

YORK WATER CO
Form 4
September 18, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rasmussen Steven R

(Last) (First) (Middle)
130 EAST MARKET STREET
(Street)
YORK, PA 17401-1219
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
YORK WATER CO [yorw]

3. Date of Earliest Transaction
(Month/Day/Year)
09/16/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Price				
common stock	09/16/2015		P	V	28.447	A	\$ 21.092	655.929	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: YORK WATER CO - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rasmussen Steven R 130 EAST MARKET STREET YORK, PA 17401-1219		X		

Signatures

/s/ Bonnie J. Rexroth, Assistant Secretary by Power of Attorney 09/18/2015

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. p; 250,458

Preferred shares

411,866

Total

662,324

b) Interest on capital and dividends

The preferred shares do not have voting rights, except in the cases stipulated in articles 9 and 10 of the bylaws. They are, however, assured priority in the reimbursement of capital, without premium, the right to participate in the dividend to be distributed, corresponding to a minimum of 25% of net income for the financial year, calculated in accordance with article 202 of corporate law, and priority in receiving minimum

Edgar Filing: YORK WATER CO - Form 4

noncumulative dividends equivalent to the largest of the following values:

- b.1) 6% per annum on the amount resulting from dividing the paid-up capital by the total number of Company's shares.
- b.2) 3% per annum on the amount resulting from division of the shareholders' equity by the total number of Company's shares, and also the right to participate in distributed income under equal conditions to the common shares, after the latter has been assured a dividend equal to the minimum priority dividend established for the preferred shares.

As from the General Shareholders' Meeting held on March 27, 2004, the preferred shares are entitled to full voting rights, in accordance with article 111, paragraph 1, of Law No. 6,404/76, since the minimum dividends were not paid on the preferred shares for three consecutive years.

- c) Special goodwill reserve

This reserve represents a special goodwill reserve formed as a result of the Company's corporate restructuring, which will be capitalized in favor of the controlling shareholder at the time of effective realization of the tax benefit.

Table of Contents

Telesp Celular Participações S.A.

11. INSURANCE

The Company has a policy of monitoring the risks inherent to their operations. Accordingly, as of September 30, 2005, the Companies had insurance policies in effect to cover third-party liability and auto. The Management of the Company considers that the amounts are sufficient to cover possible losses. The principal responsibility covered by insurance and corresponding amounts is shown below:

<u>Type</u>	<u>Amounts insured</u>
General third-party liability - RCG	R\$7,560
Automobile (fleet of executive vehicles)	Fipe Table (100%), R\$250 for DC and R\$50 for DM

Table of Contents

**FINANCIAL STATEMENTS OF TCO AS OF SEPTEMBER 30, 2005 AND FOR THE NINE-MONTH PERIOD THEN ENDED
THAT ACCOMPANY THE DELOITTE TOUCHE TOHMATSU BOOK VALUE REPORT FILED PURSUANT TO RULE 425 ON
DECEMBER 6, 2005**

Table of Contents

(Convenience Translation into English from the Original Previously Issued in Portuguese)

Tele Centro Oeste Celular

Participações S.A.

Financial Statements for the Nine-Month

Period September 30, 2005 and

Independent Auditors Report

Deloitte Touche Tohmatsu Auditores Independentes

Table of Contents

(Convenience Translation into English from the Original Previously Issued in Portuguese)

INDEPENDENT AUDITORS REPORT

To the Shareholders and Management of

Tele Centro Oeste Celular Participações S.A.

Brasília - DF

1. We have audited the accompanying balance sheet of Tele Centro Oeste Celular Participações S.A. as of September 30, 2005 and the related statement of income and change in shareholders' equity for the nine-month period then ended, prepared under the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements.
2. Our work was conducted in accordance with the Brazilian auditing standards and comprised: (a) planning of the work, taking into consideration the significance of the balances, the volume of transactions and the accounting and internal control systems of the Company; (b) checking, on a test basis, the evidence and records that support the amounts and accounting information disclosed; and (c) evaluating the relevant accounting practices and estimates adopted by management, as well as the presentation of the financial statements taken as a whole.
3. Considering the special purpose of these financial statements (see Note 2), the Company is not presenting the statement of changes in financial position for the nine-month period ended at September 30, 2005, that is required for a complete presentation of the financial statements in Brazil.
4. In our opinion, except for the omission discussed in paragraph 3, that results in an incomplete presentation of the financial statements, the financial statements referred to in paragraph 1 present fairly, in all material respects, the financial position of Tele Centro Oeste Celular Participações S.A. as of September 30, 2005, the results of its operations and the changes in shareholders' equity for the nine-month period then ended in accordance with accounting practices adopted in Brazil.
5. The accompanying financial statements have been translated into English for the convenience of readers outside Brazil.

São Paulo, December 4, 2005

DELOITTE TOUCHE TOHMATSU
Auditores Independentes

José Domingos do Prado
Engagement Partner

Table of Contents

(Convenience Translation into English from the Original Previously Issued in Portuguese)

TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.

BALANCE SHEET AS OF SEPTEMBER 30, 2005

(In thousands of Brazilian reais - R\$)

	09.30.05
<u>ASSETS</u>	
CURRENT ASSETS	
Cash and cash equivalents	1,861
Financial investments	93,025
Trade accounts receivable, net	125,038
Inventories	25,343
Advances to suppliers	3,288
Interest on capital and dividends	161,097
Deferred and recoverable taxes	125,978
Prepaid expenses	19,097
Other assets	13,833
Total current assets	568,560
NONCURRENT ASSETS	
Deferred and recoverable taxes	266,303
Loans and financing	25,152
Prepaid expenses	928
Other assets	12,490
Total noncurrent assets	304,873
PERMANENT ASSETS	
Investments	2,145,129
Property, plant and equipment, net	275,579
Deferred charges, net	369
Total permanent assets	2,421,077
TOTAL ASSETS	3,294,510
	09.30.05
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>	
CURRENT LIABILITIES	
Payroll and related accruals	8,391
Trade accounts payable	75,827

Edgar Filing: YORK WATER CO - Form 4

Taxes payable	16,502
Loans and financing	17,380
Interest on capital and dividends payable	137,686
Reserve for contingencies	1,664
Derivative contracts	8,661
Other liabilities	51,981
Total current liabilities	318,092
LONG-TERM LIABILITIES	
Loans and financing	5,741
Reserve for contingencies	130,539
Derivative contracts	2,938
Other liabilities	1,748
Total long-term liabilities	140,966
SHAREHOLDERS EQUITY	
Capital	1,021,737
Capital reserves	629,064
Revenue reserves	692,645
Retained earnings	491,880
Total shareholders equity	2,835,326
FUNDS FOR CAPITALIZATION	126
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	3,294,510

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

Table of Contents

(Convenience Translation into English from the Original Previously Issued in Portuguese)

TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.

STATEMENT OF INCOME

FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2005

(In thousands of Brazilian reais - R\$)

	09.30.05
	<hr/>
GROSS OPERATING REVENUE	
Telecommunications services	396,738
Sale of products	62,523
	<hr/>
	459,261
	<hr/>
Deductions from gross revenue	(118,853)
NET OPERATING REVENUE	340,408
	<hr/>
Cost of services provided	(73,178)
Cost of products sold	(63,404)
	<hr/>
GROSS PROFIT	203,826
OPERATING REVENUES (EXPENSES)	
Selling expenses	(165,791)
General and administrative expenses	(37,049)
Other operating expenses	(14,463)
Other operating revenue	23,742
Equity pick-up	300,856
	<hr/>
	107,295
OPERATING INCOME BEFORE FINANCIAL INCOME (EXPENSES)	311,121
	<hr/>
Financial expenses	(22,557)
Financial income	15,605
Interest on capital receivable	66,000
OPERATING INCOME	370,169
	<hr/>
Nonoperating income (expense), net	(21)
INCOME BEFORE TAXES AND MINORITY INTERESTS	370,148
Income and social contribution taxes	(28,374)
INCOME BEFORE REVERSAL OF INTEREST ON CAPITAL	341,774
	<hr/>

Edgar Filing: YORK WATER CO - Form 4

Reversal of interest on capital	(66,000)
NET INCOME FOR THE PERIOD	<u>275,774</u>

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

Table of Contents

(Convenience Translation into English from the Original Previously Issued in Portuguese)

TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.

STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY

FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2005

(In thousands of Brazilian reais - R\$)

	Share capital	Treasury shares	Capital Reserves				Income Reserve		Retained earnings	Total	
			Subscribed goodwill	Special goodwill	Interest on construction	Donation and subvention	Tax incentive	Statutory reserve			Reserve for expansion
BALANCE AT DECEMBER 31, 2004	792,966	(49,109)	37,533	532,731	4,505		153	107,291	750,233	265,199	2,441,502
Capital increase with reserve - Special meeting of March 31, 2005	164,878								(164,878)		
Capital increase with agio reserve - Special meeting of July 29, 2005	63,893			(63,893)							
Goodwill on alienation of treasury shares				24							24
Realization of special goodwill reserve				(15,584)							(15,584)
Realization of special goodwill reserve of TCP				133,370							133,370
Write off treasury shares		49,093								(49,093)	
Alienation of treasury shares		16									16
Donation and Subvention about						224					224

Edgar Filing: YORK WATER CO - Form 4

Motorola											
Net income									275,774	275,774	
<hr/>											
BALANCE											
AT											
SEPTEMBER											
30, 2005	1,021,737	37,533	586,648	4,505	224	153	107,291	585,355	491,880	2,835,326	
<hr/>											

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

Table of Contents

(Convenience Translation into English from the Original Previously Issued in Portuguese)

TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE NINE-MONTH PERIOD SEPTEMBER 30, 2005

(In thousands of Brazilian reais - R\$, unless otherwise indicated)

1. OPERATIONS

Tele Centro Oeste Celular Participações S.A. (TCO or Company) is a publicly-traded company which, as of September 30, 2005, is controlled by Telesp Celular Participações S.A. (TCP) (90.59% of the voting capital and 52.47% of total capital).

TCO is the controlling company of the operators Telegoiás Celular S.A. (Telegoiás), Telemat Celular S.A. (Telemat), Telems Celular S.A. (Telems), Teleron Celular S.A. (Teleron), Teleacre Celular S.A. (Teleacre) and Norte Brasil Telecom S.A. (NBT), which provide mobile telephone services, through the licenses granted, including activities necessary or useful to provide these services in the Mid-West and North of Brazil.

The license granted to TCO is effective until July 24, 2006 and those of its subsidiaries have the following terms:

<u>Subsidiary</u>	<u>Operating area</u>	<u>Term of license</u>
Telegoiás	Goiás and Tocantins	10.29.08
Telemat	Mato Grosso	03.30.09
Telems	Mato Grosso do Sul	09.28.09
Teleron	Rondônia	07.21.09
Teleacre	Acre	07.15.09
NBT	Amazonas, Roraima, Amapá, Pará and Maranhão	11.29.13

The above licenses are renewable, once only, for a 15-year term, by paying annual charges equivalent to approximately 1% of the annual revenues of the operators.

The Company's business and that of its subsidiaries, including the services it may provide, is regulated by the National Telecommunications Agency (Agência Nacional de Telecomunicações - ANATEL), the telecommunications regulatory agency, in accordance with Law No. 9,472, of July 16, 1997, and respective regulations, decrees, rulings and complementary plans.

Edgar Filing: YORK WATER CO - Form 4

On March 28, 2005, TCO's Board approved the corporate restructuring of Teleacre, Telegoiás, Teleron and Telems, through a merger with the parent company, and of Telemat, through a merger with the subsidiary TCO IP S.A. (TCO IP). The proposed restructurings were filed with ANATEL on June 7 and June 27, 2005, respectively.

The objective of this operation is to obtain financial and operational benefits, among others, through reductions in administrative costs, the cost of publications, and rationalization of the accounting procedures.

Table of Contents

Tele Centro Oeste Celular Participações S.A.

2. PRESENTATION OF THE FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with generally accepted accounting practices in Brazil and Brazilian Corporate Legislation, which include the norms applicable to public telecommunications services concessionaires and the norms and accounting procedures established by the Brazilian Securities Commission (Comissão de Valores Mobiliários - CVM).

The Company year ends on December 31 of each year. These interim financial statements were prepared to serve as a basis for corporate restructuring purposes, involving the Company, TCP Participações S.A., Tele Leste Celular Participações S.A., Tele Sudeste Celular Participações S.A. and Celular CRT Participações S.A., all of which are publicly-held companies under common share control. The objective of the restructuring is to transfer the share control and the minority participations to TCP, through an exchange of shares. This proposal will require the approval of the shareholders of the various companies involved and, if approved, will be based on the relation of the exchange to the economic value to be established in a report issued by independent experts.

Consequently, the balance sheet, the income statement and the statement of changes in shareholders' equity only include the operations effected in the first nine months of 2005, which are presented without comparison to any prior period. Additionally, in view of the specific purpose of these interim financial statements, the Company is not presenting the statement of changes in financial position.

3. SUMMARY OF THE PRINCIPAL ACCOUNTING PRACTICES

a) Cash and cash equivalents

Are considered to be all available balances in cash and banks and all highly liquid temporary cash investments, stated as cost plus interest accrued to the balance sheet date, with original maturity dates of three months or less.

b) Investments

Represents goodwill recorded on acquisitions of consolidated subsidiaries and permanent investments in unconsolidated affiliates and subsidiaries that are accounted for under the equity method. The accounting practices of direct and indirect subsidiaries are consistent with those applied by the Company.

c) Income and social contribution taxes

Are calculated and recorded based on the tax rates in effect on the balance sheet date, on an accrual basis.

Table of Contents

Tele Centro Oeste Celular Participações S.A.

d) Reserve for contingencies

The reserve is recorded based on the opinion of external legal and the Company's management, how to the probable result of the dependent subject, and are update until to date the balance sheet for the probable amount of the loss, observed the nature of each contingency.

4. TRADE ACCOUNTS RECEIVABLE, NET

	09.30.05
Unbilled amounts	26,100
Billed amounts	62,149
Interconnection	35,375
Products sold	10,283
(-) Allowance for doubtful accounts	(8,869)
Total	125,038

5. INVENTORIES

	09.30.05
Digital handsets	26,473
Accessories and others	142
(-) Allowance for obsolescence	(1,272)
Total	25,343

6. DEFERRED AND RECOVERABLE TAXES

	09.30.05
Prepaid income and social contribution taxes	3,187
Withholding income tax	21,343
Recoverable ICMS (State VAT)	18,619
Recoverable PIS and COFINS (taxes on revenue)	744
Other recoverable taxes	930
Total recoverable taxes	44,823
Deferred income and social contribution taxes	346,412

Edgar Filing: YORK WATER CO - Form 4

ICMS to be appropriated	1,046
Total	392,281
Current	125,978
Noncurrent	266,303

Table of Contents

Tele Centro Oeste Celular Participações S.A.

7. PREPAID EXPENSES

	09.30.05
	<hr/>
FISTEL fees	8,080
Advertising	10,704
Insurance premiums	23
Financial charges	171
Other	1,047
	<hr/>
Total	20,025
	<hr/>
Current	19,097
Noncurrent	928

8. OTHER ASSETS

	09.30.05
	<hr/>
Escrow deposits	12,537
Advances to employees	989
Credits with suppliers	7,296
Receivable from Group companies	3,844
Subsidies on handset sales	770
Other assets	887
	<hr/>
Total	26,323
	<hr/>
Current	13,833
Noncurrent	12,490

9. INVESTMENTS

a) Participation in subsidiaries

<u>Investees</u>	<u>Total interest - %</u>	<u>Total common shares (in thousands)</u>
Telegoiás Celular S.A.	100.00	6,735
Telemat Celular S.A.	100.00	711
Telems Celular S.A.	100.00	1,210
Teleron Celular S.A.	100.00	727
Teleacre Celular S.A.	100.00	1,987

Edgar Filing: YORK WATER CO - Form 4

Norte Brasil Telecom S.A.	100.00	72,000
TCO IP S.A.	99.99	999

Table of Contents

Tele Centro Oeste Celular Participações S.A.

b) Information on subsidiaries

<u>Investees</u>	Shareholders	Net income
	equity as of	(loss) as of
	09.30.05	09.30.05
Telegoiás Celular S.A.	842,512	129,473
Telemat Celular S.A.	521,122	69,767
Telems Celular S.A.	362,105	48,588
Teleron Celular S.A.	118,077	18,284
Teleacre Celular S.A.	61,265	8,902
Norte Brasil Telecom S.A.	238,267	26,243
TCO IP S.A.	95	(401)

c) Breakdown and changes

The balance of the Company's investments includes participation in the equity of the direct subsidiaries, goodwill, negative goodwill and an advance for a future capital increase, and other investments, as shown below:

	09.30.05
Investment in subsidiaries	1,885,550
Goodwill on purchase of investments, net	3,946
Advance for a future capital increase	
Goodwill recorded on spin-off to operators	257,893
Negative goodwill on purchase of participation in NBT	(2,282)
Other investments	22
Balance of investment	2,145,129

10. PROPERTY, PLANT AND EQUIPMENT, NET

	Annual	09.30.05		
	Depreciation			
	rates - %	Cost	Accumulated depreciation	Net book value
Transmission equipment	14.29	354,655	(260,907)	93,748
Switching equipment	10.00	123,576	(59,532)	64,044
Infrastructure	5.00 to 10.00	73,733	(48,095)	25,638

Edgar Filing: YORK WATER CO - Form 4

Land		2,185		2,185
Software use rights	20.00	85,397	(42,291)	43,106
Buildings	4.00	14,525	(6,363)	8,162
Handsets	66.67	20,766	(17,275)	3,491
Other assets	7.00 to 20.00	48,957	(25,140)	23,817
Assets and construction in progress		11,388		11,388
		<u>735,182</u>	<u>(459,603)</u>	<u>275,579</u>
Total		735,182	(459,603)	275,579

Table of Contents

Tele Centro Oeste Celular Participações S.A.

