NATIONAL TELEPHONE CO OF VENEZUELA
Form 6-K
August 15, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 6-K

Report of Foreign Issuer

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

Securities Exchange Act of 1934

For the month of August 2005

NATIONAL TELEPHONE COMPANY OF VENEZUELA (CANTV)

(Translation of Registrant s Name into English)

EDIFICIO CANTV

AVENIDA LIBERTADOR

CARACAS, VENEZUELA

(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 ¨

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 Act of 1934

Yes ¨ No x

If Yes is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82 -__________________

This report consists of an English translation of the original Spanish language version of a Venezuelan filing of the unaudited financial statements of Compañía Anónima Nacional Teléfonos de Venezuela (CANTV) as of and for the period ended on June 30, 2005, prepared according to Venezuelan GAAP, which differ in certain important respects from US GAAP, as filed with the Venezuela National Commission on Securities on August 3, 2005.

This report contains statements about expected future events and financial results that are forward-looking and subject to risks and uncertainties. Actual results could differ materially from those predicted in such forward-looking statements. Factors which may cause actual results to differ materially from those discussed herein include economic considerations that could affect demand for telecommunications services and the ability of the Company to make collections, inflation, regulatory factors, exchange controls and occurrences in currency markets, competition, labor relations, and the risk factors set forth in the Company s various filings with the Securities and Exchange Commission, including its most recently filed Annual Report on Form 20-F. The Company undertakes no obligation to revise these forward-looking statements to reflect events or circumstances after the date hereof, and claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

ENGLISH TRANSLATION

Caracas, August 3, 2005

Comisión Nacional de Valores

Attention: Dr. Fernando J. De Candia Ochoa

President

Dear Dr. De Candia Ochoa,

In accordance with the requirements of the Periodic or Occasional Information Reporting Norms to Be Submitted by Individuals Regulated by the Venezuelan National Commission on Securities (Normas Relativas a la Información Periódica u Ocasional que Deben Suministrar las Personas Sometidas al Control de la Comisión Nacional de Valores), attached please find the unaudited Financial Statements as of and for the period ended June 30, 2005, which includes its respective notes, that are presented comparative to the previous year ago period (2004).

I will make myself available should you need any clarification or additional information.

Sincerely yours,

/s/ Gregorio Tomassi
Gregorio Tomassi

Head of Strategic Planning and Investor Relations

Cantv

COMPAÑÍA ANÓNIMA NACIONAL TELÉFONOS DE VENEZUELA

(CANTV) AND SUBSIDIARIES

Unaudited Consolidated Financial Statements

as of June 30, 2005 and 2004

and for the six months ended

June 30, 2005 and 2004

(Translation of financial statements originally issued in Spanish)

COMPAÑÍA ANÓNIMA NACIONAL TELÉFONOS DE VENEZUELA (CANTV) AND SUBSIDIARIES

UNAUDITED CONSOLIDATED BALANCE SHEET

(In millions of constant bolivars as of June 30, 2005)

	June 30,	
	2005	**2004**
		(Restated)
ASSETS		
CURRENT ASSETS:		
Cash and temporary investments	1,072,137	801,035
Accounts receivable, net (Note 6)	563,673	518,952
Accounts receivable from Venezuelan Government entities (Note 7)	166,203	173,228
Inventories, spare parts and supplies, net (Note 8)	306,807	119,603
Deferred income tax asset	137,947	124,952
Other current assets	64,679	68,755
Total current assets	2,311,446	1,806,525
Property, plant and equipment, net (Note 9)	4,214,415	4,475,610
Cellular concession, net (Note 2)	196,781	204,092
Long-term accounts receivable from Venezuelan Government entities (Note 7)	72,832	35,121
Deferred income tax asset	190,182	217,900
Other assets (Note 10)	362,597	446,081
Total assets	7,348,253	7,185,329
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Current portion of the long-term debt (Note 11)	195,610	54,675
Accounts payable	781,067	518,685
Accrued employee benefits	156,083	128,511
Pension and other post-retirement benefit obligations (Note 13)	97,893	109,551
Dividends payable (Note 14)	99,183	125,172
Deferred revenue	129,297	131,714
Other current liabilities (Note 12)	319,562	283,727
Total current liabilities	1,778,695	1,352,035
LONG-TERM LIABILITIES:		
Long-term debt (Note 11)	82,007	219,248
Deferred income tax liability	82,438	79,991
Provision for legal and tax contingencies (Note 19)	175,535	80,985
Pension and other post-retirement benefit obligations (Note 13)	713,779	788,218
Total liabilities	2,832,454	2,520,477

Minority interests	4,093	4,406
STOCKHOLDERS EQUITY (Note 14):		
Inflation adjusted capital stock (equivalent to nominal capital stock of Bs. 29,047)	2,768,188	2,768,188
Additional paid-in capital	43,673	43,673
Retained earnings	1,523,772	1,497,895
Legal reserve	276,820	351,206
Workers benefit shares	(102,057)	(104,015)
Translation adjustment and other	1,310	103,499
Total stockholders equity	4,511,706	4,660,446
Total liabilities and stockholders equity	7,348,253	7,185,329

The accompanying notes are an integral part of the consolidated financial statements

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(Translation of financial statements originally issued in Spanish)

COMPAÑÍA ANÓNIMA NACIONAL TELÉFONOS DE VENEZUELA (CANTV) AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENT OF OPERATIONS

(In millions of constant bolivars as of June 30, 2005, except information per share and per ADS)

