

TELE CENTRO OESTE CELULAR PARTICIPACOES

Form 6-K

February 27, 2006

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of the

Securities Exchange Act of 1934

For the month of February, 2006

Commission File Number 001 - 14489

TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.

(Exact name of registrant as specified in its charter)

Tele Centro Oeste Cellular Holding Company

(Translation of Registrant's name into English)

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SCS Quadra 2, Bloco C, 226

Edificio Anexo Telebrasília Celular 7º andar

70302-916 Brasília, DF

Federative Republic of Brazil

(Address of principal executive office)

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

Form 20-F Form 40-F

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

Yes No

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1. **Earnings Release of Tele Centro Oeste Celular Participações S.A. for the Fourth Quarter and Full Year of 2005, dated February 23, 2006***
2. **Notice to Shareholders, dated February 23, 2006***
3. **Press release, dated February 23, 2006***

* Expressly incorporated by reference into Telesp Celular Participações S.A. s Registration Statement on Form F-4/A, filed with the Securities and Exchange Commission on January 24, 2006 (SEC File No. 333-130410), and in the Prospectus, dated January 24, 2006, included therein.

Table of Contents**VIVO, SOUTH HEMISPHERE S LARGEST WIRELESS COMMUNICATION GROUP, ANNOUNCES FOURTH QUARTER 2005 AND YEAR 2005 CONSOLIDATED RESULTS OF TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.**

Brasília Brazil, February 23, 2006 Tele Centro Oeste Celular Participações S.A. - TCO, (BOVESPA: TCOC3 (ON = Common Shares)/TCOC4 (PN = Preferred Shares); NYSE: TRO), discloses today its consolidated results for the fourth quarter of 2005 and year 2005 (4Q05 and 2005). TCO operates in the Federal District and in eleven Brazilian states: Acre, Amazonas, Amapá, Goiás, Maranhão, Mato Grosso, Mato Grosso do Sul, Pará, Rondônia, Roraima and Tocantins, covering an area of 5.8 million km² with 32.5 million inhabitants, which is approximately 18% of the total Brazilian population.

HIGHLIGHTS

R\$ million	4 Q 05	3 Q 05	Δ%	4 Q 04	Δ%	Accum.		
						2005	2004	Δ%
Net operating revenue	569.2	579.8	-1.8%	608.9	-6.5%	2,271.5	2,210.5	2.8%
Net service revenues	489.0	520.2	-6.0%	505.0	-3.2%	1,972.7	1,879.6	5.0%
Net handset revenues	80.2	59.6	34.6%	103.9	-22.8%	298.8	330.9	-9.7%
Total operating costs	(453.1)	(396.6)	14.2%	(403.8)	12.2%	(1,622.2)	(1,319.2)	23.0%
Depreciation and amortization	(70.3)	(67.9)	3.5%	(58.2)	20.8%	(262.8)	(210.0)	25.1%
Net income	63.2	92.5	-31.7%	129.6	-51.2%	339.1	507.1	-33.1%
Profit per share (R\$ per share)	0.49	0.71	-31.7%	1.01	-51.7%	2.61	3.93	-33.7%
Profit per ADR (R\$)	0.49	0.71	-31.7%	1.01	-51.7%	2.61	3.93	-33.7%
Number of shares (million)	130.1	130.1	0.0%	128.9	0.9%	130.1	128.9	0.9%
Capex	140.1	48.8	187.1%	139.2	0.6%	357.0	419.3	-14.9%
Capex over net revenues	24.6%	8.4%	16.2p.p.	22.9%	1.8p.p.	15.7%	19.0%	-18.8p.p.
Customers (thousand)	6,815	6,561	3.9%	5,820	17.1%	6,815	5,820	17.1%
Net additions (thousand)	255	75	239.5%	513	-50.4%	995	1,708	-41.8%

Tele Centro Oeste is controlled by Telesp Celular Participações S.A. which, along with Tele Leste Celular Participações S.A., Tele Sudeste Celular Participações S.A. and Celular CRT Participações S.A., make up the assets of the *Joint Venture* undertaken by Portugal Telecom and Telefónica Móviles and, operating under the **VIVO** brand, *Top of Mind* within its coverage area. VIVO Group is a pioneer in 3rd generation services in Brazil, having launched the **CDMA EV-DO** technology in the main cities of the country and having won more than 40 prizes in 2005. In December 2005, VIVO Group exceeded 29 million customers, thus keeping its market leadership.