11. TRADE ACCOUNTS PAYABLE

	09.30.05
	<hr/>
Suppliers	49,652
Interconnections	2,940
Amounts to be transferred - SMP (*)	23,187
Other	48
	<hr/>
Total	75,827
	<hr/>

(*) The amounts to be passed on SMP refer to the VC2, VC3 and interconnection charges billed to our clients and passed on to the long-distance operators.

12. TAXES PAYABLE

	09.30.05
	<hr/>
State VAT (ICMS)	12,778
Income and social contribution taxes	180
PIS and COFINS	2,114
FISTEL fees	157
FUST and FUNTTEL	289
Other taxes	984
	<hr/>
Total	16,502
	<hr/>

13. LOANS AND FINANCING

a) Debt composition

<u>Description</u>	<u>Currency</u>	<u>Interest</u>	<u>Maturity</u>	<u>09.30.05</u>
Financial institutions:				
BNDES		TJLP + interest of		
	R\$	3.5% to 4% p.a.	01.15.06 to 01.15.08	2,762
Export Development Canada - EDC		Libor 6m +interest		
	US\$	of 3.9% to 5% p.a.	11.22.05 to 12.14.06	19,744
Interest				615

Total	23,121
Current	17,380
Noncurrent	5,741

b) Coverage

As of September 30, 2005, the Company had exchange contracts hedge in the amounts of US\$9,418 thousand, to hedge all their foreign-exchange liabilities. As of September 30, 2005, the Company and its subsidiaries had recorded an accumulated loss of R\$11,599 on these hedge operations, represented by liability balance of R\$8,661 under short-term and R\$2,938 under long-term.

Table of Contents

Tele Centro Oeste Celular Participações S.A.

14. OTHER LIABILITIES

	09.30.05
	<hr/>
Prepaid services	3,946
Accrual for customer loyalty program (a)	2,316
Intercompany liabilities	3,295
Provision for pension plan	84
Reverse split of shares (b)	41,829
Other	2,259
	<hr/>
Total	53,729
	<hr/>
Current	51,981
Noncurrent	1,748

- (a) The Company and its subsidiaries have customer loyalty programs, in which calls are transformed into points for future exchange for handsets. The accumulated points, net of redemptions, are provisioned, considering historic redemption data, points generated and the average cost of a point.
- (b) Refers to the credit made available to the shareholders who are beneficiaries of the excess shares resulting from the reserve split of the Company's share capital.

15. RESERVE FOR CONTINGENCIES

The Company and its subsidiaries are parties to certain lawsuits involving labor, tax and civil matters. A reserve was recorded in the accounts for claims in which the probability of an unsuccessful outcome was classified as probable.

The composition of the reserves is as follows:

	09.30.05
	<hr/>
Telebrás	119,143
Labor	5
Civil	3,467
Tax	9,588
	<hr/>
Total	132,203
	<hr/>
Current	1,664
Noncurrent	130,539

Table of Contents

Tele Centro Oeste Celular Participações S.A.

The changes in the reserve for contingencies in the nine-month period ended September 30, 2005 is as follows:

Balance at the beginning of the year	124,812
New provisions, net of reversals	2,021
Monetary variations	5,385
Payments	(15)
	<hr/>
Balance as of September 30	132,203
	<hr/>

15.1. Telebrás

Correspond to the original loans from Telecomunicações Brasileiras S.A. - Telebrás, which, according to Appendix 2 of the Spin-off Report dated February 28, 1998, approved by the Shareholders' General Meeting of May 1998, should be attributed to the corresponding holding company of Telegoiás Celular S.A. and Telebrasília Celular S.A.

As it considered that there had been a mistake in the allocation of these loans at the time of the spin-off, the Company suspended the payments and began to restate the debt in accordance with the variation of the IGP-M rate plus 6% interest per annum.

In June 1999, the Company filed a suit requesting a statement that the assets corresponding to these liabilities, plus accessories of these assets, are its property, also claiming compensation for the amounts paid.

On August 1, 2001, a decision was handed down ruling the requests made by the Company in the declaratory action to be without grounds; however, on October 8, 2001 the Company filed an appeal, which was also ruled groundless, upholding the first level court decision. The Company filed a further appeal that is awaiting judgment by the Supreme Court (STJ).

15.2. Tax litigation

15.2.1. Probable loss

No significant new tax claims classified as probable losses were incurred in the nine-month period ended September 30, 2005. The changes in the provisions for tax contingencies largely correspond to the monetary restatement on the provisions during the period.

15.2.2. Possible loss

Edgar Filing: YORK WATER CO - Form 4

No significant new tax claims classified as possible losses were incurred in the nine-month period ended September 30, 2005. No significant alterations occurred in the claims indicated in this report since the last financial year.

Table of Contents

Tele Centro Oeste Celular Participações S.A.

16. SHAREHOLDERS EQUITY

a) Capital

On March 31, 2005, Company's capital was increased by R\$164,878, without the issue of new shares, by capitalizing that part of the revenue reserves that exceeded the capital as of December 31, 2004.

In the General and Extraordinary Shareholders Meetings held on March 31, 2005, a reverse split of 386,664,974,968 nominative book-entry shares, without par value, was approved; of these, 129,458,666,783 are common shares and 257,206,308,185 are preferred shares, representing capital, in the proportion of 3,000 (three thousand) shares to 1 (one) share of the same type. Capital now comprises 128,888,325 nominative book - entry shares, without par value, of which 43,152,889 are common shares and 85,735,436 are preferred shares.

At the same meeting, the shareholders present unanimously approved ratification of the cancellation of the 1,927,812 common nominative book-entry shares, without par value, held in treasury, without reduction of the capital, pursuant to paragraph 1 of article 30 of Law No. 6,404/76.

On July 29, 2005, the Company advised the shareholders of a capital increase of R\$63,893, corresponding to the tax benefit of the merged goodwill, effectively realized during the 2004 fiscal year. The capital was increased from R\$957,844 to R\$1,021,737, with the issue of 3,107,645 new common shares, while assuring the right to preference laid down in article 171 of Law No. 6,404/76. The resources arising from the exercise of the right to preference were credited to Telesp Celular Participações S.A.

The capital as of September 30, 2005 comprises shares without par value, as follows:

	Thousands
	of shares
	09.30.05
Common shares	44,333
Preferred shares	85,735
Total	130,068

b) Interest on capital and dividends

Edgar Filing: YORK WATER CO - Form 4

The preferred shares do not have voting rights, except in the cases stipulated in the bylaws. They are, however, assured priority in the reimbursement of capital, without premium, the right to participate in the dividend to be distributed, corresponding to a minimum of 25% of net income for the financial year, calculated in accordance with article 202 of corporate law, and priority in receiving minimum noncumulative dividends equivalent to the largest of the following values:

- b.1) 6% per annum on the amount resulting from dividing the subscribed capital by the total number of Company's shares.

Table of Contents

Tele Centro Oeste Celular Participações S.A.

b.2) 3% per annum on the amount resulting from division of the shareholders' equity by the total number of Company's shares, and also the right to participate in distributed income under equal conditions to the common shares, after the latter has been assured a dividend equal to the minimum priority dividend established for the preferred shares.

c) Special goodwill reserve

This reserve represents the formation of a special goodwill reserve as a result of the Company's corporate restructuring, which will be capitalized in favor of the controlling shareholder at the time of effective realization of the tax benefit.

d) Revenue reserve

d.1) Statutory reserve

The statutory reserve is calculated based on 5% of net annual income until the reserve reaches 20% of paid-up capital or 30% of capital plus capital reserves; from then on, appropriations to this reserve are no longer compulsory. The purpose of this reserve is to ensure the integrity of capital and it may only be used to offset losses or to increase capital.

d.2) Special reserve for expansion

The special reserve for expansion and modernization is based on the capital expenditure budget prepared by management, which shows the need for funds for investment projects for the coming financial year.