	For the six months ended June 30,	
	2005	**2004**
		(Restated)
OPERATING REVENUES:		
Local service	465,683	529,419
Domestic long distance	153,171	159,196
Local and domestic long distance	618,854	688,615
International long distance	56,519	60,314
Net settlements	(2,374)	(2,918)
International long distance	54,145	57,396
Fixed to mobile outgoing calls	373,725	338,943
Interconnection incoming	52,807	44,590
Data transmission	238,560	202,799
Other wireline-related services	78,845	65,107
Total wireline services	1,416,936	1,397,450
Wireless services	705,949	530,177
Wireless equipment sales	134,396	73,793
Total wireless services	840,345	603,970
Other	101,915	75,145
Total operating revenues	2,359,196	2,076,565
OPERATING EXPENSES:		
Labor and benefits	397,476	295,035
Operations, maintenance, repairs and administrative	601,041	560,946
Cost of sales of wireless equipments	260,876	84,658
Provision for uncollectibles	41,139	46,640
Interconnection costs	248,938	205,422
Depreciation and amortization	507,226	568,959
Concession and other taxes	134,257	126,864
Total operating expenses	2,190,953	1,888,524

Operating income	168,243	188,041
OTHER INCOME (EXPENSES), NET:		
Financing benefit (cost), net (Note 15)	102,205	(16,487)
Gain in sale of investments	85,599	
Other (expenses) income, net	(6,837)	6,886
Total other income (expenses), net	180,967	(9,601)
Income before income tax	349,210	178,440
INCOME TAX (Note 17)		
Current	(68,130)	(35,621)
Deferred	1,716	65,048
Total income tax	(66,414)	29,427
Income before minority interest	282,796	207,867
Minority interest	(462)	(1,519)
Net income	282,334	206,348
Earnings per share (Note 3-u)	364	266
Earnings per ADS (based on 7 shares per ADS)	2,547	1,861
Average shares outstanding (in millions)	776	776

The accompanying notes are an integral part of the consolidated financial statements

COMPAÑÍA ANÓNIMA NACIONAL TELÉFONOS DE VENEZUELA (CANTV) AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY

FOR THE SIX MONTHS ENDED JUNE 30, 2005 AND 2004 AND THE YEAR ENDED DECEMBER 31, 2004

(In millions of constant bolivars as of June 30, 2005)

	Capital Stock			Additional					Translation	Total
	Nominal value	Inflation adjustment	Total	paid-in capital	Retained earnings	Legal reserve	Treasury stock	Workers benefits shares	and other adjustments	stockholders equity
Restated balance as of December 31, 2003	34,173	3,218,760	3,252,931	43,673	1,814,891	351,206	(484,743)	(105,402)	97,374	4,969,930
Net income					206,348					206,348
Dividends declared (Note 14)					(516,402)					(516,402)
Workers benefit shares					(6,942)			1,387		(5,555)
Cancellation of treasury stock (Note 15)	(5,126)	(479,617)	(484,743)				484,743			
Valuation of available for sale investments									6,125	6,125
Restated balance as of June 30, 2004	29,047	2,739,143	2,768,188	43,673	1,497,895	351,206		(104,015)	103,499	4,660,446
Net income					168,499					168,499
Dividends declared (Note 14)					(100,698)					(100,698)
Workers benefit shares					9,175			555		9,730
Release of excess of legal reserve (Note 14)					74,386	(74,386)				
Valuation of available for sale investments, net of realization									(21,205)	(21,205)
Restated balance as of December 31, 2004	29,047	2,739,143	2,768,188	43,673	1,649,257	276,820		(103,460)	82,294	4,716,772
Net income					282,334					282,334
Dividends declared (Note 14)					(409,626)					(409,626)
Workers benefit shares					1,807			1,403		3,210
Valuation of available for sale investments, net of realization									(80,984)	(80,984)

Balance as of June 30, 2005	29,047	2,739,143	2,768,188	43,673	1,523,772	276,820		(102,057)	1,310	4,511,706

The accompanying notes are an integral part of the consolidated financial statements

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(Translation of financial statements originally issued in Spanish)

COMPAÑÍA ANÓNIMA NACIONAL TELÉFONOS DE VENEZUELA (CANTV) AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS

(In millions of constant bolivars as of June 30, 2005)

	For the six months ended June 30,	
	2005	**2004**
		(Restated)
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES		
Net income	282,334	206,348
Adjustments to reconcile net income to net cash provided by operating activities-		
(Gain) loss from net monetary position	(40,732)	33,668
Exchange (gain) loss, net	(31,312)	368
Gain in sale of investments	(85,599)	
Depreciation and amortization	507,226	568,959
Deferred income tax	(1,716)	(65,048)
Provision for uncollectibles	41,139	46,640
Provision for inventories obsolescence	(6,212)	11,497
Provision for legal and tax contingencies	76,598	37,650
Changes in current assets and liabilities -		
Accounts receivable	(126,420)	(59,573)
Accounts receivable from Venezuelan Government entities	(19,022)	(47,248)
Inventories, spare parts and supplies	(19,159)	(39,937)
Deferred income tax asset	(7,359)	(57,115)
Other current assets	(28,672)	(4,408)
Accounts payable	7,393	46,073
Accrued employee benefits	74,054	53,402
Deferred revenues	(22,651)	(14,373)
Other current liabilities	(3,116)	7,794
	596,774	724,697
Changes in non current assets and liabilities -		
Deferred income tax asset	3,367	(33,461)
Other assets	91,306	(15,221)
Deferred income tax liability	3,936	87,883
Pension and other post-retirement benefit obligations	12,266	(40,321)
Net cash provided by operating activities	707,649	723,577
CASH FLOWS USED IN INVESTING ACTIVITIES:		
Acquisition of information systems, net of disposals	(58,894)	(15,565)
Acquisition of property, plant and equipment, net of disposals	(279,853)	(160,617)
Net cash used in investing activities	(338,747)	(176,182)
CASH FLOWS USED IN FINANCING ACTIVITIES:		