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HIGHLIGHTS

- 4Q05** Christmas campaign **focused on highest value market segments.**
- TCO's **customer base** rose 17.1% in relation to 4Q04, recording 6,815 thousand customers, with **post-paid customers** growth of 2.6%.
- Market leadership with 45.5% **market share**, in a market with 4 operators in all its regions.
- SAC** of R\$ 101.0 in the quarter, representing a reduction of 17.6% in relation to the previous quarter. In the year-to-year comparison, it recorded a reduction of 18.9%, which reflects the Company's selling efforts.
- Post-paid ARPU** recorded 5.3% increase in the comparison between 4Q05 and 4Q04.
- Post-paid MOU** increased by 5.6% in 4Q05 over 4Q04, with addition of 12 minutes, reflected in the increase of the postpaid ARPU.
- Net service revenues** increased by 5.0% in the comparison of the accumulated totals for 2005 and 2004.
- Increase in **data revenues** by 39.5% in 2005, accounting for 5.6% of the net services revenue, showing the successful launching of new services.
- Launching of new corporate solutions focused on **high speed** in data transmission, such as **Smart Mail 3G** and **VIVO ZAP 3G**.
- Increase in the **net financial result** in 2005 over the accumulated total for 2004 by 88.3%, recording R\$ 117.1 million.

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VIVO Vivo launched a campaign in October 2005, called *Vivo e Você na Copa* (Vivo and You in the World Soccer Cup), which is focused on the current customer base (post and prepaid), aiming at increasing profitability. Such campaign will take 75 customers with companion to watch Brazil's games in the 2006 World Soccer Cup, being valid until March 31, 2006. To end the year, Vivo granted an unprecedented and quite attractive benefit, easily understood by the customers, which was intended to exploit freedom in using wireless phones with the *Natal Bônus Livre* (Free Bonus Christmas), a bonus of R\$ 40/month (during 6 months) for local calls to any direction (wireless or fixed telephone), conditioned upon monthly recharge and punctual payment of postpaid bills, in addition to a data package (SMS and MMS).

Distribution Channels On December 31, 2005, TCO had more than 70 own purchase points, in addition to an efficient network of accredited dealers, whether exclusive or not, totaling more than 1,900 points of purchase, which are able to market services and cellular handsets, thus making the Company also a leader in number of distribution channels.

Others Events On December 2, 2005 the Supreme Federal Court judged favorably an injunction based on the unconstitutionality of the base for the calculus of the PIS and of the COFINS. The said injunction was filed by TCO and consequent to the decision, the Company promoted the reversal of the outstanding provision in the amount of R\$ 9.5 million. The other Companies, TC, TCP and GT carry similar injunctions, which altogether add up to R\$ 140.3 million as of December 31, 2005 and, relative to these injunctions, the referred Companies will wait for the respective decisions by the Supreme Federal Courts to proceed the reversal of the relative provisions.

The Norte Brasil Telecom (PA, AM, AP, RR and MA), the Telemat Celular S/A (MT), the Teleacre Celular S/A (AC) and the Teleron Celular S/A (RO) obtained the approval by the ADA (Agência de Desenvolvimento da Amazônia) and the Receita Federal for the fiscal incentives to the reduction of the IRPJ (Income Tax) through the income from exploration. The said benefit is retroactive to 2004 and will be used up till 2013. The Companies will have the respective rights granted in the amounts of R\$ 20.4 millions and R\$11.6 millions related to the years 2004 and 2005, respectively.

