

Edgar Filing: BANK OF CHILE - Form SC 13D/A

BANK OF CHILE
Form SC 13D/A
April 27, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934

Amendment No. 2

Banco de Chile
(Name of Issuer)

Common stock without nominal (par) value
(Formerly the F Shares, mandatorily convertible into shares of Common Stock
without nominal (par) value)
Title of Class of Securities

059504100
(CUSIP Number)

Luis Fernando Antunez Bories
Chief Financial Officer
Quinenco S.A.
Enrique Foster Sur 20, 14th Floor
Las Condes, Santiago, Chile
(56-2) 750-7221
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 2004
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

(Continued on the Following Pages)
(Page 1 of 23 pages)

1

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

LQ Inversiones Financieras S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

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4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

35,512,117,124

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

35,512,117,124

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,512,117,124 (individually)
35,527,841,658 (total group shares)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.5

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

2

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Quinenco S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

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(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER

35,512,117,124

EACH
REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

35,512,117,124

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53.5

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

3

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

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Andronico Luksic Abaroa

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

15,724,534

NUMBER OF SHARES
BENEFICIALLY OWNED BY

8 SHARED VOTING POWER

35,512,117,124

OWNED BY
EACH
REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

15,724,534

10 SHARED DISPOSITIVE POWER

35,512,117,124

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,527,841,658 (individually)

35,527,841,658 (total group shares)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.5

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Luksburg Foundation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Liechtenstein

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER

35,512,117,124

EACH
REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

35,512,117,124

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35,512,117,124 (individually)

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53.5

14 TYPE OF REPORTING PERSON*

HC

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

5

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Lanzville Investments Establishment

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Liechtenstein

7 SOLE VOTING POWER

NUMBER OF 8 SHARED VOTING POWER
SHARES

BENEFICIALLY 35,512,117,124
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER
REPORTING

PERSON
WITH

10 SHARED DISPOSITIVE POWER

35,512,117,124

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,512,117,124 (individually)

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53.5

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14 TYPE OF REPORTING PERSON*

HC

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6

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Dolberg Finance Corporation Establishment

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Liechtenstein

7 SOLE VOTING POWER

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

35,512,117,124

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

35,512,117,124

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
53.5

14 TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

7

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON
Geotech Establishment

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) |
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) |
Liechtenstein

6 CITIZENSHIP OR PLACE OF ORGANIZATION

7 SOLE VOTING POWER

NUMBER OF 8 SHARED VOTING POWER
SHARES
BENEFICIALLY 35,512,117,124
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER
REPORTING
PERSON
WITH

10 SHARED DISPOSITIVE POWER
35,512,117,124

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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35,512,117,124 (individually)
35,527,841,658 (total group shares)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.5

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

8

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Andsberg Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |X|

(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

| |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Jersey, Channel Islands

7 SOLE VOTING POWER

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY

35,512,117,124

9 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON WITH

10 SHARED DISPOSITIVE POWER

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35,512,117,124

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,512,117,124 (individually)
35,527,841,658 (total group shares)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.5

14 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

9

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Andsberg Inv. Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Jersey, Channel Islands

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER

35,512,117,124

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EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

35,512,117,124

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,512,117,124 (individually)
35,527,841,658 (total group shares)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* |__|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.5

14 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

10

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Andsberg Inversiones Ltda.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |X|
(b) |__|

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

|__|

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER
35,512,117,124

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
35,512,117,124

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
35,512,117,124 (individually)
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53.5

14 TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON
Ruana Copper Corporation Establishment

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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Liechtenstein

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER
35,512,117,124

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
35,512,117,124

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.5

14 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

12

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Guillermo Luksic Craig

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

35,512,117,124

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

35,512,117,124

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.5

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

13

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Nicolas Luksic Puga

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

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OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY

35,512,117,124

EACH REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

35,512,117,124

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53.5

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Inmobiliaria e Inversiones Rio Claro S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

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3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
35,512,117,124

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

35,512,117,124

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.5

14 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

15

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Andronico Luksic Craig

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |
(b) |

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

35,512,117,124

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

35,512,117,124

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14 TYPE OF REPORTING PERSON*

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Patricia Lederer Tcherniak

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
35,512,117,124

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35,512,117,124

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35,512,117,124 (individually)
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53.5

14 TYPE OF REPORTING PERSON*

IN

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17

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Inversiones Consolidadas S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |
(b) |

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

|

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

35,512,117,124

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53.5

14 TYPE OF REPORTING PERSON*

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HC

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18

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Inversiones Salta S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |
(b) |

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

|

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF 8 SHARED VOTING POWER
SHARES
BENEFICIALLY 35,512,117,124
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER
REPORTING
PERSON

