f) Other assets

Other assets consist of the following:

| | As of December 31, 2004 | As of December 31, 2003 |
|------------------------|----------------------------|----------------------------|
| Deferred printing cost | \$ 1 | \$ 1 |
| Raw materials | 2 | 2 |
| | <u>\$ 3</u> | <u>\$ 3</u> |

(g) Accounts payable

Accounts payable consist of the following:

| | As of December 31, 2004 | As of December 31, 2003 |
|-------------------|----------------------------|----------------------------|
| Current | | |
| Suppliers | \$ 490 | \$ 414 |
| Deferred revenues | 40 | 30 |

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| | | |
|--------------------------|------------|------------|
| Related parties (Note 7) | 18 | 7 |
| | <u>548</u> | <u>451</u> |
| Non current | | |
| Suppliers | <u>7</u> | <u></u> |

(h) Salaries and social security payable

Salaries and social security payable consist of the following:

| | As of December 31, 2004 | As of December 31, 2003 |
|---|----------------------------|----------------------------|
| Current | | |
| Vacation, bonuses and social security payable | \$ 58 | \$ 55 |
| Special termination benefits | 16 | 17 |
| Other | 5 | 5 |
| | <u>79</u> | <u>77</u> |
| Non current | | |
| Special termination benefits | \$ 29 | \$ 22 |
| Other | 4 | 8 |
| | <u>33</u> | <u>30</u> |

(i) Taxes payable

Taxes payable consist of the following:

| | As of December 31, 2004 | As of December 31, 2003 |
|-------------------------------------|----------------------------|----------------------------|
| Current | | |
| Turnover tax | \$ 39 | \$ 30 |
| VAT, net | 32 | 44 |
| Tax on minimum presumed income, net | 17 | 27 |
| Income tax, net (i) | 1 | |
| Other | 25 | 19 |

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| | | |
|--------------------------|-------------------|-------------------|
| | \$ 114 | \$ 120 |
| | <u> </u> | <u> </u> |
| Non current | | |
| Deferred tax liabilities | \$ 5 | \$ |
| | <u> </u> | <u> </u> |

(i) Corresponds to Nucleo.

(j) Other liabilities

Other liabilities consist of the following:

| | As of December 31, | As of December 31, |
|---|--------------------|--------------------|
| | 2004 | 2003 |
| | <u> </u> | <u> </u> |
| Current | | |
| Contributions to government programs | \$ 13 | \$ 13 |
| Court fee | 2 | |
| Other | 7 | 12 |
| | <u> </u> | <u> </u> |
| | \$ 22 | \$ 25 |
| | <u> </u> | <u> </u> |
| Non current | | |
| Court fee | \$ 20 | \$ |
| Asset retirement obligations | 13 | 10 |
| Deferred revenue on sale of capacity and related services | 31 | 21 |
| Retirement benefits | 7 | 8 |
| | <u> </u> | <u> </u> |
| | \$ 71 | \$ 39 |
| | <u> </u> | <u> </u> |

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5. Breakdown of the main accounts (continued)

(k) Net sales

Net sales consist of the following:

| | Years ended December 31, | | |
|------------------------|--------------------------|-----------------|-----------------|
| | 2004 | 2003 | 2002 |
| Voice | \$ 2,302 | \$ 2,164 | \$ 2,529 |
| Data | 151 | 185 | 230 |
| Internet | 265 | 207 | 195 |
| Subtotal | 2,718 | 2,556 | 2,954 |
| Wireless | 1,733 | 1,163 | 1,035 |
| Directories publishing | 43 | 34 | 23 |
| | \$ 4,494 | \$ 3,753 | \$ 4,012 |

(l) Equity (loss) gain from related companies

Equity (loss) gain from related companies consists of the following:

Years ended December 31,

| | 2004 | 2003 | 2002 |
|-------------------------|---------------|-------------|----------------|
| Latin American Nautilus | | | (15) |
| Nahuelsat | (2) | 2 | (8) |
| | <u>\$ (2)</u> | <u>\$ 2</u> | <u>\$ (23)</u> |

(m) Financial results, net

Financial results, net consist of the following:

| | Years ended December 31, | | |
|--|--------------------------|---------------|-------------------|
| | 2004 | 2003 | 2002 |
| Generated by assets | | | |
| Interest income | \$ 92 | \$ 108 | \$ 76 |
| Foreign currency exchange gain/(loss) | 178 | (38) | 618 |
| Losses on exposure to inflation | | (11) | (2,106) |
| Impairment loss on the Argentina 2004 bond | (56) | | |
| Other | 8 | (10) | (140) |
| Total generated by assets | <u>\$ 222</u> | <u>\$ 49</u> | <u>\$ (1,552)</u> |
| Generated by liabilities | | | |
| Interest expense | \$ (747) | \$ (664) | \$ (928) |
| Less capitalized interest on fixed assets | 5 | 6 | 66 |
| Foreign currency exchange gain (loss) | (638) | 662 | (3,540) |
| Gain on exposure to inflation | | 4 | 942 |
| Other | (14) | (9) | (290) |
| Total generated by liabilities | <u>\$ (1,394)</u> | <u>\$ (1)</u> | <u>\$ (3,750)</u> |
| Total financial results | <u>\$ (1,172)</u> | <u>\$ 48</u> | <u>\$ (5,302)</u> |

(n) Other expenses, net

Other expenses, net consist of the following:

| | Years ended December 31, | | |
|--|--------------------------|------|------|
| | 2004 | 2003 | 2002 |

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| | | | |
|-----------------------------|----------------|-----------------|-----------------|
| Termination benefits | \$ (59) | \$ (75) | \$ (48) |
| Provision for contingencies | (24) | (90) | (101) |
| Other, net | 5 | (3) | (27) |
| | \$ (78) | \$ (168) | \$ (176) |

(o) Gain on debt restructuring

Gain on debt restructuring consists of the following:

| | Years ended December 31, | | |
|---|--------------------------|---------------|-----------|
| | 2004 | 2003 | 2002 |
| Discount on principal (i) | \$ 113 | \$ 361 | \$ |
| Discount on accrued and penalty interest | 142 | 49 | |
| Reversal of net capitalized foreign currency exchange differences | (4) | (21) | |
| Court fee | (22) | | |
| Other related expenses | (20) | (13) | |
| | \$ 209 | \$ 376 | \$ |

(i) Includes \$41 of gain on discounting of debt.

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6. Supplementary cash flow information

The statement of cash flows 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 years shown in the statements of cash flows:

| | As of December 31, | | | |
|--|--------------------|-----------------|-----------------|---------------|
| | 2004 | 2003 | 2002 | 2001 |
| Cash and banks | \$ 32 | \$ 26 | \$ 53 | \$ 129 |
| Current investments | 3,630 | 2,441 | 1,362 | 332 |
| Total as per balance sheet | \$ 3,662 | \$ 2,467 | \$ 1,415 | \$ 461 |
| Less: | | | | |
| Items not considered cash and cash equivalents | | | | |
| - Currency-like bonds (i) | | | (36) | (32) |
| - Time deposits with maturities of more than three months | (463) | (193) | | |
| - Government bonds (ii) | (251) | (58) | (65) | |
| - Equity investments (Note 17) | (8) | | | |
| Total cash and cash equivalents as shown in the statement of cash flows | \$ 2,940 | \$ 2,216 | \$ 1,314 | \$ 429 |

(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.

(ii) Corresponds to the current portion of held-to-maturity investments. In December 2004, includes \$23 corresponding to the Argentina 2004 bond, net of impairment loss.

Changes in assets/liabilities components:

| | Years ended December 31, | | |
|--|--------------------------|-------------------|-------------------|
| | 2004 | 2003 | 2002 |
| Net (increase) decrease in assets | | | |
| Investments not considered as cash or cash equivalents | \$ (90) | \$ (5) | \$ 61 |
| Trade accounts receivable | (32) | (334) | (106) |
| Other receivables | 15 | (3) | 1,049 |
| Inventories | (75) | (8) | (16) |
| Other assets | | | 10 |
| | <u> </u> | <u> </u> | <u> </u> |
| | \$ (182) | \$ (350) | \$ 998 |
| Net (decrease) increase in liabilities | | | |
| Accounts payable | \$ 53 | \$ 129 | \$ (388) |
| Compensation and social benefits payable | 5 | 17 | (127) |
| Taxes payable | (72) | 179 | (61) |
| Other liabilities | 5 | 10 | (25) |
| Contingencies | (18) | (17) | (96) |
| | <u> </u> | <u> </u> | <u> </u> |
| | \$ (27) | \$ 318 | \$ (697) |

The Company has not paid income taxes in any of the years presented. Interest paid during the years ended December 31, 2004, 2003 and 2002, amounted to \$118, \$335 and \$446, respectively.

Non-cash investing and financing activities:

| | Years ended December 31, | | |
|---|--------------------------|--------|-------|
| | 2004 | 2003 | 2002 |
| Acquisition of fixed and intangible assets through incurrence of accounts payable | \$ 255 | \$ 198 | \$ 12 |
| Capitalized interest on fixed assets | 5 | 6 | 66 |
| Wireless handsets lent to customers at no cost (i) | 8 | 3 | 10 |
| Provision for minimum presumed income tax | 46 | 68 | |
| Capacity-related services | 9 | | |
| Payment of claims through the use of provision for contingencies | 7 | | |
| Government bonds and tax credits exchanged for tax certificates | 3 | (90) | |
| Collection of receivables with government bonds | | 352 | 853 |
| Payment of taxes with government bonds | | (223) | (451) |
| Payment of accounts payable with government bonds | | (123) | (224) |

- (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.

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:

| | Years ended December 31, | | |
|---|--------------------------|-----------------|---------------|
| | 2004 | 2003 | 2002 |
| Government bonds with maturities of more than three months | \$ (147) | \$ 15 | \$ 100 |
| Time deposits with maturities of more than three months | (235) | (193) | |
| Contribution to the 2003 Telecommunications Fund | | (2) | |
| Total cash flows from investments not considered as cash equivalents | \$ (382) | \$ (180) | \$ 100 |

Financing activities components:

| | Years ended December 31, | | |
|---|--------------------------|-----------------|-----------------|
| | 2004 | 2003 | 2002 |
| Proceeds from bank loans | \$ | \$ | \$ 18 |
| Payment of Notes | | (277) | |
| Payment of bank loans | (471) | (156) | (42) |
| Payment of interest on Notes | | (231) | (191) |
| Payment of interest on bank loans | (118) | (52) | (87) |
| Payment of interest on fixed assets and inventory financing | | (52) | (101) |
| Payment of collateral on derivative instruments | | | (67) |
| Total financing activities components | \$ (589) | \$ (768) | \$ (470) |

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6. Supplementary cash flow information (continued)

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 ended December 31, | | |
|--|--------------------------|---------------|---------------|
| | 2004 | 2003 | 2002 |
| Total cash flows provided by operating activities | \$ 2,037 | \$ 2,028 | \$ 1,701 |
| Total cash flows used in investing activities | (851) | (345) | (312) |
| Total cash flows used in financing activities | (589) | (768) | (470) |
| Effect of exchange rate changes on cash and cash equivalents | 127 | (13) | 2 |
| Effect of inflation accounting | | | (36) |
| Increases (decreases) in cash and cash equivalents | \$ 724 | \$ 902 | \$ 885 |

7 - Related party transactions**(a) Controlling group**

As of December 31, 2004, 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 were owned equally by the Telecom Italia Group and the France Telecom Group prior to December 2003.

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On December 19, 2003, the Telecom Italia Group and the France Telecom Group contributed their respective interests in Nortel to a newly created company, Sofora Telecomunicaciones S.A. (Sofora) in exchange for shares of Sofora. At that time, the Telecom Italia Group and the France Telecom Group had the same shareholding interests in Sofora. Following the approval obtained from the regulatory authorities, the Company was informed that the France Telecom Group sold its 48% interest in Sofora plus a put option for the remaining 2% to W de Argentina

Inversiones S.L. for a total purchase price of US\$125 million. The put option will be exercisable from January 31, 2008 through December 31, 2013. As of December 31, 2004, the shareholders of Sofora are the Telecom Italia Group representing 50%, W de Argentina Inversiones S.L. representing 48% and the France Telecom Group representing 2% of Sofora's capital stock. W de Argentina Inversiones S.L. has granted two call options to the Telecom Italia Group to purchase its equity interest in Sofora for an aggregate purchase price of US\$ 60 million. The first call option to acquire 48% of the equity interest of Sofora may be exercised within 15 days after December 31, 2008. The second call option to acquire the remaining 2% of the equity interest of Sofora may be exercised at any time between December 31, 2008 and December 31, 2013.

(b) Balances and transactions with related parties

The Company has transactions in the normal course of business with certain related parties. The following is a summary of the balances and transactions with related parties:

| | <u>As of December 31,</u> <u>2004</u> | <u>As of December 31,</u> <u>2003</u> |
|--|--|--|
| Accounts receivable | | |
| Telecom Italia Mobile S.p.A. (a) | 2 | 1 |
| Entel PCS Telecomunicaciones S.A. (a) | 2 | 2 |
| TIM Celular S.A. (a) | | 1 |
| | <u>\$ 4</u> | <u>\$ 4</u> |
| Accounts payable: | | |
| Telecom Italia Sparkle S.p.A. (a) | 12 | 1 |
| Pirelli Energía Cables y Sistemas de Argentina S.A.(a) | 2 | 1 |
| Entel Chile S.A. (a) | 1 | 2 |
| Telecom Italia S.p.A. Argentine branch (a) | 1 | |
| Etec S.A. (a) | 1 | |
| Tel3 S.A. (a) | 1 | |
| Entel S.A. (Bolivia) (a) | | 1 |
| Teco Soft Argentina S.A. (a) | | 2 |
| | <u>\$ 18</u> | <u>\$ 7</u> |

| | <u>Years ended December 31,</u> | | |
|---------------------------------------|---------------------------------|-------------|-------------|
| | <u>2004</u> | <u>2003</u> | <u>2002</u> |
| Services rendered: | | | |
| Telecom Italia Sparkle S.p.A. (a) | International inbound calls | \$ 4 | \$ 4 |
| Golden Lines (a) | International inbound calls | 1 | 1 |
| Latin American Nautilus (a) (e) | International inbound calls | 2 | 1 |
| Entel S.A. (Bolivia) (a) | International inbound calls | 1 | 1 |
| Entel Chile S.A. (a) | International inbound calls | 10 | 13 |
| Entel PCS Telecomunicaciones S.A. (a) | Roaming | 5 | 4 |
| Telecom Italia Mobile S.p.A. (a) | Roaming | 4 | 2 |

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| | | | | |
|---------------------------|---------|--------------|--------------|--------------|
| TIM Celular S.A. (a) | Roaming | 2 | | |
| Retevisión Móvil S.A. (a) | Roaming | 1 | | |
| | | <u> </u> | <u> </u> | <u> </u> |
| Total net sales | | \$ 30 | \$ 26 | \$ 32 |
| | | <u> </u> | <u> </u> | <u> </u> |

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7 - Related party transactions (continued)

| | Transaction description | Years ended December 31, | | |
|--|------------------------------|--------------------------|--------------|---------------|
| | | 2004 | 2003 | 2002 |
| Services received: | | | | |
| Nahuelsat (d) | Rental expenses | \$ 8 | \$ 7 | \$ 7 |
| Intelsat Ltd. (d) | Rental expenses | 3 | 5 | 8 |
| Telecom Italia Argentine branch (a) | Fees for services | 3 | 3 | 13 |
| Teco Soft Argentina S.A. (a) | Fees for services | 3 | 12 | 10 |
| Tel3 S.A. (a) | Fees for services | 14 | 3 | 1 |
| Pirelli Energía Cables y Sistemas (a) | Fees for services | 10 | | |
| Pirelli Telecomunicaciones Cables y Sistemas (a) | Fees for services | 4 | | |
| Entel Chile S.A. (a) | International outbound calls | 13 | 11 | 14 |
| Entel S.A. (Bolivia) (a) | International outbound calls | 4 | 3 | 5 |
| Etec S.A. (a) | International outbound calls | 3 | 4 | 2 |
| Golden Lines (a) | International outbound calls | 1 | 1 | 1 |
| Telecom Italia Sparkle S.p.A. (a) | International outbound calls | 3 | 3 | 5 |
| Telecom Italia Mobile S.p.A. (a) | Roaming | 1 | 1 | |
| Telesoft S.p.A. Argentine branch (a) | Fees for services | | | 14 |
| Olivetti Argentina S.A. (a) | Fees for services | | | 2 |
| La Caja ART S.A. (b) | Insurance | 2 | | |
| Caja de Seguros S.A. (b) | Insurance | 2 | | |
| FCR Argentine branch (c) | Fees for services | | 3 | 14 |
| Sofrecom Argentina S.A. (c) | Fees for services | | 9 | 9 |
| Latin American Nautilus (a) (e) | Lease of circuits | 1 | | 15 |
| Multibrand (e) | Advertising | | 1 | 3 |
| Total operating costs | | \$ 75 | \$ 66 | \$ 123 |
| Purchases of fixed assets/intangible assets: | | | | |
| Telecom Italia Sparkle S.p.A. (a) | | \$ 24 | \$ | \$ |
| Tel3 S.A. (a) | | 4 | | 5 |
| Teco Soft Argentina S.A. (a) | | | 1 | 4 |
| Pirelli Energía Cables y Sistemas de Argentina S.A.(a) | | | | 1 |
| Telesoft S.p.A. Argentine branch (a) | | | | 6 |

| | | | |
|---|--------------|-------------|--------------|
| Sofrecom Argentina S.A. (c) | | 8 | 14 |
| Total fixed assets and intangible assets | \$ 28 | \$ 9 | \$ 30 |

- (a) Such companies form part of Telecom Italia Group, a shareholder of the Company.
- (b) Such companies form part of W de Argentina - Inversiones S.L., a shareholder of the Company.
- (c) Such companies form part of France Telecom Group and were related parties up to December 19, 2003.
- (d) The Company has between 0.15% and 5.75% of the capital stock in such companies.
- (e) The Company had between 10% and 25% of the capital stock in such companies.

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. Transactions representing more than 1% of the total shareholders equity of the Company were approved by the Audit Committee in compliance with Decree No. 677/01.

As of December 31, 2004, Telecom Argentina had loans outstanding to two officers of Telecom Argentina, totaling \$0.4. The annual interest fixed rate for these loans is 6%.

(c) Management agreement

On October 10, 2004 the management agreement between Telecom Argentina and the Operators expired.

