

TELECOMMUNICATIONS CO OF CHILE

Form 6-K/A

October 28, 2003

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FORM 6-K/A

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
OF THE SECURITIES EXCHANGE ACT OF 1934
October 28, 2003**

Commission File Number: 001-10579

TELECOMMUNICATIONS COMPANY OF CHILE

(Translation of registrant's name into English)

**Avenida Providencia No. 111, Piso 22
Providencia, Santiago, Chile**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover 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 Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):
N/A

AMENDMENT

This 6-K/A amends the 6-K filed by the Company on October 28, 2003 to include certain headings in the press release that did not appear in the original 6-K.

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Telecommunications Company of Chile, S.A.

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Item 1.

News Release

FOR IMMEDIATE RELEASE

COMPAÑIA DE TELECOMUNICACIONES DE CHILE S.A. ANNOUNCES RESULTS FOR THE THIRD QUARTER 2003 (3Q03)

Highlights:

The Company recorded a profit of Ch\$1,292 million (US\$2.0 million) in 3Q03, compared to a loss of Ch\$17,321 million (US\$26.2 million) in 3Q02
EBITDA amounted to Ch\$94,906 million (US\$143.6 million) in 3Q03, compared to Ch\$101,723 million (US\$153.9 million) in 3Q02
EBITDA margin reached 46.0% in 3Q03, compared to 45.9% in 3Q02

(Santiago, Chile □ October 24, 2003) Compañía de Telecomunicaciones de Chile S.A. (NYSE: CTC) (□Telefónica CTC Chile□ or the □Company□) announced today its financial results, submitted to an internal financial review of independent auditors, stated in Chilean GAAP (in constant Chilean pesos as of September 30, 2003) for the third quarter of 2003. U.S. dollar equivalent information is based on the Observed Exchange Rate (as defined by the Chilean Central Bank) for September 30, 2003, which was Ch\$660.97 = US\$1.00. This information will be made publicly available through the Chilean *Superintendencia de Valores y Seguros* (□SVS□) and the Securities and Exchange Commission of the United States of America (www.sec.gov), as well as at the Company□s website, www.telefonicactcchile.cl

CONSOLIDATED RESULTS FOR 3Q03

(Comparisons refer to 3Q02)

REVENUES Telefónica CTC Chile' s **revenues** decreased by 6.9% in 3Q03 as compared to 3Q02, amounting to Ch\$206,507 million (US\$312.4 million). This decrease is basically as result of the fact that 3Q02 figures include revenues from the subsidiary Sonda, which are no longer consolidated following the sale of a 25% stake in this subsidiary during September 2002. Excluding Sonda revenues in 3Q02, Telefónica CTC Chile□s total consolidated revenues increased 1.9% in 3Q03 as compared to 3Q02. Regarding the performance of the Company's core businesses in the third quarter, long distance revenues and fixed telephony revenues showed a decline of 18.9% and 2.7%, respectively, in 3Q03 compared to 3Q02. This decrease was offset by: (i) a 15.7% increase in revenues from mobile services, and (ii) a 5.1% increase in revenues from corporate customer communications services.

OPERATING COSTS AND EXPENSES Operating costs and expenses decreased by 4.0% in 3Q03, to Ch\$178,724 million (US\$270.4 million), as compared to Ch\$186,104 million (US\$281.6 million) in 3Q02. However, excluding costs related to Sonda in 3Q02, operating costs increased by 5.8% in 3Q03.

Salary expenses decreased by 25.7% in 3Q03, to Ch\$15,091 million (US\$22.8 million), mainly due to the deconsolidation of Sonda in September 2002. Excluding Sonda's effect, salary expenses decreased by 0.1% in 3Q03 from 3Q02.

Other operating costs and expenses decreased by 14.6% in 3Q03 as compared to 3Q02, to Ch\$57,505 million (US\$87.0 million). Excluding Sonda's costs in 2002, such costs increased by 0.6%.

Administrative and selling expenses increased by 20.6% to Ch\$39,005 million (US\$59.0 million). Excluding administrative and selling expenses associated with Sonda in 3Q02, this item increased by 21.9% in 3Q03 from 3Q02, mainly as a result of higher sales commissions related to the mobile business and ADSL, as well as higher costs related to third-party contracts, which were partially compensated by the savings of the restructuring process of October 2002.

EBITDA As a result of the above, **EBITDA**¹ in 3Q03 decreased by 6.7% to Ch\$94,906 million (US\$143.6 million), compared to Ch\$101,723 million (US\$153.9 million) recorded in 3Q02. Excluding the impact of Sonda in 3Q02, EBITDA decreased 4.4% in 3Q03 compared to 3Q02.

1 EBITDA = operating income + depreciation

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EBITDA margin² in 3Q03 was 46.0%, compared to 45.9% recorded in 3Q02. However, if Sonda's impact is excluded, EBITDA margin in 3Q02 would have been 48.8%.

DEPRECIATION **Depreciation** increased by 1.5% to Ch\$67,123 million (US\$101.5 million) in 3Q03 as compared to 3Q02. However, excluding depreciation associated with Sonda in 3Q02, it increased by 3.9% in 3Q03 from 3Q02, mainly as a result of putting into operation new assets of the Company, related to the mobile and data businesses.

OPERATING INCOME **OPERATING INCOME** decreased by 21.9% to Ch\$27,783 million (US\$42.0 million) in 3Q03 as compared to the Ch\$35,596 million (US\$53.8 million) recorded in 3Q02. The operating margin amounted to 13.5% in 3Q03 as compared to 16.1% in 3Q02. Excluding Sonda in 3Q02, consolidated operating income decreased by 20.0% in 3Q03 compared to 3Q02.