Basis for Presentation of Results The accumulated totals for 2005 and 2004 correspond to the values recorded in the twelve-month period ended on December 31 of the above mentioned years.

Some information disclosed for 4Q04, 3Q05 and accumulated 2004 were re-classified, as applicable, for comparison purposes. Figures disclosed are subject to differences, due to rounding-up procedures.

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	4 Q		Δ%	4 Q		Accum.		
	05	05		04	Δ%	2005	2004	Δ%
Total number of customers (thousand)	6,815	6,561	3.9%	5,820	17.1%	6,815	5,820	17.1%
Contract	970	978	-0.8%	945	2.6%	970	945	2.6%
Prepaid	5,845	5,583	4.7%	4,875	19.9%	5,845	4,875	19.9%
Market Share (*)	45.5%	47.0%	-1.5p.p.	51.3%	-5.8p.p.	45.5%	51.3%	-5.8p.p.
Net additions (thousand)	255	75	239.5%	513	-50.4%	995	1,708	-41.8%
Contract	(8)	0	n.a.	5	n.a.	25	(4)	n.a.
Prepaid	262	75	249.8%	508	-48.4%	970	1,712	-43.3%
Market Share of net additions (*)	24.8%	10.7%	1.3p.p.	34.8%	-10.0p.p.	45.5%	51.3%	-5.8p.p.
Market penetration (*)	44.0%	41.0%	3.0p.p.	34.8%	9.2p.p.	44.0%	34.8%	9.2p.p.
SAC (R\$)	101	122	-17.6%	124	-18.9%	129	108	19.0%
Monthly Churn	1.6%	1.9%	-0.3p.p.	2.3%	-0.6p.p.	1.6%	2.0%	-0.4p.p.
ARPU (in R\$/month)	24.6	26.5	-7.3%	30.5	-19.4%	25.9	32.0	-19.0%
Contract	86.8	91.0	-4.6%	82.4	5.3%	83.7	84.2	-0.6%
Prepaid	12.4	13.0	-4.5%	16.3	-23.8%	13.5	16.9	-20.2%
Total MOU (minutes)	68	72	-6.2%	86	-21.4%	73	87	-15.7%
Contract	225	236	-4.7%	213	5.6%	221	208	6.2%
Prepaid	38	40	-5.1%	55	-31.0%	43	55	-21.0%
Employees	1,276	1,263	1.0%	1,357	-6.0%	1,276	1,357	-6.0%

**Consolidated TCO s
Operating Highlights**

Continued market leadership as a result of the increase in the customer base by 17.1% in the last 12 months, with 2.6% growth of the prepaid customer base, despite strong competition.

SAC decreased by 18.9% and 17.6% in the comparison between 4Q04 and 3Q05, respectively, as a result of the reduction in the total subsidy, however continuing with the customer retention efforts, specially the medium and high end ones.

The postpaid ARPU of R\$ 86.8 increased by 5.3% in relation to 4Q04, due to the increase in the outgoing ARPU, despite the change in the customer mix. In the year-to-date total, the 0.6% reduction was mainly due to a drop in the inbound ARPU. The blended ARPU of R\$ 25.9 recorded a 19.0% increase over 2004, reflecting a decrease in the prepaid ARPU, due, among other factors, to the outgoing traffic and the MOU of this segment.

The post-paid MOU increased by 6.2% and 5.6% in relation to the accumulated total for 2005 and 2004 and in the comparison between 4Q05 and 4Q04, respectively, due to the increase in the post-paid outgoing MOU. On the other hand, the total MOU was impacted by the changes in the customer mix, once the prepaid MOU is impacted by the reduction in the fixed-mobile inbound traffic.