8 Debt

8.1. The Company's short-term and long-term debt

Short-term and long-term debt comprises the following:

| | As of December 31, 2004 | As of December 31, 2003 |
|-------------------------|-----------------------------|-----------------------------|
| | <u> </u> | <u> </u> |
| Short-term debt: | | |
| - Principal: | | |
| Notes | \$ 5,353 | \$ 4,912 |
| Bank loans | 1,177 | 1,638 |
| Fixed assets financing | 1,475 | 2,169 |
| Inventory financing | | 426 |
| | <u> </u> | <u> </u> |
| Subtotal | 8,005 | 9,145 |
| - Accrued interest | 1,259 | 747 |
| - Penalty interest | 170 | 104 |
| | <u> </u> | <u> </u> |

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| | | |
|------------------------------|------------------|------------------|
| Total short-term debt | \$ 9,434 | \$ 9,996 |
| | <hr/> | <hr/> |
| Long-term debt: | | |
| - Principal: | | |
| Bank loans | \$ 1,260 | \$ 86 |
| Gain on discounting of debt | (41) | |
| | <hr/> | <hr/> |
| Total long-term debt | 1,219 | 86 |
| | <hr/> | <hr/> |
| Total debt | \$ 10,653 | \$ 10,082 |
| | <hr/> | <hr/> |

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8 - Debt (continued)

As of December 31, 2004, Personal and Nucleo's debt had been restructured while the approval of Telecom Argentina's debt restructuring proposal by the reviewing court is pending and expected to be approved in 2005. As of December 31, 2004, the total restructured debt and in-process restructuring debt is as follows:

| | <u>Telecom Argentina</u> | <u>Personal</u> | <u>Nucleo</u> | <u>Eliminations</u> | <u>Consolidated as of December 31, 2004</u> |
|--------------------------------------|------------------------------|-----------------|---------------|---------------------|---|
| <u>Restructured debt</u> | | | | | |
| wPrincipal | | 1,230 | 120 | (83) | 1,267 |
| wAccrued interest | | 9 | | | 9 |
| Subtotal | | 1,239 | 120 | (83) | 1,276 |
| wGain on discounting of debt | | (57) | | 16 | (41) |
| Total (8.2) | | 1,182 | 120 | (67) | 1,235 |
| <u>In-process restructuring debt</u> | | | | | |
| wPrincipal | 7,998 | | | | 7,998 |
| wAccrued interest | 1,250 | | | | 1,250 |
| wPenalty interest | 170 | | | | 170 |
| Total (8.3) | 9,418 | | | | 9,418 |
| Total debt | 9,418 | 1,182 | 120 | (67) | 10,653 |
| § Current | 9,418 | 14 | 5 | (3) | 9,434 |
| § Non current | | 1,168 | 115 | (64) | 1,219 |

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Due to materiality, the gains on debt restructurings and debt repurchase have been included in a separate line item in the consolidated statement of income titled "Gain on debt restructuring". The table below shows (i) the gain on repurchase of debt recognized in the year ended December 31, 2003 and (ii) the gain on debt restructuring recognized in the year ended December 31, 2004; both classified by entity and component, as follows:

| | <u>Telecom Argentina</u> | <u>Personal</u> | <u>Nucleo</u> | <u>Publicom</u> | <u>Eliminations</u> | <u>Consolidated</u> |
|--|------------------------------|-----------------|---------------|-----------------|---------------------|---------------------|
| Repurchase of debt | | | | | | |
| wDiscount on principal | 270 | 86 | | 5 | | 361 |
| wDiscount on accrued and penalty interest | 37 | 11 | | 1 | | 49 |
| wReversal of capitalized foreign currency exchange differences | (14) | (7) | | | | (21) |
| wOther related expenses | (13) | | | | | (13) |
| Total as of December 31, 2003 | 280 | 90 | | 6 | | 376 |
| In-process restructuring debt | | | | | | |
| wDiscount on principal | | 72 | | | | 72 |
| wDiscount on accrued and penalty interest | | 145 | 11 | | (14) | 142 |
| wCourt fees | (22) | | | | | (22) |
| wOther related expenses | 1 | (17) | (4) | | | (20) |
| Subtotal | (21) | 200 | 7 | | (14) | 172 |
| wGain on discounting of debt | | 57 | | | (16) | 41 |
| wReversal of capitalized foreign currency exchange differences | | (4) | | | | (4) |
| Total as of December 31, 2004 | (21) | 253 | 7 | | (30) | 209 |

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 its debt restructuring proposals. The Company previously obtained all necessary approvals from the regulatory authorities to remit and maintain these funds abroad. As of December 31, 2004, the Company has an aggregate remaining amount of \$2,228 on deposit.

8.2. Restructured debt

As further described below, Personal and Nucleo restructured their outstanding debt representing 12% of the total Company's indebtedness as of December 31, 2004, as follows:

(a) Personal

In July 2004, Personal announced a proposal for the restructuring of its debt under an APE (see below for a description of an APE). Generally an APE requires court approval to be considered legal and binding between the parties. Telecom Personal's APE Solicitation did not require court approval provided the level of creditor consent to the proposal was higher than 95%. Since such level reached 100% of the total Telecom Personal unsecured indebtedness, court review and approval was not required. Accordingly Telecom Personal completed the restructuring of its

debt in November 2004 which comprised of a reduction in principal and interest of approximately US\$ 71 million, a cash payout of

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approximately US\$ 165 million and the extension of maturity of the remaining indebtedness, as follows:

8 - Debt (continued)

| | US\$ | Equivalent in Argentine pesos | Interest rate (i) | Maturity date |
|------------------------|------------|----------------------------------|-------------------|---------------|
| Series A | 46 | 137 | 5.53% - 8% | October 2014 |
| Series B | 367 | 1,093 | 9%, 10% and 11% | October 2011 |
| Total principal | 413 | 1,230 | | |

(i) Escalated interest rates for US dollar denominated notes see table below for escalated interest rates for other currencies denominated notes.

The new debt provides for mandatory prepayment with excess cash as explained in 8.4 below.

The new debt was initially recorded at fair value. Fair value was determined by the present value of the future cash flows to be paid under the terms of the new debt instruments discounted at a rate commensurate with the risks of the debt instrument and time value of money. Based on the opinion of an external financial expert, the restructured debt has been discounted to its present value using a discount rate of 11%. The discount amounted to \$57 recorded in a separate line item titled Gain on discounting of debt. This gain includes an amount of \$16 corresponding to the discount of a restructured intercompany loan from Telecom Argentina (which originally amounted to \$83). After intercompany eliminations, the gain on discounting of debt amounted to \$41.

(b) Nucleo

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In April 2003, Nucleo restructured its outstanding indebtedness amounting to US\$ 14 million with local financial creditors which allowed certain concessions. Concessions resulted from the extension of maturity and forgiveness of accrued penalty interest rather than a reduction in principal amount. Furthermore, in November 2004, Nucleo completed the restructuring of its outstanding indebtedness of US\$ 59 million with foreign creditors. Foreign creditors also agreed to an extension of maturity to December 2008 and the forgiveness of accrued penalty interest.

The restructured debt with local creditors accrues interest at an annual fixed interest rate of 7.125% while the restructured debt with foreign creditors accrues interest at a variable interest rate of three-month LIBO plus 4.5%.

Since contractual rates are commensurate with the risks of the debt instrument and time value of money the new debt has not been discounted.

8.3. In-process restructuring debt

(a) Background

As a result of the devaluation of the Argentine peso and subsequent pesification of Telecom Argentina's tariffs, the uncertainties of the economic situation and the regulatory environment in which the Telecom Group operates, on March 27, 2002 and June 24, 2002, the Board of Directors of Telecom Argentina and its subsidiaries in Argentina defaulted on their principal and interest payment obligations under their debt agreements. Notwithstanding the defaults, the Telecom Group continued to conduct business as usual.

Following the debt restructuring of Personal and Nucleo as described above, the only in-process debt restructuring indebtedness of the Telecom Group is the one pertaining to Telecom Argentina. As of December 31, 2004, the in-process restructuring debt aggregated \$9,418. Of the total amount of the outstanding debt, \$6,505 is due (including principal amounts for US\$ 816 million, Euro 792 million, Japanese yen 6,862 million and \$71; and interest amounts for US\$ 31 million, Euro 113 million, Japanese yen 554 million and \$13) and \$2,913 is payable on demand.

The outstanding debt of Telecom Argentina is comprised of the following:

ü **Short-term and Medium-term Notes Programs**

Telecom Argentina issued various series of notes under short-term and medium-term global note programs (the Notes). These programs were approved by shareholders' general meetings which authorized the Board of Directors to determine the respective terms and conditions of the Notes, including amount, price, interest rate and currency. These global programs and the Notes issued thereunder were ranked by Argentine rating agencies.

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8 - Debt (continued)

The terms and conditions of the various series of Notes contain customary affirmative and negative covenants, including, but not limited to, limitations on creation of liens on assets and/or revenues of Telecom Argentina, mergers and others.

The terms and conditions of the Notes and loan agreements issued by Telecom Argentina contain certain clauses, which provided for events of default, such as the following:

- 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 Telecom Argentina or its material subsidiaries, which equals or exceeds an aggregate amount of US\$20 million;
- Telecom Argentina's written notice of its inability to pay its debts as they mature;
- Any final judgment providing for the payment of an aggregate amount exceeding US\$20 million; and
- Telecom Argentina's or its material subsidiaries' voluntary petition for bankruptcy, special bankruptcy proceedings (*Concurso Preventivo*) or similar judicial or extrajudicial reorganization arrangements.

As a result of the defaults, the bondholders and lenders 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, Telecom Argentina has received notices of acceleration from certain lenders representing loan amounts exceeding US\$ 20 million. In addition, 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.

The following table shows the outstanding series of Notes under the programs as of December 31, 2004:

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| Global program | Date of issue | Nominal value (in millions) | Term, in years | Maturity date | Annual interest rate (i) | Book value at December 31, 2004 | Market value at December 31, 2004 |
|-------------------------|---------------|-----------------------------|----------------|---------------|--------------------------|---------------------------------|-----------------------------------|
| Program B: | | | | | | | |
| Series C | 11.15.95 | US\$ 200 | 7 | 11.15.02 | 12.00 | 347 | 312 |
| Series E (a) | 5.5.97 | US\$ 100 | 8 | 5.5.05 | 5.48 | 298 | 278 |
| Series F (c) | 5.30.97 | Euro 207 | 10 | 5.30.07 | 8.87 | 770 | 755 |
| Series H (b) (c) | 3.18.98 | Euro 207 | 10 | 3.18.08 | 3.71 | 763 | 618 |
| Series I | 4.8.99 | Euro 200 | 5 | 4.8.04 | 8.37 | 757 | 742 |
| Series K | 7.1.99 | Euro 250 | 3 | 7.1.02 | 7.25 | 834 | 751 |
| Program D: | | | | | | | |
| Series 1 | 4.7.00 | Euro 250 | 3 | 4.7.03 | 7.62 | 912 | 894 |
| Series 2 | 7.2.01 | Euro 190 | 3 | 7.2.04 | 9.50 | 672 | 659 |
| Principal | | | | | | 5,353 | 5,009 |
| Accrued interest | | | | | | 977 | |
| Penalty interest | | | | | | 91 | |
| | | | | | | 6,421 | |

- (i) Percentages have been rounded.
- (a) Accrue interest at LIBOR plus 3.125%. (*)
- (b) Accrue interest at 6-month LIBOR plus 1.5%. (*)
- (c) Originally issued in Italian Lira.
- (*) As of December 31, 2004, LIBOR was 2.78%.

- Global Program B

Telecom Argentina has six series of Notes outstanding under Global Program B, with several maturity dates as shown in the table above. As of December 31, 2004, an amount of \$4,492 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

Telecom Argentina 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 December 31, 2004, two series (1 and 2) are outstanding under Global Program D for an aggregate amount of \$1,929. The net proceeds of the Notes were used to refinance debt and meet working capital needs.

These include term loans payable to various banks, bearing an annual weighted average rate of 4.68%.

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8 - Debt (continued)

ii Fixed assets financing

These include term loans payable to various banks and other financial institutions, bearing an annual weighted average rate of 5.05%. 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 used to finance the digitalization of the telephone network in Argentina. Under this credit line, the Argentine Government ceded to Telecom Argentina 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, Telecom Argentina assumes the obligation to service the debt. In the event Telecom Argentina fails to pay the loan installments, and the Argentine Government has to settle the obligations, Telecom Argentina's debt towards the Argentine Government may be offset against receivables for services rendered to certain governmental agencies. As of December 31, 2004, an amount of approximately \$167 (principal plus accrued and penalty interests) or Euro 41 million is outstanding under the agreement.

Japan Bank for International Cooperation:

On June 29, 1998, Telecom Argentina entered into a credit line agreement with the Japan Bank for International Cooperation (*JBIC*) for a loan of up to Japanese yen 12,000 million due June 15, 2010 of which Japanese yen 11,652 million were used. As of December 31, 2004, an amount of approximately \$363 (principal plus accrued and penalty interest) is outstanding under the agreement.

(b) Filing of the APE with the Argentine courts

On June 22, 2004, Telecom Argentina filed a Registration Statement with the SEC in connection with the solicitation to grant powers of attorney or commitments to approve and execute an APE. Like documents were also filed with the CNV and the *Commissione Nazionale per le Società e la Borsa* (CONSOB) (the Italian Securities Commission). The registration statements were partially amended on July 9, 2004.

Given that Telecom Argentina failed to obtain the consent of more than 95% of unsecured financial creditors, it was compelled, under the terms of the solicitation, to request court approval of the agreement.

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 the reviewing court for approval pursuant to the Argentine Bankruptcy Law. The Argentine Bankruptcy Law requires the debtor to have the support of the requisite holders 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.

The in-process restructuring debt comprises the unsecured creditors of Telecom Argentina as of August 31, 2004 which totaled \$8,868 million as of that date (equivalent to US\$ 2,959 million translated at the applicable exchange rate as of August 31, 2004). An amount of US\$ 2,880 million out of the total US\$ 2,959 million represents unsecured financial indebtedness while the remaining US\$ 79 million represents unsecured commercial indebtedness.

On October 21, 2004, after reaching a level of consent of 82.35% of the total creditors representing 94.47% of the total financial indebtedness of Telecom Argentina as of August 31, 2004, the executed APE was filed with the reviewing court for approval.

Pursuant to the terms of the APE, Telecom Argentina proposed to restructure all of its outstanding unsecured financial indebtedness through different options including the issuance of new unsecured non-convertible notes (the New Notes) and/or cash payments. The unsecured commercial indebtedness will be paid in accordance with its original terms and conditions.

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8 - Debt (continued)

On November 2, 2004, the Shareholders Meeting of Telecom Argentina approved the issuance of the New Notes for up to a maximum amount of US\$ 1,872 million or its equivalent in other currencies for the purpose of the refinancing of its unsecured financial indebtedness as further explained below.

The equivalent dollar amounts were determined based on (1) the applicable exchange rate in force as of the reference date (August 4, 2004) and (2) the corresponding adjustment based on the CER Index.

Provided the conditions are met and approvals obtained, 47% of the New Notes will be Series A Notes and 53% will be Series B Notes, according to the options selected by consenting noteholders. For each US\$ 1,058 of outstanding debt (which includes a capitalized interest coefficient factor as defined in the APE) consenting noteholders will receive the payment options as described in the table below:

| | Participating holder selecting Option A | Participating holder selecting Option B | Participating holder selecting Option C |
|--------------------|--|--|--|
| | (in US\$, Euro, Peso or Yen) | (in equivalent US\$) | (in equivalent US\$) |
| Series A Notes | 1,058 | | |
| Series B Notes (i) | | 625 | |
| Cash | | 319 | 850 |
| Total | 1,058 | 944 | 850 |

(i) Noteholders who selected Option B will have 37.5% of their outstanding debt allocated to Option C.

The APE provides that non-consenting creditors will receive consideration in the form of Series A Notes, or such other consideration as is ordered by the reviewing court.

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Although Telecom Argentina expects that the restructuring process will be successfully completed by June 2005, there can be no assurance that the APE will be approved by the reviewing courts in the timeframe Telecom anticipated in the APE.

Series A Notes will be due in 2014 and Series B Notes will be due in 2011. Series A Notes and Series B Notes will be further split into listed and unlisted notes. Series A-1 and B-1 listed notes (collectively the New Listed Notes) will be issued in exchange for outstanding Notes. Series A-2 and B-2 unlisted notes (collectively the New Unlisted Notes) will be issued in exchange for outstanding loans and loan commissions.

Series A-1 Notes may be dollar- or euro-denominated listed notes. Series A-2 may be dollar-, euro-, yen- or peso-denominated unlisted notes. Peso-denominated Series A-2 unlisted notes are to be adjusted by CER index. Series B-1 Notes and Series B-2 Notes will be dollar-denominated notes only.

Series A-1 Notes and Series A-2 Notes accrue escalated interest based on denomination as follows:

| | <u>From issue date until October 15, 2008</u> | <u>From October 16, 2008 to maturity</u> |
|-----------------------|---|--|
| US dollar denominated | 5.53% | 8.00% |
| Euro denominated | 4.83% | 6.89% |
| Yen denominated | 1.93% | 3.69% |
| Peso denominated | 3.23% | 3.42% |

Series B-1 Notes and Series B-2 Notes accrue escalated interest as follows:

| | <u>From issue date until October 15, 2005</u> | <u>From October 16, 2005 to October 15, 2008</u> | <u>From October 16, 2008 to maturity</u> |
|-----------------------|---|--|--|
| US dollar denominated | 9.00% | 10.00% | 11.00% |

Penalty interest, if applicable, will accrued at an additional annual rate of 2% on overdue principal and interest.

On November 26, 2004 the Shareholders Meeting of Telecom Argentina ratified the filing of the APE for court approval and further resolved that the proceedings will continue. Such Shareholders Meeting further authorized to file the proposal with foreign courts to the extent applicable or advisable to Telecom Argentina.

From the date the APE was filed, the reviewing court has been requesting Telecom Argentina to produce additional documentation which Telecom Argentina submitted in due course.

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On February 4, 2005, the reviewing court called for a meeting of consenting noteholders. All of the creditors who attended the meeting voted in favor of the restructuring proposal described in the APE and ratified the form of consideration to be paid, assuming the APE is approved by the reviewing court.

On February 25, 2005, under the applicable laws and regulations, the reviewing court ordered the opening of the APE process and the publication of notices in order for the creditor opposition period to start. As an additional security to the creditors, certain property of Telecom Argentina was restricted as to disposal. The net carrying value of these assets amounted to \$899 as of December 31, 2004.