NON-OPERATING INCOME **NON-OPERATING INCOME (LOSS)**: Telefónica CTC Chile recorded a 50.8% decrease in non-operating losses, which amounted to Ch\$22,388 million (US\$33.9 million) in 3Q03, as compared to a non-operating loss of Ch\$45,505 million (US\$ 68.8 million) in 3Q02. This improvement is basically the result of:

- (i) an 87.1% decrease in other non-operating expenses in 3Q03, resulting from the charges in 3Q02 derived from the decrease in market value of Terra Network shares, as well as costs of the reorganization process implemented in October 2002;
- (ii) a 38.2% reduction in interest expense in 3Q03 compared to 3Q02, as a result of a 19.6% reduction in average interest-bearing debt, lower market interest rates and the depreciation of the US\$ versus the Chilean peso over the same period, and an extraordinary effect due to write-offs corresponding to the pre-amortization of a local bond in 3Q02. This was partly offset by the fact that as of January 2003, the Company no longer capitalizes interest expenses, due to the fact that investment projects are being financed with internal cash generation instead of debt. Total interest-bearing debt amounted to US\$1,394 million as of September 30, 2003;
- (iii) a gain from monetary correction of Ch\$1,274 million (US\$1.9 million) in 3Q03, mainly as result of a Ch\$13 decrease in the value of the U.F. during 3Q03, affecting U.F.³ denominated debt. Moreover, a positive net adjustment between assets and shareholder's equity occurred as a result of the variation in the IPC inflation index (quarterly variation of 0.08%).

² EBITDA margin = (operating income + depreciation) / total operating revenues.

³ UF: [Unidad de Fomento] or daily indexed Chilean peso-denominated monetary unit that takes into account the effect of the Chilean inflation rate of the previous month

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The above was partially offset by: (i) a 63.7% decrease in interest income due to lower local and international interest rates and lower cash position resulting from the Company's reduction in interest-bearing debt and dividend payments; and (ii) a 47.3% decrease in other non-operating income, principally due to higher revenues in 2002 related to the sale of the 25% stake in Sonda, which were higher than the revenues booked in 2003 from the sale of the remaining 35% stake in that subsidiary, and also due to higher market value of Terra Networks' shares in 2002.

INCOME TAXES **INCOME TAXES:** In 3Q03, Telefónica CTC Chile recorded a total income tax charge in the amount of Ch\$4,012 million (US\$6.1 million), composed of a Ch\$765 million (US\$1.2 million) current income tax and a Ch\$3,247 million (US\$4.9 million) charge for deferred taxes of the period as well as amortization of deferred taxes of previous periods. This is a 44.9% decrease as compared to the Ch\$7,285 million (US\$11.0 million) tax charge registered in 3Q02, and is mainly due to the tax loss carry-forwards from the sale of Sonda and the Terra Networks shares which lowered the taxable base.

NET RESULT The Company recorded a **net income** of Ch\$1,292 million (US\$2.0 million) in 3Q03 as compared to a net loss of Ch\$17,321 million (US\$26.2 million) recorded in 3Q02.

Net income per ADR in 3Q03 amounted to US\$0.01, compared to a loss per ADR of US\$0.11 recorded in 3Q02. Furthermore, net income per share in 3Q03 equaled Ch\$1.35 as compared to the loss of Ch\$18.1 in 3Q02.

CAPEX **Capital expenditures** for Telefónica CTC Chile and its consolidated subsidiaries amounted to US\$48 million in 3Q03 compared to US\$58 million in 3Q02, for a total of US\$154 million over the nine-month period ended September 2003, compared to US\$128 million in the same period of the previous year. Capital expenditures during the period were mainly focused on the deployment of the new GSM/GPRS mobile network.

CASH FLOW The **consolidated free cash flow from operations**⁴ in 3Q03 reached Ch\$48,916 million (US\$74.0 million) as compared to Ch\$45,046 million (US\$68.1 million) in 3Q02. The consolidated operating free cash flow decreased by 13.8% to Ch\$136,388 (US\$206.3 million) in the nine-month period ended September 2003, as compared to Ch\$158,148 million (US\$239.3 million) in the same period of the previous year, mainly due to a 20.4% increase in capital expenditures in the nine-month period ended September 2003 versus same period in the previous year.

4 Consolidated free cash flow from operations= EBITDA - capital expenditures - net interest expense - taxes

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REVENUES BY BUSINESS UNIT

NOTE: As of Sept. 2002, Sonda's revenues do not appear as part of Telefonica CTC Chile's total consolidated revenues

FIXED TELEPHONY

Revenues from fixed telephony services include Primary Service, Access Charges and Interconnections and Directory Advertising. Fixed telephony revenues, which represented 45.8% of total operating revenues in 3Q03, decreased by 2.7% to Ch\$94,646 million (US\$143.2 million) as compared to 3Q02.

Plan to change terminal equipment for once that allow the use of new value added services

Lines per employee (excluding employees of Telefónica CTC Chile's subsidiaries), increased by 11.4% from 836 at September 30, 2002, to 931 at September 30, 2003, as a result of the corporate restructuring process that took place in October 2002, and despite the decrease in lines in service during the period.

Primary service revenues, which include the fixed monthly charge, variable charge, connections and other installations, value-added services and equipment marketing, and others (ADSL, IP flat fee, rural telephony, among others), decreased by 3.7% to Ch\$85,298 million (US\$129.0 million) in 3Q03 as compared to 3Q02. This decrease is mainly attributable to a 6.5% decrease in the fixed monthly charge and an 11.5% decrease in the variable charge due to: (i) a 1% additional tariff decrease applied in May 2003 to variable and fixed charges pursuant to the Tariff Decree; (ii) a 7.9% decrease in average lines in service in 3Q03 vs. 3Q02, which resulted from increased disconnections in 3Q03 associated to non-payment, and (iii) an increase in the proportion of traffic charged as fixed-Internet traffic, whose rates are lower than those of traffic rated as Measured Local Service (fixed-fixed calls). However, the above was offset by (i) a 190.1% increase in other fixed telephony revenues due to higher revenues from ADSL services and from new flat fee plans; (ii) a 9.4% increase in revenues from value-added services (call waiting, call transfer, voice mail, conference call, among others), and (iii) a 164.2% increase in revenues from equipment marketing which, as of January, include revenues from equipment sales to small and medium-sized enterprises. Previously, these revenues were included in corporate customer communication revenues.