17. INSURANCE

The Company has a policy of monitoring the risks inherent to their operations. Accordingly, as of September 30, 2005, the Companies had insurance policies in effect to cover third-party liability and auto. The Management of the Company considers that the amounts are sufficient to cover possible losses. The principal responsibility covered by insurance and corresponding amounts is shown below:

<u>Type</u>	<u>Amounts insured</u>
General third-party liability - RCG	R\$7,560
Auto (fleet of executive vehicles)	Five Table (100%), R\$250 for DC and R\$50 for DM

Table of Contents

**FINANCIAL STATEMENTS OF TSD AS OF SEPTEMBER 30, 2005 AND FOR THE NINE-MONTH PERIOD THEN ENDED
THAT ACCOMPANY THE DELOITTE TOUCHE TOHMATSU BOOK VALUE REPORT FILED PURSUANT TO RULE 425 ON
DECEMBER 6, 2005**

Table of Contents

*(Convenience Translation into English from the
Original Previously Issued in Portuguese)*

Tele Sudeste Celular

Participações S.A.

Financial Statements for the Nine-Month

Period September 30, 2005 and

Independent Auditors Report

Deloitte Touche Tohmatsu Auditores Independentes

Table of Contents

Tele Sudeste Celular Participações S.A.

(Convenience Translation into English from the Original Previously Issued in Portuguese)

INDEPENDENT AUDITORS' REPORT

To the Shareholders and Management of

Tele Sudeste Celular Participações S.A.

Rio de Janeiro - RJ

1. We have audited the accompanying balance sheet of Tele Sudeste Celular Participações S.A. as of September 30, 2005 and the related statement of income and change in shareholders' equity for the nine-month period then ended, prepared under the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements.
2. Our work was conducted in accordance with the Brazilian auditing standards and comprised: (a) planning of the work, taking into consideration the significance of the balances, the volume of transactions and the accounting and internal control systems of the Company; (b) checking, on a test basis, the evidence and records that support the amounts and accounting information disclosed; and (c) evaluating the relevant accounting practices and estimates adopted by management, as well as the presentation of the financial statements taken as a whole.
3. Considering the special purpose of these financial statements (see Note 2), the Company is not presenting the statement of changes in financial position for the nine-month period ended at September 30, 2005, that is required for a complete presentation of the financial statements in Brazil.
4. In our opinion, except for the omission discussed in paragraph 3, that results in an incomplete presentation of the financial statements, the financial statements referred to in paragraph 1 present fairly, in all material respects, the financial position of Tele Sudeste Celular Participações S.A. as of September 30, 2005, the results of its operations and the changes in shareholders' equity for the nine-month period then ended in accordance with accounting practices adopted in Brazil.
5. The accompanying financial statements have been translated into English for the convenience of readers outside Brazil.

São Paulo, December 4, 2005

DELOITTE TOUCHE TOHMATSU
Auditores Independentes

José Domingos do Prado
Engagement Partner

Table of Contents

Tele Sudeste Celular Participações S.A.

(Convenience Translation into English from the Original Previously Issued in Portuguese)

TELE SUDESTE CELULAR PARTICIPAÇÕES S.A.

BALANCE SHEET AS OF SEPTEMBER 30, 2005

(In thousands of Brazilian reais - R\$)

ASSETS	09.30.05
CURRENT ASSETS	
Cash and cash equivalents	76
Financial investments	56,588
Interest on capital and dividends	28,002
Deferred and recoverable taxes	4,200
Other assets	726
Total current assets	89,592
NONCURRENT ASSETS	
Deferred and recoverable taxes	55,627
Other assets	530
Total noncurrent assets	56,157
PERMANENT ASSETS	
Investments	1,990,421
Property, plant and equipment, net	108
Total permanent assets	1,990,529
TOTAL ASSETS	2,136,278
LIABILITIES AND SHAREHOLDERS EQUITY	09.30.05
CURRENT LIABILITIES	
Payroll and related accruals	446
Trade accounts payable	4,822
Taxes payable	2,582
Interest on capital and dividends payable	35,496
Reserve for contingencies	2
Other liabilities	44,104

Edgar Filing: YORK WATER CO - Form 4

Total current liabilities	87,452
SHAREHOLDERS EQUITY	
Capital	927,945
Capital reserves	170,449
Revenue reserves	235,207
Retained earnings	715,094
Total shareholders equity	2,048,695
FUNDS FOR CAPITALIZATION	131
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	2,136,278

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

Table of Contents

Tele Sudeste Celular Participações S.A.

(Convenience Translation into English from the Original Previously Issued in Portuguese)

TELE SUDESTE CELULAR PARTICIPAÇÕES S.A.

STATEMENT OF INCOME
FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2005

(In thousands of Brazilian reais - R\$)

	09.30.05
	<u> </u>
OPERATING REVENUES (EXPENSES)	
General and administrative expenses	(3,806)
Other operating expenses	(11)
Other operating revenue	635
Equity pick-up	73,250
	<u> </u>
	70,068
OPERATING INCOME BEFORE FINANCIAL INCOME (EXPENSES)	<u>70,068</u>
Financial income	10,124
INCOME BEFORE TAXES	<u>80,192</u>
Income and social contribution taxes	(2,230)
NET INCOME FOR THE PERIOD	<u><u>77,962</u></u>

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

Table of Contents

Tele Sudeste Celular Participações S.A.

(Convenience Translation into English from the Original Previously Issued in Portuguese)

TELE SUDESTE CELULAR PARTICIPAÇÕES S.A.

STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY

FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2005

(In thousands of Brazilian reais - R\$)

	Share capital	Capital reserve		Income reserve		Retained earnings	Total
		Goodwill	Tax incentive	Statutory reserve	Reserve for expansion		
BALANCE AT DECEMBER 31, 2004	891,460	203,345	3,589	54,910	180,297	637,132	1,970,733
Capital increase with reserve	36,485	(36,485)					
Net income						77,962	77,962
BALANCE AT SEPTEMBER 30, 2005	927,945	166,860	3,589	54,910	180,297	715,094	2,048,695

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

Table of Contents

Tele Sudeste Celular Participações S.A.

(Convenience Translation into English from the Original Previously Issued in Portuguese)

TELE SUDESTE CELULAR PARTICIPAÇÕES S.A.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2005

(In thousands of Brazilian reais - R\$, unless otherwise indicated)

1. OPERATIONS

Tele Sudeste Celular Participações S.A. (Tele Sudeste or Company) is a publicly-traded company which, as of September 30, 2005, is controlled by Brasilcel N.V. (50.47% of total capital), Sudestecel Participações S.A. (25.54% of total capital), Tagilo Participações Ltda. (10.90% of total capital) and Avista Participações Ltda. (4.11% of total capital). Sudestecel, Tagilo and Avista are wholly-owned subsidiaries of Brasilcel N.V.

Brasilcel N.V. is jointly controlled by Telefónica Móviles, S.A. (50.00% of total capital), PT Móveis, Serviços de Telecomunicações, SGPS, S.A. (49.999% of total capital) and Portugal Telecom, SGPS, S.A. (0.001% of total capital).

Tele Sudeste has a full controlling interest in the operators Telerj Celular S.A. (Telerj) and Telest Celular S.A. (Telest), which provide mobile telephone services in the States of Rio de Janeiro and Espírito Santo, respectively, including activities necessary or useful to perform the services, in accordance with the licenses granted to them.

The licenses granted to Telerj and Telest are valid until November 30, 2005 and November 30, 2008, respectively, and are renewable, once only, for a 15-year term, by means of the payment of charges equivalent to approximately 1% of the annual billing of the operators.

The business of the subsidiaries, including the services they may provide, are regulated by the National Telecommunications Agency (Agência Nacional de Telecomunicações - ANATEL), the telecommunications regulatory agency, in accordance with Law No. 9,472, of July 16, 1997, and complementary regulations, decrees, rulings and plans.

On July 29, 2005, the Company's Board of Directors approved the corporate restructuring of Telest Celular S.A. by a merger with Telerj Celular S.A. The proposed restructuring was submitted to ANATEL on September 6, 2005.

Edgar Filing: YORK WATER CO - Form 4

The objective of this operation was to obtain financial and operational benefits, among others, with a reduction in administrative costs and publications, as well as rationalization of accounting procedures.

2. PRESENTATION OF THE FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with generally accepted accounting practices in Brazil and Brazilian Corporate Legislation, which include the norms applicable to public telecommunications services concessionaires and the norms and accounting procedures established by the Brazilian Securities Commission (Comissão de Valores Mobiliários - CVM).

Table of Contents

Tele Sudeste Celular Participações S.A.