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8 - Debt (continued)

Under the court reviewing process, Telecom Argentina is subject to a court fee of 0.25% levied on the total amount of restructured debt. In the opinion of legal counsel, the court fee accrues as from the commencement of the reviewing process. It is expected that the fee will be payable in up to ten installments, accordingly, Telecom Argentina accrued a total amount of \$22, of which \$20 was classified as non-current other liabilities. The charge to the statement of income has been included in the line item gain on debt restructuring.

Although Telecom Argentina expects that the restructuring process will be successfully completed by June 2005, there can be no assurance that the APE will be approved by the reviewing courts in the timeframe Telecom Argentina anticipated in the APE.

The debt restructuring process will have a significant positive impact in the statement of income which would allow Telecom Argentina to absorb a substantial portion of accumulated losses.

(c) Legal actions brought against Telecom Argentina

Telecom Argentina has been served notice of claims brought by certain noteholders seeking enforcement of their rights under the respective indentures. The claims amounted to US\$0.8 million as of the date of these financial statements, representing less than 1% of the total consolidated indebtedness of the Company. Due to certain judicial regulations, an amount equivalent to US\$1.2 million held in bank accounts has been restricted for use as of the date of these financial statements.

Telecom Argentina was also served notice of three involuntary bankruptcy petitions.

As a result of the APE reviewing process, all of the proceedings mentioned above against Telecom Argentina have been stayed. Once court approval has been granted, the decision of the court shall apply to the claims mentioned.

8.4. Covenants of the New Notes (to be issued by Telecom Argentina as described above) and the restructured debt of Telecom Personal and Nucleo

Mandatory prepayments

If the relevant company has generated Excess Cash (calculated pursuant to the relevant debt instrument), then such company shall apply the Excess Cash, on a semi-annual basis, to make payments on the relevant debt instrument. Telecom Argentina and Telecom Personal may make payments on the remaining scheduled installments of their debt instruments in direct order of maturity, or, at the company's option, retire the debt instruments through open market purchases or pro-rata prepayments. Prior to making any such payment with Excess Cash, each of Telecom Argentina and Telecom Personal is permitted to retain a specified portion of the Excess Cash to supplant the company's existing cash balance and to retain a specified portion of the Excess Cash for specified uses relating to the operation of its business. Excess cash payments under Nucleo's loans are to be applied in direct order of maturity as specified therein.

Excess cash shall be measured semi-annually based on the financial statements as of June 30 and as of December 31 of each year, and any excess cash must be applied no later than the due date of the amortizations immediately subsequent to each June 30 or December 31, respectively.

However, if at any time during the excess cash period, Telecom Argentina makes any distribution payment (as defined in the APE, including but not limited to the payment of dividends) the aggregate amount of the excess cash applied to pay the New Notes will have to be at least two and a half times such distribution payment.

Reinvestment of Telecom Personal and Nucleo distribution payments

If Telecom Personal and/or Nucleo makes any distribution payment (as defined in the indenture governing of the Notes, including but not limited to the payment of dividends) the aggregate amount of payments is required to be reinvested in the paying entity.

Negative covenants

The terms and conditions of the Telecom Argentina's New Notes as well as the terms of the restructured debt of Telecom Personal and Nucleo require that the companies comply with various negative covenants, including limitations on:

- a) Incurrence and/or assumption of, and/or permitting to exist in Telecom Argentina or its restricted subsidiaries (as defined in the relevant debt instruments), any liens on the respective properties, assets or income for the purpose of securing any indebtedness of any person, except for certain permitted liens;

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8 - Debt (continued)

- b) Incurrence of and/or permitting any restricted subsidiaries to incur any indebtedness (other than certain permitted indebtedness) unless the relevant company meets a specified indebtedness/EBITDA ratio: (i) with respect to Telecom Argentina and its restricted subsidiaries (other than Telecom Personal and its subsidiaries), 2.75 to 1 or, if any specified adjustment event has occurred, 2.25 to 1, (ii) with respect to Telecom Personal and its restricted subsidiaries (other than Nucleo and its subsidiaries), 2.25 to 1 and (iii) with respect to Nucleo and its subsidiaries, 2.00 to 1, in addition to certain other conditions;
- c) Making specified restricted payments, including making any investments (other than permitted investments); under this covenant, the company cannot make any investment in securities or indebtedness of, or extend loans to, other persons, unless such transactions are specifically permitted. Under the Telecom Argentina notes and the Telecom Personal loans, specific limits are imposed on the amount and conditions of loans that may be made by Telecom Argentina to Telecom Personal and by Telecom Personal to Nucleo. These restricted payments covenants also restrict the ability of Telecom Personal and Nucleo to make loans to their respective parent companies (Telecom Argentina and Telecom Personal);
- d) The sale of certain assets with some exceptions, i.e. a minimum 75% of consideration received should be in cash or cash equivalents and the proceeds of certain asset sales shall be used to pay the relevant debt instrument;
- e) Sale and leaseback transactions;
- f) Capital expenditures except for those expressly permitted;
- g) With respect to Nucleo, maintenance of certain financial ratios.

In the case of Telecom Argentina and its restricted subsidiaries, the negative covenants mentioned above will come into effect as soon as the New Notes are issued. However, in accordance with the terms of the APE agreement, until the date of issuance of the New Notes, the Company has agreed to meet the negative covenants as if the New Notes had been issued, except for certain cases as expressly defined in the APE.

8.5. Events of default for Telecom Argentina, Telecom Personal and Nucleo

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The terms and conditions of the Telecom Argentina's New Notes as well as the terms of the restructured debt of Telecom Personal and Nucleo provide for certain events of default as follows:

- (i) Failure to pay principal or interest;
- (ii) Cross-default provisions, such as failure to pay principal or interest on any other outstanding indebtedness of the Company's subsidiaries, which equals or exceeds an aggregate amount of US\$ 20 million in the case of Telecom Argentina and Telecom Personal and US\$2 million (if any payment default exists) or US\$ 3 million (if any other default that results in acceleration exists) in the case of Nucleo;
- (iii) Any final judgment against Telecom Argentina and/or Telecom Personal providing for the payment of an aggregate amount exceeding US\$ 20 million;
- (iv) Any final judgment against Nucleo providing for the payment of an aggregate amount exceeding US\$ 4 million;
- (v) Telecom Argentina, Telecom Personal or Nucleo voluntary petition for bankruptcy, special bankruptcy proceedings or out-of-court reorganization agreements and,
- (vi) Any event or condition which results in the revocation or loss of the licenses held by either Telecom Argentina, Telecom Personal and/or Nucleo and/or any of their restricted subsidiaries which would materially affect the entities' business operations, their financial condition and results of operations

Should any of the events of default above described occur, with respect to Telecom Argentina, Telecom Personal or Nucleo, or, if applicable, any of their restricted subsidiaries, then Telecom Argentina, Telecom Personal or Nucleo shall be in default under the New Notes and the new loan agreements, as applicable. Telecom Argentina's default does not trigger an event of default under Telecom Personal or Nucleo's loans. Telecom Personal's default does not trigger an event of default under Nucleo's loans.

Provided any of the events of default occurs the creditors (and or their agents or trustees) are entitled, at their option, to declare the principal amount of the relevant debt instrument to be due and payable.

8.6. Measurement and classification of liabilities

Penalty and post-default interest increases

The debt of Telecom Argentina under restructuring contemplated the payment of penalty interest in the event of default. Accordingly, the Company recorded penalties and post-default interest increases for approximately \$170 as of December 31, 2004. This amount is included in the line item debt in the balance sheet.

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8 - Debt (continued)

However, the Company's legal counsel believes that based on the facts that (i) the APE does not prescribe the payment of penalty interest and (ii) the forgiveness of the penalty interest of Telecom Personal and Nucleo aggregating \$37 as of December 31, 2004, it is more likely than not that Telecom Argentina will not have to pay the penalties and post default interest increases contemplated by the indentures and loan agreements governing its outstanding debt if the APE restructuring is completed successfully.

Denomination of Telecom Argentina's debt

As discussed above, as of December 31, 2004 and December 31, 2003, a substantial portion of Telecom Argentina's outstanding debt is foreign-currency denominated and governed by foreign law. Notwithstanding the economic crisis in Argentina and subsequent devaluation and pesification, Telecom Argentina recorded its outstanding debt at their respective original foreign currencies since Telecom Argentina expects to complete the debt restructuring successfully.

If the APE restructuring plan is not completed on terms favorable to Telecom Argentina or not completed at all, management would have to analyze different courses of action which may include the pesification of foreign-currency denominated debts governed by foreign law.

Notwithstanding the foregoing, and taking into account the restructuring proposals made to Telecom Argentina's creditors and the APE, management has decided to honor the original currencies of its foreign-currency denominated liabilities.

Classification of Telecom Argentina's debt

Since the noteholders, at their option, may request payment of principal and accrued interest in the event of default and that Telecom Argentina received notices of acceleration as described above, the total outstanding debt has been classified as current liabilities in these consolidated financial statements.

9 - Shareholders equity

(a) Common stock

At December 31, 2004, 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 Argentine 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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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. Subsequently, the Trustor informed the Company that unrestricted Class C shares amounted to 10,334,176, of which 8,361,012 are still held in the Trust.

The Company requested the Trustor to obtain judicial approval to permit the shareholders meeting to effect the conversion of the total amount of Class C shares to Class B shares in order to avoid calling for successive shareholders meetings every time restrictions on the shares are released for conversion. The Trustor informed the Company that a judicial resolution in favor of the total conversion had not been granted. The Company has also indicated that it is necessary to reach an agreement with the PPP for a timely and orderly sale of the converted Class B shares, because the sale of an inappropriate number of Class B shares could affect the price of the Class B shares. In November 2003, the PPP lacked a legal representative. In March 2004, a judicial resolution nullified the intervention of the PPP and notified the Ministry of Labor and Social Security to call for elections in order to establish the Executive Committee of the PPP. As of the date of these financial statements, these elections have not yet been called.

(d) *Rueda Reducida* trading

As a result of the default situation described in Note 8, 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. In addition, since the Company's accumulated losses have absorbed its reserves and at least 50% of the Company's share capital, the BCBA has also decided to transfer the trading of the Company's common stock to the *Rueda Reducida* status.

(e) 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. Since the Company reported significant losses 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. This situation is maintained as of December 31, 2004.

The requirements of section 206 and paragraph 5 of section 94 had been temporarily suspended by a governmental decree until December 10, 2004.

Although the suspension period expired on December 10, 2004, the government has not formally issued an extension. Thus, the Board of Directors will inform the shareholders to take actions as appropriate to remediate the situation described above.

10. Income tax

Income tax (expense) benefit for the years ended December 31, 2004, 2003 and 2002 consists of the following:

| | Years ended December 31, | | |
|-------------------------------------|---------------------------------|-------------|-----------------|
| | 2004 | 2003 | 2002 |
| Current tax expense | \$ (1) | \$ | \$ |
| Deferred tax (expense) benefit | (25) | 7 | 1,304 |
| Income tax (expense) benefit | \$ (26) | \$ 7 | \$ 1,304 |

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.

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The tax effects of temporary differences that give rise to significant portions of the Company's deferred tax assets and liabilities are presented below:

10. Income tax (continued)

| | As of December 31, 2004 | As of December 31, 2003 |
|--|----------------------------|----------------------------|
| Tax loss carryforwards | \$ 1,573 | \$ 1,665 |
| Foreign exchange gains and losses | 161 | 241 |
| Other deferred tax assets | 401 | 348 |
| Deferred tax liabilities | (1,445) | (1,787) |
| Subtotal deferred tax assets | \$ 690 | \$ 467 |
| - Valuation allowance | (695) | (447) |
| Net deferred tax (liabilities) assets | \$ (5) | \$ 20 |

Income tax (expense) benefit for the years ended December 31, 2004, 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:

| | Years ended December 31, | | |
|---|--------------------------|----------|----------|
| | 2004 | 2003 | 2002 |
| Income tax (expense) benefit at statutory income tax rate on pretax income (loss) | \$ 225 | \$ (128) | \$ 2,000 |
| Permanent differences: | | | |
| Non taxable items | (3) | 16 | (131) |

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| | | | |
|-------------------------------------|----------------|-------------|-----------------|
| Change in valuation allowance | (248) | 119 | (565) |
| Income tax (expense) benefit | \$ (26) | \$ 7 | \$ 1,304 |

As of December 31, 2004, the Company has accumulated operating tax loss carryforwards of approximately \$1,573. The following table details the operating tax loss carryforwards segregated by company and expiration date:

| <u>Expiration year</u> | <u>Telecom Argentina</u> | <u>Publicom</u> | <u>Telecom Personal</u> | <u>Total consolidated</u> |
|------------------------|------------------------------|-----------------|-----------------------------|-------------------------------|
| 2007 | 1,416 | | 155 | 1,571 |
| 2008 | | 2 | | 2 |
| Total | 1,416 | 2 | 155 | 1,573 |

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 deducted 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, as of December 31, 2004, a valuation allowance has been provided for Telecom Argentina's related net deferred tax assets. The Company will continue to monitor the need for a change in the valuation allowance that has been provided.

11. Modification of the terms of issuance of Argentina 2004 Bonds

In May 2001, the Argentine Government enacted Decree No. 424/01 obligating companies to purchase certain treasury bonds (Argentina 2004 Bonds or Patriotic Bonds). Accordingly, Telecom Argentina purchased approximately US\$ 30 million of such bonds. Telecom Argentina intended to hold the securities to maturity in May 2004. Pursuant to the terms of issuance, these securities could be exchanged for tax certificates (CEOI) to settle federal tax obligations. A subsequent decree suspended this possibility and introduced certain significant changes to the regime. These changes included but were not limited to the establishment of monthly limits to the settlement of tax liabilities through the use of CEOI. In April 2004, the Argentine Government terminated the regime and conditioned its continuance upon the restructuring of the country sovereign debt.

Telecom Argentina filed administrative claims seeking nullification of the decrees, which claims were rejected by the government.

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As of December 31, 2004, Telecom Argentina has Argentina 2004 bonds outstanding for an aggregate amount of \$79 (US\$ 27 million) which could have been exchanged for CEOI. Based on the facts and circumstances described above, management recognized an other-than-temporary impairment loss of \$56 to carry the securities at fair value.

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11. Modification of the terms of issuance of Argentina 2004 Bonds (continued)

Management together with legal counsel evaluated alternative courses of action and finally resolved to participate in the sovereign debt exchange proposed by the Argentine Government. In 2005, Telecom Argentina exchanged Argentina 2004 bonds for new peso and dollar denominated Discount Bonds.

12. Commitments and contingencies

(a) Purchase commitments

The Company has entered into various purchase commitments aggregating approximately \$164 as of December 31, 2004, 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 was notified by the Department of Communications of a proposal for the creation of a \$70-million fund (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;

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- 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.

In November 2003, the Company contributed \$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.

(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 \$244 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.

Below 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 Argentine Government may settle any amounts payable to the Company for these claims through the issuance of treasury bonds. As of December 31, 2004, labor lawsuits in this connection amounted to \$17.

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12. Commitments and contingencies (continued)

Tax matters

In December 2000, the Argentine Tax Authority (the AFIP) assessed Telecom Argentina approximately \$50.6 in additional income tax for fiscal years 1993 through 1999 resulting from an income tax audit for that period. The AFIP has asserted that Telecom Argentina improperly calculated its tax depreciation for its fiber optic network. In December 2001, the AFIP assessed an additional \$2.2 in income tax for the same periods. The AFIP asserted a tax deficiency related to Telecom Argentina's valuation of its equity interest in former equity investee Telintar. Telecom Argentina disagrees with these assessments and is vigorously contesting them. Management believes the ultimate outcome of these tax audits will not have a material adverse impact on the Company's financial position or results of operations.

Other claims

Consumer Trade Union Proceedings

In November 1995, Telecom Argentina, together with Telefonica de Argentina, Telintar and the Argentine Government were named as defendants in a lawsuit filed in Argentine federal courts by a consumer activist group. The complaints in this lawsuit contend that consumers have been injured because of the application of unjustified tariffs for the provision of fixed line services. Plaintiffs are seeking damages, an injunction against the reduction of tariffs, disgorgement of all monies that the defendants have earned through the charge of the alleged abusive tariffs and a cap of 16% on the Company's annual rate of return on its fixed assets. The court has rejected some of the claims but agreed to a stay of the others pending the outcome of the appeal. In October 2001, the court awarded the plaintiffs an injunction enjoining the indexing of tariffs by the U.S. C.P.I. as permitted by the Transfer Agreement pending a final resolution in the case. Telecom Argentina vigorously appealed this decision. Hearings on the case are currently in process. Telecom Argentina believes the claims have no merit. Telecom Argentina cannot predict the outcome of this case, or reasonably estimate a range of possible loss given the current status of the litigation.

Upon the extension of the exclusivity period for the provision of telecommunication services, the same consumer group filed a new lawsuit in Argentine federal courts against the service providers and the Argentine Government. Plaintiffs are seeking damages, an injunction against the

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revocation of licenses granted to telecommunication service providers and finalization of the exclusivity period. This case is at a preliminary stage, but Telecom Argentina does not believe it has merit and intends to contest it vigorously. Telecom Argentina is unable, however, to predict the outcome of this case, or reasonably estimate a range of possible loss given the current status of the litigation.

Users and Consumer Trade Union Proceedings

In August 2003, another consumer group filed suit against Telecom Argentina in Argentine federal courts alleging the unconstitutionality of certain resolutions issued by the Department of Communications. These resolutions had amended a prior resolution which prescribed the way service providers had to refund customers for additional charges included in monthly fixed-line service fees. The amendment was intended to establish another method of refunding customers due to practical reasons. Telecom Argentina complied with the amended resolution and provided refunds to customers. The case is at a preliminary stage, but Telecom Argentina does not believe it has merit and will contest it vigorously. Telecom Argentina is unable, however, to predict the outcome of the case, or reasonably estimate a range of possible loss given the current status of the litigation.

Management of the Company believes that none of the matters discussed above will have a material adverse effect on the Company's results of operations, liquidity or financial condition.

Certain amounts deposited in the Company's bank accounts have been restricted as to their use due to some judicial proceedings. As of December 31, 2004, these restricted funds totaled \$8. The Company has reclassified these balances to other receivables on the Company's balance sheet.

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 conducts its business through seven legal entities which represent seven operating segments. These operating segments have been aggregated into reportable segments following the nature of the products and services provided. The Company manages its segments to the net income (loss) level of reporting.

