

TELE CENTRO OESTE CELULAR PARTICIPACOES

Form 6-K

August 16, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 AUGUST 2002

(Commission File No. 001-14489)

TELE CENTRO OESTE CELULAR PARTICIPACOES S.A.
(Exact name of registrant as specified in its charter)

TELE CENTRO OESTE CELLULAR HOLDING COMPANY
(Translation of registrant's name in English)

SCS-QUADRA 2, BLOCO C, EDIFICIO ANEXO-TELEBRASILIA CELULAR
-7° ANDAR, BRASILIA, D.F.
FEDERATIVE REPUBLIC OF BRAZIL
(Address of Principal Executive Offices)

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

Form 20-F X Form 40-F
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(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 X
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TELE CENTRO OESTE CELULAR PARTICIPACOES S.A.
CNPJ N(0)02.558.132/0001-69 / NIRE N(0)533 0000 580 0
A Publicly-Held Corporation

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MINUTES OF THE 165TH (ONE HUNDRED AND SIXTY-FIFTH)
EXTRAORDINARY BOARD MEETING

1. DATE, TIME, AND LOCATION OF THE MEETING: The meeting was held at 08:00 (eight hundred hours) August 13, 2002, at the Company's headquarters, located at SCS, QUADRA 2, BLOCO C, N(0)226, EDIFÍCIO TELEBRASILIA CELULAR, 7(0)ANDAR, in the city of Brasilia-DF. 2. ATTENDANCE: All of the members of the Board of Directors attended, namely Mr. Alexandre Beldi Netto, Mr. Mario Cesar Pereira Araujo, Mr. Marco Antonio Beldi, Mr. Antonio Fabio Beldi, Mr. Nelson Guarnieri de Lara, Mr. Alexandre Marcondes de Souza and Mr. Ricardo de Souza Adenes. 3. THE TABLE: Mr. Alexandre Beldi Netto, chairman of the Company's Board of Directors, conducted the proceedings and invited Mr. MARIO CESAR PEREIRA DE ARAUJO to act as secretary. 4. ORDER OF THE DAY: (I) to decide on the ACQUISITION AND INSTALLATION OF DEBENTURES ISSUED BY FIXCEL S.A. 5. UNANIMOUS AND UNRESTRICTED DELIBERATION: After the installation of the Board, the members of the Board of Directors unanimously and with no restrictions decided to acquire, in compliance with the terms of Item XVI of Article 17 of the Company's bylaws, a maximum total of R\$125,000,000.00 (One Hundred Twenty-Five Million Brazilian Reais) in 2nd-issue debentures of Fixcel S.A., a corporation headquartered in the city of Sorocaba, in the state of Sao Paulo, and registered with the Brazilian National Tax Roll (CNPJ/MF) under number 02.792.099/0001-37. The members of the Board of Directors decided that the remaining 2nd-issue debentures of Fixcel S.A., in the total amount of R\$65,000,000.00 (Sixty-Five Million Brazilian Reais), shall be acquired by the companies controlled by the Company, namely Telegoias Celular S.A., Telemat Celular S.A., Telems Celular S.A., Telecel Celular S.A. and Norte Brasil Telecom S.A., in a proportion defined by their respective Boards of Directors. The debentures issued by Fixcel S.A. to be purchased by the Company will have a float guarantee, will not be convertible into shares and will mature in 360 (Three Hundred and Sixty) days as of their date of issue. The members of the Board of Directors are henceforth authorized to take any and every necessary or convenient action to acquire the debentures issued by Fixcel S.A. in the form herein established. 6. CLOSING AND APPROVAL OF MINUTES: With no further issues to address, the president closed the meeting and the present minutes were drawn, read and considered appropriate and signed by all the present members. Brasilia-DF, August 13, 2002. We hereby certify for the purposes that the document above is a true copy of its original text, drawn in its appropriate minute book.

MARIO CESAR PEREIRA DE ARAUJO
Secretary

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BRASILIA, AUGUST 15, 2002

INVESTOR RELATIONS:

WEB SITE

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INFORMATION TO THE MARKET

Considering the news and evaluations disclosed throughout this day, TCO clarifies the following facts:

- (i) As announced on August 14, 2002 (yesterday), on August 13, 2002 TCO subscribed to million Brazilian Reais in debentures issued by Fixcel, a corporation which belongs to Splice Group. When added to the issue acquired on July 2, 2002 in the value of R\$ million, the total subscription amounts to R\$660 million. The debentures have a float guarantee on the Fixcel assets and a guarantee from Splice.
- (ii) TCO is being paid at an interest rate equal to the variation of the Bank Depository Certificate - BDC - plus 2% PER ANNUM.
- (iii) TCO HAS NO INTENTION OF INVESTING ADDITIONAL RESOURCES IN ISSUES FROM THE SPLICE GROUP OF ANY NATURE.
- (iv) TCO understands that the guarantees represented by the Fixcel and the Splice equities significantly exceed the value of the acquired debentures.

The operations above have not debilitated TCO's operating and financial performance, which was the HIGHEST NET INCOME AMONG ALL CELLULAR TELEPHONE COMPANIES IN THE FIRST HALF OF 2002 (R\$16 million). All the plans and investments made by TCO have been fully met. TCO used funds available in order to acquire the debentures and it is certain that such investments will not compromise investment plans or the development of its business activities.