Access charges and interconnections revenues include revenues from access charges generated by LD carriers, as well as those paid by other telecommunications operators that use Telefónica CTC Chile's network. They also include other interconnection services apart from access charges, such as interconnection of networks and information services to carriers, among others. These revenues increased by 8.2% in 3Q03 to Ch\$6,402 million (US\$9.7 million) as compared to 3Q02, mainly as a result of a 39.7% increase in other interconnection services due to the regularization of outstanding access charges from other local operators and higher revenues from network services and interconnections. This was partially offset by an 11.6% decrease of DLD access charges revenues and a 28.6% decrease in ILD access charges revenues, due to a 15.1% and 31.1% decrease in domestic and international interconnection traffic, respectively in 3Q03 vs. 3Q02.

Revenues from **directory advertising**, generated by the Company's contract with Publiguías, increased by 5.8% in 3Q03 to Ch\$2,946 million (US\$4.5 million) as compared to 3Q02.

**LONG
DISTANCE**
*LDN market
share
improves to
39.8%*

Long distance revenues include revenues from domestic and international long distance traffic carried by 188 Telefónica Mundo and Globus 120, as well as revenues from the rental of the long distance network to other telecom operators. Total long distance revenues, which accounted for 7.2% of consolidated operating revenues in 3Q03, decreased by 18.9% as compared to 3Q02, to Ch\$14,943 million (US\$22.6 million). This decrease in revenues was mainly due to: (i) lower revenues from domestic long distance services (□DLD□) due to the 14.5% decrease in DLD traffic carried by 188 Telefónica Mundo and Globus in 3Q03 as compared to 3Q02, in line with the DLD industry traffic trends and mainly as a result of the slow economic recovery and the substitution effect from mobile service, and (ii) lower revenues from international long distance services (□ILD□) due to an 8.0% decrease in outgoing ILD traffic, together with a reduction of 5.5% in the average price of this service in 3Q03 vs. 3Q02 caused by increased competition, and (iii) lower revenues from the rental of the long distance network to other telecom operators due to lower prices and lower industry traffic in general.

[Back to Contents](#)**MOBILE COMMUNICATIONS***4.9% increase in average subscribers from 3Q02*

Mobile communications revenues include revenues from outgoing cellular traffic and interconnection revenues from Calling Party Pays (incoming traffic to the mobile network), as well as revenues from mobile equipment sales. Total revenues from mobile communications, which accounted for 29.1% of total operating revenues in 3Q03, amounted to Ch\$60,109 million (US\$90.9 million), representing an increase of 15.7% as compared to 3Q02. This increase is mainly the result of a 14.9% increase in average cellular subscribers and also an increase in sales of prepaid equipments, which was partially offset by a decrease in the average monthly revenue per user ("ARPU"), due to an increase in the proportion of prepaid customers in Telefónica Móvil's subscriber base. Prepaid customers represented 78.1% of total average cellular subscribers in 3Q03, as compared to 75.7% in 3Q02. As of September 30, 2003, Telefónica Móvil had 2,030,761 customers, of which, 179,167 are GSM customers.

CORPORATE CUSTOMER COMMUNICATIONS*Increase in revenues from connectivity services through the IP network*

Corporate customer communications include revenues from (i) telecommunications equipment sales, which refers to voice equipment (fax, PABX, etc.); (ii) complementary telephone services, such as 600, 700, 800 numbers and digital communications; (iii) data services, including ATM, Frame Relay, data equipment and services related to the IP network, and (iv) dedicated links and others, including videoconference, Dateded, E1 Links and VSAT, "ISP Empresas" revenues, services such as housing and hosting and consulting services to corporate customers.

Revenues from corporate customer communications increased by 5.1% to Ch\$22,395 million (US\$33.9 million) in 3Q03 as compared to 3Q02. The contribution of corporate customer communications revenues to total operating revenues increased from 9.6% in 3Q02 to 10.8% in 2Q03. This increase was mainly related to: (i) a 31.1% increase in data services revenues in 3Q03 as compared to 3Q02 due to increased connectivity services through the IP network; (ii) a 28.9% increase in complementary services to corporate customers, and (iii) a 3.8% increase in circuits and others. However, this was partly offset by decreased revenues in telecommunications equipment sales. ATM links decreased by 1.8% while data links through the IP network grew at a rate of 123% for dedicated IP network, and average customers decreased by 2.5% for switched IP network in 3Q03 as compared to 3Q02.

Additionally, as of January 2003, and according to the business restructuring of October 2002, revenues from equipment marketing and services to small and medium-sized enterprises are now accounted for as part of the "Consumer and Small Business Communications" business area, under fixed telephony revenues. Excluding these revenues in 3Q02, corporate customer communications revenues grew 12.0%

OTHER BUSINESSES*Decrease in revenues still impacted by the elimination of Sonda's revenues, still included in 3Q02*

These revenues include public telephones, as well as revenues from interior installation and equipment marketing of the subsidiary CTC Equipos, among others. These revenues, which represented 7.0% of total operating revenues in 3Q03, dropped 55.9% to Ch\$14,414 million (US\$21.8 million) in this quarter vs. 3Q02. This shift is primarily the result of the deconsolidation of the information systems subsidiary Sonda as of the start of September 2002.

Public telephone revenues increased by 13.5% in 3Q03 to Ch\$3,006 million (US\$4.5 million) as compared to 3Q02.

Interior installation and equipment marketing revenues increased by 18.6% in 3Q03 to Ch\$8,059 million (US\$12.2 million) compared to 3Q02.

Other businesses revenues, that include revenues from other subsidiaries such as Teleemergencia and T-gestiona, among others, decreased by 20.8% to Ch\$3,349 million (US\$5.1 million) in 3Q03, as compared to 3Q02, mainly due to the sale of Istel, and offset by higher revenues from Teleemergencia.

BUSINESS UNIT PERFORMANCE FOR 3Q03

| Business Unit | EBITDA (Ch\$ mn) | EBITDA Margin | Contribution to Net Result (Ch\$mn) |
|-----------------------------------|-----------------------------|--------------------------|----------------------------------------------------|
| Fixed telephony | 54,393 | 49.3% | -1,115 |
| Long distance | 8,269 | 35.7% | 3,889 |
| Mobile | 19,810 | 32.4% | 1,661 |
| Corp. Communications (incl. Data) | n.d. | n.d. | 8,589 |
| Others | n.d. | n.d. | -11,732 |
| Consolidated | 94,906 | 46.0% | 1,292 |

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COMPANY NEWS

RESOLUTION No. 709 OF ANTITRUST COMMISSION REGARDING TARIFF FLEXIBILITY

On October 13, 2003, the Antitrust Commission released Resolution No. 709 which, by unanimous vote, incorporated Telefónica CTC Chile's request that the Commission clarify the terms of Resolution No. 686 in respect to granting tariff flexibility to fixed telephony.