The Company year ends on December 31 of each year. These interim financial statements were prepared to serve as a basis for corporate restructuring purposes, involving the Company, TCP Participações S.A., Tele Leste Celular Participações S.A., Tele Centro Oeste Celular Participações S.A. and Celular CRT Participações S.A., all of which are publicly-held companies under common share control. The objective of the restructuring is to transfer the share control and the minority participations to TCP, through an exchange of shares. This proposal will require the approval of the shareholders of the various companies involved and, if approved, will be based on the relation of the exchange to the economic value to be established in a report issued by independent experts.

Consequently, the balance sheet, the income statement and the statement of changes in shareholders' equity only include the operations effected in the first nine months of 2005, which are presented without comparison to any prior period. Additionally, in view of the specific purpose of these interim financial statements, the Company is not presenting the statement of changes in financial position.

3. SUMMARY OF THE PRINCIPAL ACCOUNTING PRACTICES

a) Cash and cash equivalents

Are considered to be all available balances in cash and banks and all highly liquid temporary cash investments, stated as cost plus interest accrued to the balance sheet date, with original maturity dates of three months or less.

b) Investments

Represents goodwill recorded on acquisitions of consolidated subsidiaries and permanent investments in unconsolidated affiliates and subsidiaries that are accounted for under the equity method. The accounting practices of direct and indirect subsidiaries are consistent with those applied by the Company.

c) Income and social contribution taxes

Are calculated and recorded based on the tax rates in effect on the balance sheet date, on an accrual basis.

d) Reserve for contingencies

The reserve is recorded based on the opinion of external legal and the Company's management, how to the probable result of the dependent subject, and are update until to date the balance sheet for the probable amount of the loss, observed the nature of each contingency.

Table of Contents

Tele Sudeste Celular Participações S.A.

4. DEFERRED AND RECOVERABLE TAXES

	09.30.05
	<hr/>
Prepaid income and social contribution taxes	57,970
Withholding income tax	979
Other recoverable taxes	242
	<hr/>
Total recoverable taxes	59,191
Deferred income and social contribution taxes	636
	<hr/>
Total	59,827
	<hr/>
Current	4,200
Noncurrent	55,627

5. OTHER ASSETS

	09.30.05
	<hr/>
Advances to employees	14
Receivable from Group companies	677
Tax incentives	530
Other assets	35
	<hr/>
Total	1,256
	<hr/>
Current	726
Noncurrent	530

6. INVESTMENTS

a) Participation in subsidiaries

<u>Investees</u>	<u>Total</u>	<u>Total common</u>	<u>Shareholders</u>	<u>Net income</u>
				<u>(loss) as of</u>
	<u>interest - %</u>	<u>(in thousands)</u>	<u>equity as of</u>	<u>30.09.05</u>
			<u>30.09.05</u>	<u>30.09.05</u>
Telerj Celular S.A.	100	30,449	1,633,657	17,582
Telest Celular S.A.	100	2,039	356,764	55,668

Edgar Filing: YORK WATER CO - Form 4

b) Movement

The movement of the investments of Controlled, of period nine month end of September 30, 2005, is as follow:

	<u>09.30.05</u>
Amount in the begin year	1,917,171
Equity	73,250
	<u> </u>
Amount of September 30	<u>1,990,421</u>

Table of Contents

Tele Sudeste Celular Participações S.A.

7. OTHER LIABILITIES

	09.30.05
	<u> </u>
Intercompany liabilities	7,037
Reverse split of shares (a)	37,067
	<u> </u>
Total	44,104
	<u> </u>

- (a) Refers to the credit made available to shareholders who are beneficiaries of the excess shares resulting from the reverse split of the Company's share capital.

8. SHAREHOLDERS' EQUITY

- a) Capital

An Extraordinary Shareholders' Meeting held on March 29, 2005 approved a reverse split of the 449,009,994,135 nominative book-entry shares, without par value, comprising 189,434,957,933 common shares and 259,575,036,202 preferred shares, representing capital, in the proportion of 5,000 (five thousand) shares to 1 (one) share of the same class. Capital now comprises 89,801,999 nominative book-entry shares, without par value, of which 37,886,992 are common shares and 51,915,007 are preferred shares.

On July 29, 2005, the Company advised the shareholders of a capital increase of R\$36,485, corresponding to the tax benefit from the merged goodwill, effectively realized during the 2004 fiscal year. The capital increased from R\$891,460 to R\$927,945, with the issue of 2,029,225 new common shares, guaranteeing the right of preference as established in article 171 of Law No. 6,404/76, and establishing that funds arising from possible future exercise of the right of preference should be credited to the companies Sudestecel Participações S.A. and Tagilo Participações Ltda.

The capital as of September 30, 2005 comprises shares without par value, as follows:

	Thousands
	of shares
	09.30.05
	<u> </u>
Common shares	39,916
Preferred shares	51,915
	<u> </u>
Total	91,831

b) Interest on capital and dividends

The preferred shares do not have voting rights, except in the cases stipulated in the bylaws. They are, however, assured priority in the reimbursement of capital, without premium, and the right to participate in a dividend 10% higher than that attributed to each common share.

The dividends are calculated in accordance with the Company's bylaws and corporate law, which establishes a minimum dividend of 25% of income for the financial year.

Table of Contents

Tele Sudeste Celular Participações S.A.

- c) Special goodwill reserve

This reserve represents the formation of a special goodwill reserve as a result of the Company's corporate restructuring, which is being capitalized in favor of the controlling shareholder at the time of effective realization of the tax benefit.

- d) Revenue reserve

- d.1) Statutory reserve

The statutory reserve is calculated based on 5% of net annual income until the reserve reaches 20% of capital or 30% of capital plus capital reserves; from then on, appropriations to this reserve are no longer compulsory. The purpose of this reserve is to ensure the integrity of capital and it may only be used to set off losses or to increase capital.

- d.2) Other revenue reserves

The special reserve for expansion and modernization is based on the capital expenditure budget prepared by management, which demonstrates the need for funds for investment projects for the coming financial years.

9. INSURANCE

The Company has a policy of monitoring the risks inherent in its operations. Accordingly, as of September 30, 2005, the Companies had insurance policies in effect to cover third-party liability. The Management of the Company considers that the amounts are sufficient to cover possible losses. The principal responsibility covered by insurance and corresponding amounts is shown below:

<u>Type</u>	<u>Amounts insured</u>
General third-party liability - RCG	R\$ 7,560

Table of Contents

**FINANCIAL STATEMENTS OF TLE AS OF SEPTEMBER 30, 2005 AND FOR THE NINE-MONTH PERIOD THEN ENDED
THAT ACCOMPANY THE DELOITTE TOUCHE TOHMATSU BOOK VALUE REPORT FILED PURSUANT TO RULE 425 ON
DECEMBER 6, 2005**

Table of Contents

(Convenience Translation into English from the

Original Previously Issued in Portuguese)

Tele Leste Celular

Participações S.A.

Financial Statements for the Nine-Month

Period September 30, 2005 and

Independent Auditors Report

Deloitte Touche Tohmatsu Auditores Independentes

Table of Contents

Tele Leste Celular Participações S.A.

(Convenience Translation into English from the Original Previously Issued in Portuguese)

INDEPENDENT AUDITORS REPORT

To the Shareholders and Management of

Tele Leste Celular Participações S.A.

Salvador - BA

1. We have audited the accompanying balance sheet of Tele Leste Celular Participações S.A. as of September 30, 2005 and the related statement of loss and change in shareholders' equity for the nine-month period then ended, prepared under the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements.
2. Our work was conducted in accordance with the Brazilian auditing standards and comprised: (a) planning of the work, taking into consideration the significance of the balances, the volume of transactions and the accounting and internal control systems of the Company; (b) checking, on a test basis, the evidence and records that support the amounts and accounting information disclosed; and (c) evaluating the relevant accounting practices and estimates adopted by management, as well as the presentation of the financial statements taken as a whole.
3. Considering the special purpose of these financial statements (see Note 2), the Company is not presenting the statement of changes in financial position for the nine-month period ended at September 30, 2005, that is required for a complete presentation of the financial statements in Brazil.
4. In our opinion, except for the omission discussed in paragraph 3, that results in an incomplete presentation of the financial statements, the financial statements referred to in paragraph 1 present fairly, in all material respects, the financial position of Tele Leste Celular Participações S.A. as of September 30, 2005, the results of its operations and the changes in shareholders' equity for the nine-month period then ended in accordance with accounting practices adopted in Brazil.
5. The accompanying financial statements have been translated into English for the convenience of readers outside Brazil.

São Paulo, December 4, 2005

DELOITTE TOUCHE TOHMATSU

José Domingos do Prado

Table of Contents

(Convenience Translation into English from the Original Previously Issued in Portuguese)

TELE LESTE CELULAR PARTICIPAÇÕES S.A.