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13. Segment information (continued)

The companies aggregated to create the reportable segments are as follows:

| <u>Reportable segment</u> | <u>Consolidated company/ Operating segment</u> |
|---------------------------------|--|
| Voice, data and Internet | Telecom Argentina |
| | Telecom Argentina USA |
| Wireless | Micro Sistemas (ii) |
| | Telecom Personal |
| | Nucleo |
| Directories publishing | Cable Insignia |
| | Publicom |

The accounting policies of the operating segments are the same as those described in Note 4. Intercompany sales have been eliminated.

For the years ended December 31, 2004, 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. Segment financial information was as follows:

For the year ended December 31, 2004

q **Income statement information**

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| | Voice, data and Internet | Wireless | Directories publishing | Total |
|--|--------------------------------|--------------|---------------------------|--------------|
| Net sales | 2,718 | 1,733 | 43 | 4,494 |
| Salaries and social security | (491) | (90) | (12) | (593) |
| Turnover tax | (88) | (78) | | (166) |
| Maintenance, materials and supplies | (184) | (34) | (15) | (233) |
| Bad debt expense | 8 | (12) | (1) | (5) |
| Interconnection costs | (135) | | | (135) |
| Cost of international outbound calls | (82) | | | (82) |
| Lease of circuits | (34) | (4) | | (38) |
| Fees for services | (81) | (20) | (1) | (102) |
| Advertising | (27) | (64) | (2) | (93) |
| Cost of cellular handsets | | (237) | | (237) |
| Commissions | (54) | (184) | | (238) |
| Others | (169) | (355) | (2) | (526) |
| Operating income before depreciation and amortization | 1,381 | 655 | 10 | 2,046 |
| Depreciation of fixed assets | (1,233) | (316) | (3) | (1,552) |
| Amortization of intangible assets | (48) | (45) | (1) | (94) |
| Operating income | 100 | 294 | 6 | 400 |
| Equity loss from related companies | | | (2) | (2) |
| Financial results, net | (989) | (184) | 1 | (1,172) |
| Other expenses, net | (68) | (10) | | (78) |
| Gain on debt restructuring | (21) | 230 | | 209 |
| Net (loss) income before income tax and minority interest | (978) | 330 | 5 | (643) |
| Income tax | | (24) | (2) | (26) |
| Minority interest | | 3 | | 3 |
| Net (loss) income | (978) | 309 | 3 | (666) |

q Balance sheet information

| | | | | |
|---|---------|---------|-----|----------------|
| Fixed assets, net | 5,387 | 1,507 | 1 | 6,895 |
| Intangible assets, net | 84 | 686 | 3 | 773 |
| Capital expenditures excluding materials | 160 | 268 | | 428 |
| Acquisition of intangible assets | 24 | | | 24 |
| Depreciation of fixed assets | (1,233) | (324) | (3) | (1,560) |
| Amortization of intangible assets | (50) | (53) | (1) | (104) |
| Net financial debt | (5,842) | (1,150) | 1 | (6,991) |

q Cash flow information

| | | | | |
|--|--------------|--------------|------------|--------------|
| Cash flows provided by (used in) operating activities | 1,737 | 428 | (1) | 2,164 |
| Cash flows from investing activities: | | | | |
| Acquisition of fixed assets and intangible assets | (208) | (265) | | (473) |
| (Decrease) increase in investments not considered as cash and cash equivalents | (465) | 87 | | (378) |
| Total cash flows used in investing activities | (673) | (178) | | (851) |
| Cash flows from financing activities: | | | | |
| Payment of debt | | (471) | | (471) |

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| | | | | |
|---|--------------|--------------|----------|--------------|
| Payment of interest and debt-related expenses | | (118) | | (118) |
| Total cash flows used in financing activities | | (589) | | (589) |
| Increase (decrease) in cash and cash equivalents | 1,064 | (339) | (1) | 724 |
| Cash and cash equivalents at the beginning of year | 1,786 | 428 | 2 | 2,216 |
| Cash and cash equivalents at year end | 2,850 | 89 | 1 | 2,940 |

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13. Segment information (continued)

*For the year ended December 31, 2003*q Income statement information

| | Voice, data and Internet | Wireless | Directories publishing | Total |
|---|--------------------------------|--------------|---------------------------|--------------|
| Net sales | 2,556 | 1,163 | 34 | 3,753 |
| Salaries and social security | (424) | (74) | (8) | (506) |
| Turnover tax | (86) | (51) | | (137) |
| Maintenance, materials and supplies | (117) | (33) | (14) | (164) |
| Bad debt expense | 3 | (10) | (4) | (11) |
| Interconnection costs | (136) | | | (136) |
| Cost of international outbound calls | (76) | | | (76) |
| Lease of circuits | (29) | (9) | | (38) |
| Fees for services | (83) | (13) | (2) | (98) |
| Advertising | (23) | (20) | (1) | (44) |
| Cost of cellular handsets | | (22) | | (22) |
| Commissions | (57) | (103) | | (160) |
| Others | (164) | (211) | (2) | (377) |
| Operating income (loss) before depreciation and amortization | 1,364 | 617 | 3 | 1,984 |
| Depreciation of fixed assets | (1,436) | (327) | (5) | (1,768) |
| Amortization of intangible assets | (63) | (46) | | (109) |
| Operating (loss) income | (135) | 244 | (2) | 107 |
| Equity gain from related companies | | | 2 | 2 |
| Financial results, net | (132) | 168 | 12 | 48 |
| Other expenses, net | (121) | (37) | (10) | (168) |
| Gain on debt restructuring | 280 | 90 | 6 | 376 |

| | | | | |
|--|--------------|------------|----------|------------|
| Net (loss) income before income tax and minority interest | (108) | 465 | 8 | 365 |
| Income tax | | 11 | (4) | 7 |
| Minority interest | | (21) | | (21) |
| Net (loss) income | (108) | 455 | 4 | 351 |

q Balance sheet information

| | | | | |
|---|----------------|----------------|------------|----------------|
| Fixed assets, net | 6,443 | 1,554 | 4 | 8,001 |
| Intangible assets, net | 110 | 731 | 4 | 845 |
| Capital expenditures excluding materials | 57 | 73 | | 130 |
| Acquisition of intangible assets | | 4 | | 4 |
| Depreciation of fixed assets | (1,436) | (343) | (5) | (1,784) |
| Amortization of intangible assets | (67) | (58) | | (125) |
| Net financial debt | (6,220) | (1,361) | 1 | (7,580) |

q Cash flow information

| | | | | |
|---|--------------|--------------|------------|--------------|
| Cash flows provided by operating activities | 1,509 | 499 | 7 | 2,015 |
| Cash flows from investing activities: | | | | |
| Acquisition of fixed assets and intangible assets | (91) | (77) | | (168) |
| Decrease in investments not considered as cash and cash equivalents | (85) | (92) | | (177) |
| Total cash flows used in investing activities | (176) | (169) | | (345) |
| Cash flows from financing activities: | | | | |
| Decrease in debt | | (11) | | (11) |
| Repurchase of debt | (328) | (87) | (7) | (422) |
| Payment of interest and debt-related expenses | (283) | (52) | | (335) |
| Inter-segment transfers of cash | 5 | (5) | | |
| Total cash flows used in financing activities | (606) | (155) | (7) | (768) |
| Increase in cash and cash equivalents | 727 | 175 | | 902 |
| Cash and cash equivalents at the beginning of year | 1,059 | 253 | 2 | 1,314 |
| Cash and cash equivalents at year end | 1,786 | 428 | 2 | 2,216 |

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13. Segment information (continued)

*For the year ended December 31, 2002*q Income statement information

| | Voice, data and Internet | Wireless | Directories publishing | Total |
|---|--------------------------------|--------------|---------------------------|--------------|
| Net sales | 2,954 | 1,035 | 23 | 4,012 |
| Salaries and social security | (472) | (92) | (23) | (587) |
| Turnover tax | (91) | (40) | (1) | (132) |
| Maintenance, materials and supplies | (144) | (33) | (11) | (188) |
| Bad debt expense | (129) | (54) | (6) | (189) |
| Interconnection costs | (141) | | | (141) |
| Cost of international outbound calls | (103) | | | (103) |
| Lease of circuits | (24) | (17) | | (41) |
| Fees for services and management fees | (123) | (13) | (3) | (139) |
| Advertising | (14) | (14) | | (28) |
| Cost of cellular handsets | | (12) | | (12) |
| Commissions | (70) | (62) | | (132) |
| Others | (254) | (175) | (4) | (433) |
| Operating income (loss) before depreciation and amortization | 1,389 | 523 | (25) | 1,887 |
| Depreciation of fixed assets | (1,558) | (416) | (6) | (1,980) |
| Amortization of intangible assets | (66) | (45) | | (111) |
| Operating (loss) income | (235) | 62 | (31) | (204) |
| Equity gain from related companies | (15) | | (8) | (23) |
| Amortization of goodwill | (10) | | | (10) |
| Financial results, net | (4,275) | (1,000) | (27) | (5,302) |
| Other expenses, net | (101) | (58) | (17) | (176) |

| | | | | |
|--|----------------|--------------|-------------|----------------|
| Net (loss) income before income tax and minority interest | (4,636) | (996) | (83) | (5,715) |
| Income tax | 1,104 | 186 | 14 | 1,304 |
| Minority interest | | 25 | | 25 |
| Net (loss) | (3,532) | (785) | (69) | (4,386) |

q Balance sheet information

| | | | | |
|---|----------------|----------------|-------------|----------------|
| Fixed assets, net | 7,881 | 1,800 | 8 | 9,689 |
| Intangible assets, net | 177 | 765 | 4 | 946 |
| Capital expenditures excluding materials | 158 | 63 | 1 | 222 |
| Acquisition of intangible assets | 1 | 28 | | 29 |
| Depreciation of fixed assets | (1,558) | (419) | (6) | (1,983) |
| Amortization of intangible assets | (73) | (50) | | (123) |
| Net financial debt | (7,653) | (2,079) | (12) | (9,744) |

q Cash flow information

| | | | | |
|--|--------------|--------------|----------|--------------|
| Cash flows provided by operating activities | 1,297 | 370 | | 1,667 |
| Cash flows from investing activities: | | | | |
| Acquisition of fixed assets and intangible assets | (260) | (154) | | (414) |
| Increase (decrease) in investments not considered as cash and cash equivalents | 112 | (10) | | 102 |
| Total cash flows used in investing activities | (148) | (164) | | (312) |
| Cash flows from financing activities: | | | | |
| Payment of debt | (4) | (20) | | (24) |
| Payment of interest and debt-related expenses | (357) | (89) | | (446) |
| Inter-segment transfers of cash | (85) | 85 | | |
| Total cash flows used in financing activities | (446) | (24) | | (470) |
| Increase in cash and cash equivalents | 703 | 182 | | 885 |
| Cash and cash equivalents at the beginning of year | 356 | 71 | 2 | 429 |
| Cash and cash equivalents at year end | 1,059 | 253 | 2 | 1,314 |

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14. Selected consolidated quarterly information (unaudited)

| Quarter ended | Net sales | Operating income before depreciation and amortization | Operating income (loss) | Financial results, net | Net (loss) income |
|--------------------------|--------------|---|-------------------------|------------------------|-------------------|
| <i>Year 2004:</i> | | | | | |
| March 31, | 1,017 | 494 | 65 | 95 | 124 |
| June 30, | 1,053 | 489 | 67 | (393) | (354) |
| September 30, | 1,141 | 499 | 76 | (324) | (261) |
| December 31, | 1,283 | 564 | 192 | (550) | (175) |
| | 4,494 | 2,046 | 400 | (1,172) | (666) |
| <i>Year 2003:</i> | | | | | |
| March 31, | 851 | 453 | (24) | 961 | 907 |
| June 30, | 899 | 490 | 17 | 58 | 381 |
| September 30, | 961 | 504 | 31 | (490) | (509) |
| December 31, | 1,042 | 537 | 83 | (481) | (428) |
| | 3,753 | 1,984 | 107 | 48 | 351 |
| <i>Year 2002:</i> | | | | | |
| 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

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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 information supplementary 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 December 31, 2004 | As of December 31, 2003 |
|--------------------------------------|-------------------------------|-------------------------------|
| ASSETS | | |
| Current Assets | | |
| Cash and banks | \$ 24 | \$ 17 |
| Investments | 3,554 | 2,011 |
| Accounts receivable, net | 327 | 317 |
| Other receivables, net | 59 | 119 |
| Total current assets | 3,964 | 2,464 |
| Non-Current Assets | | |
| Other receivables, net | 143 | 106 |
| Investments | 1,068 | 874 |
| Fixed assets, net | 5,385 | 6,442 |
| Intangible assets, net | 84 | 110 |
| Total non-current assets | 6,680 | 7,532 |
| TOTAL ASSETS | \$ 10,644 | \$ 9,996 |
| LIABILITIES | | |
| Current Liabilities | | |
| Accounts payable | \$ 315 | \$ 243 |
| Debt | 9,418 | 8,206 |
| Salaries and social security payable | 69 | 70 |
| Taxes payable | 61 | 72 |
| Other liabilities | 21 | 24 |
| Contingencies | 11 | 10 |
| Total current liabilities | 9,895 | 8,625 |
| Non-Current Liabilities | | |
| Accounts payable | 7 | |
| Salaries and social security payable | 33 | 30 |
| Other liabilities | 64 | 34 |
| Contingencies | 143 | 139 |
| Total non-current liabilities | 247 | 203 |
| TOTAL LIABILITIES | \$ 10,142 | \$ 8,828 |
| SHAREHOLDERS' EQUITY | \$ 502 | \$ 1,168 |

| | | |
|--|------------------|-----------------|
| TOTAL LIABILITIES AND SHAREHOLDERS EQUITY | \$ 10,644 | \$ 9,996 |
|--|------------------|-----------------|

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15. Unconsolidated information (continued)

Statements of income:

| | Years ended December 31, | | |
|--|--------------------------|---------------|-------------------|
| | 2004 | 2003 | 2002 |
| Net sales | \$ 2,876 | \$ 2,672 | \$ 3,071 |
| Cost of services | (1,911) | (1,973) | (2,302) |
| Gross profit | 965 | 699 | 769 |
| General and administrative expenses | (148) | (136) | (153) |
| Selling expenses | (556) | (583) | (746) |
| Operating income (loss) | 261 | (20) | (130) |
| Equity gain (loss) from related companies | 173 | 334 | (1,016) |
| Amortization of goodwill | | | (10) |
| Financial results, net | (1,016) | (125) | (4,234) |
| Other expenses, net | (63) | (118) | (100) |
| Gain on debt restructuring | (21) | 280 | |
| Net (loss) income before income tax | (666) | 351 | (5,490) |
| Income tax benefit, net | | | 1,104 |
| Net (loss) income | \$ (666) | \$ 351 | \$ (4,386) |

Condensed statements of cash flows:

| | Years ended December 31, | | |
|--|--------------------------|-----------------|-----------------|
| | 2004 | 2003 | 2002 |
| Cash flows provided by operating activities | \$ 1,739 | \$ 1,515 | \$ 1,293 |
| Cash flows from investing activities | | | |
| Acquisition of fixed assets | (206) | (91) | (259) |
| Decrease (increase) in investments not considered as cash and cash equivalents | (465) | (85) | 27 |
| Total cash flows used for investing activities | (671) | (176) | (232) |
| Cash flows from financing activities | | | |
| Decrease in debt | | | (4) |
| Repurchase of debt | | (328) | |
| Payment of interest and debt-related expenses | | (283) | (355) |
| Total cash flows used for financing activities | | (611) | (359) |
| Increase in cash and cash equivalents | 1,068 | 728 | 702 |
| Cash and cash equivalents at the beginning of year | 1,785 | 1,057 | 355 |
| Cash and cash equivalents at year end | \$ 2,853 | \$ 1,785 | \$ 1,057 |

16. 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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Corporation non adhered to the Optional Statutory Regime of Compulsory Public Purchase Offer

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(In millions of Argentine pesos, except as otherwise indicated - See Note 3.c)

16. Other financial statement information (continued)

(a) Fixed assets, net

| Principal account | Original value | | | | | As of the end of the year |
|---|-----------------------------|------------|--|-----------|------------------|---------------------------|
| | As of the beginning of year | Additions | Foreign currency translation adjustments | Transfers | Decreases | |
| Land | 118 | | | | | 118 |
| Building | 1,648 | 2 | | 14 | (10) | 1,654 |
| Transmission equipment | 5,112 | (*) 20 | 4 | 115 | (10) | 5,241 |
| Switching equipment | 3,847 | 2 | 2 | 73 | (2) | 3,922 |
| Power equipment | 536 | 1 | 1 | (3) | (1) | 534 |
| External wiring | 5,943 | | | 9 | (1) | 5,951 |
| Telephony equipment and instruments | 864 | 1 | 3 | 15 | | 883 |
| Cellular handsets given to customers at no cost | 332 | 8 | 2 | | | 342 |
| Vehicles | 109 | 15 | | (1) | (9) | 114 |
| Furniture | 107 | 2 | | (1) | | 108 |
| Installations | 437 | 1 | | 8 | | 446 |
| Improvements in third parties buildings. | 101 | 1 | 1 | (1) | | 102 |
| Computer equipment | 2,511 | 17 | 3 | 58 | (7) | 2,582 |
| Work in progress | 63 | (**) 358 | | (274) | | 147 |
| Fixed assets excluding materials | 21,728 | 428 | 16 | 12 | (40) | 22,144 |
| Materials | 90 | (***) 72 | | (12) | (54) | 96 |
| Total as of December 31, 2004 | 21,818 | 500 | 16 | | (a) (94) | 22,240 |
| Total as of December 31, 2003 | 21,734 | 182 | 38 | | (a) (136) | 21,818 |

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- (*) Includes \$2 transferred from materials.
 (**) Includes \$158 transferred from materials.
 (***) Net of \$160 transferred to fixed assets.

| Principal account | Depreciation | | | | | Net | Net |
|---|---|-----------------|--------------------|-------------------------|---------------------------------------|--|--|
| | Accumulated as of the beginning of the year | Annual rate (%) | Amount | Decreases and transfers | Accumulated as of the end of the year | carrying value as of December 31, 2004 | carrying value as of December 31, 2003 |
| Land | | | | | | 118 | 118 |
| Building | (679) | 4 - 9 | (75) | 9 | (745) | 909 | 969 |
| Transmission equipment | (3,164) | 10 - 11 | (442) | 6 | (3,600) | 1,641 | 1,948 |
| Switching equipment | (2,686) | 10 | (307) | (1) | (2,994) | 928 | 1,161 |
| Power equipment | (320) | 10 - 20 | (46) | 1 | (365) | 169 | 216 |
| External wiring | (3,573) | 7 | (308) | 1 | (3,880) | 2,071 | 2,370 |
| Telephony equipment and instruments | (683) | 13 - 18 | (60) | (1) | (744) | 139 | 181 |
| Cellular handsets given to customers at no cost | (328) | 50 | (9) | | (337) | 5 | 4 |
| Vehicles | (99) | 20 - 40 | (9) | 10 | (98) | 16 | 10 |
| Furniture | (76) | 10 - 20 | (8) | | (84) | 24 | 31 |
| Installations | (298) | 9 - 33 | (31) | (1) | (330) | 116 | 139 |
| Improvements in third parties buildings. | (65) | 4 - 25 | (8) | (1) | (74) | 28 | 36 |
| Computer equipment | (1,846) | 18 - 33 | (257) | 9 | (2,094) | 488 | 665 |
| Work in progress | | | | | | 147 | 63 |
| Fixed assets excluding materials | (13,817) | | (1,560) | 32 | (15,345) | 6,799 | 7,911 |
| Materials | | | | | | 96 | 90 |
| Total as of December 31, 2004 | (13,817) | | (b) (1,560) | (e) 32 | (15,345) | (c) 6,895 | (c) 8,001 |
| Total as of December 31, 2003 | (12,045) | | (d) (1,784) | 12 | (13,817) | 8,001 | |

- (a) Includes (6) in 2004 and (76) in 2003 corresponding to the reversal of foreign currency exchange differences, which forms part of the gain on debt restructuring.
- (b) Includes (119) corresponding to the depreciation of capitalized foreign currency exchange differences and (8) corresponding to foreign currency translation adjustments.
- (c) Includes 6 in 2004 and 4 in 2003 corresponding to the net carrying value of the capitalized cost of asset retirement obligations.
- (d) Includes (121) corresponding to the depreciation of capitalized foreign currency exchange differences and (16) corresponding to foreign currency translation adjustments.
- (e) Includes 2 corresponding to depreciation related to the reversal of foreign currency exchange differences, which forms part of the gain on debt restructuring.