In this Resolution, the Antitrust Commission authorized the Company to offer alternative plans within a regulated framework stipulated by the Authority.

FITCH RATINGS IMPROVES TELEFONICA CTC CHILE OUTLOOK TO [STABLE]

On September 9, 2003, Fitch Ratings rating agency affirmed Telefónica CTC Chile's current international rating at BBB+, assigned to its local and foreign currency debt. Additionally, the agency improved its outlook to [stable] from [negative].

The reasons supporting this change are the implementation and successful execution of a turnaround plan put in place by Telefónica CTC Chile following the regulatory tariff decree implemented in 1999. They judged that the plan has achieved a significant improvement in the Company's financial profile. Moreover, Company's rating incorporates a satisfactory outcome to the upcoming tariff resetting process.

SALE OF REMAINING 35% STAKE IN SONDA

On July 31, 2003, Inversiones Santa Isabel Ltd., exercised its anticipatory call option to buy the remaining 35% stake that Telefónica CTC Chile held in Sonda.

Sale price was approximately US\$50.5 million and the financial impact was a loss recorded in 3Q03 of approximately US\$8.6 million.

SALE OF TERRA NETWORKS SHARES

On July 27, 2003, Telefónica CTC Chile sold 2,984,986 Terra Networks S.A.'s shares at 5.25 Euro per share in accordance with Telefónica S.A.'s tender offer. The Company received a cash payment of approximately US\$18 million, although this transaction had a negative impact on 3Q03 of Ch\$48 million.

TECHNICAL-ECONOMIC BASES IN TARIFF SETTING PROCESS FOR FIXED TELEPHONY ESTABLISHED

On July 25, 2003, the Undersecretary of Telecommunications promulgated Resolution No. 827 which established the definitive technical-economic rules for the Tariff Study used in the tariff setting process for fixed telephony for Telefónica CTC Chile. This tariff study sets the level, structure and mechanism of indexation for regulated services provided by the Company.

PRESENTATION OF TARIFF STUDY IN PROCESS TO SETTLE ACCESS CHARGES IN MOBILE TELEPHONY

On July 25, 2003, Telefónica Móvil presented to the Undersecretary of Telecommunications its Tariff Study regarding access charges rates for the 2004-2009 period. The Ministry of Transportation and Telecommunications and the Ministry of Economy has until November 22, 2003 to make a pronouncement on this tariff proposal.

SALE OF HEALTH INSURANCE SUBSIDIARY: ISEL

In accordance with the agreement with Isapre Consalud S.A. for the sale of Compañía de Telecomunicaciones de Chile Isapre S.A. (Istel), On September 2, 2003, the Company materialized the sale for an amount in Chilean pesos equivalent to UF9,175 (approximately US\$0.2 million). However, the transaction did have a negative financial impact in 3Q03 amounting to Ch\$67 million.

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**WE INVITE YOU TO VISIT TELEFONICA CTC CHILE'S INVESTOR RELATIONS WEBSITE AT:
www.telefonicactcchile.cl
(Investor Relations)**

For more information contact:

For more information contact:

Sofía Chellew □ Verónica Gaete

María José Rodríguez □ Florencia Acosta

TELEFONICA CTC CHILE

Tel.: 562-691-3867

Fax: 562-691-2392

E-mail:

schelle@ctc.cl, vgaete@ctc.cl

mjrodri@ctc.cl, macosta@ctc.cl

Kevin Kirkeby /Mariana Crespo

THE GLOBAL CONSULTING GROUP

646-284-9413 / 646-284-9407

E-mail:

kkirkeby@hfgcg.com

m Crespo@hfgcg.com

Compañía de Telecomunicaciones de Chile S.A., the first South American company to list shares on the New York Stock Exchange, is the largest telecommunications enterprise in Chile, providing local service, as well as domestic and international long distance services throughout the country. Additionally, the Company provides equipment marketing, data transmission, value-added services and information systems services and operates a nationwide cellular network

This news release contains certain forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1996, including but not limited to Compañía de Telecomunicaciones de Chile S.A.'s expectations for its performance for the quarter. Forward looking statements may also be identified by words such as "believes", "expects", "anticipates", "projects", "intends", "should", "seeks", "estimates", "future", or similar expressions. The forward-looking statements included in this news release are based on current expectations, but actual results may differ materially from anticipated future results due to various factors many of which are beyond the control of Compañía de Telecomunicaciones de Chile S.A. and its subsidiaries. Certain factors which could cause the actual results of Compañía de Telecomunicaciones de Chile S.A. and its subsidiaries to differ materially from the expected results include, among others, changes in Chile's regulatory framework, impact of increased competition and other factors beyond Compañía de Telecomunicaciones de Chile S.A.'s control