Proceeds from borrowings	71,692	
Payments of debt	(71,791)	(225,786)
Dividends paid	(326,290)	(380,699)
Assignment (purchase) of shares for workers benefit fund	3,210	(5,555)
Net cash used in by financing activities	(323,179)	(612,040)
Increase (decrease) in cash and temporary investments before loss in purchasing power of cash and temporary investments and foreign exchange gain on cash and temporary investments	45,723	(64,645)
LOSS IN PURCHASING POWER OF CASH AND TEMPORARY INVESTMENTS:	(76,284)	(86,844)
FOREIGN EXCHANGE GAIN OF CASH AND TEMPORARY INVESTMENTS:	30,625	36,190
Increase (decrease) in cash and temporary investments	64	(115,299)
CASH AND TEMPORARY INVESTMENTS:		
Beginning of the period	1,072,073	916,334
End of the period	1,072,137	801,035
SUPPLEMENTARY INFORMATION:		
Unpaid dividends	99,183	125,172
Cash paid during the period for -		
Interest	6,012	16,980
Taxes	198,086	267,107
RESULT FROM NET MONETARY POSITION:		
Operating activities	84,068	21,415
Financing activities	32,948	31,761

The accompanying notes are an integral part of the consolidated financial statements

(Translation of financial statements originally issued in Spanish)

COMPAÑÍA ANÓNIMA NACIONAL TELÉFONOS DE VENEZUELA (CANTV) AND SUBSIDIARIES

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2005

(Amounts are adjusted for inflation and expressed in millions of constant

bolivars as of June 30, 2005, unless otherwise indicated)

NOTE 1 - EXPLANATION ADDED FOR TRANSLATION INTO ENGLISH:

The consolidated financial statements were originally issued in Spanish and have been translated into English.

NOTE 2 - COMPANY BACKGROUND AND CONCESSION AGREEMENT:

Compañíа Anónima Nacional Teléfonos de Venezuela (referred to below as CANTV or the Company) is the primary provider of telecommunications services in Venezuela, and the owner of a nationwide basic telecommunications network through which it provides local, domestic and international wireline telephone service, and private networks, data, public telephone, rural and telex services. In addition, CANTV provides other telecommunications services including national wireless communications, Internet access and publication of telephone directories through its principal subsidiaries: Telecomunicaciones Movilnet, C.A. (Movilnet), CANTV.Net, C.A. (CANTV.Net) and C.A. Venezolana de Guías (Caveguías) (Note 3 (d) - Summary of significant accounting principles and policies - Consolidation).

CANTV entered into a Concession Agreement (referred to as the Concession) with the Government of the Bolivarian Republic of Venezuela (referred to as the Government) in 1991 to provide, manage and operate national telecommunications services, including wireline telephone services, private networks and value-added services, guaranteeing high quality service, modernizing and expanding the local network, introducing progressive rate rebalancing and establishing a framework for the introduction of competition into the market. CANTV did not make an initial payment for this concession. November 2000 marked the opening of the telecommunications market to competition and the entrance of new competitors (Note 19 (d) - Commitments and contingencies - Concession mandates and Note 4 (c) - Regulation - Competition). Beginning June 12, 2000, the Company has been regulated by the Concession, the Telecommunications Law and its Regulations (Note 4 - Regulation).

Significant terms of the Concession are as follows:

a) The Concession established a special privilege regime of limited concurrence, through which the Government designated CANTV, except in certain circumstances, as the exclusive provider of basic telephone service, including local, national and international access until

November 27, 2000. Beginning on that date, any party that obtains the corresponding administrative concession is permitted to provide basic telecommunications services nationwide (Note 4 - Regulation).

b) The Concession is for 35 years ending in 2026, and is renewable for an additional period of 20 years subject to the approval of the Ministry of Infrastructure and satisfactory performance by CANTV of its obligations under the Concession.

c) Until December 31, 2000, CANTV paid the Government an annual 5.5% of billed services by means of a Concession tax. Beginning January 2001, the Company was required to pay up to 4.8% of gross revenues (Note 4 (a) - Regulation - Tax regime). These expenses are presented in the accompanying consolidated statement of operations as Concession and other taxes totaling Bs 52,092 and Bs 56,155 for the six months ended June 30, 2005 and 2004, respectively.

d) The Concession specifies various penalties that may be imposed on CANTV for negligent or intentional violation of its provisions. Depending on the nature of the violation, penalties may include a public reprimand, a fine up to 1% of services billed, and/or the termination of the Concession. As of June 30, 2005, CANTV has not been penalized. Furthermore, penalties against CANTV for other concepts through June 30, 2005 have not been material.

e) Upon any termination of the Concession, all of CANTV s real estate, equipment, structures and facilities assets utilized in the performance of services under the Concession would be forfeited to the Government in exchange for a payment equal to the book value of such assets after depreciation or amortization recorded for income tax purposes.

Cellular concession

On May 19, 1992, the Company purchased a cellular concession from the Government for Bs 296,939 (Bs 5,388 in nominal amounts) and established the subsidiary Movilnet to operate wireless communications. The cellular concession was granted for 20 years and is renewable for an additional 20-year period. The amount paid for the cellular concession is being amortized over 40 years. As of June 30, 2005 and 2004, accumulated amortization is Bs 100,158 and Bs 92,846, respectively.

The cellular concession agreement specifies various penalties that may be imposed on Movilnet for negligent or intentional violation of its provisions. Depending on the nature of the violation, penalties may include a public reprimand, the imposition of fines proportionate to the damage caused and/or temporary suspension or termination of the concession. Through June 30, 2005, no penalties have been imposed on Movilnet under this concession agreement.

Beginning in 2001, the tax regime applicable to cellular telephony service operators was 9.3% of gross revenues and with periodic decreases of 1% per annum through 2005 (Note 4 (a) - Regulation - Tax regime).

For the six months ended June 30, 2005 and 2004, the cellular concession tax expense included in the accompanying consolidated statement of operations is presented as Concession and other taxes and totalled to Bs 44,106 and Bs 37,937, respectively.