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(In millions of Argentine pesos, except as otherwise indicated - See Note 3.c)

16. Other financial statement information (continued)

(b) Intangible assets, net

| Principal account | Original value | | | As of the end of the year |
|---|---------------------------------|-----------|--|---------------------------|
| | As of the beginning of the year | Additions | Foreign currency translation adjustments | |
| Software obtained or developed for internal use | 430 | | 1 | 431 |
| Debt issue costs | 80 | | 1 | 81 |
| PCS license | 662 | | | 662 |
| Band B license (Paraguay) | 117 | | 6 | 123 |
| Rights of use | 45 | 24 | | 69 |
| Exclusivity agreements | 98 | | | 98 |
| Trademarks | 8 | | | 8 |
| Total as of December 31, 2004 | 1,440 | 24 | 8 | 1,472 |
| Total as of December 31, 2003 | 1,416 | 4 | 20 | 1,440 |

| Principal account | Amortization | | | |
|---|---|--------|---------------------------------------|--|
| | Accumulated as of the beginning of the year | Amount | Accumulated as of the end of the year | Net carrying value as of December 31, 2004 |
| Software obtained or developed for internal use | (301) | (72) | (373) | 58 |
| | | | | 129 |

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| | | | | | |
|--------------------------------------|--------------|------------------|--------------|------------|------------|
| Debt issue costs | (72) | (6) | (78) | 3 | 8 |
| PCS license | (71) | | (71) | 591 | 591 |
| Band B license (Paraguay) | (71) | (18) | (89) | 34 | 46 |
| Rights of use | (20) | (3) | (23) | 46 | 25 |
| Exclusivity agreements | (56) | (4) | (60) | 38 | 42 |
| Trademarks | (4) | (1) | (5) | 3 | 4 |
| Total as of December 31, 2004 | (595) | (a) (104) | (699) | 773 | 845 |
| Total as of December 31, 2003 | (470) | (b) (125) | (595) | 845 | |

- a) An amount of \$40 is included in cost of services, \$7 in general and administrative expenses, \$47 in selling expenses and \$5 in financial results, net. Also includes \$5 corresponding to foreign currency translation adjustments.
- b) An amount of \$42 is included in cost of services; \$5 in general and administrative expenses; \$62 in selling expenses, \$6 in financial results, net. Also includes \$10 corresponding to foreign currency translation adjustments.

(c) Securities and equity investments

| Issuer and characteristic of the securities | Type | Nominal value/Market value | Number of securities/shares | Net realizable value | Cost value | | |
|---|----------|----------------------------|-----------------------------|----------------------|-------------------------|------------------------------------|------------------------------------|
| | | | | | as of December 31, 2004 | Book value as of December 31, 2004 | Book value as of December 31, 2003 |
| <u>CURRENT INVESTMENTS</u> | | | | | | | |
| Government bonds | | | | | | | |
| Secured 2018 Bond | | \$1 | 8,399,999 | 10 | 9 | 10 | 7 |
| Soberano Bond | | Euro 1 | 54,000,000 | 218 | 199 | 218 | 69 |
| Argentina 2004 Bond (Note 11) | | US\$ 1 | 26,507,106 | 23 | 56 | 79 | |
| Mutual funds | | | | | | | |
| SUPAH\$ Class B | | \$0.23 | 120,992,698 | 27 | 27 | 27 | |
| OPTIMUM\$ Class B | | \$1.52 | 9,181,338 | 14 | 14 | 14 | |
| Other | | | | | | | |
| Equity investments | | | | | | | |
| Intelsat Ltd. (Note 17) | Ordinary | US\$ 3 | 260,432 | 14 | 8 | 8 | |
| Total current investments | | | | 306 | 313 | 356 | 268 |
| <u>NON-CURRENT INVESTMENTS</u> | | | | | | | |
| Government bonds | | | | | | | |
| Argentina 2004 Bond | | US\$ 1 | | | | | 35 |
| Total government bonds | | | | | | | 35 |
| Equity investments | | | | | | | |
| Nahuelsat | Ordinary | \$1,000 | 5,750 | | 13 | | 2 |
| Intelsat Ltd. (Note 17) | | | | | | | 8 |
| Total equity investments | | | | | 13 | | 10 |
| Total non-current investments | | | | | 13 | | 45 |

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16. Other financial statement information (continued)

(d) Current investments

| | Cost as of | Book value as of | |
|----------------------------------|----------------------|----------------------|----------------------|
| | December 31, 2004 | December 31, 2004 | December 31, 2003 |
| CURRENT INVESTMENTS | | | |
| Time deposits | | | |
| In foreign currency | \$ 3,026 | \$ 3,026 | \$ 1,665 |
| In Argentine pesos | 304 | 304 | 508 |
| Total current investments | \$ 3,330 | \$ 3,330 | \$ 2,173 |

(e) Allowances and provisions

| Items | Opening balances | Additions | Reclassifications | Deductions | As of December 31, 2004 |
|--|---------------------|-----------|-------------------|------------|-------------------------------|
| Deducted from current assets | | | | | |
| Allowance for doubtful accounts receivables | 112 | (a) 5 | | (13) | 104 |
| Allowance for obsolescence | 2 | (b) 1 | | | 3 |
| Impairment loss on the Argentina 2004 bond (Note 11) | | (c) 56 | | | 56 |
| Deducted from non-current assets | | | | | |
| Valuation allowance of net deferred tax assets | 447 | (d) 248 | | | 695 |
| Allowance for doubtful accounts | 3 | (b) 1 | | | 4 |

| | | | | | |
|---|------------|---------------|------|------------------|------------|
| Total deducted from assets | 564 | 311 | | (13) | 862 |
| Total deducted from assets as of December 31, 2003 | 877 | (e) 25 | | (f) (338) | 564 |
| Included under current liabilities | | | | | |
| Provision for commissions | 1 | (a) 25 | | (12) | 14 |
| Provision for contingencies | 14 | | 20 | (18) | 16 |
| Included under non-current liabilities | | | | | |
| Provision for contingencies | 210 | (b) 24 | (20) | | 214 |
| Total included under liabilities | 225 | 49 | | (30) | 244 |
| Total included under liabilities as of December 31, 2003 | 151 | (g) 91 | | (h) (17) | 225 |

- (a) Included in selling expenses.
 (b) Included in other expenses, net.
 (c) Included in financial results, net.
 (d) Included in income tax (expense).
 (e) Includes \$11 in selling expenses, \$1 in other expenses, net and \$13 in income tax (expense).
 (f) Includes \$7 corresponding to results on exposure to inflation.
 (g) Includes \$1 in selling expenses and \$90 in other expenses, net.
 (h) Includes \$1 corresponding to results on exposure to inflation.

(f) Cost of services

| | Years ended December 31, | | |
|---|--------------------------|-----------------|-----------------|
| | 2004 | 2003 | 2002 |
| Inventory balance at the beginning of the year | \$ 16 | \$ 18 | \$ 52 |
| Plus: | | | |
| Purchases | 326 | 38 | 3 |
| Financial results, net | (6) | (6) | (3) |
| Cellular handsets given to customers at no cost (a) | (8) | (3) | (10) |
| Replacements | (9) | (9) | (12) |
| Cost of services (Note 16.h) | 2,713 | 2,618 | 2,881 |
| Less: | | | |
| Inventory balance at the end of the year | (82) | (16) | (18) |
| COST OF SERVICES | \$ 2,950 | \$ 2,640 | \$ 2,893 |

- (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.

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(In millions of Argentine pesos, except as otherwise indicated - See Note 3.c)

16. Other financial statement information (continued)

(g) Foreign currency assets and liabilities

| Items | As of December 31, 2004 | | | As of December 31, 2003 | |
|--|----------------------------|-----------------------|--------------------------|--------------------------|--|
| | Amount of foreign currency | Current exchange rate | Amount in local currency | Amount in local currency | |
| Current assets | | | | | |
| Cash and banks | | | | | |
| Bank accounts | US\$ 4 | 2.97900 | \$ 12 | \$ 4 | |
| | G 2,558 | 0.00048 | 1 | 2 | |
| Investments | | | | | |
| Time deposits | US\$ 506 | 2.97900 | 1,507 | 885 | |
| | EURO 372 | 4.05920 | 1,515 | 776 | |
| | G 7,273 | 0.00048 | 4 | 4 | |
| Government bonds | EURO 54 | 4.05920 | 218 | 69 | |
| | US\$ 27 | 2.97900 | 79 | | |
| Impairment loss on the Argentina 2004 bond | US\$ (19) | 2.97900 | (56) | | |
| Accounts receivable | | | | | |
| | US\$ 16 | 2.97900 | 48 | 59 | |
| | SDR | | | 2 | |
| | G 86,284 | 0.00048 | 41 | 66 | |
| Other receivables | | | | | |
| Tax credits | US\$ | | | 38 | |
| | G 3,723 | 0.00048 | 3 | 1 | |
| Prepaid expenses | US\$ 1 | 2.97900 | 2 | | |
| | G | | | 1 | |
| Others | G 3,473 | 0.00048 | 1 | 2 | |
| | US\$ 4 | 2.97900 | 11 | | |
| Non-current assets | | | | | |
| Other receivables | | | | | |

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| | | | | | |
|---|------|--------|---------|------------------|------------------|
| Tax credits | US\$ | | | | 4 |
| Others | US\$ | 3 | 2.97900 | 9 | |
| Investments | | | | | |
| Government bonds | US\$ | | | | 35 |
| Total assets | | | | \$ 3,395 | \$ 1,948 |
| Current liabilities | | | | | |
| Accounts payable | | | | | |
| Suppliers | US\$ | 57 | 2.97900 | \$ 170 | \$ 40 |
| | G | 11,257 | 0.00048 | 6 | 17 |
| | SDR | 1 | 4.62642 | 5 | 9 |
| | EURO | 1 | 4.05920 | 5 | 9 |
| Advances from customers | G | 4,425 | 0.00048 | 2 | 3 |
| Related parties | US\$ | 5 | 2.97900 | 14 | 4 |
| Debt | | | | | |
| Notes - Principal | US\$ | 216 | 2.97900 | 644 | 634 |
| | EURO | 1,160 | 4.05920 | 4,709 | 4,278 |
| Banks loans and others - Principal | US\$ | 344 | 2.97900 | 1,026 | 1,305 |
| | ¥ | 2,750 | 0.02914 | 80 | 178 |
| Fixed assets financing - Principal | US\$ | 328 | 2.97900 | 978 | 1,707 |
| | EURO | 39 | 4.05920 | 157 | 143 |
| | ¥ | 11,652 | 0.02914 | 340 | 319 |
| Inventory financing - Principal | US\$ | | | | 417 |
| Accrued interest | US\$ | 124 | 2.97900 | 369 | 271 |
| | EURO | 210 | 4.05920 | 851 | 448 |
| | ¥ | 888 | 0.02914 | 26 | 16 |
| Penalty interest | US\$ | 31 | 2.97900 | 92 | 76 |
| | EURO | 17 | 4.05920 | 71 | 24 |
| | ¥ | 261 | 0.02914 | 7 | 4 |
| Salaries and social security payable | | | | | |
| Vacation, bonuses and social security payable | G | | | | 1 |
| Taxes payable | | | | | |
| Income tax | G | 2,589 | 0.00048 | 1 | |
| VAT | G | | | | 1 |
| Other liabilities | | | | | |
| Other | G | 1,075 | 0.00048 | 1 | |
| Non-current liabilities | | | | | |
| Accounts payable | | | | | |
| Suppliers | US\$ | 2 | 2.97900 | \$ 7 | \$ |
| Debt | | | | | |
| Banks loans and others - Principal | US\$ | 423 | 2.97900 | 1,260 | 86 |
| Gain on discounting of debt | US\$ | (14) | 2.97900 | (41) | |
| Taxes payable | | | | | |
| Deferred tax liabilities | G | 12,694 | 0.00048 | 6 | |
| Other liabilities | | | | | |
| Deferred revenue on sale of capacity | US\$ | 11 | 2.97900 | 31 | 21 |
| Total liabilities | | | | \$ 10,817 | \$ 10,011 |

(1) US\$ = United States dollars; SDR = Special drawing rights; GF = Golden franc; G= Guaraníes; ¥ = Yen.

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(In millions of Argentine pesos, except as otherwise indicated - See Note 3.c)

16. Other financial statement information (continued)

(h) Expenses

| | Expenses | | | Year ended December 31, 2004 |
|--------------------------------------|---------------------|-------------------------------|---------------|------------------------------------|
| | Cost of services | General and administrative | Selling | |
| Salaries and social security | \$ 291 | \$ 102 | \$ 200 | \$ 593 |
| Depreciation of fixed assets | 1,335 | 42 | 175 | 1,552 |
| Amortization of intangible assets | 40 | 7 | 47 | 94 |
| Taxes | 103 | 5 | 27 | 135 |
| Turnover tax | 166 | | | 166 |
| Maintenance, materials and supplies | 184 | 6 | 43 | 233 |
| Transportation and freight | 9 | 3 | 23 | 35 |
| Insurance | 16 | 4 | 5 | 25 |
| Energy, water and others | 33 | 7 | 10 | 50 |
| Bad debt expense | | | 5 | 5 |
| Interconnection costs | 135 | | | 135 |
| Cost of international outbound calls | 82 | | | 82 |
| Lease of circuits | 38 | | | 38 |
| Rental expense | 39 | 4 | 12 | 55 |
| Fees for services | 26 | 48 | 28 | 102 |
| Advertising | | | 93 | 93 |
| Commissions | | 13 | 225 | 238 |
| Others | 216 | 3 | 7 | 226 |
| Total | \$ 2,713 | \$ 244 | \$ 900 | \$ 3,857 |

| Expenses | Year ended December 31, 2003 |
|----------|------------------------------------|
|----------|------------------------------------|

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| | Cost of services | General and administrative | Selling | _____ |
|--------------------------------------|---------------------|-------------------------------|---------------|-----------------|
| Salaries and social security | \$ 262 | \$ 90 | \$ 154 | \$ 506 |
| Depreciation of fixed assets | 1,501 | 49 | 218 | 1,768 |
| Amortization of intangible assets | 42 | 5 | 62 | 109 |
| Taxes | 92 | 2 | 25 | 119 |
| Turnover tax | 137 | | | 137 |
| Maintenance, materials and supplies | 116 | 8 | 40 | 164 |
| Transportation and freight | 6 | 3 | 19 | 28 |
| Insurance | 18 | 4 | 5 | 27 |
| Energy, water and others | 26 | 5 | 7 | 38 |
| Bad debt expense | | | 11 | 11 |
| Interconnection costs | 136 | | | 136 |
| Cost of international outbound calls | 76 | | | 76 |
| Lease of circuits | 38 | | | 38 |
| Rental expense | 32 | 5 | 9 | 46 |
| Fees for services | 22 | 35 | 41 | 98 |
| Advertising | | | 44 | 44 |
| Commissions | | 13 | 147 | 160 |
| Others | 114 | 3 | 2 | 119 |
| Total | \$ 2,618 | \$ 222 | \$ 784 | \$ 3,624 |

| | Expenses | | | Year ended December 31, 2002 |
|--------------------------------------|---------------------|-------------------------------|-----------------|------------------------------------|
| | Cost of services | General and administrative | Selling | _____ |
| Salaries and social security | \$ 278 | \$ 101 | \$ 208 | \$ 587 |
| Depreciation of fixed assets | 1,614 | 70 | 296 | 1,980 |
| Amortization of intangible assets | 39 | 9 | 63 | 111 |
| Taxes | 130 | 2 | 12 | 144 |
| Turnover tax | 132 | | | 132 |
| Maintenance, materials and supplies | 156 | 5 | 27 | 188 |
| Transportation and freight | 19 | 6 | 14 | 39 |
| Insurance | 18 | 4 | 6 | 28 |
| Energy, water and others | 29 | 6 | 9 | 44 |
| Bad debt expense | | | 189 | 189 |
| Interconnection costs | 141 | | | 141 |
| Cost of international outbound calls | 103 | | | 103 |
| Lease of circuits | 41 | | | 41 |
| Rental expense | 44 | 12 | 26 | 82 |
| Fees for services | 53 | 44 | 42 | 139 |
| Advertising | | | 28 | 28 |
| Commissions | 21 | 6 | 105 | 132 |
| Others | 63 | 16 | 17 | 96 |
| Total | \$ 2,881 | \$ 281 | \$ 1,042 | \$ 4,204 |

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(In millions of Argentine pesos, except as otherwise indicated - See Note 3.c)