WITH

10 SHARED DISPOSITIVE POWER

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53.5

14 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

19

CUSIP No. 059504100

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Andronico Luksic Lederer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF 8 SHARED VOTING POWER

SHARES 35,512,117,124

BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER

35,512,117,124

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,512,117,124 (individually)

35,527,841,658 (total group shares)

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.5

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

20

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Davor Luksic Lederer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

35,512,117,124

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

35,512,117,124

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,512,117,124 (individually)
35,527,841,658 (total group shares)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.5

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

21

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Max Luksic Lederer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF
SHARES

8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY

35,512,117,124

EACH
REPORTING

9 SOLE DISPOSITIVE POWER

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PERSON
WITH

10 SHARED DISPOSITIVE POWER

35,512,117,124

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,512,117,124 (individually)
35,527,841,658 (total group shares)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.5

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

22

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Dax Luksic Lederer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF 8 SHARED VOTING POWER

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SHARES		
BENEFICIALLY	35,512,117,124	
OWNED BY	-----	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		
PERSON		
WITH	-----	
	10	SHARED DISPOSITIVE POWER
	35,512,117,124	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,512,117,124 (individually)
 35,527,841,658 (total group shares)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

53.5

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

LQ Inversiones Financieras S.A., Quinenco S.A., Andronico Luksic Abaroa, Luksburg Foundation, Lanzville Investments Establishment, Dolberg Finance Corporation Establishment, Geotech Establishment, Andsberg Ltd., Andsberg Inv. Ltd., Andsberg Inversiones Ltda., Ruana Copper Corporation Establishment, Guillermo Luksic Craig, Nicolas Luksic Puga, Inmobiliaria e Inversiones Rio Claro S.A., Andronico Luksic Craig, Patricia Lederer Tcherniak, Inversiones Consolidadas S.A., Andronico Luksic Lederer, Davor Luksic Lederer, Max Luksic Lederer, Dax Luksic Lederer and Inversiones Salta S.A. (the "Reporting Persons" or the "Group") hereby amend the Schedule 13D for the Group, dated January 11, 2002 (the "Schedule 13D"), as amended on January 17, 2003, filed in respect to the common stock without nominal (par) value (the "Common Shares") of Banco de Chile, an open stock banking corporation (sociedad anonima bancaria abierta) organized under the laws of the Republic of Chile.

In 1989, Banco de Chile repurchased from the Chilean Central Bank certain non-performing loans that Banco de Chile had previously sold to the Chilean Central Bank and later exchanged for a subordinated obligation without a fixed term, known as "deuda subordinada," or subordinated debt. In 1996, Banco de Chile was reorganized, and as a result, the subordinated debt was assigned to Sociedad Administradora de la Obligacion Subordinada SAOS S.A ("SAOS") along with the economic rights to 28,593,701,789 Common Shares (42.0% of the total Common Shares) (See Item 6 for additional information regarding SAOS and the subordinated debt). SAOS is 100% owned by Sociedad Matriz del Banco de Chile S.A. ("SM Chile"), but pursuant to the restructuring and the assignment of the subordinated debt, 100% of the economic rights to the Common Shares owned by SAOS are pledged to the Chilean Central Bank and all distributions on those shares are to be paid directly to the Chilean Central Bank until the subordinated debt is repaid. However, neither SAOS nor the Chilean Central Bank

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has the right to vote those Common Shares. The right to vote the Common Shares held by SAOS are directly held by the owners of the equity interest in SM Chile. SM Chile is a special purpose company that is publicly traded on the Santiago Stock Exchange and whose sole purpose is to hold Common Shares of Banco de Chile. SM Chile has issued four series of equity interests, each representing different voting and economic interests in Banco de Chile. Each holder of SM Chile's equity interests votes the underlying Common Shares of Banco de Chile directly, and not as a group. As a result of SAOS's arrangement with the Chilean Central Bank and the differing voting rights of SM Chile's four series of equity interests, the Group beneficially owns the voting equivalent of 35,512,117,124 Common Shares or 53.5% of Banco de Chile's total Common Shares, but only beneficially owns the economic rights to 19,846,958,916 Common Shares of 29.9% of Banco de Chile's total Common Shares.

References to share ownership herein refer to "beneficial ownership" as defined by Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), unless otherwise stated. References to share ownership herein, unless stated otherwise, do not reflect the Reporting Persons percentage dividend rights, which have been pledged in certain circumstances, as further discussed in Item 5(d) and Item 6 below.

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Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a)-(c), (f) This statement is being filed by the following persons:

LQ Inversiones Financieras S.A., a company organized under the laws of Chile ("LQ Inversiones"), is engaged principally in the financial sector of Chile through the ownership of Common Shares of the Bank. LQ Inversiones' principal business address is Enrique Foster Sur 20, 14th Floor, Santiago, Chile. LQ Inversiones is a subsidiary of Quinenco S.A. ("Quinenco").