Value-Added Services Concession

The majority of the Company s value-added services are provided directly by the Company s wholly owned subsidiary, CANTV.Net. On October 5, 1995, the Comisión Nacional de Telecomunicaciones (CONATEL) (the National Telecommunications Commission) granted to CANTV.Net the Value-Added Services Concession, which has an initial term of 10 years. The Value-Added Services Concession is renewable for another 10-year term, subject to certain conditions. Under the Value-Added Services Concession, CANTV.Net is granted the right to offer voice-mail services nationwide. The Value-Added Services Concession has been expanded to allow CANTV.Net to offer additional services such as Internet access. The Value Added Services Concession requires the payment to CONATEL of an annual concession fee equal to 4.3% of the revenues of CANTV.Net.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES AND POLICIES:

a) Basis of presentation

The consolidated financial statements have been prepared in accordance with Accounting Principles Generally Accepted in Venezuela (Venezuelan GAAP) issued by the Venezuelan Federation of Public Accountants (VFPA). According to Venezuelan Statement of Accounting Principles No. 0, the hierarchy of controlling accounting guidance is Venezuelan GAAP, followed in succession by International Financial Reporting Standards (IFRS), Mexican GAAP bulletins, Financial Accounting Standards Board (FASB) pronouncements and accounting standards promulgated by other Latin American countries with economic issues similar to those in Venezuela.

b) Use of estimates in the preparation of financial statements

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the amounts of income and expense recognized during the reporting period. Actual results may differ from those estimates.

c) Adjustment for inflation

The Company s consolidated financial statements are expressed on a constant bolivar basis as of June 30, 2005, in accordance with the Revised Venezuelan Statement of Accounting Principle No. 10, Standards for the Preparation of Financial Statements Adjusted for Inflation (DPC 10) issued by the VFPA in December 2000. For all legal and statutory purposes, CANTV uses financial statements adjusted for inflation.

Amounts disclosed in the consolidated financial statements have been adjusted to reflect the bolivar s purchasing power at June 30, 2005, based on the Consumer Price Index (CPI) for the Metropolitan Area of Caracas as published by the Banco Central de Venezuela (BCV) (the Central Bank of Venezuela). The purpose of this adjustment is to present consolidated financial statements in monetary units of the same purchasing power. Therefore, the accompanying consolidated financial statements do not purport to represent the market or realizable value of non-monetary assets, which vary from the updated values based on price indices.

As of June 30, the most representative indices used in the preparation of the inflation adjusted financial statements are as follows (1997 base):

	2005	2004
Period CPI	496.25113	428.25433
Average for period CPI	480.60111	411.89068

Each caption in the accompanying consolidated financial statements has been presented on the basis of the CPI at June 30, 2005, as follows:

i. Monetary assets and liabilities (cash and temporary investments, accounts receivable, certain other assets and most liabilities) including foreign currency balances as of June 30, 2005, have not been adjusted for the effect of inflation since they already represent their inflation-adjusted value at that date. The balances as of June 30, 2004 have been adjusted based upon the relative change in the CPI between that date and the CPI at June 30, 2005.

ii. Non-monetary assets (mainly inventories, spare parts and supplies, net, property, plant and equipment, net, the cellular concession, net and certain other assets), deferred revenue and stockholders equity have been adjusted based upon the relative change in the CPI between the time the assets and equity were acquired or contributed and the CPI at June 30, 2005.

iii. The liability for pension and other post-retirement benefit obligations and their related expenses are recorded based on actuarial calculations (Note 13 - Retirement benefits), and was considered a non-monetary item until December 31, 2004. Beginning on that date, these items are considered as monetary accordance with International Accounting Standard (IAS) No. 21, The Effects of Changes in Foreign Exchange Rates (revised 2003), in which pension and other post-retirement benefit are specifically defined as monetary items.

iv. Monetary income and expense have been adjusted based on the change in the CPI from the month in which transactions were recorded and the CPI at June 30, 2005.

v. Non-monetary expenses (mainly depreciation and amortization, and pension and other post-retirement benefit expenses until December 31, 2004) are adjusted based on the inflation-adjusted value of the corresponding asset (mainly property, plant and equipment, cellular concession and software) in the accompanying consolidated balance sheet (paragraph (ii) above).

vi. The monetary result is attributable to the Company s net monetary asset or liability position during an inflationary period and is shown under the Financing benefit (cost), net in the accompanying consolidated statement of operations (Note 15 - Financing benefit (cost), net).

d) Consolidation

The consolidated financial statements include CANTV and all its majority-owned subsidiaries. CANTV s principal subsidiaries are: Movilnet, CANTV.Net, Caveguías and CANTV Finance Ltd. (CANTV Finance). The Company also consolidates the workers benefit fund (Note 14 - Stockholders equity - Workers benefit fund). All subsidiaries are wholly owned, except for Caveguías which is 80% owned. All significant intercompany balances and transactions among the companies are eliminated in consolidation.

e) Cash and temporary investments

Cash and temporary investments include short-term and highly liquid investments of Bs 1,014,481 and Bs 641,323 as of June 30, 2005 and 2004, respectively, having maturities of three months or less. The loss in purchasing power of bolivar-denominated cash and temporary investments due to inflation, and foreign exchange gains on cash and temporary investments are reflected as a separate caption in the consolidated statement of cash flows.

f) Inventories, spare parts and supplies, net

Inventories, spare parts and supplies are recorded at acquisition cost, net of reserves, which does not exceed their net realizable value. Certain inventories, spare parts and supplies whose original nominal cost per unit does not exceed the equivalent in bolivars of U.S.$500 are expensed when purchased.

g) Property, plant and equipment and depreciation and amortization

Property, plant and equipment is recorded at acquisition or construction cost, adjusted for inflation. Property, plant and equipment includes the costs of materials used, as well as direct labor costs and overhead costs in connection with construction work in progress. Maintenance and repair costs are expensed when incurred while major improvements (including technological upgrades) and renewals that extend the assets useful lives or asset capability are capitalized. Upon disposal of fixed assets, the cost and accumulated depreciation are removed from fixed asset accounts, and any gain or loss is recognized in the Company s consolidated statement of operations.

