

CORPORACION FINANCIERA NACIONAL Y SURAMERICANA S A /FI  
Form CB  
August 05, 2005

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

Form CB

TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

- Securities Act Rule 801 (Rights Offering) [ ]
- Securities Act Rule 802 (Exchange Offer) [X]
- Exchange Act Rule 13e-4(h) (8) (Issuer Tender Offer) [ ]
- Exchange Act Rule 14d-1(c) (Third Party Tender Offer) [X]
- Exchange Act Rule 14e-2(d) (Subject Company Response) [ ]
- Filed or submitted in paper if permitted by Regulation S-T Rule 101(b) (8) [ ]

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|---|--|
| Conavi Banco Comercial<br>y de Ahorros S.A. | Corporacion Financiera Nacional y<br>Suramericana S.A. |
|---|--|

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(Names of Subject Companies)

|                                       |  |
|---------------------------------------|--|
| Conavi Commercial<br>and Savings Bank | National and South American<br>Financing Corporation |
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(Translation of Subject Companies' Names into English (if applicable))

Republic of Colombia

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(Jurisdiction of Subject Companies Incorporation or Organization)

Bancolombia S.A.

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(Names of Person Furnishing Form)

|               |               |
|---------------|---------------|
| Common Shares | Common Shares |
|---------------|---------------|

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(Title of Class of Subject Securities)

N/A

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(CUSIP Number of Class of Securities (if applicable))

|   |   |
|---|---|
| Rodrigo Uribe<br>Conavi Banco Comerical<br>y de Ahorros S.A.<br>CR 43A #1 A Sur 143<br>Medellin, Republic of Colombia<br>(574) 266-0800 | Margarita Maria Mesa Mesa<br>Corporacion Financiera Nacional y<br>Suramericana S.A.<br>Carrera 43A #3-101, Piso 1<br>Medellin, Republic of Colombia<br>(574) 319-6200 |
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(Names, Addresses (including zip code) Telephone Numbers (including area code) of Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Companies)

August 1, 2005

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(Date Tender Offer/Rights Offering Commenced)

PART I -- INFORMATION SENT TO SECURITY HOLDERS

Item 1. Home Jurisdiction Documents

- (a) The following document is attached as Exhibit A to this Form CB: English translation of the Instructivo Proceso de Intercambio de Acciones relating to the Bancolombia S.A., Conavi Banco Comercial y de Ahorros S.A. and Corporacion Financiera Nacional y Suramericana S.A. merger.

Item 2. Informational Legends

A legend complying with Rule 802(b) under the Securities Act of 1933, as amended, is included in the Instructivo Proceso de Intercambio de Acciones attached to this Form CB.

PART II -- INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

Not applicable.

PART III -- CONSENT TO SERVICE OF PROCESS

Bancolombia S.A. is filing with the Commission a written irrevocable consent and power of attorney on Form F-X concurrently with the furnishing of this Form CB.

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PART IV -- SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BANCOLOMBIA S.A.

By: /s/ Jaime Alberto Velasquez Botero

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Name: Jaime Alberto Velasquez Botero  
Title: Vice President of Finance  
(Chief Financial Officer)

Date: August 5, 2005

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