Quinenco S.A., a corporation organized under the laws of Chile, is engaged principally in the financial, industrial and services sectors in Chile through its ownership of companies in the financial services, copper and aluminum products, food and beverages, hotel services, telecommunications services and real estate businesses. Quinenco's principal business address is Enrique Foster Sur 20, 14th Floor, Santiago, Chile.

Andronico Luksic Abaroa, a Chilean citizen, resides in Chile and has his principal business address at Ahumada 11, 10th Floor, Santiago, Chile. Mr. Andronico Luksic Abaroa is a member of a reporting group that beneficially owns 82.5% of the outstanding ordinary shares of Quinenco (the "Quinenco Group" and, together with Quinenco and LQ Inversiones, the "Reporting Persons").

The Luksburg Foundation (the "Luksburg Foundation"), a foundation operating under the laws of the Principality of Liechtenstein ("Liechtenstein"), is a foundation whose main purpose is to hold shares of Quinenco and various other companies. The Luksburg Foundation's principal business address is Heiligkreuz 6, FL-9490 Vaduz, Liechtenstein. The Luksburg Foundation is a member of the Quinenco Group.

Lanzville Investments Establishment, an establishment organized under the laws of Liechtenstein ("Lanzville"), is a holding entity whose main purpose is to hold shares of Quinenco and various other companies. Lanzville's principal business address is Heiligkreuz 6, FL-9490 Vaduz, Liechtenstein.

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Lanzville is a member of the Quinenco Group.

Dolberg Finance Corporation Establishment, an establishment organized under the laws of Liechtenstein ("Dolberg"), is a holding entity whose main purpose is to hold shares of Quinenco and various other companies. Dolberg's principal business address is Heiligkreuz 6, FL-9490 Vaduz, Liechtenstein. Dolberg is a member of the Quinenco Group.

Geotech Establishment, an establishment organized under the laws of Liechtenstein ("Geotech"), is a holding entity whose main purpose is to hold shares of Quinenco and various other companies. Geotech's principal business address is Heiligkreuz 6, FL-9490 Vaduz, Liechtenstein. Geotech is a member of the Quinenco Group.

Andsberg Ltd., a limited liability company organized under the laws of Jersey, Channel Islands ("Andsberg Jersey"), is a holding company whose main purpose is to hold shares of Quinenco and various other companies. Andsberg Jersey's principal business address

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is 22 Grenville Street, St. Helier, Jersey, Channel Islands JE48PX. Andsberg Jersey is a member of the Quinenco Group.

Andsberg Inv. Ltd., a limited liability company organized under the laws of Jersey, Channel Islands ("Andsberg Inv. Jersey"), is a holding company whose main purpose is to hold shares of Quinenco and various other companies. Andsberg Inv. Jersey's principal business address is 22 Grenville Street, St. Helier, Jersey, Channel Islands JE48PX. Andsberg Inv. Jersey is a member of the Quinenco Group.

Andsberg Inversiones Ltda., a limited liability partnership organized under the laws of Chile ("Andsberg Chile"), is a holding entity whose main purpose is to hold shares of Quinenco and various other companies. Andsberg Chile's principal business address is Ahumada 11, Oficina 206, Santiago, Chile. Andsberg Chile is a member of the Quinenco Group.

Ruana Copper Corporation Establishment, an establishment organized under the laws of Liechtenstein ("Ruana Copper"), is a holding entity whose main purpose is to hold shares of Quinenco and various other companies. Ruana Copper's principal business address is Heiligkreuz 6, FL-9490 Vaduz, Liechtenstein. Ruana Copper is a member of the Quinenco Group.

Guillermo Luksic Craig, a Chilean citizen, resides in Chile and has his principal business address at Enrique Foster Sur 20, 16th Floor, Santiago, Chile. Mr. Guillermo Luksic Craig is the Chairman of the Board of Directors of Quinenco and a member of the Quinenco Group.

Nicolas Luksic Puga, a Chilean citizen, resides at Camino San Antonio 883, Las Condes, Santiago, Chile. Mr. Nicolas Luksic Puga is a student and is a member of the Quinenco Group.

Inmobiliaria e Inversiones Rio Claro S.A., a corporation organized under the laws of Chile ("Rio Claro"), is a holding company whose main purpose is to hold shares of Quinenco and various other companies. Rio Claro's principal business address is at Enrique Foster Sur 20, 18th Floor, Santiago, Chile. Rio Claro is a member of the Quinenco Group.

Andronico Luksic Craig, a Chilean citizen, resides in Chile and has his principal business address at Enrique Foster Sur 20, 16th Floor, Santiago,

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Chile. Mr. Andronico Luksic Craig is the Vice Chairman of the Board of Directors of Quinenco and a member of the Quinenco Group.