Depreciation and amortization are calculated using the straight-line method over the estimated useful lives of fixed assets and, in the case of amortization, over the period assigned to intangible assets (Note 2 - Company background and concession agreement - Cellular concession and Note 10 - Other assets).

In November 2004, based on technical studies, the Company revised and updated the depreciation periods of certain equipment from the cellular network related to second generation mobile services changing the useful lives from seven to five years, and certain radio base components changing the useful lives from seven to three years.

h) Computer software

The cost of certain projects and computer systems (software) for internal use and upgrades that extend the assets useful lives or capabilities are capitalized and classified as information systems. The cost of these assets is amortized over a period of between three and seven years. Internal-use software is defined as software which is acquired, developed or modified solely to meet the internal needs of the Company and is not for sale. Software maintenance and modification expenses that do not increase its functionality are expensed when incurred.

i) Impairment of long-lived assets

The Company assesses impairment of long-lived assets, including intangible assets, based on the projection of undiscounted cash flows whenever events or changes in circumstances indicate that the carrying amounts of such assets may not be recoverable. In the event such cash flows are not expected to be sufficient to recover the recorded value of the assets, these assets are written down to their estimated fair values. Company management believes that as of June 30, 2005 and 2004, in accordance with applicable accounting principles, there is no impairment in the carrying value of its long-lived assets.

j) Revenue recognition

Revenue for telecommunications services, including wireless services, Internet access and data transmission are recognized in the period in which services are rendered based on minutes of use, monthly charges for basic rent and special services, all net of credit and discount adjustments. Revenue from settlement of traffic with international telecommunications carriers is recognized on a net basis and based on estimates of traffic volume and rates. Advertising revenue and related telephone directory printing costs are recognized upon publication of directories. Revenue related to phone handset sales is recognized when the equipment is delivered and accepted by the customer or distributor.

The Company records, as deferred revenue, billed services not rendered, such as submarine cable usage, unlimited plans for Internet access, amounts related to unused prepaid cards, monthly charges for telecommunications services and telephone directories.

Reimbursable subscriber rights from wireline service activation are recorded as a liability when reimbursable (Note 12 - Other current liabilities).

During 2002, the Company launched a promotion for cellular subscribers consisting of awarding customers with credits in services for their total usage transacted during November and December of 2002. The amount was credited to each subscriber s account in equal installments, beginning in February 2003, over a twelve-month period. The credits were granted only if certain conditions were met. Postpaid customers were required to maintain active and solvent accounts, while prepaid customers were required to maintain positive balances. In January 2004, the remaining balance of deferred revenues of Bs. 3,347 relating to the 2002 promotion was recognized.

Starting in 2004, revenue from wireless line activation fees charged to customers is deferred and recognized periodically over the estimated average time that services are expected to be rendered. Prior to 2004, activation fees charged to customers were not significant and were recognized at the time of the sale.

Customer arrangements that include both equipment and services sold in bundled packages are evaluated to determine whether the elements are separable based on objective evidence. If the elements are deemed separable, total consideration is allocated based on the relative fair values of the separate elements and the revenue associated with each element is recognized as earned. If the elements are not deemed separable, total consideration is deferred and recognized ratably over the longer of the contractual period or the expected customer relationship period.

During November 2004, the Company launched Promoción Navidad (Christmas promotion) for wireless subscribers effective until January 2005, which consisted of the sale of bundling products and services such as cellular handsets, activation fees, air time credits and short messaging, among others, at a promotional discount. Under the terms of this promotion, the services sold to customers were credited to each subscriber s account in equal installments during a five-month period beginning the month following the purchase. The amount of these credits for service usage were recorded as a deferred revenue at the time of the sale and are being amortized in equal installments over a five-month period. With respect to activation fees included in the purchase of the promoted bundling products and services, the corresponding revenue is deferred and recognized over an estimated average time in which customers are expected to remain with the Company.

The Company has agreements with third parties to act as exclusive authorized agents to capture and provide wireless services to new customers. The Company also has agreements with strategic partners to provide for Telecommunication Centers franchises. Until November 2004, commissions given to authorized agents and Telecommunication Centers franchises, and incentives on line activation and commissions given to card distributors were presented as operation, repair, maintenance and administrative expenses. In December 2004, the Company changed its local accounting policy for recording these commissions as a reduction of revenue in the corresponding caption in the consolidated statement of operations. This change was adopted following current industry practices for recognition of cash incentives. The consolidated statements of operations for the six months ended June 30, 2004 have been reclassified for purposes of comparison (see (w) - Consolidated financial statement reclassifications).

k) Cost and expense recognition

Costs and expenses are recognized on an accrual basis.

The Company, through its business units, performs multiple market studies to develop new products and services to remain competitive, which are recognized as operating expenses as incurred. These activities are not considered as research and development expenses by the Company.

l) Provision for uncollectible accounts

The Company maintains a provision for uncollectible accounts at a level deemed adequate to provide for potentially uncollectible receivables. The Company currently records a provision equal to 2.8% of monthly billed revenue for wireline services, 5% for wireless services and 10% for Internet and other voice services. The balance of this allowance for uncollectible accounts is continuously assessed by management using several factors that affect the collectibility of accounts receivable and adjusted as appropriate. Additionally, a review of the age and status of receivables is performed, designed to identify accounts to be provided with allowance on a continuous basis. Changes in external factors, such as the economic environment may impact the estimations.