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STATISTICS**

| | I 2002 | II 2002 | III 2002 | IV 2002 | I 2003 | II 2003 | III 2003 |
|----------------------------------------------------------------------------------|-----------|------------|-------------|------------|-----------|------------|-------------|
| Total lines in service at the end of period | 2,746,178 | 2,760,252 | 2,721,412 | 2,686,695 | 2,630,223 | 2,566,384 | 2,486,885 |
| Average number of lines in service (quarterly) | 2,734,366 | 2,752,418 | 2,740,296 | 2,701,752 | 2,655,948 | 2,594,404 | 2,524,124 |
| Number of lines installed (1) | 3,024,693 | 3,027,354 | 3,030,444 | 3,023,541 | 3,026,374 | 3,030,377 | 3,033,792 |
| Lines per 100 Inhabitants (2) | 18 | 18 | 17 | 17 | 17 | 17 | 17 |
| Public telephones in service at end of period | 37,740 | 36,759 | 36,251 | 35,674 | 35,396 | 35,366 | 34,699 |
| Effective minutes of local traffic measured by second (million) | 3,650 | 4,088 | 3,984 | 4,178 | 3,552 | 3,866 | 3,894 |
| Local calls MLS (millions) | 1,245 | 1,328 | 1,265 | 1,428 | 1,201 | 1,247 | 1,254 |
| DLD traffic of 188 Telefónica Mundo + Globus 120 (thousands of minutes) | 183,372 | 184,456 | 176,075 | 172,942 | 164,958 | 157,372 | 150,550 |
| Outgoing ILD traffic of 188 Telefónica Mundo + Globus 120 (thousands of minutes) | 15,218 | 16,071 | 17,404 | 17,395 | 16,146 | 16,293 | 16,003 |
| Access charge traffic (thousands of minutes) | 1,672,282 | 1,762,580 | 1,707,252 | 1,645,934 | 1,460,389 | 1,437,348 | 1,366,297 |
| Number of lines connected | 71,898 | 93,617 | 76,950 | 97,954 | 65,045 | 59,378 | 67,304 |
| Number of CTCs employees (end of period) (3) | 3,242 | 3,252 | 3,254 | 2,559 | 2,569 | 2,631 | 2,670 |
| Number of subsidiaries employees (end of period) (3) | 4,631 | 4,730 | 2,468 | 2,084 | 2,121 | 2,176 | 2,126 |
| Number of cellular subscribers (end of period) | 1,651,282 | 1,710,326 | 1,761,432 | 1,849,283 | 1,883,837 | 1,944,393 | 2,030,761 |

(1) Includes circuits and ISDN lines in order to indicate the real capacity of the network.

(2) 2002 Poll (15.1 million inhabs.) identified that estimated Chilean population by the INE, Statistic National Institute, (15.7 million inhabs.) was overestimated

(3) As of March 2003 the criteria for calculation of the permanent personnel was modified by adding personnel with fixed term contracts. Year 2002 was modified accordingly

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| | I 2002 | II 2002 | III 2002 | IV 2002 | I 2003 | II 2003 | III 2003 |
|---------------------------------------------------------------------------------|-----------|------------|-------------|------------|-----------|------------|-------------|
| Total lines in service at the end of period | 0.8% | 0.6% | -1.1% | -1.3% | -4.2% | -6.5% | -8.6% |
| Average number of lines in service (quarterly) | 0.8% | 0.6% | -0.2% | -1.9% | -2.9% | -5.1% | -7.9% |
| Numbers of lines installed | 0.6% | 0.2% | 0.5% | 0.1% | 0.1% | 0.2% | 0.1% |
| Lines per 100 Inhabitants | -0.6% | -0.6% | -2.3% | -1.5% | -0.6% | -2.9% | -4.6% |
| Public telephones in service at the end of period | 69.8% | 36.9% | 18.1% | 5.5% | -6.2% | -6.3% | -4.3% |
| Effective minutes of traffic measured by second (million) | -6.1% | -2.3% | -4.2% | 0.0% | -2.7% | 5.9% | -2.3% |
| Local calls MLS (millions) | -6.9% | -3.5% | -9.9% | -0.8% | -3.5% | 0.2% | -0.9% |
| DLD traffic of 188 Telefónica Mundo + Globus 120 (thousands of minutes) | -7.8% | -7.6% | -11.7% | -14.1% | -10.0% | -14.2% | -14.5% |
| Outgoing ILD traffic of 188 Telefónica Mundo +Globus 120 (thousands of minutes) | 7.5% | -1.3% | 7.9% | 6.9% | 6.1% | 7.1% | -8.0% |
| Access charge traffic (thousands of minutes) | -6.1% | -4.6% | -5.9% | -9.0% | -12.7% | -14.0% | -20.0% |
| Number of lines connected | -21.5% | -5.5% | 12.2% | 37.2% | -9.5% | -17.4% | -12.5% |
| Number of CTC's employees (end of period) | -29.9% | -0.9% | 6.6% | -21.2% | -20.8% | -18.8% | -17.9% |
| Number of subsidiaries' employees (end of period) | -2.3% | 4.5% | -49.8% | -54.8% | -54.2% | -53.0% | -13.9% |
| Number of cellular subscribers (end of period) | 27.5% | 20.8% | 19.0% | 17.8% | 14.1% | 17.8% | 15.3% |

[Back to Contents](#)**QUARTERLY CONSOLIDATED
STATEMENTS OF INCOME****(CHGAAP)****(Ch\$ millions as of
September 30, 2003)**