Patricia Lederer Tcherniak, a Chilean citizen, resides in Chile and has her principal business address at Enrique Foster Sur 20, 18th Floor, Santiago, Chile. Mrs. Patricia Lederer Tcherniak is a member of the Quinenco Group.

Inversiones Consolidadas S.A., a corporation organized under the laws of Chile ("Inversiones Consolidadas"), is a holding company whose main purpose is to hold shares of Quinenco and various other companies. Inversiones Consolidadas's principal business address is Enrique Foster Sur 20, 18th Floor, Santiago, Chile. Inversiones Consolidadas is a member of the Quinenco Group.

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Inversiones Salta S.A., a corporation organized under the laws of Chile ("Inversiones Salta"), is a holding company whose main purpose is to hold shares of Quinenco and various other companies. Inversiones Salta's principal business address is Enrique Foster Sur 20, 18th Floor, Santiago, Chile. Inversiones Salta is a member of the Quinenco Group.

Andronico Luksic Lederer, a Chilean citizen, resides in Chile and has his principal business address at Enrique Foster Sur 20, 18th Floor, Las Condes, Santiago, Chile. Mr. Andronico Luksic Lederer is a student and is a member of the Quinenco Group.

Davor Luksic Lederer, a Chilean citizen, resides in Chile and has his principal business address at Enrique Foster Sur 20, 18th Floor, Las Condes, Santiago, Chile. Mr. Davor Luksic Lederer is a student and is a member of the Quinenco Group.

Max Luksic Lederer, a Chilean citizen, resides in Chile and has his principal business address at Enrique Foster Sur 20, 18th Floor, Las Condes, Santiago, Chile. Mr. Max Luksic Lederer is the minor son of Andronico Luksic Craig and is a member of the Quinenco Group.

Dax Luksic Lederer, a Chilean citizen, resides in Chile and has his principal business address at Enrique Foster Sur 20, 18th Floor, Las Condes, Santiago, Chile. Mr. Dax Luksic Lederer is the minor son of Andronico Luksic Craig and is a member of the Quinenco Group.

(d) None of the Reporting Persons, or to the best knowledge of each of the Reporting Persons, any of the persons listed in Schedule A hereto, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years.

(e) During the last five years, none of the Reporting Persons, or to the best knowledge of each Reporting Person, any of the persons listed in Schedule A hereto, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation of such law.

Item 5. Interests in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

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(a)-(b) See pages 2-24 of this Schedule 13D for the aggregate number and percentage of Common Shares beneficially owned by each Reporting Person, the number of Common Shares as to which there is sole or shared power to vote, or to direct the vote, and sole or shared power to dispose or to direct the disposition.

(c) Not applicable.

(d) Sociedad Administradora de la Obligacion Subordinanada SAOS S.A. ("SAOS"), a 100%-owned subsidiary of SM Chile through which SM Chile holds 42% of its

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beneficial interest in the Common Shares, has pledged all of such shares to Chile's Central Bank (the "Central Bank") as collateral for the payment of certain indebtedness of SAOS held by the Central Bank, as discussed further in Item 6. So long as those Common Shares remain pledged, the Central Bank has the right to receive and the power to direct the receipt of 42.8% of all dividends paid by Banco de Chile. Under certain conditions, the Central Bank also has the sole power to dispose or to direct the disposition of the pledged Common Shares and has rights to the proceeds of a sale of those shares. SM Chile retains the voting rights relating to the pledged Common Shares while these shares are pledged to the Central Bank.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and restated in its entirety as follows:

Following Banco de Chile's 1996 reorganization, SM Chile's wholly-owned subsidiary, SAOS, S.A., pursuant to an agreement with the Chilean Central Bank, assumed a payment obligation which replaced debt owed to the Central Bank by Banco de Chile. In exchange for assuming the Central Bank indebtedness, SAOS received Banco de Chile Common Stock from SM Chile. SAOS is now solely responsible for this UF-denominated obligation over the balance of its 40-year term. As part of its obligation, SAOS pledged Banco de Chile Common Shares as collateral. Dividends received from Banco de Chile are the sole source of SAOS's revenues, which it is required to apply to repay this indebtedness. However, under SAOS's agreement with the Central Bank, Banco de Chile has no obligation to distribute dividends to its shareholders. To the extent distributed dividends are not sufficient to pay the amount due on this indebtedness, SAOS is permitted to maintain a cumulative deficit balance with the Central Bank that SAOS commits to pay with future dividends. If the cumulative deficit balance exceeds an amount equal to 20% of Banco de Chile's total capital, the Central Bank may require SAOS to sell a sufficient number of Shares of Banco de Chile to pay the entire deficit amount accumulated. The shareholders of SM Chile have a right of first refusal with respect to that sale. As of June 30, 2002, SAOS maintained a deficit balance with the Central Bank of UF315,775 (equivalent to US\$7.5 million), equivalent to less than 1% of Banco de Chile's total capital and reserves (US\$772.2 million) as of the same date.