BALANCE SHEET AS OF SEPTEMBER 30, 2005

(In thousands of Brazilian reais - R\$)

<u>ASSETS</u>	<u>09.30.05</u>
CURRENT ASSETS	
Cash and cash equivalents	97
Financial investments	9
Interest on capital and dividends	2,890
Deferred and recoverable taxes	512
Other assets	210
	<u> </u>
Total current assets	3,718
NONCURRENT ASSETS	
Deferred and recoverable taxes	12,780
	<u> </u>
Total noncurrent assets	12,780
PERMANENT ASSETS	
Investments	310,990
	<u> </u>
Total permanent assets	310,990
	<u> </u>
TOTAL ASSETS	<u>327,488</u>
	<u> </u>
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>	<u>09.30.05</u>
CURRENT LIABILITIES	
Payroll and related accruals	107
Trade accounts payable	448
Taxes payable	197
Loans and financing	232
Derivative contracts	26
Interest on capital and dividends payable	443
Other liabilities	5,583
	<u> </u>
Total current liabilities	7,036
LONG-TERM LIABILITIES	
Loans and financing	385
	<u> </u>

Edgar Filing: YORK WATER CO - Form 4

Total long-term liabilities	385
SHAREHOLDERS' EQUITY	
Capital	306,830
Capital reserves	126,419
Accumulated deficit	(113,219)
Total shareholders' equity	320,030
FUNDS FOR CAPITALIZATION	37
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	327,488

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

Table of Contents

(Convenience Translation into English from the Original Previously Issued in Portuguese)

TELE LESTE CELULAR PARTICIPAÇÕES S.A.

STATEMENT OF LOSS

FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2005

(In thousands of Brazilian reais - R\$)

	09.30.05
	<u> </u>
OPERATING REVENUE (EXPENSES)	
General and administrative expenses	(2,365)
Other operating revenue	93
Equity pick-up	(53,343)
	<u> </u>
	(55,615)
OPERATING LOSS BEFORE FINANCIAL INCOME (EXPENSES)	(55,615)
	<u> </u>
Financial income	1,121
	<u> </u>
LOSS FOR THE PERIOD	(54,494)
	<u> </u>

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

Table of Contents

(Convenience Translation into English from the Original Previously Issued in Portuguese)

TELE LESTE CELULAR PARTICIPAÇÕES S.A.

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2005

(In thousands of Brazilian reais - R\$)

	Share capital	Treasury shares	Capital reserve		Income reserve		Accumulated loss	Total
			Goodwill	Tax incentive	Statutory reserve	Expansion and modernization		
BALANCE AT DECEMBER 31, 2004	306,375	(35)	126,909				(58,725)	374,524
Write off treasury stock	(35)	35						
Capital increase of owner reorganization	490		(490)					
Net loss							(54,494)	(54,494)
BALANCE AT SEPTEMBER 30, 2005	306,830		126,419				(113,219)	320,030

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

Table of Contents

(Convenience Translation into English from the Original Previously Issued in Portuguese)

TELE LESTE CELULAR PARTICIPAÇÕES S.A.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2005

(In thousands of Brazilian reais - R\$, unless otherwise indicated)

1. OPERATIONS

Tele Leste Celular Participações S.A. (Tele Leste or Company) is a publicly-traded company which, as of September 30, 2005, is controlled by Sudestecel Participações S.A. (22.26% of total capital), Brasilcel N.V. (3.36% of total capital), Tagilo Participações Ltda. (2.4% of total capital) and Avista Participações Ltda. (22.65% of total capital). Sudestecel Participações S.A., Tagilo Participações Ltda. and Avista Participações Ltda. are wholly-owned subsidiaries of Brasilcel N.V.

Brasilcel N.V. is jointly controlled by Telefónica Móviles, S.A. (50% of total capital), PT Móveis, Serviços de Telecomunicações, SGPS, S.A. (49.999% of total capital) and Portugal Telecom, SGPS, S.A. (0.001% of total capital).

Tele Leste has a full controlling interest in the operators Telebahia Celular S.A. (Telebahia) and Telergipe Celular S.A. (Telergipe), which provide mobile telephone services in the States of Bahia and Sergipe, including activities necessary or useful to the performance of these services, in conformity with the licenses granted to them.

The licenses granted to the subsidiaries Telebahia and Telergipe are valid until June 29 and December 15, 2008, respectively, and are renewable, once only, for a 15-year term, by payment of charges equivalent to approximately 1% of the annual billing of the operators.

The business of the subsidiaries, including the services they may provide, is regulated by the National Telecommunications Agency (Agência Nacional de Telecomunicações - ANATEL), the telecommunications regulatory agency, in accordance with Law No. 9,472, of July 16, 1997, and respective complementary regulations, decrees, rulings and plans.

On July 29, 2005, the Board of the Company approved the corporate restructuring of Telergipe Celular S.A. through a merger with Telebahia Celular S.A. The proposed restructuring was filed with ANATEL on September 8, 2005.

The purpose of this operation is to obtain financial and operational benefits, among others, through reductions in administrative costs, the cost of publications, and rationalization of the accounting procedures.

Table of Contents

Tele Leste Celular Participações S.A.

2. PRESENTATION OF THE FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with generally accepted accounting practices in Brazil and Brazilian Corporate Legislation, which include the norms applicable to public telecommunications services concessionaires and the norms and accounting procedures established by the Brazilian Securities Commission (Comissão de Valores Mobiliários - CVM).

The Company year ends on December 31 of each year. These interim financial statements were prepared to serve as a basis for corporate restructuring purposes, involving the Company, TCP Participações S.A., Tele Sudeste Celular Participações S.A., Tele Centro Oeste Celular Participações S.A. and Celular CRT Participações S.A., all of which are publicly-held companies under common share control. The objective of the restructuring is to transfer the share control and the minority participations to TCP, through an exchange of shares. This proposal will require the approval of the shareholders of the various companies involved and, if approved, will be based on the relation of the exchange to the economic value to be established in a report issued by independent experts.

Consequently, the balance sheet, the income statement and the statement of changes in shareholders' equity only include the operations effected in the first nine months of 2005, which are presented without comparison to any prior period. Additionally, in view of the specific purpose of these interim financial statements, the Company is not presenting the statement of changes in financial position.

3. SUMMARY OF THE PRINCIPAL ACCOUNTING PRACTICES

a) Cash and cash equivalents

Are considered to be all available balances in cash and banks and all highly liquid temporary cash investments, stated as cost plus interest accrued to the balance sheet date, with original maturity dates of three months or less.

b) Investments

Represents goodwill recorded on acquisitions of consolidated subsidiaries and permanent investments in unconsolidated affiliates and subsidiaries that are accounted for under the equity method. The accounting practices of direct and indirect subsidiaries are consistent with those applied by the Company.

c) Income and social contribution taxes

Are calculated and recorded based on the tax rates in effect on the balance sheet date, on an accrual basis.

Edgar Filing: YORK WATER CO - Form 4

d) Reserve for contingencies

The reserve is recorded based on the opinion of external legal and the Company's management, how to the probable result of the dependent subject, and are update until to date the balance sheet for the probable amount of the loss, observed the nature of each contingency.

Table of Contents

Tele Leste Celular Participações S.A.

4. DEFERRED AND RECOVERABLE TAXES

	30.09.05
	<u> </u>
Prepaid income and social contribution taxes	12,662
Withholding income tax	6
Other recoverable taxes	360
	<u> </u>
Total recoverable taxes	13,028
	<u> </u>
Deferred income and social contribution taxes	264
	<u> </u>
Total	13,292
	<u> </u>
Current	512
Noncurrent	12,780

The Company did not recognize deferred income and social contribution taxes on tax losses, negative basis and temporary differences, as there is no likelihood of taxable income in the short-term.

5. INVESTMENTS

a) Participation in subsidiaries

<u>Investees</u>	<u>Total</u>	<u>Total common</u>		<u>Net income</u>
		<u>interest - %</u>	<u>shares</u>	
			<u>(in thousands)</u>	<u>equity as of</u>
				<u>30.09.05</u>
				<u>(loss) as of</u>
				<u>30.09.05</u>
Telebahia Celular S.A.	100	17,998	250,626	(64,922)
Telergipe Celular S.A.	100	1,011	60,364	11,579

6. OTHER LIABILITIES

	09.30.05
	<u> </u>
Intercompany liabilities	18
Reverse split of shares (a)	5,565
	<u> </u>
Total	5,583
	<u> </u>

-
- (a) Refers to the credit made available to shareholders who are beneficiaries of the excess shares resulting from the reverse split of the Company's share capital.

Table of Contents

Tele Leste Celular Participações S.A.