16. Other financial statement information (continued)

(i) Aging of assets and liabilities

| Date due | Investments | Accounts receivable | Other receivables | Accounts payable | Debt | Salaries and social security payable | Taxes payable | Other liabilities |
|---|--------------|---------------------|-------------------|------------------|------------------|--------------------------------------|---------------|-------------------|
| Total due | | 123 | | | (b) 6,505 | | | |
| Not due | | | | | | | | |
| Payable on demand | | | | | (b) 2,913 | | | |
| First quarter 2005 | 3,630 | 463 | 53 | 548 | | 51 | 95 | 20 |
| Second quarter 2005 | | 23 | 3 | | 9 | 12 | 17 | 2 |
| Third quarter 2005 | | 3 | 3 | | | 8 | 2 | |
| Fourth quarter 2005 | | | 19 | | 7 | 8 | | |
| Jan. 2006 thru Dec. 2006 | | | 11 | 1 | 53 | 13 | 1 | 3 |
| Jan. 2007 thru Dec. 2007 | | | 4 | 1 | 78 | 6 | 4 | 5 |
| Jan. 2008 thru Dec. 2008 | | | 2 | 1 | 296 | 5 | | 5 |
| Jan. 2009 thru Dec. 2009 | | | 76 | 1 | 350 | 3 | | 5 |
| Jan. 2010 thru Dec. 2010 | | | 2 | 1 | 337 | 2 | | 4 |
| Jan. 2011 and thereafter | 2 | | 133 | 2 | 146 | 4 | | 49 |
| Not date due established | | | | | (41) | | | |
| Total not due | 3,632 | 489 | 306 | 555 | 4,148 | 112 | 119 | 93 |
| Total as of December 31, 2004 | 3,632 | 612 | 306 | (a) 555 | 10,653 | 112 | 119 | 93 |
| Balances with indexation clauses | | 20 | | 5 | | | | |
| Balances bearing interest | 3,599 | 128 | | | 10,483 | | | |
| Balances not bearing interest | 33 | 464 | 306 | 550 | 170 | 112 | 119 | 93 |
| Total | 3,632 | 612 | 306 | 555 | 10,653 | 112 | 119 | 93 |

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| | | | | | | | | |
|---|-------------|------------|--|--|------------|--|--|--|
| Average annual interest rate (%) | 2.28 | (c) | | | (b) | | | |
|---|-------------|------------|--|--|------------|--|--|--|

- (a) There are payables in kind that amounted to \$1.
 (b) See note 8.
 (c) 96 bear 50% over the Banco Nación Argentina notes payable discount rate and \$32 bear 9.44%.

| Date due | Investments | Accounts receivable | Other receivables | Accounts payable | Debt | Salaries and social security payable | Taxes payable | Other liabilities |
|---|--------------------|----------------------------|--------------------------|-------------------------|------------------|---|----------------------|--------------------------|
| Total due | | 157 | | | (d) 5,676 | | | |
| Not due | | | | | | | | |
| Payable on demand | | | | | 4,315 | | | |
| First quarter 2004 | 2,441 | 410 | 46 | 451 | | 50 | 60 | 23 |
| Second quarter 2004 | | 9 | 15 | | 2 | 11 | 58 | 2 |
| Third quarter 2004 | | 4 | 14 | | | 7 | 2 | |
| Fourth quarter 2004 | | 1 | 44 | | 3 | 9 | | |
| Jan. 2005 thru Dec. 2005 | 36 | | 30 | | 3 | 12 | | 1 |
| Jan. 2006 thru Dec. 2006 | | | 6 | | 4 | 9 | | 2 |
| Jan. 2007 thru Dec. 2007 | | | 2 | | 3 | 4 | | 2 |
| Jan. 2008 thru Dec. 2008 | | | 2 | | 64 | 2 | | 2 |
| Jan. 2009 thru Dec. 2009 | | | 60 | | 12 | 1 | | 2 |
| Jan. 2010 and thereafter | 1 | | 93 | | | 2 | | 30 |
| Total not due | 2,478 | 424 | 312 | 451 | 4,406 | 107 | 120 | 64 |
| Total as of December 31, 2003 | 2,478 | 581 | 312 | (a) 451 | 10,082 | 107 | 120 | 64 |
| Balances with indexation clauses | | | | | 5 | | | |
| Balances bearing interest | 2,476 | 152 | 6 | 3 | 9,978 | | | |
| Balances not bearing interest | 2 | 429 | 306 | 443 | 104 | 107 | 120 | 64 |
| Total | 2,478 | 581 | 312 | 451 | 10,082 | 107 | 120 | 64 |
| Average annual interest rate (%) | 2.18 | (e) | | 41.22 | | | | |

- (d) Includes \$119 corresponding to Nucleo.
 (e) \$100 bear 50% over the Banco Nación Argentina notes payable discount rate, and \$52 bear 20.82%.

17. Subsequent events

As of December 31, 2004, Telecom Argentina has a 0.15% equity interest in Intelsat Ltd. representing 260,432 shares of common stock. As of December 31, 2004, 60,000 shares were pledged as guarantee for the payment of satellite services provided by Intelsat to Telecom Argentina.

In December 2004, the Board of Directors of Telecom Argentina authorized the sale of 100% of the common shares in Intelsat (including the 60,000 shares for which the pledge was previously released as discussed in the following paragraph) to Zeus Holdings Limited for US\$ 5

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million. The sale transaction was completed in the first quarter of 2005 generating a gain on the sale of approximately \$6.

Prior to the completion of the sale, Intelsat agreed to release the pledge on the shares in exchange for a cash deposit of US\$ 0.3 million to guarantee the payment of satellite services. This guarantee will be reviewed every six months and may be modified as appropriate.

The amount of the investment has been reclassified to current assets as of December 31, 2004.

Marcelo Kozak

Chief Administration Officer

Amadeo R. Vázquez

President

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REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Shareholders of Telecom Argentina S.A.

1. We have audited the accompanying consolidated balance sheets of Telecom Argentina S.A. (the Company or Telecom) and its consolidated subsidiaries as of December 31, 2004 and 2003, and the related consolidated statements of income, changes in shareholders equity and cash flows for the years then ended. These financial statements and those mentioned in paragraph 3. of this report are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.
2. We conducted our audits in accordance with standards established by the Argentine Federation of Professional Councils in Economic Sciences. An audit requires that the auditor plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes examining, on a selective test basis, the evidence supporting the information contained in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as assessing the presentation of the financial statement taken as a whole. We believe that our audits provide a reasonable basis for our opinion.
3. In connection with the consolidated statements of income, changes in shareholders equity and cash flows for the year ended December 31, 2002, presented for comparative purposes, we report that Henry Martin, Lisdero y Asociados (one of the predecessor firms of Pistrelli, Henry Martin y Asociados S.R.L.), in its capacity as member firm of Ernst & Young (HML), issued an audit report on March 10, 2003 on the consolidated financial statements of the Company as of December 31, 2002, with qualifications due to uncertainties related to: 1) the effects of the economic crisis on the evaluations and estimates made by the Company s and its subsidiaries management, 2) the effects of the elimination of indexation clauses based on foreign countries price indexes, in the agreements executed by the Federal Administration under public law regulations, including public works and services, 3) the suspension of the payments of certain financial debt, 4) the continuity of the normal course of business of the Company and its subsidiaries and 5) the outcome of the matters included in our reports dated March 7, 2003 on the financial statements of Telecom Personal S.A. (Personal) and Publicom S.A. as of December 31, 2002.
4. As further described in Note 3.c) to the accompanying consolidated financial statements and as required by a resolution issued by the *Comisión Nacional de Valores (CNV)*, the Company has discontinued the restatement of the consolidated financial statements in constant currency as from March 1, 2003. Notwithstanding the provisions of the CNV, the Professional Council of Economics Sciences of the City of Buenos Aires (CPCECABA) required restatement for inflation through September 30, 2003. The estimated effect of not having performed the restatement into constant pesos from April 1, 2003 to September 30, 2003 has been quantified by the Company and included in such note.
5. As indicated in Note 2.c), to the accompanying consolidated financial statements, the Public Emergency and Exchange System Reform Law provided that in agreements executed by the Federal Government under public law regulations, including those related to public works and services, indexation clauses based on foreign currency price indexes or any other indexation mechanism are annulled. In this regard, the Company s tariffs were set in pesos at the exchange rate of \$1 per US\$1 while part of the Company s costs and indebtedness is denominated in foreign currency. Consequently, the Company s operating condition have been altered, negatively affecting its economic and financial equation. Furthermore, as indicated in Note 8 to the accompanying consolidated financial statements, during the first half of year 2002, the Board of Directors of Telecom decided to suspend payments of principal and interest on its outstanding financial indebtedness. As mentioned in such Note, on October 21, 2004, after reaching a level of consent of 82.35% of the total creditors representing 94.47% of the total financial indebtedness of the Company, the executed APE (*Acuerdo Preventivo Extrajudicial*, an out-of-court restructuring agreement governed by Argentine Law) was filed with the reviewing court for approval. At the date of issuance of the accompanying consolidated financial statements, the APE was not approved by the reviewing court. The accompanying consolidated financial statements of Telecom as of December 31, 2004 and 2003 were prepared considering the continuity of the normal course of business of the Company, applying assets and liabilities valuation and classification criteria corresponding to a going concern and, therefore, not including any adjustments and classifications that might result from the outcome of the uncertainty previously

described.

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6. Our audit report (jointly issued with HML) on the financial statements of Personal as of December 31, 2003, dated March 9, 2004, included qualifications due to uncertainties related to: a) the effects of the suspension of principal and interest payments decided by the Board of Directors of Personal, the exercise by certain creditors of Personal and its subsidiary Núcleo S.A. of their right to request accelerated repayment of loans, and the outcome of the restructuring of the total financial indebtedness and b) the preparation of financial statements considering the continuity of the normal course of business of Personal, applying assets and liabilities valuation and classification criteria corresponding to a going concern and, therefore, not including any adjustments and classifications that might result from the outcome of the uncertainties described in this paragraph. As mentioned in Note 8, these situations have been resolved due to the end of the restructuring process of Personal, which occurred during 2004. Accordingly, our opinion on the financial statements as of December 31, 2003, differs from the opinion originally issued.

7. In our opinion, except for the situation mentioned in paragraph 4 of this report and subject to the effect of the adjustments and classifications, if any, that might arise of the outcome of the uncertainty described in paragraph 5. of this report, the consolidated financial statements mentioned in paragraph 1, present fairly, in all material respects, the consolidated financial position of Telecom and its subsidiaries as of December 31, 2004 and 2003 and the consolidated results of operations, changes in shareholders' equity and cash flows for the years then ended, in conformity with accounting principles generally accepted in Argentina.

8. In compliance with current regulations, we report that:
 - a. the financial statements of Telecom have been transcribed to the Inventory and Balance Sheet book and comply, as regards to those matters that are within our competence, with relevant rules and regulations of the Commercial Corporation Law and CNV;

 - b. the consolidated financial statements of Telecom at December 31, 2004 arise from accounting records carried in all formal respects in accordance with current legal regulations;

 - c. we have read the Summary of Activity on the financial statements for the years ended December 31, 2004, 2003, and for the twelve month period ended December 31, 2000, on which, as regards to those matters that are within our competence, we have no observations to make other than those indicated in paragraphs 4 to 6;

The financial information included in the Summary of Activity for the years ended December 31, 2002 and 2001, was covered by HML that issued on March 10, 2003, qualified opinion related to the financial statements as of such dates.

- d. as of December 31, 2004, the debt corresponding to withholdings and contributions to the Integrated Retirement and Survivors Benefit System according to the Company's accounting records amounts to \$11,329,966, none of which was claimable at that date.

- e. during the fiscal year ended December 31, 2004, we have billed audit and audit related service fees rendered to the Company, which represent 100% of the total fees for all services billed to the Company, 71% of total audit and audit related services billed to the Company, its parent company, its subsidiaries and its affiliates, and 71% of the total fees invoiced to the Company, its parent company, its subsidiaries and its affiliates.

City of Buenos Aires, March 8, 2005

PRICE WATERHOUSE & CO. S.R.L.

by _____ (Partner)

Dr. Juan C. Grassi

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TELECOM ARGENTINA S.A.

*Corporation non adhered to the Optional Statutory Regime of Compulsory Public Purchase Offer***SUMMARY OF ACTIVITY ON THE CONSOLIDATED FINANCIAL****STATEMENTS AS OF DECEMBER 31, 2004**

(In millions of Argentine pesos or as expressly indicated)

1. General considerations

Telecom Argentina recorded a consolidated net loss of \$666 million for the fiscal year ended December 31, 2004 (FY04) mainly due to the loss resulting from financial and holding results. Comparatively, consolidated net income for fiscal year 2003 (FY03) was \$351 million.

Earnings/loss per share and ADR for FY04 amounted to \$(0.68) and \$(3.38), respectively. Earnings per share/loss and ADR for FY03, were \$0.36 and \$1.78, respectively.

Operating profit before depreciation and amortization, operating profit/(loss) and net income/(loss) for FY04 represented 46%, 9% and (15%) of net sales, respectively; compared with 53%, 3% and 9%, respectively, for FY03.

| | <u>Years ended December 31,</u> | |
|-------------------------------------|---------------------------------|--------------|
| | <u>2004</u> | <u>2003</u> |
| Net sales | 4,494 | 3,753 |
| Cost of services | (2,950) | (2,640) |
| Gross profit | 1,544 | 1,113 |
| General and administrative expenses | (244) | (222) |
| Selling expenses | (900) | (784) |
| Operating income (loss) | 400 | 107 |
| Equity gain from related companies | (2) | 2 |
| Financial results, net | (1,172) | 48 |
| Other expenses, net | (78) | (168) |
| Gain on debt restructuring | 209 | 376 |

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| | | |
|--|-------------------|-------------------|
| Net income (loss) before income tax and minority interest | (643) | 365 |
| Income tax benefit, net | (26) | 7 |
| Minority interest | 3 | (21) |
| | <u> </u> | <u> </u> |
| Net income | (666) | 351 |
| | <u> </u> | <u> </u> |
| Net income per share (in pesos) | (0.68) | 0.36 |
| | <u> </u> | <u> </u> |

2. *Company activities*

Consolidated net revenues

Consolidated net revenues for FY04 totaled \$4,494 million, an increase of \$741 million, or 20%, compared with \$3,753 million for FY03. The increase can be largely attributed to the increase in demand, particularly in the cellular business in Argentina.

Fixed telephony (Voice, data and Internet)

Ø **Voice**

In fixed telephony operations, local measured service revenues increased by \$28 million, or 6%, to \$518 million during FY04. Domestic long distance revenues increased by \$14 million, or 3%, reaching \$441 million. Revenues from both local and domestic long distance telephony increased due to higher traffic.

Total traffic volume (Local and DLD), measured in minutes, increased by 4%.

Monthly charges increased by \$33 million, or 5%, to \$635 million for FY04, mainly due to the increase in customer lines. Customer lines as of December 31, 2004 increased to approximately 3,484,000, due to the recovery in demand, compared to approximately 3,361,000 as of December 31, 2003. However, the current level of lines in service is still lower than before the economic crisis (December 2001). Moreover, fixed telephony tariffs remained stable after the pesification and freeze enforced by the Argentine Government in January 6, 2002.

Revenues generated by interconnection services increased by \$46 million, or 28%, to \$210 million, mainly due to the increase of traffic transported by the fixed and cellular networks.

Regarding international telephony activities, during FY04 revenues reached \$215 million increasing by \$2 million or 1%, mainly due to higher traffic.

Ø **Data transmission and Internet**

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Revenues generated by the data transmission and Internet business totaled \$416 million, representing an increase of \$24 million, or 6%, mainly due to an increase in the number of ADSL clients partially offset by lower prices for data transmission services.

As of December 31, 2004, total lines in service with ADSL connections amounted to 124,700, an increase of 55,000, or 79%. The number of Arnet's ADSL subscribers reached approximately 81,200, increasing by 80% while Internet dial-up customers reached approximately 152,000, decreasing 2%. Internet minutes represented 30% of total traffic measured in minutes transported over the fixed-line network. However, internet minutes have fallen due to the steady migration of clients to ADSL services.

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TELECOM ARGENTINA S.A.

Corporation non adhered to the Optional Statutory Regime of Compulsory Public Purchase Offer

Cellular Telephony

The revenues generated by the cellular business during FY04 increased by \$ 570 million, or 49%, to \$1,733 million.

Revenues of Telecom Personal in Argentina increased by \$564 million, or 56%, to \$1,567 million, mainly due to the higher number of subscribers, to the increase in total traffic, and to the increase in sales of handsets as a consequence of the increase in the demand for cellular services and the development of the GSM network.

Furthermore, the average revenue per user increased by 11% (to \$35 per customer, including revenues for TLRD or termination of calls coming from other cellular operators). Likewise, total cellular traffic increased by 40%.

Total cellular subscribers of Telecom Personal in Argentina reached approximately 3,835,000 at December 31, 2004, representing an increase of approximately 1,232,000 customers, or 47%. This increase in the client's base was fueled by the impressive growth in the number of GSM subscribers.

The level of competition in the cellular market continues to be significantly high after the launch of GSM services. In this environment, Telecom Personal continues to increase the coverage and capacity of its GSM network and has continued its marketing campaigns and promotions aimed to reposition its brand and strengthen its market position.

The customer base as of December 31, 2004 amounted to approximately 2,831,000 prepaid subscribers, representing 74% of the total customer base, and approximately 1,004,000 post-paid subscribers, representing the remaining 26%. These percentages were 81% and 19%, respectively, as of December 31, 2003.

Nucleo, Telecom Personal's subsidiary that provides cellular services in Paraguay, generated \$166 million in revenues during FY04, which are consolidated into the mobile telephony business together with the revenues of Telecom Personal. Nucleo's FY04 revenues represented an increase of \$6 million, or 4%.

As of December 31, 2004, Nucleo had approximately 502,000 customers, a decrease of approximately 5% due to the loss of dormant prepaid customers whose elimination from Nucleo's customer base was ordered by the Paraguayan regulatory authority. However, Nucleo's postpaid

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subscribers increased by 44% reaching 114,000 clients, representing 23% of the customer's base. Additionally, Nucleo launched its GSM services in Paraguay becoming the operator with the larger GSM/GPRS coverage in the country.