If from time to time in the future Banco de Chile's shareholders decide to retain and capitalize all or part of its annual net income in order to finance its future growth, and to distribute stock dividends among its shareholders, the Central Bank may require Banco de Chile to pay the portion of

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the net income corresponding to shares owned by SAOS in cash to SAOS. If Banco de Chile distributes stock dividends and the Central Bank does not require the bank to pay that portion in cash, the shares received by SAOS must be sold by SAOS within the following 12 months.

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Item 7. Material to be Filed as Exhibits.

The following are filed with this statement:

1. Joint Filing Agreements, together with Powers of Attorney from each of Luksburg Foundation, Dolberg Finance Corporation Establishment, Lanzville Investments Establishment, Ruana Copper Corporation Establishment, Geotech Establishment, Andsberg Ltd., Andsberg Inv. Ltd., Andsberg Inversiones Ltda., Patricia Lederer Tcherniak, Nicolas Luksic Puga, Guillermo Luksic Craig, Andronico Luksic Abaroa, Andronico Luksic Craig, Inmobiliaria e Inversiones Rio Claro S.A., Inversiones Salta S.A., Inversiones Consolidadas S.A., Andronico Luksic Lederer, Davor Luksic Lederer, Max Luksic Lederer, Dax Luksic Lederer and LQ Inversiones Financieras S.A.
2. Merger Agreement between Banco de Chile and Banco de A. Edwards, dated as of October 3, 2001 (together with an English translation thereof)*
3. Agreement, dated December 20, 2000, among Agricola El Penon S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
 - (a) Spanish language version*
 - (b) English translation
4. Agreement, dated December 20, 2000, among Inversiones Ranquil S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
 - (a) Spanish language version*
 - (b) English translation
5. Agreement, dated December 20, 2000, among Inmobiliaria e Inversiones Hidroindustriales S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
 - (a) Spanish language version*
 - (b) English translation
6. Agreement, dated December 20, 2000, among VTR S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
 - (a) Spanish language version*
 - (b) English translation
7. Agreement, dated December 20, 2000, among Inversiones y Bosques S.A., Quinenco S.A., LQ Inversiones Financieras S.A., Inversiones Rio Grande S.A. and Banco del Estado de Chile
 - (a) Spanish language version*
 - (b) English translation

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8. Loan Agreement, dated December 26, 2001, between LQ Inversiones Financieras S.A. and BBVA Banco BHIF
 - (a) Spanish language version*
 - (b) English translation
9. Loan, Pledge of Shares and Guaranty Agreement with Joint and Several Liability, dated December 15, 2000, between LQ Inversiones Financieras S.A. and Banco Santiago
 - (a) Spanish language version*
 - (b) English translation
10. Share Purchase Agreement, dated March 27, 2001, between Empresas Penta S.A. and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers
 - (a) Spanish language version*
 - (b) English translation
11. Share Purchase Agreement, dated March 27, 2001, between Sociedad de Inversiones y Rentas Megeve Limitada and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers
 - (a) Spanish language version*
 - (b) English translation
12. Share Purchase Agreement, dated March 27, 2001, between Sociedad Comercial y Editorial Santiago Limitada and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers
 - (a) Spanish language version*
 - (b) English translation
13. Share Purchase Agreement, dated March 27, 2001, between Consorcio Financiero S.A. and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers
 - (a) Spanish language version*
 - (b) English translation
14. Share Purchase Agreement, dated March 27, 2001, between Inversiones Las Arenas Sociedad Anonima and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers
 - (a) Spanish language version*
 - (b) English translation
15. Pledge Agreement, dated January 9, 2002, between LQ Inversiones Financieras S.A. and Deutsche Bank AG Cayman Islands Branch

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- (a) Spanish language version*
 - (b) English translation
16. Note Amendment, dated April 23, 2002, among Agricola El Penon S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
- (a) Spanish language version**
 - (b) English summary***
17. First Amendment and Waiver to Senior Secured Credit Agreement, dated May 22, 2002, between LQ Inversiones Financieras S.A. and Deutsche Bank AG Cayman Islands Branch

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- * Exhibit previously filed
 - ** Pursuant to Rule 12b-31 under the Exchange Act, only one of the five Note Amendments referenced in the second paragraph of Item 6 herein, each dated April 23, 2002, has been previously filed with SEC. The schedule below sets forth the material details (consisting only of the names of the parties to such Note Amendments) in which the four documents which are not filed hereto differ from Exhibit 16:

Note Amendment

Note Amendment among Inversiones Ranquil S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile

Note Amendment among Inmobiliaria e Inversiones Hidroindustriales S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile

Note Amendment among VTR S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile

Note Amendment among Inversiones y Bosques S.A., Quinenco S.A., LQ Inversiones Financieras S.A., Inversiones Rio Grande S.A. and Banco del Estado de Chile
 - *** Pursuant to Rule 12b-12(d) under the Exchange Act, an English summary has previously been provided.