7. SHAREHOLDERS EQUITY**a) Capital**

In the Ordinary and Extraordinary Shareholders Meeting held on March 28, 2005, a reverse split of 480,618,117,605 nominative book-entry shares, without par value, was approved, comprising 167,232,225,653 common shares and 313,385,891,952 preferred shares, representing capital, in the proportion of 50,000 (fifty thousand) shares to 1 (one) share of the same type. Capital now comprises 9,612,363 nominative book-entry shares, without par value, of which 3,344,645 are common shares and 6,267,718 are preferred shares.

At the same meeting, the shareholders present unanimously approved ratification of the cancellation of the 51,355,078 nominative book-entry shares, without par value, comprising 252,498 common shares and 51,102,580 preferred shares, held in treasury, derived from the reimbursement of the shareholders that did not approve, in the Extraordinary Shareholders Meeting, the corporate reorganization that resulted in the merger of the shares of the subsidiaries and the reduction in capital from R\$306,375 to R\$306,340, in accordance with paragraph 6 of Law No. 6,404/76.

On July 28, 2005, the Company advised the shareholders of the capital increase of R\$489,733.56, corresponding to the tax benefit of the merged goodwill, effectively realized during the 2004 fiscal year. The capital was increased from R\$306,340,505.99 to R\$306,830,239.55, with the issue of 31,915 new common shares, guaranteeing the right of preference as established in article 171 of Law No. 6,404/76, and establishing that funds arising from possible future exercise of the right of preference were credited to the Sociedade Sudestecel Participações S.A.

The capital as of September 30 comprises book-entry nominal shares without par value, as follows:

	Thousands
	of shares
	09.30.05
	<hr/>
Common shares	3,376
Preference shares	6,268
	<hr/>
	9,644
	<hr/>

b) Interest on capital and dividends

The preferred shares do not have voting rights, except in the cases stipulated in articles 3 and 7 of the bylaws. They are, however, assured priority to receive dividends 10% higher than those allocated to common shares, or a preferential minimum noncumulative annual dividend of 6% of capital attributable to these shares, whichever is higher. In the case of payment of the minimum preferential dividend of 6% of capital per

Edgar Filing: YORK WATER CO - Form 4

annum referring to the preferred shares, if there is sufficient balance available after distribution to the holders of preferred shares, the bearers of the common shares will receive the same amount in dividends per share as the preferred shares.

Table of Contents

Tele Leste Celular Participações S.A.

At the Ordinary General Meeting on March 28, 2005, the preferred shares are entitled to full voting rights, in accordance with article 111, paragraph 1, of Law No. 6,474/76, due to the fact that minimum dividends on preferred shares were not paid for three consecutive years.

- c) Special goodwill reserve

This reserve represents a special goodwill reserve formed as a result of the Company's corporate restructuring, which will be capitalized in favor of the controlling shareholder at the time of effective realization of the tax benefit.

8. INSURANCE

The Company has a policy of monitoring the risks inherent in its operations. Accordingly, as of September 30, 2005, the Companies had insurance policies in effect to cover third-party liability. The Management of the Company considers that the amounts are sufficient to cover possible losses. The principal responsibility covered by insurance and corresponding amounts is shown below:

<u>Type</u>	<u>Insured amounts</u>
General third-party liability - RCG	R\$ 7,560

Table of Contents

**FINANCIAL STATEMENTS OF CRTPART AS OF SEPTEMBER 30, 2005 AND FOR THE NINE-MONTH PERIOD THEN ENDED
THAT ACCOMPANY THE DELOITTE TOUCHE TOHMATSU BOOK VALUE REPORT FILED PURSUANT TO RULE 425 ON
DECEMBER 6, 2005**

Table of Contents

*(Convenience Translation into English from the
Original Previously Issued in Portuguese)*

Celular CRT

Participações S.A.

Financial Statements for the Nine-Month

Period September 30, 2005 and

Independent Auditors Report

Deloitte Touche Tohmatsu Auditores Independentes

Table of Contents

(Convenience Translation into English from the Original Previously Issued in Portuguese)

INDEPENDENT AUDITORS' REPORT

To the Shareholders and Management of

Celular CRT Participações S.A.

Porto Alegre - RS

1. We have audited the accompanying balance sheet of Celular CRT Participações S.A. as of September 30, 2005 and the related statement of income and change in shareholders' equity for the nine-month period then ended, prepared under the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements.
2. Our work was conducted in accordance with the Brazilian auditing standards and comprised: (a) planning of the work, taking into consideration the significance of the balances, the volume of transactions and the accounting and internal control systems of the Company; (b) checking, on a test basis, the evidence and records that support the amounts and accounting information disclosed; and (c) evaluating the relevant accounting practices and estimates adopted by management, as well as the presentation of the financial statements taken as a whole.
3. Considering the special purpose of these financial statements (see Note 2), the Company is not presenting the statement of changes in financial position for the nine-month period ended at September 30, 2005, that is required for a complete presentation of the financial statements in Brazil.
4. In our opinion, except for the omission discussed in paragraph 3, that results in an incomplete presentation of the financial statements, the financial statements referred to in paragraph 1 present fairly, in all material respects, the financial position of Celular CRT Participações S.A. as of September 30, 2005, the results of its operations and the changes in shareholders' equity for the nine-month period then ended in accordance with accounting practices adopted in Brazil.
5. The accompanying financial statements have been translated into English for the convenience of readers outside Brazil.

São Paulo, December 4, 2005

DELOITTE TOUCHE TOHMATSU
Auditores Independentes

José Domingos do Prado
Engagement Partner

Table of Contents

(Convenience Translation into English from the Original Previously Issued in Portuguese)

CELULAR CRT PARTICIPAÇÕES S.A.

BALANCE SHEET AS OF SEPTEMBER 30, 2005

(In thousands of Brazilian reais - R\$)

ASSETS	09.30.05
CURRENT ASSETS	
Cash and cash equivalents	82
Financial investments	2,646
Deferred and recoverable taxes	19,889
Interest on capital and dividends receivable	74,255
Other assets	357
Total current assets	97,229
NONCURRENT ASSETS	
Deferred and recoverable taxes	45,307
Other assets	130
Total noncurrent assets	45,437
PERMANENT ASSETS	
Investments	1,155,674
Total permanent assets	1,155,674
TOTAL ASSETS	1,298,340
LIABILITIES AND SHAREHOLDERS EQUITY	09.30.05
CURRENT LIABILITIES	
Payroll and related accruals	201
Trade accounts payable	634
Interest on capital and dividends payable	68,227
Reserve for contingencies	309
Other liabilities	4,812
Total current liabilities	74,183
SHAREHOLDERS EQUITY	
Capital	327,522
Treasury shares	(11,070)

Edgar Filing: YORK WATER CO - Form 4

Capital reserves	498,420
Revenue reserves	304,815
Retained earnings	104,470
	<hr/>
Total shareholders' equity	1,224,157
	<hr/>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	1,298,340
	<hr/>

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

Table of Contents

(Convenience Translation into English from the Original Previously Issued in Portuguese)

CELULAR CRT PARTICIPAÇÕES S.A.

STATEMENT OF INCOME

FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2005

(In thousands of Brazilian reais - R\$)

	09.30.05

OPERATING REVENUES (EXPENSES)	
General and administrative expenses	(4,525)
Other operating expenses	(390)
Other operating revenue	277
Equity pick-up	107,008

	102,370

OPERATING INCOME BEFORE FINANCIAL INCOME (EXPENSES)	102,370
Financial expenses	(56)
Financial income	1,846
Interest on capital receivable	2,500

OPERATING INCOME	106,660
Nonoperating expenses	(1)

INCOME BEFORE TAXES	106,659
Income and social contribution taxes	311

INCOME BEFORE REVERSAL OF INTEREST ON CAPITAL	106,970
Reversal of interest on capital	(2,500)

NET INCOME FOR THE PERIOD	104,470

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

Table of Contents

(Convenience Translation into English from the Original Previously Issued in Portuguese)

CELULAR CRT PARTICIPAÇÕES S.A.

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
 FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2005
 (In thousands of Brazilian reais - R\$)

	Share capital	Treasury shares	Capital reserves	Income reserve			Retained earnings	Total
			Subscribed goodwill	Statutory reserve	Contingency reserve	Reserve for expansion		
BALANCE AT DECEMBER 31, 2004	257,294	(11,070)	473,600	30,439	11,070	300,244		1,061,577
Capital increase	70,228		(33,290)			(36,938)		
Constitution Goodwill Reserve			58,110					58,110
Net income							104,470	104,470
BALANCE AT SEPTEMBER 30, 2005	327,522	(11,070)	498,420	30,439	11,070	263,306	104,470	1,224,157

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

Table of Contents

(Convenience Translation into English from the Original Previously Issued in Portuguese)

CELULAR CRT PARTICIPAÇÕES S.A.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE NINE-MONTH PERIOD SEPTEMBER 30, 2005

(In thousands of Brazilian reais - R\$, unless otherwise indicated)

1. OPERATIONS

Celular CRT Participações S.A. (CRT or Company) is a publicly-traded company which, as of September 30, 2005, is controlled by TBS Celular Participações S.A. (29.06% of total capital), Brasilcel N.V. (23.29% of total capital) and Avista Participações Ltda. (15.09% of total capital). TBS Celular Participações S.A. has an interest in Brasilcel N.V. (96.27% of total capital). Avista Participações Ltda. is a wholly-owned subsidiary of Brasilcel N.V.