Directories publishing

In the telephone directories publishing business, revenues from the subsidiary Publicom increased by \$9 million to \$43 million during FY04 due to higher sales of advertising space in Paginas Amarillas directories and the launch of several new special directories.

| | Years ended December 31, | |
|----------------------------------|--------------------------|--------------|
| | 2004 | 2003 |
| National fixed telephone service | 2,087 | 1,951 |
| International telephone service | 215 | 213 |
| Data transmission | 151 | 185 |
| Internet | 265 | 207 |
| | 2,718 | 2,556 |
| Fixed telephony | | |
| Wireless | 1,733 | 1,163 |
| Directories publishing | 43 | 34 |
| | 4,494 | 3,753 |
| Total net sales | 4,494 | 3,753 |

Operating costs

The cost of services provided, general and administrative expenses and selling expenses for FY04 increased by \$448 million, or 12%, to \$4,094 million, mainly due to the increase in commissions for handset sales, cost of handsets, TLRD costs (termination charges in third parties cellular networks) and advertising expenses. The evolution of costs is mainly related to the increase in sales and increasing competition in the mobile telephony business.

Salaries and social security contributions increased by \$87 million, or 17%, to \$593 million primarily due to the increase in salaries granted during the year. Additionally, labor costs rose as a consequence of the increase in headcount. As of December 31, 2004, the headcount totaled 14,053, compared to 13,949 as of December 31, 2003.

The allowance for doubtful accounts decreased by \$6 million, or 55%, to \$5 million. This positive evolution was related to the improvement in the levels of collection and the recovery of past due accounts mainly in the fixed telephony business.

Sales commissions increased by \$81 million, or 84%, to \$177 million for FY04, as a consequence of higher commissions paid for new customers and higher sales of cellular prepaid cards.

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TELECOM ARGENTINA S.A.

Corporation non adhered to the Optional Statutory Regime of Compulsory Public Purchase Offer

Costs related to advertising increased by \$49 million, or 111%, to \$93 million for FY04. This increase was mainly due to higher media advertising expenses for the cellular and Internet businesses.

In the cellular telephony business, TLRD costs, which have been accounted since mid-2003, reached \$137 million. Additionally, in FY04 the cost of cellular handsets increased by \$215 million to \$237 million mainly due to the increase in handsets sales as a consequence of the cellular business growth after the launch of GSM service.

Depreciation of fixed and intangible assets decreased by \$231 million, or 12%, to \$1,646 million during FY04 as a consequence of the end of the amortization period of certain assets.

| | Years ended December 31, | |
|---|--------------------------|----------------|
| | 2004 | 2003 |
| Salaries and social security | (593) | (506) |
| Taxes | (135) | (119) |
| Turnover tax | (166) | (137) |
| Maintenance, materials and supplies | (233) | (164) |
| Transportation and freight | (35) | (28) |
| Bad debt expense | (5) | (11) |
| Interconnection costs | (135) | (136) |
| Cost of international outbound calls | (82) | (76) |
| Lease of circuits | (38) | (38) |
| Fees for services (*) | (102) | (98) |
| Advertising | (93) | (44) |
| Cost of cellular handsets | (237) | (22) |
| Commissions | (238) | (160) |
| Roaming | (65) | (39) |
| Charges for termination of calls coming from other cellular operators | (137) | (62) |
| Others | (154) | (129) |
| Subtotal | (2,448) | (1,769) |
| Depreciation of fixed assets | (1,552) | (1,768) |
| Amortization of intangibles assets | (94) | (109) |
| Operating costs | (4,094) | (3,646) |

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(*) Includes (26) in December 04 and (16) in December 03 corresponding to fees for debt restructuring.

Financial results, net

The loss resulting from financial and holding results reached \$1,172 million for FY04 as compared to a gain of \$48 million in FY03. The difference can be largely attributed to a decrease of \$1,084 million related to net currency exchange differences. The gap was a consequence of the effect that the fluctuation of the Argentine Peso against the Dollar and the Euro had on the financial debt of the Company.

Other expenses, net

Other expenses (net) decreased by \$90 million, or 54%, to \$78 million for FY04 mainly as a result of lower severance payments and lower provisions for lawsuits.

Gain on debt restructuring

The debt restructuring processes of Telecom Personal and Nucleo generated positive results for \$209 million, as a result of the agreements that Telecom Personal and Nucleo reached with their creditors. The positive results were generated by the reduction in principal associated with the restructuring process (\$72 million), the forgiveness of compensatory interest (\$142 million) and the valuation of the debt at net present value (\$41 million), partially offset by other expenses (\$46 million).

After their restructurings, Telecom Personal and Nucleo had debts as of December 31, 2004, of US\$416 million and US\$44 million, respectively.

Additionally, once Telecom Argentina finalizes its APE and the debt restructuring is completed, Telecom Argentina will account for the corresponding gains as a result of the restructuring of its debt. Such gains will arise from the reduction in principal and the forgiveness of compensatory interests.

Net financial debt

Net Debt (Loans minus Cash and Banks plus Investments) decreased by \$548 million, or 8%, to \$7,032 million for FY04 compared with FY03 (\$7,580 million), mainly as a consequence of the successful restructuring of Telecom Personal and Nucleo's debts and the cash flow generated by the Company, partially offset by the fluctuation of the Argentine Peso against the Euro and the Dollar.

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TELECOM ARGENTINA S.A.

Corporation non adhered to the Optional Statutory Regime of Compulsory Public Purchase Offer

Investments

Of the total amount of \$428 million invested during FY04, \$160 million, or 37%, corresponds to fixed-line telephony, data transmission and Internet, and \$268 million, or 63%, to the cellular business, as Telecom Personal continues with the deployment of its GSM network.

We note that the investments made during FY04 were lower than those allowed under the debt restructuring covenants that are applicable to Telecom Argentina and its subsidiaries. The amounts not used during the present fiscal year can be carried forward to the next fiscal year.

Other matters

New organizational structure

On January 5, 2005, the Telecom Group decided to implement a new organizational model, creating a new unit dedicated to the fixed telephony business. A separate unit is dedicated to the cellular business (represented by Telecom Personal S.A.). Both units (fixed telephony and cellular) will report to the Chief Executive Officer, Mr. Carlos Felices.

Mr. Edmundo Poggio was designated as General Director of the Fixed Telephony Unit, while Mr. Carlos Felices will be General Director of Telecom Personal (the Cellular Unit), in an interim manner.

The Telecom Group has designed this new organizational model in response to the changing needs of its business and to continue with the most effective and responsive offer for its clients.

Bondholders meeting

On February 4, 2005, a Bondholders Meeting was held ordered by the National Commercial Court N° 19, where the APE was filed for its approval.

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Creditors representing 94,51% of outstanding bonds voted unanimously in favor of the proposal contemplated in the APE.

3. Summary comparative consolidated balance sheets

| | As of December 31, | | | | |
|---|--------------------|---------------|---------------|---------------|---------------|
| | 2004 | 2003 | 2002 | 2001 | 2000 |
| Current assets | 4,434 | 3,184 | 2,103 | 2,650 | 3,126 |
| Non current assets | 7,898 | 9,086 | 10,838 | 11,908 | 12,604 |
| Total assets | 12,332 | 12,270 | 12,941 | 14,558 | 15,730 |
| Current liabilities | 10,227 | 10,684 | 11,742 | 4,011 | 3,820 |
| Non current liabilities | 1,549 | 365 | 345 | 5,318 | 6,313 |
| Total liabilities | 11,776 | 11,049 | 12,087 | 9,329 | 10,133 |
| Minority interest | 30 | 32 | 9 | 26 | 26 |
| Foreign currency translation adjustments | 24 | 21 | 28 | | |
| Shareholders equity | 502 | 1,168 | 817 | 5,203 | 5,571 |
| Total liabilities, minority interest, foreign currency translation adjustments and Shareholders equity | 12,332 | 12,270 | 12,941 | 14,558 | 15,730 |

4. Summary comparative consolidated statements of operations

| | Years ended December 31, | | | | |
|--|--------------------------|-------------|----------------|-------------|--------------|
| | 2004 | 2003 | 2002 | 2001 | 2000 (*) |
| Net sales | 4,494 | 3,753 | 4,012 | 7,056 | 7,403 |
| Operating costs | (4,094) | (3,646) | (4,216) | (6,183) | (6,196) |
| Operating income (loss) | 400 | 107 | (204) | 873 | 1,207 |
| Equity gain (loss) from related companies | (2) | 2 | (23) | (6) | (2) |
| Amortization of goodwill | | | (10) | (18) | (15) |
| Financial results, net | (1,172) | 48 | (5,302) | (507) | (482) |
| Other expenses, net | (78) | (168) | (176) | (130) | (106) |
| Gain on debt restructuring | 209 | 376 | | | |
| Net income (loss) before income tax and minority interest | (643) | 365 | (5,715) | 212 | 602 |
| Income tax benefit (expense), net | (26) | 7 | 1,304 | (112) | (242) |
| Minority interest | 3 | (21) | 25 | | 2 |
| Net income (loss) | (666) | 351 | (4,386) | 100 | 362 |
| Net income (loss) per share (in pesos) | (0.68) | 0.36 | (4.46) | 0.10 | 0.37 |

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- (*) The comparative figures for the twelve 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.

IV

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| December 31, | 2004 | | 2003 | | 2002 | | 2001 | | 2000 | |
|---|------------------|---------|------------------|---------|------------------|----------|------------------|---------|------------------|---------|
| | Accumu- lated | Quarter | Accumu- lated | Quarter | Accumu- lated | Quarter | Accumu- lated | Quarter | Accumu- lated | Quarter |
| Installed lines | 3,803,006 | 2,334 | 3,800,085 | (519) | 3,802,464 | 64 | 3,800,058 | 3,598 | 3,723,936 | 43,447 |
| Lines replaced (a) | 1,851,232 | | 1,851,232 | | 1,851,232 | | 1,851,232 | | 1,836,144 | 19,060 |
| Lines in service (b) | 3,790,298 | 40,334 | 3,655,859 | 33,110 | 3,590,284 | (19,846) | 3,891,800 | (429) | 3,839,831 | 95,211 |
| Customers lines | 3,484,394 | 31,368 | 3,361,341 | 33,827 | 3,293,952 | (16,390) | 3,583,622 | (3,057) | 3,575,389 | 99,871 |
| Public phones installed | 83,847 | 561 | 80,127 | 681 | 79,812 | | 82,176 | (398) | 80,036 | 1,298 |
| Percentage of lines connected to digital exchanges | 100.0 | | 100.0 | | 100.0 | | 100.0 | | 100.0 | |
| Lines in service per 100 inhabitants (c) | 20.1 | 0.3 | 19.6 | 0.2 | 19.4 | (0.2) | 21.2 | (0.1) | 21.1 | 0.4 |
| Lines in service per employee | 336 | 8 | 320 | 22 | 323 | | 360 | (19) | 364 | (18) |

(a) As from November 8, 1990.

(b) Includes direct inward dialing numbers that do not occupy lines installed capacity.

(c) Corresponding to the northern region of Argentina.

6. Consolidated ratios

| December 31, | 2004 | 2003 | 2002 | 2001 | 2000 |
|-------------------------------------|--------|------|--------|------|------|
| Liquidity (1) | 0.43 | 0.30 | 0.18 | 0.66 | 0.82 |
| Solvency (2) | 0.05 | 0.11 | 0.07 | 0.56 | 0.55 |
| Locked up capital (3) | 0.64 | 0.74 | 0.84 | 0.82 | 0.80 |
| Pretax return on capital (4) | (0.80) | 0.35 | (1.46) | 0.02 | 0.07 |

(1) Current assets/Current liabilities.

(2) Shareholders' equity plus minority interest and temporary differences from translation/Total liabilities.

(3) Non current assets/Total assets.

(4) Net income(loss)/Shareholders' equity average.

7. Outlook

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In FY04 the macroeconomic environment continued its positive trend as measured by its main variables. Levels of activity also continued with the positive trend shown in previous periods although its growth decelerated. Likewise, inflation rates remained stable. The level of fiscal collection continues to show strong growth and the fiscal results continue to be positive. The Company expects that this context will develop during this fiscal year.

Telecom Argentina's operations have improved as a consequence of the better levels of lines in service and better traffic in the fixed telephony. In the cellular business there is a higher number of new subscribers and a better level of traffic, offset in part by higher selling expenses and a consequent fall in the operating margin. Likewise, as the Telecom Group's consolidated debt is nominated in foreign currency, their operations are still being influenced by the fluctuation of the exchange rate of the Peso against the Dollar and the Euro. It should be noted that the negative trend in FY04 in the exchange rate generated losses arising from currency exchange differences that were the main cause of the consolidated net loss for the year.

In the context of the debt restructuring, on August 23, 2004 Telecom Argentina announced that it had achieved 94.4% participation in its *Acuerdo Preventivo Extrajudicial*, (APE) solicitation process launched on June 22, 2004. The APE was filed with the courts in Argentina on October 21st, 2004. On February 25, 2005, the reviewing court ordered the opening of the APE process and the publication of applicable notices in order for the creditor opposition period to start.

Additionally, on November 30, 2004 after having achieved 100% participation in its APE solicitation process, Telecom Personal ended its restructuring process by paying cash amounts and issuing new debt. Likewise, Nucleo also ended its restructuring process.

Considering this situation, the Company believes that it is in the last stage of its debt restructuring process and expects to finish the process during the first half of fiscal year 2005.

The Telecom Group is still working hard to maintain the quality of its service and to reduce its cost structure and adapt it to a new environment. Likewise, Telecom Argentina is undertaking several investment projects in services, mainly those that have potential to generate a substantial increase in cash inflows. Examples include the expansion of GSM network in Telecom Personal and ADSL, which resulted in the increase of investments in fixed assets.

Amadeo R. Vázquez
President

V

Table of Contents**Index to Financial Statements****TELECOM ARGENTINA S.A.***Corporation non adhered to the Optional Statutory Regime of Compulsory Public Purchase Offer***CORPORATE INFORMATION**Ø **INDEPENDENT AUDITORS** Price Waterhouse & Co S.R.L. (member of PricewaterhouseCoopers)Ø **STOCK MARKET INFORMATION** (Source: Bloomberg)**BCBA**

| <u>Quarter</u> | <u>Market quotation (\$/share)</u> | | <u>Volume of shares</u> |
|----------------|------------------------------------|------------|----------------------------|
| | <u>High</u> | <u>Low</u> | <u>traded (in million)</u> |
| December 03 | 5.15 | 3.80 | 37.7 |
| March 04 | 6.56 | 5.14 | 51.3 |
| June 04 | 6.27 | 4.19 | 35.9 |
| September 04 | 6.48 | 5.16 | 25.6 |
| December 04 | 6.60 | 5.78 | 28.3 |

NYSE

| <u>Quarter</u> | <u>Market quotation (US\$/ADR*)</u> | | <u>Volume of ADRs</u> |
|----------------|-------------------------------------|------------|----------------------------|
| | <u>High</u> | <u>Low</u> | <u>traded (in million)</u> |
| December 03 | 8.83 | 6.54 | 20.0 |
| March 04 | 11.06 | 8.88 | 27.3 |
| June 04 | 11.09 | 7.30 | 16.3 |
| September 04 | 10.92 | 8.49 | 12.1 |
| December 04 | 11.11 | 9.60 | 15.7 |

* Calculated at 1 ADR = 5 shares

Ø **INVESTOR RELATIONS** for information about Telecom Argentina S.A., please contact:

In Argentina

Telecom Argentina S.A.
Investor Relations Departments
Alicia Moreau de Justo 50, 10th Floor
(1107) Ciudad Autónoma de Buenos Aires
Tel.: 54-11-4968-4000
Argentina

Outside Argentina

Morgan Guaranty Trust Co.
ADR Department
60 Wall Street
New York, New York 10260-0060
USA
Tel.: 1-212-648-9935

Ø **INTERNET** <http://www.telecom.com.ar>

Ø **DEPOSIT AND TRANSFER AGENT FOR ADRs**

Morgan Guaranty Trust Co.
60 Wall Street
New York, New York 10260-0060
USA

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Item 2

FREE TRANSLATION

ANNUAL REPORT BY THE

AUDIT COMMITTEE

Buenos Aires, March 7, 2005

To the Directors and Shareholders of

TELECOM ARGENTINA S.A.

Av. Alicia M. de Justo 50

City of Buenos Aires

Dear Sirs,

In our capacity as members of the Audit Committee of TELECOM ARGENTINA S.A. (hereinafter the Committee or the Audit Committee) and in order to comply with Chapter III, section 16, paragraph c) of the Regulation of the *Comisión Nacional de Valores* (CNV), we hereby issue our Annual Report on the treatment given to the matters of our concern under Section 15 of Decree No 677/01 (hereinafter Decree 677). This report comprises the period from April 29, 2004, the date of organization of the Committee, to December 31, 2004, the ending date of the Fiscal Year (hereinafter the Reported Period).

I.- SCOPE AND RESPONSIBILITY OF THE COMMITTEE

Pursuant to the legal provisions indicated in the above paragraph, it is the duty of the Committee to appraise certain matters relating to the issuance of accounting information, the reliability of the administrative and accounting system, the internal control and risk management systems of TELECOM ARGENTINA S.A. (hereinafter the Company), to review the plans of the independent and internal auditors and to appraise their performance, and likewise to issue specific opinions on certain matters described in such provisions, especially with regard to significant transactions with affiliated parties, operations where conflicts of interests may exist,

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observance of conduct standards, the appointment of independent auditors and the fees to be paid to the Directors, and with respect to the pre-emptive rights of shareholders in the event of a capital increase.

It is not the responsibility of the Audit Committee to control the management of the Company operations, or design the internal control system of the Company, or make any decisions on the design and implementation of the accounting information systems, or prepare the financial statements or any other accounting information issued by the Company for use by third parties, as such duties are the responsibility of the Senior Management of the Company.

Likewise, in relation to supervising the reliability of the financial information and information on material events submitted to the CNV, stock exchanges and markets associated thereto, we hereby state for record that our duty does not include conducting any examinations under accounting standards, and therefore we have not done so. Our work has been restricted to the matters indicated in this Report and, therefore, our conclusion on the financial information and material events mentioned in Chapter VII of this Report may not be construed as a professional opinion thereon, since the scope of such conclusion is to make comments resulting from the work done. With respect to audits of the financial statements of the Company, such auditing is the responsibility of the Independent External Auditors, whose duty is to give an opinion as to whether the statements have been prepared in accordance with professional accounting standards and with the CNV Regulation.

II.- ORGANIZATION AND OPERATION OF THE COMMITTEE

II.1.- On April 30, 2003, the Board of Directors of the Company decided that the creation of the Audit Committee would take effect during the fiscal period commenced on January 1, 2004 and within the term provided for such purpose by the CNV. Notwithstanding this, the Board decided to approve the Rules for Implementation of the Audit Committee, which define the structure of the Committee, its operation, the resources available to it in the performance of its duties, the description of the main Committee responsibilities and the plan to be followed to train its members.