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Schedule A-1

Directors and Executive Officers of LQ Inversiones Financieras S.A.

Directors:

- 1. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Quinenco,
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor

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- Citizenship: Santiago, Chile
Chilean
2. Name: Francisco Perez Mackenna
Principal Occupation: Chief Executive Officer of Quinenco
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Manuel Jose Noguera Eyzaguirre
Principal Occupation: Chief Legal Counsel of Quinenco
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Felipe Joannon Vergara
Principal Occupation: Managing Director, Business Development,
Quinenco
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
5. Name: Martin Rodriguez Guiraldes
Principal Occupation: Managing Director, Strategy and Performance
Appraisal, Quinenco
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean

Executive Officers:

1. Name: Luis Fernando Antunez Bories
Principal Occupation: Chief Executive Officer of LQ Inversiones,
Chief Financial Officer of Quinenco
Business Address: Enrique Foster Sur 20, 15th Floor
Santiago, Chile
Citizenship: Chilean

A-1-1

Schedule A-2

Directors and Executive Officers of Quinenco S.A.

Directors:

1. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco,
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of
Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean

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3. Name: Matko Koljatic Maroevic
Principal Occupation: Business Administrator
Business Address: Vicuna Mackenna 4860
Escuela de Administration PVC,
Santiago, Chile
Citizenship: Chilean
4. Name: Hernan Buchi Buc
Principal Occupation: Director of various companies
Business Address: San Crecente 551
Las Condes, Santiago, Chile
Citizenship: Chilean
5. Name: Juan Andres Fontaine Talavera
Principal Occupation: Owner, Fontaine Consultants
Business Address: Santa Lucia 188, 6th Floor
Santiago, Chile
Citizenship: Chilean

A-2-1

6. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco,
Director of various companies
Business Address: Ahumada 11, 10 th Floor
Santiago, Chile
Citizenship: Chilean
7. Name: Gonzalo Menendez Duque
Principal Occupation: Director of various companies
Business Address: Agustinas 972, Suite 701
Santiago, Chile
Citizenship: Chilean

Executive Officers:

1. Name: Francisco Perez Mackenna
Title: Chief Executive Officer
Citizenship: Chilean
2. Name: Luis Fernando Antunez Bories
Title: Chief Financial Officer
Citizenship: Chilean
3. Name: Felipe Joannon Vergara
Title: Managing Director, Business Development
Citizenship: Chilean
4. Name: Martin Rodriguez Guiraldes
Title: Managing Director, Strategy and Performance
Appraisal
Citizenship: Chilean
5. Name: Sergio Cavagnaro Santa Maria
Title: Managing Director, Human Resources
Citizenship: Chilean
6. Name: Manuel Jose Noguera Eyzaguirre
Title: Chief Legal Counsel
Citizenship: Chilean

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7. Name: Fernando Silva Lavin
Title: Controller
Citizenship: Chilean

A-2-2

Schedule A-3

Directors of the Luksburg Foundation

1. Name: Andronico Luksic Abaroa
Principal Occupation: Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco,, Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
5. Name: Karl Josef Hier
Principal Occupation: Lawyer, Marxer & Partner
Business Address: Heiligkreuz 6
Vaduz, Liechtenstein
Citizenship: Liechtenstein

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Schedule A-4

Directors of Lanzville Investments Establishment

1. Name: Andronico Luksic Abaroa
Principal Occupation: Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of

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- Business Address: Quinenco, Director of various companies
Enrique Foster Sur 20, 16th Floor
Santiago, Chile
- Citizenship: Chilean
3. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco,
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco,
Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
5. Name: Karl Josef Hier
Principal Occupation: Lawyer, Marxer & Partner
Business Address: Heiligkreuz 6
Vaduz, Liechtenstein
Citizenship: Liechtenstein

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Schedule A-5

Directors of Dolberg Finance Corporation Establishment

1. Name: Andronico Luksic Abaroa
Principal Occupation: Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Andronico Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco,
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco,
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco,
Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
5. Name: Karl Josef Hier
Principal Occupation: Lawyer, Marxer & Partner

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Business Address: Heiligkreuz 6
Vaduz, Liechtenstein
Citizenship: Liechtenstein