| | JAN-SEP | IQ | IIQ | IIIQ | IVQ | JAN-SEP | IQ | IIQ | IIIQ | VARIATION |
|------------------------------------------------------------------|----------------|---------------|---------------|---------------|----------------|----------------|---------------|---------------|---------------|-------------------|
| | 2002 | 2002 | 2002 | 2002 | 2002 | 2003 | 2003 | 2003 | 2003 | IIIQ03/ IIIQ02 |
| OPERATING REVENUES | | | | | | | | | | |
| FIXED TELEPHONY | 285,571 | 92,888 | 95,373 | 97,310 | 100,231 | 281,446 | 94,083 | 92,717 | 94,646 | -2.7% |
| Primary Service | 263,873 | 86,266 | 88,996 | 88,611 | 93,483 | 259,650 | 87,314 | 87,038 | 85,298 | -3.7% |
| Telephone Line Serv.Fee (Fixed Monthly Charge) | 120,047 | 40,035 | 39,880 | 40,132 | 40,591 | 116,164 | 39,859 | 38,763 | 37,542 | -6.5% |
| Variable Charge Connections and other installations | 116,753 | 36,665 | 39,550 | 40,538 | 41,571 | 108,280 | 36,073 | 36,344 | 35,863 | -11.5% |
| Value added services | 5,398 | 1,993 | 1,754 | 1,651 | 1,646 | 4,321 | 1,617 | 1,382 | 1,322 | -19.9% |
| Equipment Marketing | 12,454 | 4,071 | 4,239 | 4,144 | 4,915 | 13,813 | 4,525 | 4,756 | 4,532 | 9.4% |
| Other fixed telephony revenues | 3,532 | 1,616 | 1,196 | 720 | 1,495 | 6,444 | 2,256 | 2,286 | 1,902 | 164.2% |
| Access Charges and Interconnections | 5,689 | 1,886 | 2,377 | 1,426 | 3,265 | 10,628 | 2,984 | 3,507 | 4,137 | 190.1% |
| Domestic long distance | 17,763 | 5,757 | 6,091 | 5,915 | 5,781 | 17,527 | 5,803 | 5,322 | 6,402 | 8.2% |
| International long distance | 7,057 | 2,259 | 2,362 | 2,436 | 2,492 | 6,649 | 2,327 | 2,169 | 2,153 | -11.6% |
| Other interconnection services | 2,685 | 838 | 952 | 895 | 870 | 2,089 | 733 | 717 | 639 | -28.6% |
| Directory Advertising | 8,021 | 2,660 | 2,777 | 2,584 | 2,419 | 8,789 | 2,743 | 2,436 | 3,610 | 39.7% |
| LONG DISTANCE | 3,935 | 865 | 286 | 2,784 | 967 | 4,269 | 966 | 357 | 2,946 | 5.8% |
| Domestic Long Distance | 55,889 | 19,066 | 18,405 | 18,418 | 19,739 | 48,555 | 17,425 | 16,187 | 14,943 | -18.9% |
| International Service | 25,050 | 8,563 | 8,158 | 8,329 | 8,281 | 20,806 | 7,769 | 6,790 | 6,247 | -25.0% |
| Rental of LD Network | 21,336 | 7,303 | 7,093 | 6,940 | 7,049 | 19,388 | 6,842 | 6,555 | 5,991 | -13.7% |
| MOBILE COMMUNICATIONS | 9,503 | 3,200 | 3,154 | 3,149 | 4,409 | 8,361 | 2,814 | 2,842 | 2,705 | -14.1% |
| Outgoing Traffic Interconnection under Calling Party Pays | 151,916 | 49,658 | 50,314 | 51,944 | 57,499 | 172,274 | 55,291 | 56,874 | 60,109 | 15.7% |
| | 88,983 | 27,798 | 30,221 | 30,964 | 33,362 | 112,022 | 32,552 | 35,063 | 44,407 | 43.4% |
| | 62,933 | 21,860 | 20,093 | 20,980 | 24,137 | 60,252 | 22,739 | 21,811 | 15,702 | -25.2% |
| | 62,014 | 19,516 | 21,180 | 21,318 | 25,227 | 64,630 | 20,823 | 21,412 | 22,395 | 5.1% |

**CORPORATE
CUSTOMER
COMMUNICATIONS**

| | | | | | | | | | | |
|-------------------------------|--------|-------|-------|-------|-------|--------|-------|-------|-------|--------|
| Equipment | 16,680 | 5,083 | 5,723 | 5,874 | 8,115 | 12,078 | 3,820 | 4,089 | 4,169 | -29.0% |
| Complementary Services | 8,789 | 2,679 | 2,817 | 3,293 | 3,743 | 11,628 | 3,781 | 3,603 | 4,244 | 28.9% |
| Data services | 13,432 | 3,902 | 4,524 | 5,006 | 5,019 | 19,361 | 6,099 | 6,699 | 6,563 | 31.1% |
| Dedicated links and others | 23,113 | 7,852 | 8,116 | 7,145 | 8,350 | 21,563 | 7,123 | 7,021 | 7,419 | 3.8% |

**OTHER
BUSINESSES**

| | | | | | | | | | | |
|-----------------------------------------------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------|
| 99,848 | 35,824 | 31,314 | 32,710 | 15,575 | 38,408 | 11,857 | 12,137 | 14,414 | -55.9% | |
| Public Telephones | 9,189 | 3,423 | 3,118 | 2,648 | 3,034 | 8,454 | 2,930 | 2,518 | 3,006 | 13.5% |
| Interior installation and equipment marketing | 21,055 | 7,228 | 7,031 | 6,796 | 7,527 | 22,929 | 7,447 | 7,423 | 8,059 | 18.6% |
| Information System Services (Sonda) | 63,098 | 23,956 | 20,104 | 19,038 | (29) | 0 | 0 | 0 | 0 | -100.0% |
| Other Operating Revenues | 6,506 | 1,217 | 1,061 | 4,228 | 5,043 | 7,025 | 1,480 | 2,196 | 3,349 | -20.8% |

**TOTAL OPERATING
REVENUES**

| | | | | | | | | | |
|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|--------------|
| 655,238 | 216,952 | 216,586 | 221,700 | 218,271 | 605,313 | 199,479 | 199,327 | 206,507 | -6.9% |
|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|--------------|

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**QUARTERLY
CONSOLIDATED
STATEMENTS OF INCOME
(CHGAAP), continued
(Ch\$ millions as of
September 30, 2003)**

| | JAN-SEP | IQ | IIQ | IIIQ | IVQ | JAN-SEP | IQ | IIQ | IIIQ |
|-------------------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| | 2002 | 2002 | 2002 | 2002 | 2002 | 2003 | 2003 | 2003 | 2003 |
| OPERATING COSTS AND EXPENSES | | | | | | | | | |
| Salaries | 63,226 | 21,068 | 21,853 | 20,305 | 16,711 | 42,118 | 12,269 | 14,758 | 15,091 |
| Depreciation | 199,049 | 66,152 | 66,770 | 66,127 | 65,118 | 198,249 | 65,398 | 65,728 | 67,123 |
| Other Operating Costs | 188,210 | 60,470 | 60,421 | 67,319 | 76,565 | 171,350 | 56,017 | 57,828 | 57,505 |
| Adm. & Selling Expenses | 102,649 | 34,998 | 35,298 | 32,353 | 29,915 | 105,437 | 32,672 | 33,760 | 39,005 |
| TOTAL OPERATING COSTS AND EXPENSES | 553,134 | 182,688 | 184,342 | 186,104 | 188,309 | 517,154 | 166,356 | 172,074 | 178,724 |
| OPERATING INCOME | 102,104 | 34,264 | 32,244 | 35,596 | 29,962 | 88,159 | 33,123 | 27,253 | 27,783 |
| EBITDA Operating Margin | 15.6% | 15.8% | 14.9% | 16.1% | 13.7% | 14.6% | 16.6% | 13.7% | 13.5% |
| EBITDA Margin | 46.0% | 46.3% | 45.7% | 45.9% | 43.6% | 47.3% | 49.4% | 46.6% | 46.0% |
| Interest Income | 10,662 | 3,512 | 3,419 | 3,731 | 6,229 | 5,947 | 2,298 | 2,293 | 1,356 |
| Other Non-Operating Income | 12,418 | 2,146 | 1,524 | 8,748 | 963 | 11,368 | 1,804 | 4,957 | 4,607 |
| Revenues from Related Companies | 467 | 14 | (304) | 757 | 1,916 | 639 | 154 | 57 | 428 |
| Interest Expense | (64,022) | (20,061) | (20,081) | (23,880) | (18,428) | (49,382) | (17,349) | (17,280) | (14,753) |
| Amortization of Goodwill | (21,065) | (3,881) | (4,066) | (13,118) | (3,893) | (20,229) | (3,755) | (3,789) | (12,685) |
| Other Non-Operating Expenses | (30,084) | (3,469) | (6,277) | (20,338) | (8,251) | (7,115) | (1,809) | (2,691) | (2,615) |
| Monetary Correction | (7,127) | (4,104) | (1,618) | (1,405) | (1,932) | 950 | 2,056 | (2,380) | 1,274 |
| NON-OPERATING INCOME | (98,751) | (25,843) | (27,403) | (45,505) | (23,396) | (57,822) | (16,601) | (18,833) | (22,388) |