A full allowance is provided for receivables from permanently disconnected subscribers. Permanent disconnections are made after performing several collection efforts following non-payment by wireline and wireless subscribers. Such permanent disconnections generally occur within 90 days.

m) Amortization of discount on issued promissory notes and commercial paper

The Company has issued discounted promissory notes and commercial paper denominated in bolivars. The discount is being amortized using the effective rate method (Note 11 - Debt obligations).

n) Investments

Investments in equity and obligations are classified as available for sale and measured at their estimated fair value. The change in their fair values is presented in the statements of changes in stockholders equity, under Translation and other adjustments, until their sale.

o) Income tax

Income tax is calculated based upon taxable income, which is different from income before tax. Venezuelan tax legislation does not permit consolidation of results of subsidiaries for tax purposes. Tax credits for new investment in property, plant and equipment reduce income tax for the year in which such assets are placed in service. Investment tax credits generated until December 31, 2004 are permitted to be carried forward for three years, and since that date no investment tax credits can be generated according to the Income Tax Law. Tax losses generated during the year, except those from tax inflation adjustment, are permitted to be carried forward for three years. Venezuelan tax regulations provided for a business assets tax, which remained in effect until August 2004 and was equivalent to a minimum tax calculated based on inflation-adjusted net assets (Note 17 - Taxes).

Pursuant to the Venezuelan Statement of Accounting Principles No. 3, Accounting for Income Taxes (DPC 3) effective until December 31, 2004, the Company recognized through the deferral method the impact of income taxes originating from temporary differences existing between income tax expense calculated on the basis of net income, determined in accordance with Venezuelan GAAP, and taxable income for the period computed in accordance with current tax legislation. Such tax effect was assigned to future periods in which such temporary differences will be realized.

In March 2005, the VFPA published the Revised Venezuelan Statement of Accounting Principle No. 3, Accounting for Income Taxes (DPC 3), effective for periods beginning after December 31, 2004 and requires restatement of all prior periods presented. This statement requires establishment of deferred tax assets and liabilities for the tax consequences of temporary differences between financial statement carrying amounts and the tax bases of the Company s existing assets and liabilities. The deferred tax assets and liabilities are calculated by applying to these temporary differences the statutory tax rates expected to be in effect when they will be realized on the Company s income tax filings. The main sources of temporary differences are book provisions that are not tax deductible until the event occurs and differences between tax and book fixed assets basis. During the second quarter of 2005, the Company recorded the resulting deferred tax with retroactive recognition and restatement of consolidated financial statements prior to December 31, 2004.

The consolidated financial statements as of June 30, 2004 restated from the amounts previously reported are as follows:

	2004	
	As restated	**As reported previously**
Total assets	7,185,329	6,842,477
Total liabilities	2,520,477	2,440,484
Stockholders equity	4,660,446	4,397,586
Income tax	29,427	19,693
Net income	206,348	163,145

p) Employee severance benefits and other benefits

Employee severance benefits are calculated and recorded on an accrual basis in accordance with the Venezuelan Labor Law and the Company s current collective bargaining agreement.

Under the current Venezuelan Labor Law, employees earn a severance indemnity equal to five days salary per month, up to a total of 60 days per year of service, with no retroactive adjustment. Labor-related indemnities are earned once an employee has completed three months of continuous service. Beginning with the second year of service, the employee earns an additional two days salary for each year of service (or fraction of a year greater than six months), cumulative up to a maximum of 30 days salary. Severance benefits must be calculated and either deposited monthly in an individual trust or a severance fund, or accrued in the employer s accounting records and bear interest as specified in writing by each employee.

In the event of unjustified or involuntary termination, employees have the right to an additional indemnity payment of one month s salary per year of service up to a maximum of 150 days of current salary. Furthermore, in the event of involuntary termination, the Venezuelan Labor Law requires payment of an additional severance benefit up to a maximum of 90 days of current salary based on length of employment.

The Company has a workers benefit fund designed, among other things, to award employee excellence via the granting of Company shares (Note 14 - Stockholders equity - Worker s benefit fund). This contribution is recognized as an expense when the shares are awarded to the worker and it is determined based on the market value at the date when the shares are granted.

Additionally, the Venezuelan Labor Law requires a mandatory annual profit-sharing distribution to all employees in amounts of up to 120 days of salary.

q) Pension plan and other post-retirement benefits

The costs of defined benefit pension plan and other post-retirement benefits relating to health care expenses are accrued based on actuarial calculations performed by independent actuaries using real discount rates and salary increases to calculate projected benefit liabilities (Note 13 - Retirement benefits). Cumulative actuarial gains and losses in excess of 10% of the greater of

projected benefit obligations and market-related value of plan assets are amortized over the expected average remaining future service of currently active employees until December 31, 2004. Beginning on that date, the amortization period is four years, which does not exceed the expected average remaining future service of currently active employees. Actuarial gains or losses may result from differences between assumptions used for their estimates (including inflation rates and asset returns) and actual results (Note 13 - Retirement benefits).

r) Foreign currency transactions

Foreign currency transactions are recorded at the bolivar exchange rate as of the transaction date. Outstanding balances of foreign currency assets and liabilities are translated into bolivars using the exchange rate at the balance sheet date, which was Bs 2,150/U.S.$1 and Bs 1,920/U.S.$1 as of June 30, 2005 and 2004, respectively (controlled rates, Note 21 - Exchange control and Note 5 - Balances in foreign currency). Any exchange gain or loss from the translation of these balances or transactions is presented as exchange gain (loss), net in the Financing benefit (cost), net shown in the accompanying consolidated statement of operations (Note 15 - Financing benefit (cost), net). The Company does not engage in hedging activities in connection with its foreign currency balances and transactions.