Brasilcel N.V. is jointly controlled by Telefónica Móviles, S.A. (50.00% of the total capital), PT Móveis, Serviços de Telecomunicações, SGPS, S.A. (49.999% of the total capital), and Portugal Telecom, SGPS, S.A. (0.001% of the total capital).

CRT has a full controlling interest in the operator Celular CRT S.A., which provides mobile telephone services in the State of Rio Grande do Sul, including activities necessary or useful to performing such services, through the license it was granted.

The license granted to the subsidiary Celular CRT S.A. is valid until December 17, 2007, and renewable, once only, for an additional term of 15-year term, by paying annual rates equivalent to approximately 1% of the operator's annual revenues.

The subsidiary's business, including the services that it may provide, is regulated by the National Telecommunications Agency (Agência Nacional de Telecomunicações - ANATEL), the telecommunications regulatory agency, in accordance with Law No. 9,472, of July 16, 1997, and respective regulations, decrees, decisions and plans.

On November 4, 2004, the Board of Directors approved the corporate restructuring of Celular CRT S.A., through a merger with Celular CRT Participações S.A. The proposed restructuring was approved by ANATEL on June 22, 2005.

The objective of this operation is to obtain financial and operational benefits, through the reduction of administrative costs, publications and the rationalization of accounting procedures.

Table of Contents

Celular CRT Participações S.A.

2. PRESENTATION OF THE FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with generally accepted accounting practices in Brazil and Brazilian Corporate Legislation, which include the norms applicable to public telecommunications services concessionaires and the norms and accounting procedures established by the Brazilian Securities Commission (Comissão de Valores Mobiliários - CVM).

The Company year ends on December 31 of each year. These interim financial statements were prepared to serve as a basis for corporate restructuring purposes, involving the Company, TCP Participações S.A., Tele Leste Celular Participações S.A., Tele Sudeste Celular Participações S.A. and Tele Centro Oeste Celular Participações S.A., all of which are publicly-held companies under common share control. The objective of the restructuring is to transfer the share control and the minority participations to TCP, through an exchange of shares. This proposal will require the approval of the shareholders of the various companies involved and, if approved, will be based on the relation of the exchange to the economic value to be established in a report issued by independent experts.

Consequently, the balance sheet, the income statement and the statement of changes in shareholders' equity only include the operations effected in the first nine months of 2005, which are presented without comparison to any prior period. Additionally, in view of the specific purpose of these interim financial statements, the Company is not presenting the statement of changes in financial position.

3. SUMMARY OF THE PRINCIPAL ACCOUNTING PRACTICES

a) Cash and cash equivalents

Are considered to be all available balances in cash and banks and all highly liquid temporary cash investments, stated as cost plus interest accrued to the balance sheet date, with original maturity dates of three months or less.

b) Investments

Represents goodwill recorded on acquisitions of consolidated subsidiaries and permanent investments in unconsolidated affiliates and subsidiaries that are accounted for under the equity method. The accounting practices of direct and indirect subsidiaries are consistent with those applied by the Company.

c) Income and social contribution taxes

Are calculated and recorded based on the tax rates in effect on the balance sheet date, on an accrual basis.

Edgar Filing: YORK WATER CO - Form 4

d) Reserve for contingencies

The reserve is recorded based on the opinion of external legal and the Company's management, how to the probable result of the dependent subject, and are update until to date the balance sheet for the probable amount of the loss, observed the nature of each contingency.

Table of Contents

Celular CRT Participações S.A.

4. DEFERRED AND RECOVERABLE TAXES

	09.30.05
	<u> </u>
Prepaid income and social contribution taxes	129
Withholding income tax	982
	<u> </u>
Total recoverable taxes	1,111
Deferred income and social contribution taxes	64,085
	<u> </u>
Total	65,196
	<u> </u>
Current	19,889
Noncurrent	45,307

5. INVESTMENTS

a) Participation in subsidiary

<u>Investee</u>	<u>Total</u> <u>interest - %</u>	<u>Total common</u> <u>shares</u> <u>(in thousands)</u>	<u>Shareholders</u> <u>equity as of</u> <u>09.30.05</u>	<u>Net</u> <u>income as of</u> <u>09.30.05</u>
Celular CRT S.A.	100	445,440	1,155,674	107,008

6. OTHER LIABILITIES

	09.30.05
	<u> </u>
Intercompany liabilities	12
Reverse split of shares (a)	4,749
Other	51
	<u> </u>
Total	4,812
	<u> </u>

(a) Refers to the credit made available to shareholders who are beneficiaries of the excess shares resulting from the reverse split of the Company's share capital.

7. SHAREHOLDERS' EQUITY

a) Capital

On March 30, 2005, the Company's capital was increased by R\$36,938, without the issue of new shares, by capitalizing that part of its revenue reserves that exceeded the value of its capital as of December 31, 2004.

Table of Contents

Celular CRT Participações S.A.

In the General and Extraordinary Shareholders Meetings held on March 30, 2005, a reverse split of 3,235,095,228 nominative book-entry shares, without par value, was approved, comprising 1,350,917,074 common shares and 1,884,178,154 preferred shares, representing capital, in the proportion of 100 (one hundred) shares to 1 (one) share of the same type. Capital is now represented by 32,350,952 nominative book-entry shares, without par value, comprising 13,509,171 common shares and 18,841,782 preferred shares.

On July 29, 2005, the Company advised the shareholders of a capital increase of R\$33,290,159.91, corresponding to the tax benefit of the merged goodwill, effectively realized during the fiscal year 2004. The capital was increased from R\$294,232,290.38 to R\$327,522,450.29, with the issue of 929,892 new common shares, with guarantees for the preferential rights included in article 171 of Law No. 6,404/76. During the period, the funds resulting from the exercising of preferential rights were credited to TBS Celular Participações S.A.

The capital as of September 30, 2005 comprises book-entry shares, without par value, as follows:

	Thousands of shares 09.30.05
Common shares	14,439
Preferred shares	18,842
Total	33,281

b) Interest on capital and dividends

In accordance with the bylaws, a minimum of 25% of adjusted net income should be distributed as dividends in each financial year, provided that there are funds available, pursuant to the bylaws.

c) Special goodwill reserve

This reserve represents the formation of a special goodwill reserve as a result of the Company's corporate restructuring, which is capitalized in favor of the controlling shareholder at the time of effective realization of the tax benefit.

d) Revenue reserve

d.1) Statutory reserve

Edgar Filing: YORK WATER CO - Form 4

The statutory reserve is calculated based on 5% of net annual income until the reserve reaches 20% of paid-up capital or 30% of capital plus capital reserves; from then on, appropriations to this reserve are no longer compulsory. The purpose of this reserve is to ensure the integrity of capital and it may only be used to offset losses or to increase capital.

Table of Contents

Celular CRT Participações S.A.

d.2) Special reserve for expansion

The special reserve for expansion and modernization is based on the capital expenditure budget prepared by management, which shows the need for funds for investment projects for the coming financial year.

e) Contingency reserve and treasury shares

The amounts recorded are derived from the spin-off process of Companhia Riograndense de Telecomunicações - CRT, and their purpose is to make provision for a judicial decision on the lawsuits concerning capitalizations that occurred in that company in financial years 1996 and 1997 occurred that Company.

f) Treasury shares

The shares held in treasury, as of September 30, 2005, totaled 639 thousand preferred shares.

8. INSURANCE

The Company has a policy of monitoring the risks inherent to their operations. Accordingly, as of September 30, 2005, the Company had insurance policies in effect to cover third-party liability. The Management of the Company considers that the amounts are sufficient to cover any losses. The principal responsibility covered by insurance and corresponding amounts is shown below:

<u>Type</u>	<u>Amounts insured</u>
General third-party liability - RCG	R\$ 7,560

Table of Contents

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, thereunto duly authorized.

Date: December 9, 2005

TELESP CELULAR PARTICIPAÇÕES S.A.

By: /s/ Paulo Cesar Pereira Teixeira

Paulo Cesar Pereira Teixeira

Investor Relations Officer