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Schedule A-6

Directors of Geotech Establishment

1. Name: Andronico Luksic Abaroa
Principal Occupation: Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco, Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
5. Name: Karl Josef Hier
Principal Occupation: Lawyer, Marxer & Partner
Business Address: Heiligkreuz 6
Vaduz, Liechtenstein
Citizenship: Liechtenstein

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Schedule A-7

Directors of Andsberg Limited

1. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Andronico Luksic Abaroa
Principal Occupation: Director of various companies

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Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean

3. Name: Mark Lightbown
Principal Occupation: Director of various companies
Business Address: Avenida El Bosque Norte 0440, Las Condes
Santiago, Chile
Citizenship: British

A-7-1

Schedule A-8

Directors of Andsberg Inversiones Limited

1. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco,
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean

2. Name: Andronico Luksic Abaroa
Principal Occupation: Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean

3. Name: Mark Lightbown
Principal Occupation: Director of various companies
Business Address: Avenida El Bosque Norte 0440, Las Condes
Santiago, Chile
Citizenship: British

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Schedule A-9

Authorized Signators of Andsberg Inversiones Ltda.

1. Name: Andronico Luksic Abaroa
Principal Occupation: Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean

2. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of
Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean

3. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco,

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- Business Address: Director of various companies
Enrique Foster Sur 20, 16th Floor
Santiago, Chile
- Citizenship: Chilean
4. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco,
Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
5. Name: Guillermo Delgado Opazo
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
6. Name: Lukas Yaksic Rojas
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean

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Schedule A-10

Directors of Ruana Copper Corporation Establishment

1. Name: Andronico Luksic Abaroa
Principal Occupation: Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Andronico Luksic Craig
Principal Occupation: Vice-Chairman of the Board of Directors of
Quinenco
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco,
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco,
Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean

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Directors of Inmobiliaria e Inversiones Rio Claro S.A.

1. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco,
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
 2. Name: Nicolas Luksic Puga
Principal Occupation: Financial Analyst, Quinenco
Business Address: Enrique Foster Sur 20, 15th Floor
Santiago, Chile
Citizenship: Chilean
 3. Name: Andronico Luksic Craig
Principal Occupation: Vice-Chairman of the Board of Directors of
Quinenco
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
 4. Name: Antonia Luksic Puga
Principal Occupation: N/A
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean
 5. Name: Manuel Jose Noguera Eyzaguirre
Principal Occupation: Chief Legal Counsel of Quinenco
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
 6. Name: Alessandro Bizzarri Carvallo
Principal Occupation: Lawyer, Quinenco
Business Address: Enrique Foster Sur 20, 15th Floor
Santiago, Chile
Citizenship: Chilean
- A-11-1
7. Name: Mario Garrido Taraba
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

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Schedule A-12

Directors and General Manager of Inversiones Consolidadas S.A.

Directors:

1. Name: Mario Garrido Taraba
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Andronico Luksic Lederer
Principal Occupation: Financial Analyst, Banchile
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Patricia Lederer Tcherniak
Principal Occupation: n/a
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Argentine
4. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco,
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
5. Name: Gustavo Delgado Opazo
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

General Manager:

1. Name: Rodrigo Terre Fontbona
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

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Schedule A-13

Directors and General Manager of Inversiones Salta S.A.

Directors:

1. Name: Andronico Luksic Lederer
Principal Occupation: Financial Analyst, Banchile
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

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2. Name: Edmundo Eluchans Urenda
Principal Occupation: Lawyer, Eluchans & Co.
Business Address: Teatinos 248, 10th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Mario Garrido Taraba
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Gustavo Delgado Opazo
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

General Manager:

1. Name: Rodrigo Terre Fontbona
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: April 19, 2005

LQ Inversiones Financieras S.A.

By: /s/ Luis Fernando Antunez

Name: Luis Fernando Antunez
Title: Chief Executive Officer

Quinenco S.A.

By: /s/ Francisco Perez Mackenna

Name: Francisco Perez Mackenna
Title: Chief Executive Officer

Andronico Luksic Abaroa
Luksburg Foundation
Dolberg Finance Corporation Establishment
Lanzville Investment Establishment
Ruana Copper Corporation Establishment
Geotech Establishment
Andsberg Ltd.

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Andsberg Inv. Ltd.
Andsberg Inversiones Ltda.

By: /s/ Andronico Luksic Abaroa

Name: Andronico Luksic Abaroa
Title: Attorney-in-fact

Guillermo Luksic Craig
Nicolas Luksic Puga
Inmobiliaria e Inversiones Rio Claro S.A.