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	4 Q 05	3 Q 05	Δ%	4 Q 04	Δ%	Accum.		
						2005	2004	Δ%
Total number of customers (thousand)	5,070	4,929	2.9%	4,491	12.9%	5,070	4,491	12.9%
Contract	778	787	-1.1%	787	-1.1%	778	787	-1.1%
Prepaid	4,292	4,142	3.6%	3,704	15.9%	4,292	3,704	15.9%
Market Share (*)	50.0%	51.9%	-1.9p.p.	59.1%	-9.1p.p.	50.0%	59.1%	-9.1p.p.
Net additions (thousand)	142	11	1188.0%	312	-54.5%	580	1,180	-50.9%
Contract	(9)	(3)	197.0%	(6)	41.8%	(9)	(13)	-33.8%
Prepaid	151	14	975.6%	318	-52.6%	588	1,193	-50.7%
Market Share of net additions (*)	22.1%	2.3%	19.8p.p.	30.6%	-8.5p.p.	22.8%	44.5%	-21.7p.p.
Market penetration (*)	61.2%	57.4%	3.8p.p.	47.9%	13.3p.p.	61.2%	47.9%	13.3p.p.

(*) source: Anatel

Operating Highlights - Area 7 (CO) which comprises the Federal District and the following States: Acre, Goiás, Mato Grosso, Mato Grosso do Sul, Rondônia and Tocantins

In 4Q05, **customers** growth in area 7 was 12.9% over 4Q04, recording 5,070 thousand customers in the end of the quarter, in a strongly competitive market.

Absolute leadership, with 50.0% **market share**, being the highest market share among the Brazilian operators, with 4 competitors on the market.

Increase of **Market share of net additions** of 19.8 p.p. over the previous quarter.

Market **penetration** increase of 13.3 p.p. in relation to the last year.

OPERATING PERFORMANCE - NBT - AREA 8

	4 Q 05	3 Q 05	Δ%	4 Q 04	Δ%	Accum.		
						2005	2004	Δ%
Total number of customers (thousand)	1,745	1,632	6.9%	1,329	31.3%	1,745	1,329	31.3%

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Contract	192	191	0.4%	158	21.4%	192	158	21.4%
Prepaid	1,553	1,441	7.8%	1,171	32.6%	1,553	1,171	32.6%
Market Share (*)	36.1%	36.7%	-0.6p.p.	35.5%	0.6p.p.	36.1%	35.5%	0.6p.p.
Net additions (thousand)	113	63	79.3%	201	-43.8%	415	528	-21.4%
Contract	1	3	-60.5%	11	-89.4%	33	9	270.1%
Prepaid	112	60	86.3%	190	-41.1%	382	519	-26.4%
Market Share of net additions (*)	29.4%	32.2%	-2.8p.p.	44.0%	-14.6p.p.	38.3%	41.6%	-3.3p.p.
Market penetration (*)	27.6%	25.5%	2.1p.p.	22.5%	5.1p.p.	27.6%	22.5%	5.1p.p.

Operating Highlights - Area 8 (NBT) which comprises the following states: Amazonas, Amapá, Maranhão, Pará and Roráima

In 4Q05, **customers base** growth in area 8 was 31.3% and 6.9% in relation to 4Q04 and 3Q05, respectively, recording 1,745 thousand customers in the end of the quarter.

Market share increased by 0.6 p.p. in relation to 4Q04, despite the strong competition.

Market share of **Net additions** was 38.3% in the accumulated total for 2005, with emphasis on the growth of the post-paid customer base.

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NET OPERATING REVENUES - TCO

<i>R\$ million</i>	According to Corporate Law							
				Accum.				
	4 Q 05	3 Q 05	Δ%	4 Q 04	Δ%	2005	2004	Δ%
Subscription and Usage	290.2	309.1	-6.1%	274.0	5.9%	1,124.6	981.8	14.5%
Network usage	178.7	188.4	-5.1%	220.7	-19.0%	761.9	840.1	-9.3%
Other services	20.1	22.7	-11.5%	10.3	95.1%	86.2	57.7	49.4%
Net service revenues	489.0	520.2	-6.0%	505.0	-3.2%	1,972.7	1,879.6	5.0%
Net handset revenues	80.2	59.6	34.6%	103.9	-22.8%	298.8	330.9	-9.7%
Net Revenues	569.2	579.8	-1.8%	608.9	-6.5%	2,271.5	2,210.5	2.8%

Net Services Revenue

The net services revenue grew 5.0% in the accumulated total for 2005 in comparison to 2004, recording R\$ 1,972.7 million. Such growth was caused, mainly, by the increase in the customer base and by the increased use of data services, despite the effects of the customer profile adequacy, such as Vivo Ideal and customer loyalty campaigns.