s) Fair value of financial instruments

Financial instruments are recorded in the balance sheet as part of the assets or liabilities at their corresponding fair market value. The carrying value of cash and cash equivalents, trade accounts receivable and accounts payable approximates their fair values since these instruments have short-term maturities. Since most of CANTV s and subsidiaries loans and other financing obligations are subject to market-variable interest, management believes that their carrying amounts approximate fair value. The Company does not have any financial instruments that qualify as derivatives. The Company recognizes transactions with financial instruments at their transaction date.

t) Concentration of credit risk

Although cash and cash equivalents, accounts receivable and financial instruments of CANTV and subsidiaries are exposed to a potential credit loss risk, management believes it is not significant. Cash and cash equivalents include short-term financial investments, primarily certificates of deposit and commercial paper, which have maturities of three months or less, in institutions with high creditworthiness. Most of the Company s accounts receivable are from a diversified group of customers and individually do not represent a significant credit risk. There is a concentration of Government accounts receivables (Note 8 - Accounts receivable from Venezuelan Government entities).

u) Earnings per share

Earnings per share are based on 776,223,292 and 776,236,557 average common shares outstanding at June 30, 2005 and 2004, respectively. This number of shares excludes treasury shares and workers benefit shares. Basic and diluted earnings per share are the same for all the periods presented, since the Company did not have potential dilutive instruments.

v) Market risk

The carrying amounts of cash and temporary investments, receivables and payables, and short and long-term debt approximate their fair values.

The Company is exposed to market risk, including changes in interest rates and foreign currency exchange rates.

The Company does not have derivative financial instruments in its investment portfolio. The Company limits investment risk by only investing in securities of the most solid companies and institutions. The Company is averse to investment loss and ensures the safety and preservation of its invested funds by limiting default risk, market risk and investment risk; therefore, it only invests in those investments secured or guaranteed by its parent company abroad.

The Company mitigates default risk by investing, as permitted under the exchange regime, in highly liquid short-term financial investments in U.S. dollars, mainly certificates of deposit and commercial paper, which have maturities of three months or less. The Company does not anticipate any material loss with respect to its investment portfolio.

The majority of the Company s indebtedness is denominated in foreign currencies, primarily in U.S. dollars and Japanese yen, which exposes the Company to market risk associated with changes in exchange and interest rates. The Company s policy is to manage interest rate risk through the use of a combination of fixed and variable rates. The Company does not hedge against foreign currency exposures, but keeps cash reserves in U.S. dollars to meet financing obligations. Currently, U.S. dollars are not readily available due to the exchange control regime in effect since February 5, 2003 (Note 21 - Exchange control).

w) Consolidated financial statement reclassifications

Certain amounts from the June 30, 2004 consolidated financial statements have been reclassified for purposes of comparison, mainly as mentioned above in (j) - Revenue recognition.

NOTE 4 - REGULATION:

CANTV s services and tariffs are regulated by the rules established in the Concession, the Telecommunications Law enacted in 2000 and its Regulations (Note 2 - Company background and concession agreement).

The Telecommunications Law along with its Regulations provide the general legal framework for the regulation of telecommunications services in Venezuela. Under this Law, suppliers of public telecommunications services, such as the Company, must operate under administrative licenses and concessions granted by the Government, which acts through the Ministry of Infrastructure.

CONATEL is an independent regulatory body under the direction of the Ministry of Infrastructure, created by presidential decree in September 1991 (CONATEL Decree), which has, among others, the authority to manage, regulate and control the use of Venezuela s limited telecommunications services resources, granting of administrative licenses concessions, as well as recommend the approval of tariffs and collection of taxes. CONATEL, together with the Superintendencia para la Promoción de la Libre Competencia (Pro-Competencia)

(Superintendency for the Promotion of Free Competition), is also responsible for the promotion and protection of free competition.

a) Tax regime

Since 2001, the Telecommunications Law adopted a new tax regime applicable to all telecommunications service operators based on gross revenue. The new tax replaces the former annual tax and concession fee, which was 5.5% for wireline and 10% for wireless services. The new composite tax rate totals 4.8% and is comprised of the following: 2.3% activity tax, 0.5% CONATEL funding tax, up to 0.5% spectrum allocation tax, 1% Universal Service Fund tax and 0.5% Telecommunications Training and Development Fund tax. In addition, cellular service operators became subject to a supplementary tax of up to 4.5% of their gross revenue (excluding interconnection revenue), which decreases by 1% per annum through 2005 when it will be eliminated. This tax is 0.5% for 2005 and was 1.5% for 2004.

b) Tariffs

On February 22, 2001, pursuant to the Telecommunications Law, CONATEL established maximum tariffs effective March 10, 2001 and a new price-cap system under which the maximum tariffs may be adjusted based on a formula tied to the Wholesale Price Index (WPI) and the devaluation rate of the bolivar against the U.S. dollar. This system allows additional adjustments to established tariffs based on deviations of up to 7.5% in excess of or below the projected monthly estimates of those indices. If the accrued excess of the projected index deviates 7.5% above the projections, CONATEL must review official estimates on which the adjustment formula is based. This price-cap system remains effective as of June 30, 2005.

On May 30, 2002, CONATEL published the tariff regime for 2002 in the Official Gazette of Venezuela No. 37,454, pursuant to the new price-cap system, which became effective on June 15, 2002. This agreement sets forth the new scheme for residential telephony plans, which reduced the number of plans from seven to five, including a flat residential tariff and the prepaid tariff. The new plans established by the Company under that scheme are: Limited Plan , Classic Plan and Talk More For Less Plan , which replaced the five previous plans in effect through June 14, 2002. In the case of domestic and international long distance calls, CANTV was authorized to increase domestic and international long distance call services tariffs, which had not changed since June 2000, by a maximum of 19.70% and 12.83%, respectively. The Company granted promotional discounts between 5.84% and 11.40% for these services.