By: /s/ Mario Garrido Taraba

Name: Mario Garrido Taraba
Title: Attorney-in-fact

Andronico Luksic Craig
Patricia Lederer Tcherniak
Inversiones Consolidadas S.A.
Inversiones Salta S.A.
Andronico Luksic Lederer
Davor Luksic Lederer
Max Luksic Lederer
Dax Luksic Lederer

By: /s/ Rodrigo Terre Fontbona

Name: Rodrigo Terre Fontbona
Title: Attorney-in-fact

EXHIBIT INDEX

Exhibit	Description
1.	Joint Filing Agreements, Powers of Attorney from each of: LQ Inversiones Financieras S.A., Luksburg Foundation, Dolberg Finance Corporation Establishment, Lanzville Investments Establishment, Ruana Copper Corporation Establishment, Geotech Establishment, Andsberg Ltd., Andsberg Inv. Ltd., Andsberg Inversiones Ltda., Patricia Lederer Tcherniak, Nicolas Luksic Puga, Guillermo Luksic Craig, Andronico Luksic Abaroa, Andronico Luksic Craig, Inmobiliaria e Inversiones Rio Claro S.A., Inversiones Salta S.A., Inversiones Consolidadas S.A., Andronico Luksic Lederer, Davor Luksic Lederer, Max Luksic Lederer and Dax Luksic Lederer
2.	Merger Agreement between Banco de Chile and Banco de Chile and Banco de A. Edwards, dated as of October 3, 2001 (together with an English translation thereof)*
3.	Agreement, dated December 20, 2000, among Agricola El Penon S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile (a) Spanish language version*

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- (b) English translation
- 4. Agreement, dated December 20, 2000, among Inversiones Ranquil S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
 - (a) Spanish language version*
 - (b) English translation
- 5. Agreement, dated December 20, 2000, among Inmobiliaria e Inversiones Hidroindustriales S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
 - (a) Spanish language version*
 - (b) English translation
- 6. Agreement, dated December 20, 2000, among VTR S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
 - (a) Spanish language version*
 - (b) English translation

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- 7. Agreement, dated December 20, 2000, among Inversiones y Bosques S.A., Quinenco S.A., LQ Inversiones Financieras S.A., Inversiones Rio Grande S.A. and Banco del Estado de Chile
 - (a) Spanish language version*
 - (b) English translation
- 8. Loan Agreement, dated December 26, 2001, between LQ Inversiones Financieras S.A. and BBVA Banco BHIF
 - (a) Spanish language version*
 - (b) English translation
- 9. Loan, Pledge of Shares and Guaranty Agreement with Joint and Several Liability Co-Debt Agreement, dated December 15, 2000, between LQ Inversiones Financieras S.A. and Banco Santiago
 - (a) Spanish language version*
 - (b) English translation
- 10. Share Purchase Agreement, dated March 27, 2001, between Empresas Penta S.A. and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers
 - (a) Spanish language version*
 - (b) English translation
- 11. Share Purchase Agreement, dated March 27, 2001, between Sociedad de

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Inversiones y Rentas Megeve Limitada and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers

(a) Spanish language version*

(b) English translation

12. Share Purchase Agreement, dated March 27, 2001, between Sociedad Comercial y Editorial Santiago Limitada and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers

(a) Spanish language version*

(b) English translation

13. Share Purchase Agreement, dated March 27, 2001, between Consorcio Financiero S.A. and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers

(a) Spanish language version*

(b) English translation

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14. Share Purchase Agreement, dated March 27, 2001, between Inversiones Las Arenas Sociedad Anonima and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers

(a) Spanish language version*

(b) English translation

15. Pledge Agreement, dated January 9, 2002, between LQ Inversiones Financieras S.A. and Deutsche Bank AG Cayman Islands Branch

(a) Spanish language version*

(b) English translation

16. Note Amendment, dated April 23, 2002, among Agricola El Penon S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile

(a) Spanish language version**

(b) English summary***

17. First Amendment and Waiver to Senior Secured Credit Agreement, dated May 22, 2002, between LQ Inversiones Financieras S.A. and Deutsche Bank AG Cayman Islands Branch

* Exhibit previously filed

** Pursuant to Rule 12b-31 under the Exchange Act, only one of the five Note Amendments referenced in the second paragraph of Item 6 herein, each dated April 23, 2002, has been previously filed. The schedule below sets forth the material details (consisting only of the names of the parties to such Note Amendments) in which the four documents which are not filed hereto

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differ from Exhibit 16:

Note Amendment among Inversiones Ranquil S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile

Note Amendment among Inmobiliaria e Inversiones Hidroindustriales S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile

Note Amendment among VTR S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile

Note Amendment among Inversiones y Bosques S.A., Quinenco S.A., LQ Inversiones Financieras S.A., Inversiones Rio Grande S.A. and Banco del Estado de Chile

*** Pursuant to Rule 12b-12(d) under the Exchange Act, an English summary has previously been provided.