It must be highlighted that subscription and usage revenue recorded a 14.5% increase in the accumulated total for 2005 over 2004, due to the increase in the total outgoing traffic. In the service revenue mix, this increase was partially offset by a reduction in the inbound traffic revenue, as a result of the transition from fixed-mobile traffic to mobile-mobile traffic, with consequent drop in interconnection revenue and the partial Bill & Keep effect.

Data revenues grew 39.5% in the comparison between the accumulated total for 2005 and for 2004, representing 5.6% of the net service revenues in 2005 (4.2% in 2004). This increase has continued to occur due to a more widespread access and use of such services, in addition to the several services launched on the market and the increase in the customer base. The SMS accounted for 71.6% of data revenues in 2005. Average number of SMS messages sent per month in the accumulated total for 2005 was some 38.8 million.

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<i>R\$ million</i>	According to Corporate Law							
						Accum.		
	4 Q 05	3 Q 05	Δ%	4 Q 04	Δ%	2005	2004	Δ%
Personnel	(40.7)	(37.1)	9.7%	(37.6)	8.2%	(153.5)	(141.7)	8.3%
Cost of services rendered	(78.2)	(63.8)	22.6%	(37.1)	110.8%	(277.5)	(165.6)	67.6%
Leased lines	(11.5)	(11.1)	3.6%	(6.2)	85.5%	(39.7)	(25.1)	58.2%
Interconnection	(16.1)	(14.2)	13.4%	(13.8)	16.7%	(58.9)	(72.9)	-19.2%
Rent/Insurance/Condominium fees	(4.8)	(5.5)	-12.7%	(3.2)	50.0%	(15.5)	(16.0)	-3.1%
Fistel and other taxes and contributions	(28.4)	(27.3)	4.0%	(5.1)	456.9%	(109.3)	(12.3)	788.6%
Third-party services	(14.9)	(4.5)	231.1%	(8.2)	81.7%	(47.9)	(35.5)	34.9%
Others	(2.5)	(1.2)	108.3%	(0.6)	316.7%	(6.2)	(3.8)	63.2%
Cost of goods sold	(126.0)	(92.4)	36.4%	(196.0)	-35.7%	(498.6)	(556.0)	-10.3%
Selling expenses	(219.1)	(165.4)	32.5%	(119.3)	83.7%	(627.8)	(395.8)	58.6%
Provision for bad debt	(113.0)	(56.2)	101.1%	(19.2)	488.5%	(224.6)	(68.3)	228.8%
Third-party services	(102.4)	(91.4)	12.0%	(90.9)	12.7%	(367.2)	(296.5)	23.8%
Others	(3.7)	(17.8)	-79.2%	(9.2)	-59.8%	(36.0)	(31.0)	16.1%
General & administrative expenses	(26.8)	(33.9)	-20.9%	(26.9)	-0.4%	(108.2)	(84.1)	28.7%
Other operating revenues (expenses)	37.7	(4.0)	n.a.	13.1	187.8%	43.4	24.0	80.8%
Total costs before depreciation / amortization	(453.1)	(396.6)	14.2%	(403.8)	12.2%	(1,622.2)	(1,319.2)	23.0%
Depreciation and amortization	(70.3)	(67.9)	3.5%	(58.2)	20.8%	(262.8)	(210.0)	25.1%
Total operating costs	(523.4)	(464.5)	12.7%	(462.0)	110.8%	(1,885.0)	(1,529.2)	23.3%

Personnel Cost

The increase in personnel cost in the comparison between the accumulated total for 2005 and 2004 is due to salary adjustments arising out of the November/2004, the investments in training and the incentive campaigns for the selling team.