| INCOME BEFORE INCOME TAX | 3,353 | 8,421 | 4,841 | (9,909) | 6,566 | 30,337 | 16,522 | 8,420 | 5,395 |
|------------------------------------------------------------------|-----------------|-------------------|--------------------|---------------------|--------------------|---------------|-------------------|--------------------|---------------------|
| Income Tax | (18,546) | (5,834) | (5,427) | (7,285) | (8,492) | (20,725) | (9,243) | (7,470) | (4,012) |
| Minority Interest | (747) | (336) | (284) | (127) | (25) | (103) | (15) | 3 | (91) |
| Amortization of Negative Goodwill | 0 | 90 | (90) | 0 | 0 | 0 | 0 | 0 | 0 |
| NET INCOME | (15,940) | 2,341 | (960) | (17,321) | (1,951) | 9,509 | 7,264 | 953 | 1,292 |
| Observed exchange rate (end of the period) | | 655.90 | 688.05 | 748.73 | 718.61 | | 731.56 | 699.12 | 660.97 |
| | | I 2002 | II 2002 | III 2002 | IV 2002 | | I 2003 | II 2003 | III 2003 |
| Earnings per Common Share (Ch\$) | | 2.4 | -1.0 | -18.1 | -2.0 | | 7.6 | 1.0 | 1.3 |
| Earnings per ADR (US\$) | | 0.015 | -0.006 | -0.110 | -0.012 | | 0.046 | 0.006 | 0.008 |
| Weighted Average Number of Shares Fully Paid (millions) | | 957.2 | 957.2 | 957.2 | 957.2 | | 957.2 | 957.2 | 957.2 |

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CONSOLIDATED BALANCE SHEET (ChGAAP)

(Figures in thousands of Ch\$ as of September 30, 2003)

| ASSETS | 2003 | 2002 | LIABILITIES | 2003 | 2002 |
|---------------------------------------|----------------------|----------------------|-------------------------------------------------------|--------------------|--------------------|
| | Ch\$ | Ch\$ | | Ch\$ | Ch\$ |
| CURRENT ASSETS | | | CURRENT LIABILITIES | | |
| Cash and banks | 11,065,712 | 15,499,066 | Banks and financial institutions □ short-term | 19,179,704 | 18,361,468 |
| Time deposits | 268,863 | 52,446,233 | Banks and financial institutions □ current maturities | 56,278,285 | 43,101,678 |
| Marketable securities | 47,483,444 | 89,950,371 | Commercial papers | 9,950,159 | 0 |
| Trade receivables | 214,593,001 | 204,284,331 | Debentures | 109,847,734 | 26,404,718 |
| Notes receivable | 5,960,648 | 5,610,309 | Current maturities of other long-term liabilities | 445,284 | 485,920 |
| Sundry debtors | 11,404,984 | 25,832,519 | Dividends payable | 167,675 | 200,322 |
| Due from related companies | 18,201,485 | 19,628,052 | Accounts payable | 131,225,405 | 131,299,966 |
| Inventories | 19,704,226 | 16,769,648 | Notes payable | 227,226 | 87,086 |
| Refundable taxes | 21,604,519 | 16,668,254 | Sundry creditors | 42,837,408 | 5,581,526 |
| Prepaid expenses | 8,747,891 | 9,768,638 | Due to related companies | 19,698,765 | 11,636,420 |
| Deferred taxes | 21,155,049 | 26,565,304 | Provisions | 9,485,826 | 25,987,135 |
| Other current assets | 35,424,445 | 79,539,046 | Withholdings | 9,224,829 | 13,200,152 |
| Total current assets | 415,614,267 | 562,561,771 | Unearned income | 7,705,410 | 2,391,052 |
| | | | Other current liabilities | 2,791,897 | 1,991,074 |
| | | | Total current liabilities | 419,065,607 | 280,728,517 |
| FIXED ASSETS | | | LONG-TERM LIABILITIES | | |
| Land | 27,694,719 | 27,539,330 | Banks and financial institutions | 371,255,246 | 616,329,289 |
| Construction and infrastructure works | 186,799,365 | 185,582,533 | Debentures | 338,429,064 | 565,808,796 |
| Machinery and equipment | 3,439,859,750 | 3,282,492,915 | Due to related companies | 22,687,508 | 25,763,829 |
| Other fixed assets | 381,777,356 | 403,388,080 | Sundry creditors | 9,021,941 | 5,686,346 |
| Technical revaluation | 9,242,473 | 9,242,348 | Provisions | 19,106,007 | 22,810,785 |
| Less: accumulated depreciation | 2,180,120,508 | 1,934,282,559 | Deferred Taxes | 46,786,562 | 28,831,336 |
| Fixed assets-net | 1,865,253,155 | 1,973,962,647 | Other long-term liabilities | 4,674,289 | 10,270,971 |

