

TELE NORTE CELULAR PARTICIPACOES SA  
Form SC TO-C  
August 22, 2008

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE TO**

**(Rule 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**TELE NORTE CELULAR PARTICIPAÇÕES S.A.**

**(Name of subject company (Issuer))**

**TELEMAR NORTE LESTE S.A.**

**(Names of Filing Persons (Offerors))**

**Common Shares**  
**(Title of classes of securities)**

**N/A**  
**(CUSIP number of preferred shares)**

**Roberto Terziani**

**Investor Relations Director**

**Rua Humberto de Campos, 425**

**7º andar**

**Leblon, Rio de Janeiro, RJ, Brazil 22430-190**

**Tel: +55 21 3131-1208**

*(Name, address, and telephone number of person authorized to receive notices and communications on behalf of Filing Persons)*

*Copies to:*

**Mark O. Bagnall**

**White & Case LLP**

**Wachovia Financial Center, Suite 4900**

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200 South Biscayne Boulevard

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Tel: (305) 371-2700

**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
Not applicable\*

**Amount of Filing Fee\***  
Not applicable\*

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

\*\* Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: N/A  
Form of Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

x Check the box if the filing relates solely to preliminary communications made before the commencement of the tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

\*\* third party tender offer subject to Rule 14d-1

x issuer tender offer subject to Rule 13e-4

\*\* going private transaction subject to Rule 13e-3

\*\* amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: \*\*