The positive variation between 4Q05 and 3Q05 is a result of the collective agreement signed in November/2005 and the reflexes in provisions and benefits.

Cost of Services Rendered

The 110.8% increase in the cost of services rendered by TCO, in 4Q05, when compared to 4Q04, and of 67.6% in the accumulated total for 2005, in relation to 2004, is due to an increase in the number of links and negotiations of connection means as well as the increase in the customer base. The variation recorded in Fistel and other fees and contributions in the periods under examination arises out of equalization of TCO's accounting criteria to the other Group Companies, as well as of the increase in expenses with third-party services, especially plant maintenance and electric power.

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<i>Cost of Goods Sold</i>	Cost of goods sold decreased by 35.7% in relation to 4Q04 and by 10.3% in the comparison between the accumulated total for 2005 and 2004, mostly due to the increase in the number of customer additions, reduced costs and improved mix of handsets, as a result of market conditions.
<i>Selling Expenses</i>	<p>In 4Q05, selling expenses increased by 83.7% in relation to 4Q04 and by 58.6% in the comparison between the accumulated totals for 2005 and 2004, caused by an increase in expenses with third-party services, especially publicity, commissions, and post-sale client care, resulting from the increase in the total traffic recorded in 2005.</p> <p>The Provision for Bad Debt - PBD recorded the amount of R\$ 113.0 million in 4Q05 and R\$ 224.6 million in the year 2005.</p> <p>In addition to the effect from adjustments in the recognition of the acquisition of customers, it must be mentioned that the company provisioned revenue from receivables of calls made through the networks of other operators. Such values, according to the present regulation are obligatorily paid to the cited operators, independently of recognition of such calls from our clients. It must be said that structural measures and process actions have been adopted, including substitution of systems and certification of analog networks and TDMA of other operators to substantially reduce said expenses.</p> <p>Disregarding the above mentioned effects, we estimate that the PDD would have recorded R\$ 44.4 million for 4Q05 and R\$ 107.8 million for year 2005, in line with the business evolution.</p>
<i>General and Administrative Expenses</i>	The 20.9% reduction in general and administrative expenses in 4Q05, as compared to 3Q05, is due to the recognition on 3Q05 of a provision for value added tax. In the accumulated total for 2005, the 28.7% increase over 2004 is due to the increase in the costs of third-party services, especially labor and systems maintenance.
<i>Other Operating Revenues/ Expenses</i>	Increase of R\$ 41.7 million in the revenue in 4Q05 in relation to the same period of the previous year and increase of R\$ 19.4 million in the accumulated total of 2005 over 2004, caused by an extraordinary effect referring to recovery of expenses with taxes and reversal of contingencies provision.
<i>Depreciation and Amortization</i>	Depreciation and amortization expenses recorded R\$ 70.3 million in 4Q05 and R\$ 262.8 million in the accumulated total for 2005, representing 3.5% increase in 4Q05 in relation to the previous quarter and 25.1% in the comparison between the accumulated total for 2005 and 2004, due to the investments effected, especially in function of the overlay to the CDMA network and incoming operational assets, as a result of the conclusion of works.

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TELE CENTRO OESTE CELULAR PARTICIPAÇÕES S.A.

FINANCIAL REVENUES (EXPENSES) - TCO

<i>R\$ million</i>	According to Corporate Law							
					Accum.			
	4 Q 05	3 Q 05	Δ%	4 Q 04	Δ%	2005	2004	Δ%
Financial Revenues	42.3	58.4	-27.6%	39.3	7.6%	201.4	158.5	27.1%
Exchange rate variation / Monetary variation	(2.1)	4.7	n.a.	5.0	n.a.	11.0	5.1	115.7%
Other financial revenues	52.8	59.7	-11.6%	42.8				