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- II.2.-** On February 18, 2004, the Shareholders Meeting of the Company amended the Corporate Bylaws in order to include the Audit Committee. The amendment was registered on April 12, 2004 with the Public Registry of Commerce of the City of Buenos Aires, which is kept by the *Inspección General de Justicia* (General Registry of Corporations).
- II.3.-** On April 29, 2004, the Annual Shareholders Meeting of the Company approved the budget for the operation of the Audit Committee during the related Fiscal Year.
- II.4.-** On the other hand, on April 29, 2004 the Board of Directors of the Company appointed the directors who have been members of the Audit Committee during the Reported Period, for the period ending on the next following Annual Shareholders Meeting of the Company, so that the Committee began to operate accordingly from such date.

The Committee consists of 3 members of the Board of Directors: Julio Pedro Naveyra (a Certified Public Accountant), Raúl Antonio Miranda (a Certified Public Accountant) and Alberto Yamandú Messano (a Bachelor in Economic and Administrative Science), who have completed the provided training program and are all familiar with business, financial and accounting matters. The first two are classified as independent directors under the Regulation of the CNV. Julio P Naveyra has served as Chairman of the Committee during the Reported Period and has been appointed as a financial expert as required under the Regulation of the Securities & Exchange Commission of the United States of America (the SEC), which apply to the Company by reason that the shares of the Company are publicly traded in such country.

- II.5.-** Under Chapter III, Section 15 of the Regulation of the CNV and paragraph II.1 of the Rules for Implementation of the Audit Committee, approved by the Board of Directors of the Company, this Committee has enacted the Rules governing its own operation. The Committee has held 10 formal meetings during the Reported Period.

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Likewise, the Committee has approved an Action Plan for the Fiscal Year 2004, determining the activities to be performed throughout such period. The Action Plan was submitted to the Board of Directors and to the Surveillance Committee of the Company.

III.- DUTIES AND ACTIVITIES OF THE COMMITTEE

The main duties and activities of the Audit Committee are summarized below:

III.1.- In relation to the independent auditors:

- Ø Reviewing the services rendered by the independent auditors to the Company and supervising that the scope and manner of rendering such services do not affect the due independence of the independent auditors.
- Ø Reviewing the desirability of giving or not giving prior approval of the different services to be rendered by the independent auditors.
- Ø Reviewing and giving its opinion on the proposed appointment of independent auditors.
- Ø Reviewing the plans, performance and independence of the independent auditors, and giving its opinion on the matter in the Annual Report of the Committee.

III.2.- In relation to Internal Audits:

- Ø Reviewing and approving the annual program of Internal Audits and supervising fulfilment thereof.
- Ø Reviewing the performance of the Internal Audit area, and giving its opinion on the matter in the Annual Report of the Committee.

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III.3.- In relation to Internal Control, the administrative and accounting system and the financial information and information on material events:

- Ø Supervising the operation of the internal control systems, the reliability of the administrative and accounting system and the reliability of the financial information and information on material events submitted to the CNV, stock exchanges and markets associated thereto.

III.4.- In relation to Risk Management:

- Ø Supervising the implementation of policies concerning information on Company risk management.

III.5.- In relation to the Code of Business Conduct and Ethics:

- Ø Reviewing the observance of the Code of Business Conduct and Ethics and verifying that appropriate procedures have been provided to receive and handle reports of accounting errors and fraud, weaknesses in the internal control system and auditing matters.

III.6.- In relation to Other (circumstantial) Activities:

Issuing, if applicable, a report stating a specific opinion in relation to the following matters:

- Ø The proposal of fees payable to the Board of Directors.
- Ø Any transactions with affiliated parties that are material for the purposes of Decree 677 (transactions by amounts exceeding 1% of the Shareholders Equity of the Company).
- Ø Any transactions where conflict of interest could exist for the purposes of Decree 677.
- Ø Any Capital increases excluding or restricting pre-emptive rights.

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IV.- TREATMENT GIVEN TO MATTERS WITHIN THE SCOPE OF RESPONSIBILITY OF THE COMMITTEE, AND CONCLUSION ON EACH MATTER

IV.1.- REVIEW OF THE PERFORMANCE AND INDEPENDENCE OF THE INDEPENDENT AUDITORS (Chapter III, Section 16 of the Regulation of the CNV and Section 15, subsection a) of Decree 677)

IV.1.1) The firm Price Waterhouse & Co. was appointed by the Annual Shareholders Meeting of April 29, 2004 to act as Independent Auditors of the financial statements of the Company and its subsidiaries for the Fiscal Year ending on December 31, 2004. We have reviewed the plans of the independent auditors and appraised their performance and independence. Particularly:

- a) We have held regular meetings with such firm in order to know, review and request certain documents and appraise: i) their internal quality controls; ii) the scope and plans of their limited reviews for the interim periods ending on March 31, June 30 and September 30, 2004 and for their audit for the Fiscal Year ending on December 31, 2004, which includes reviewing the sufficiency and reasonability of the resources to be used and the related fees; iii) their appraisal of the risk of material errors in the financial statements and in the designed controls; and iv) the areas identified as areas with the greatest risk;
- b) We have discussed with such firm in order to obtain selective documentation and reach conclusions on the following issues: i) the critical accounting policies and alternative accounting treatments discussed with Management; ii) the most significant estimates and judgements; iii) any changes in the scope of work or scheduled procedures due to a change in risk appraisal; iv) any suggestions for the improvement of accounting policies and internal control; v) the use of specialists or experts in matters of significance, and vi) the results and reports of their limited quarterly reviews and annual audit;

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- c) We have reviewed the different professional services rendered to the Company and its subsidiaries, and their consistency with the independence criteria provided under the professional standards and the CNV Regulation, and such review shows that during the Reported Period the Independent Auditors have not rendered any services listed under Chapter III, Section 18 of the CNV Regulation as services affecting the independence of the Independent Auditors. Likewise, we have verified that the services rendered by the Independent Auditors have followed the independence criteria provided under Technical Resolution No 7 by the Argentine Federation of Professional Councils in Economic Sciences, and

- d) We have reviewed the internal policies implemented by the Independent Auditors in order to ensure the observance of the independence standards mentioned in the above paragraph, and obtained a written statement from the independent auditors with regard to their independence.

IV.1.2) Fees billed by the Independent Auditors

At its meeting of March 22, 2004, the Board of Directors of the Company approved the Policies and Procedures for Prior Approval of services rendered by the Independent Auditors to the Company and its subsidiaries. From the creation of the Audit Committee, prior approval of such services is the responsibility of the Committee, by the procedures determined by the Board of Directors for such purpose.

The fees billed by the independent auditors to the Company and its subsidiaries during the Fiscal Year ended on December 31, 2004 were the following: i) P\$2,593,429 related to independent audit and other associated services intended to provide reliability to third parties (review of 20-F Document submitted to the SEC, special reviews of the verifying and appraisal of internal controls, tax advice, certificates and special reports required by controlling bodies) and ii) P\$51,692 related to special services other than the above (training activities and subscription to publications with macro-economic information), and we have verified that such services do not include any services of such nature as could affect the independence required from an independent auditor under the Regulation of the CNV.

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***Conclusion:** The independent auditor has complied with the conditions for independence, and its performance, as regards the objective of providing third parties with reliability with respect to the audited information, has been satisfactory.*

The fees billed for their services have the prior approval of this Committee and are consistent with market values.

IV.2.- REVIEW OF THE PERFORMANCE OF THE INTERNAL AUDIT AREA (Chapter III, Section 16 of the Regulation of the CNV)

In order to appraise whether the Internal Audit Area duly fulfilled its responsibilities, we have reviewed the plans of the internal auditors and appraised their performance. Particularly:

- a) We have held meetings from time to time with the Internal Audit Director in order to know, review, request documentation and appraise: i) the objectives, responsibilities, organization structure and work methods of the Internal Audit Area; ii) the policies and procedures for internal audits; iii) the scope and plans for the Fiscal Year ended on December 31, 2004, including sufficiency of resources to be used, experience of personnel and related costs; iv) their appraisal of the quality of the Company controls; v) risk factors associated to fraud; vi) types of reports issued, and to whom;

- b) We have discussed regularly with the Internal Audit Director about the following: i) the quality of the general control environment of the Company; ii) material recommendations to improve internal control and remedial action referred to such recommendations, responsible persons and performance dates; iii) the treatment given to any material recommendations by the independent auditors for the improvement of internal control; iv) the efficiency of internal controls on the process of issuing accounting information to be used by third parties; and v) compliance with action plans resulting from Internal Audit Reports;

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c) During the Fiscal Year ended on December 31, 2004, the Audit Area issued 155 reports, which are classified as follows:

Reports of Administrative-Financial, Operation, Systems and Quality Audits as per the annual schedule: 55

Reports of internal allegations, internal investigations and special cases: 39

Reports following up the performance of the action schedules resulting from Audit Reports: 30

Reports on the Internal Control Self-appraisal Program and other specifically requested work: 26

Reports on work done jointly with the Independent Auditors: 5

We have appraised all the reports issued by the Internal Audit Area and reviewed and arrived at conclusions on the comments, recommendations, action schedules and conclusions arising from such reports, and selectively requested supporting documentation of the work done. Additionally, in certain cases we called the persons responsible for the audited sectors for the purpose of obtaining the related justification and further details on the comments arising from the Audit Reports and in order to strengthen their commitment to giving priority to the observance of the recommendations and action schedules;

d) We have supervised the performance of the Internal Audit Area in the launching and commencement of the Sarbanes-Oxley Act Section 404 Project . The main purpose of this project is to obtain an appraisal of the effectiveness of the internal control structure and procedures for the preparation of financial reports and for compliance with the requirements in the Sarbanes-Oxley Act, due to the condition of the Company as a foreign issuer registered with the SEC, and

e) We have held meetings with the Chairman of the Board, the Internal Audit Director, the Chief Executive Officer and other key officers of the Company and with the Independent Auditors, with regard to the performance of the Internal Audit Area.

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Conclusion: *The performance of the internal audit area of the Company appears to be proper and satisfactory in all material respects.*

IV.3.- SUPERVISING THE PERFORMANCE OF THE INTERNAL CONTROL SYSTEMS AND ADMINISTRATIVE - ACCOUNTING SYSTEM (Section 15 item b) of Decree 677)

We have reviewed the internal control of the Company and especially the reliability of the administrative-accounting system. In this respect our work has included the following:

- a) We have reviewed the managerial process and its appraisal on the effectiveness of internal control in relation to the issuance of the financial statements and any other information required under the CNV Regulation;
- b) We have reviewed the quarterly and annual financial statements issued;
- c) We have discussed with Management on the critical accounting standards and all the alternative accounting standards that the Area has discussed with the independent auditors;
- d) We have discussed the material accounting estimates and their supporting reasons;
- e) We have discussed the material transactions that are complex or unusual, their approval and follow-up and their effect on the financial statements;
- f) We have supervised and monitored the work performed by the Company specifically in relation to the Sarbanes-Oxley Act. Section 404 Project , especially concerning the following: i) organization and structure assigned to the project, ii) defining the scope and objectives of the project, iii) communication and training program, iv) determination of material accounts, critical

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processes and sub-processes, control objectives and key activities, v) identifying and classifying any gaps between the best control practices and the control activities performed by the Company, vi) determining remediation schedules and remedial action;

g) We have reviewed the conclusions of the Internal Control Self-Appraisal Program of the Company;

h) We have discussed the internal control system of the Company and, especially, the administrative and accounting system, with key members of the Company management;

i) We have read the main internal policies, standards and procedures in relation to internal control in general and the preparation and issuance of financial information and information on material events within the scope of responsibility of the Committee, and

j) We have participated in the launching of a new model of Company Values and Managerial Behaviour .

Conclusion: Based on the work performed, the scope of which has been described briefly above, we have not become aware of any matters relating to internal control, and especially to the administrative-accounting system of the Company, that has not been duly considered by the Company during the Fiscal Year ended on December 31, 2004.

IV.4. POLICIES ON THE SUBJECT OF RISK MANAGEMENT INFORMATION (Section 15 item c) of Decree 677)

We have reviewed the observance of policies implemented by the Company on the subject of risk management information, especially the risks of untrue facts included in the financial statements and any other information submitted to third parties, and the manner how the Management has responded to such risks. The work done in this respect has included the following:

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a) We have become aware of the internal policies, standards and procedures for risk analysis and especially in relation to risks in business processes, in the financial information and any other information submitted to third parties and in the management information used for making decisions;

b) We have reviewed the control panel issued by the Company every month, and

c) We have discussed with key members of the Company management in relation to risk management information policies and the methodology for risk analysis.

Conclusion: The Committee has not detected any material defect in the policies relating to information on Company risk management which has not been duly considered by the Company and in respect of which action has not been taken in due time and manner.

IV.5.- TRANSACTIONS WHERE CONFLICTS OF INTEREST COULD EXIST (Section 15 paragraph d) of Decree 677)

We have reviewed and discussed with Management on the process implemented to identify any acts and transactions involving the Company, in which conflicts of interest could exist with members of the corporate bodies or controlling shareholders, in order for the relevant reports to be submitted to the CNV and the markets as the case may be.

Conclusion: During the Reported Period we have not become aware of any transactions in which a conflict of interest could exist with members of the corporate bodies or controlling shareholders.

IV.6.- MATERIAL TRANSACTIONS WITH AFFILIATED PARTIES (Section 15 item h) of Decree 677)

We have reviewed the process determined by Management to identify transactions with affiliated parties, and have given our opinion in all cases in which the Board of Directors has requested

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our prior opinion. Throughout the Reported Period, we received from the Board of Directors of the Company a request to give our opinion -under Decree No 677/01- in 4 cases of material transactions with affiliated parties. In all such cases, the opinion given was made known to the Board of Directors within the term provided under Decree No 677/01, and the existence of such opinion of the Audit Committee was made known to the CNV and to the self-regulated markets.

Conclusion: Such material transactions with affiliated parties, on which this Committee has given its opinion, were performed in all cases under normal and customary market conditions, and the Company has complied with its reporting duty as required under applicable law.

IV.7.- CAPITAL INCREASES EXCLUDING OR RESTRICTING PRE-EMPTIVE RIGHTS (Section 15, paragraph f) of Decree 677)

During the Reported Period there were no capital increases that exclude or restrict shareholders' pre-emptive rights.

IV.8.- OBSERVANCE OF CONDUCT RULES (Section 15 item g) of Decree 677)

We have controlled the observance of the Code of Business Conduct and Ethics of the Company by the parties primarily obliged to observe it, and have participated in the investigation of reports of internal allegations within our scope of responsibility under the Code.

In addition, under legislation applying to the Company, it has been decided to take proper steps to launch and implement, during the first half of 2005, a communication channel so that all those working in the Company and its subsidiaries, as well as their suppliers, can submit to the Audit Committee any claims and reports on such accounting, internal control and audit matters as they deem appropriate. Such communication channel will follow the guidelines provided for the purpose under local and international regulations.

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Conclusion: The Committee is not aware of any violation of the Code of Business Conduct and Ethics that has not been duly reviewed and resolved by the Company.

V.- OPINIONS ON THE PROPOSED APPOINTMENT OF INDEPENDENT AUDITORS AND FEES PAYABLE TO THE BOARD OF DIRECTORS (Section 15 items a) and e) of Decree 677)

Upon the Board of Directors making its proposals to the Shareholders Meeting on these two matters, the Audit Committee -under sections 13 and 15 items a) and e) of Decree 677/01- will give its opinion in this respect, which shall be immediately reported to the CNV and to the self-regulated markets for publication.

VI.- TRAINING ACTIVITIES

During the Reported Period, the members of the Committee have participated individually and/or jointly in various training activities conducted by specialists in subjects such as: i) functions, duties and powers of the Committee under applicable regulations; ii) matters peculiar to each task for which the Committee is responsible under applicable regulations; iii) methodology applying to each function and the basic content of the different reports to be issued by the Committee; iv) definitions and matters under local and international law on the subject of Good Corporate Government , and v) Internal Control and the Sarbanes-Oxley Act. In order to perform these training activities, the Committee availed itself of the budget provided from time to time by the Annual Shareholders Meeting of the Company held on April 29, 2004.

Additionally, the members of the Committee have held numerous meetings with key officers of the Company and participated in various presentations in order to improve the

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understanding of the Company and its subsidiaries, its business, operations, activities, regulatory environment and matters concerning the industry in which they operate.

VII.- FINANCIAL INFORMATION AND INFORMATION ON MATERIAL EVENTS

Our work in relation to supervising the reliability of the financial information and information on material events submitted to the CNV, stock exchanges and markets associated thereto has included the following documents: i) the financial statements related to the Fiscal Year ended on December 31, 2004 and the interim periods ended on March 31, June 30 and September 30, 2004; ii) the summary reports required under the CNV Regulation for the Fiscal Year and interim periods mentioned above; iii) the supplementary information required by the Regulation of the Buenos Aires Stock Exchange for the Fiscal Year and interim periods mentioned above; iv) the Annual Report of the Board of Directors for the Fiscal Year; and v) communications on material events and key financial information in addition to the details reported to the CNV, stock exchanges and markets associated thereto, from the date of creation of the Committee to the date of this report.

In relation to such documents, and for the purpose and with the scope indicated in Chapter I hereof, we have performed the following tasks:

- a) We have discussed the work performed listed in Chapter IV hereof and its conclusions insofar as they refer to the documents indicated above;
- b) We have read and reviewed the main accounting policies of the Company;
- c) We have reviewed the policies and procedures of the Company in relation to the preparation and communication of the financial information and information on material events;

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- d) We have held meetings with the Independent Auditors, the Surveillance Committee and key officers of the Company in order to review the documents indicated above;
- e) We have reviewed the rest of the key information submitted to the CNV, stock exchanges and markets associated thereto, in order to provide a conceptual analysis of such documents and verifying the documents against supporting documentation as deemed necessary according to their importance and relevance; and
- f) We have verified that such documents included any significant events and circumstances which we were aware of at the time of their issuance.

Conclusion: *Based on the work done, the scope of which was briefly described above, we are not aware of any material comment that should be made with respect to the documents or to the standards, procedures and controls associated to their preparation and issuance, which has not been properly considered by the Company during the Fiscal Year ended on December 31, 2004.*

VIII.- GENERAL CONCLUSION

On the basis of the work performed, there are no comments to be made that should be included in this Report, in our opinion and in relation to the matters within our scope of concern.

JULIO P. NAVEYRA
Chairman
Audit Committee

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Telecom Argentina S.A.

Date: March 30, 2005

By: /s/ Carlos Alberto Felices

Name: Carlos Alberto Felices
Title: Chief Executive Officer