| | | | | | |
|----------------------------------|----------------------|----------------------|-------------------------------------|----------------------|----------------------|
| | | | Total long term liabilities | 811,960,617 | 1,275,501,352 |
| | | | MINORITY INTEREST | 1,261,258 | 1,216,445 |
| OTHER ASSETS | | | EQUITY | | |
| Investments in related companies | 10,467,888 | 39,896,023 | Paid-in capital | 850,980,476 | 735,741,104 |
| Investments in other companies | 3,862 | 3,862 | Reserve | 10,211,766 | 9,564,638 |
| Goodwill | 161,320,334 | 185,456,179 | Share premium | 0 | 115,886,504 |
| Long-term debtors | 30,572,407 | 52,035,175 | Other reserves | 59,027 | 744,278 |
| Intangibles | 36,111,578 | 30,878,720 | Retained earnings: | 431,732,567 | 440,938,983 |
| Amortization (less) | 4,029,581 | 2,278,546 | Prior years | 422,223,259 | 456,881,572 |
| Other long-term assets | 9,957,408 | 17,805,990 | (Losses) | 9,509,308 | (15,942,58) |
| | | | Income for the period | | |
| Total other assets | 244,403,896 | 323,797,403 | Total equity | 1,292,983,836 | 1,302,875,507 |
| TOTAL ASSETS | 2,525,271,318 | 2,860,321,821 | TOTAL LIABILITIES AND EQUITY | 2,525,271,318 | 2,860,321,821 |

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COMPAÑÍA DE TELECOMUNICACIONES DE CHILE S.A. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE NINE MONTHS PERIODS ENDED AS
OF SEPTEMBER 30, 2002 AND 2003

Figures in Thousands of Constant Ch\$ as of September 30, 2003

| | 2003 | 2002 |
|---------------------------------------------------------------------------------------|---------------------|---------------------|
| NET CASH PROVIDED BY USING IN OPERATING ACTIVITIES | 200,072,951 | 235,881,867 |
| Net income (Gain/Losses) | 9,509,308 | (15,942,589) |
| Result in sales of assets | (3,851,627) | (7,658,655) |
| Loss in sale of fixed assets | (328,218) | 313,857 |
| Gain in sales of investments (less) | (3,590,114) | (7,972,512) |
| Loss in sales of investments | 66,705 | 0 |
| Charges (credits) to income not affecting cash flows: | 242,625,067 | 290,464,257 |
| Depreciation | 200,555,032 | 200,232,537 |
| Intangibles amortization | 1,368,919 | 667,314 |
| Write-off and provisions | 23,710,421 | 18,247,456 |
| Equity earnings from related companies (less) | (1,055,334) | (943,088) |
| Equity losses from related companies | 416,366 | 473,957 |
| Amotization of goodwill | 20,228,782 | 21,070,577 |
| Price-level restatement (net) | 408,208 | 3,399,290 |
| Gain (loss) on foreign currency transactions | (1,356,986) | 3,725,219 |
| Other credits not affecting cash flows | (6,119,090) | (18,459,853) |
| Other charges not affecting cash flows | 4,468,749 | 62,050,848 |
| Decrease (increase) in current assets: | (11,278,223) | 10,094,176 |
| (Increase) Decrease in trade receivables | (16,961,895) | (13,049,127) |
| (Increase) Decrease in inventories | (5,030,858) | 9,232,526 |
| (Increase) Decrease in other current assets | 10,714,530 | 13,910,777 |
| Increase (decrease) in current liabilities: | (37,035,336) | (41,822,671) |
| Increase (decrease) in due to related companies, related with operating activities | (33,829,946) | (61,661,320) |
| Increase (decrease) in accrued interest payable | (9,746,958) | (5,975,435) |
| Increase (decrease) in income tax payable, net | 12,922,968 | 19,544,702 |
| Increase (decrease) in other accounts payable related with non operating result | 0 | 0 |
| Increase (decrease) in value-added tax, net, and other | (3,635,732) | 6,012,265 |
| | (2,745,668) | 257,117 |
| Income (loss) of minority interest | 103,762 | 747,349 |

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COMPAÑÍA DE TELECOMUNICACIONES DE CHILE S.A. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE NINE MONTHS PERIODS ENDED AS OF
SEPTEMBER 30, 2002 AND 2003
Figures in Thousands of Constant Ch\$ as of September 30, 2003

| | 2003 | 2002 |
|--------------------------------------------------------------------|----------------------|----------------------|
| NET CASH PROVIDED BY FINANCING ACTIVITIES | (159,519,635) | (149,067,975) |
| Increase in bank borrowings | □ | 13,987,836 |
| Debentures | 19,791,533 | 0 |
| Other financing sources | 0 | 1,009,775 |
| Repayment of dividends (less) | (16,761,793) | (1,279,288) |
| Capital distribution | 0 | 0 |
| Repayment of loans (less) | (92,986,502) | (76,751,112) |
| Repayment of debentures (less) | (69,562,873) | (75,840,669) |
| Repayment of loans to related companies (less) | 0 | (10,194,517) |
| NET CASH USED IN INVESTING ACTIVITIES | (40,623,584) | (85,206,602) |
| Sale of fixed assets | 17,991 | 542,999 |
| Sale of investments in related companies | 33,388,363 | 28,729,933 |
| Sale of other investments | 62,392,169 | □ |
| Other revenues from investments | 206 | 0 |
| Additions to fixed assets (less) | (99,896,736) | (50,124,948) |
| Payment of capitalized interests (less) | 0 | (3,731,211) |
| Investments in related companies (less) | 0 | (121,386) |
| Investments in financial instruments (less) | (33,362,313) | (30,643,331) |
| Other investment disbursements (less) | (3,163,264) | (29,858,658) |
| NET CASH FLOW FOR THE PERIOD | (70,268) | 1,607,290 |
| PRICE-LEVEL RESTATEMENT EFFECT ON CASH AND CASH EQUIVALENTS | (595,929) | (1,226,629) |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | (666,197) | 380,661 |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD | 21,285,592 | 87,927,504 |
| CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD | 20,619,395 | 88,308,165 |

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SIGNATURE

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, thereto duly authorized.

Date: October 28, 2003

TELECOMMUNICATIONS COMPANY
OF CHILE

By /s/ Julio Covarrubias F.

Name: Julio Covarrubias F.

Title: Chief Financial Officer