In addition, the May 30, 2002 tariff agreement included two provisions for extraordinary adjustments. The first extraordinary adjustment was for residential, non-residential and public telephony for local and domestic long distance services, establishing the adjustment to the price-cap in September 2002 for any deviations between the projected variables in the agreement and the actual figures published by BCV. The extraordinary adjustment could be up to 4% and only required notification to CONATEL and to the general public through publication in the local press. On September 16, 2002, this extraordinary tariff adjustment became effective at the maximum 4% permitted. The second extraordinary adjustment related to fixed to mobile outgoing calls and international long distance services. This extraordinary adjustment was applicable only if significant deviations in devaluation occurred. On August 31, 2002, an adjustment of fixed to mobile tariffs was approved and published in Official Gazette of Venezuela

No. 37,506 dated August 15, 2002. Price-caps for international long distance services did not require extraordinary adjustments.

On February 13, 2003, as published in the Official Gazette of Venezuela No. 37,631, the Ministry of Production and Commerce and the Ministry of Infrastructure, instituted price controls on the maximum residential tariffs that telecommunications operators may charge as a supplementary measure to the new exchange controls regime. The adoption of the price controls has delayed the approval of the new tariffs applicable to CANTV since 2003.

On April 1, 2003, an average increase of up to 25% to CONATEL s non-regulated residential and non-residential customers and miscellaneous services tariffs became effective, and a 12% increase for Flat Rate Residential Plan basic monthly charge tariffs became effective pursuant to the maximum cap established in the Official Gazette of Venezuela No. 37,454 published on May 30, 2002.

On April 27, 2003, tariff increases became effective pursuant to the tariff agreement published in the Official Gazette of Venezuela No. 37,669 dated April 10, 2003. Pursuant to the tariff review, during 2003 a regular base increase of 19% came into effect, distributed in three portions in April, July and October for non-residential services and public telephony. Extraordinary adjustments came into effect in July and October 2003 and January 2004 of 2%, 2% and 5%, respectively. CONATEL also approved the application of a Charge per call established of Bs 28 (nominal) for non-residential customers.

Beginning August 4, 2004, the fixed to mobile calls price caps for residential, non-residential and public telephony services were adjusted, pursuant to the Official Gazette of Venezuela No. 37,983 published on July 20, 2004. The adjustment for residential and non-residential fixed to mobile tariffs were 7.4% and 6.3% for public telephony.

c) Competition

Pursuant to the Concession, prior to November 27, 2000, the Company was the sole provider of basic telephone services. During that period, the Ministry of Infrastructure could grant concessions to operate in population centers with 5,000 or fewer inhabitants if CANTV was not providing basic telephone services in such areas and did not contemplate doing so within two years, according to the network expansion and modernization plans established in the Concession.

In December 1996, the Ministry of Infrastructure granted a multi-service concession to Infonet Redes de Información C.A. (Infonet) to provide basic telecommunications services, except domestic and international long distance services, in population centers with 5,000 or fewer inhabitants in eight western states of Venezuela. Additionally, similar concessions were granted in January 1998 to Corporación Digitel, C.A. (Digitel) (Note 22 - Intent of Acquisition of Digitel) and Consorcio ELCA, C.A. (currently Digicel, C.A.) (Digicel) for the central and eastern regions of Venezuela, respectively.

On November 24, 2000, CONATEL issued regulations based on the Telecommunications Law, which established the basic regulatory framework to create an appropriate environment for new participants and allowing effective competition. These regulations rule the sector s opening, interconnection, administrative authorizations and spectrum concessions.

In November 2000, CONATEL formally started the auction of frequencies for Wireless Local Loop (WLL) services. Thirteen qualified bidders were announced by CONATEL. Five regions were defined and in each region frequency was auctioned in different bands. Telcel, C.A. (Movistar) and Genesis Telecom, C.A. (Genesis) were two of the companies granted a concession. Additionally, CONATEL has granted administrative licenses to offer long distance services to the following companies: Convergence Communications de Venezuela (Convergence), Veninfotel Comunicaciones, C.A. (Veninfotel), Multiphone de Venezuela, C.A. (Multiphone), Telecomunicaciones New Global Telecom, S.A. (New Global Telecom), Totalcom Venezuela, C.A. (Totalcom), Etelix, Movistar, Entel Venezuela (Entel), LD Telecom Comunicaciones, C.A. (LD Telecom), Convergia de Venezuela, S.A. (Convergia), Corporación Telemic, C.A. (Intercable) and Corporación Intercall, C.A. (Intercall), most of which offer the service by means of prepaid cards (Calling Cards).

Current operators maintaining interconnection agreements with the Company are: Movistar, Digicel, Infonet, Digitel, Convergence, Veninfotel, Entel, Multiphone, Totalcom, Etelix, New Global Telecom, LD Telecom, Convergia and Intercall. These agreements permit interoperations between CANTV s basic telecommunications network and local and long distance domestic and international services of these companies.

Effective April 5, 2002, CONATEL initiated a pre-subscription long distance service where wireline service customers can access continually and automatically a previously selected operator s domestic and international long distance network without the use of the long distance operator s identification code.

NOTE 5 - BALANCES IN FOREIGN CURRENCY:

The Company has assets and liabilities in U.S. dollars and liabilities in Japanese yen (Note 3 (v) - Summary of significant accounting principles and policies - Market risk) as of June 30 as shown below:

	2005	2004
	(Expressed in millions of U.S. dollars)	
Cash and temporary investments	161	108
Accounts receivable, net	42	34
Other assets	8	46
Accounts payable	(197)	(72)
Debt obligations	(80)	(105)
Net (liability) asset position in foreign currency	(66)	11

Effective February 5, 2003, the Venezuelan Government and BCV signed exchange control agreements that immediately established limits to foreign currency transactions (Note 21 - Exchange control).

NOTE 6 - ACCOUNTS RECEIVABLE, NET:

The Company s accounts receivable, net as of June 30 were comprised of the following:

	2005	2004
Subscribers:		
Wireline telecommunications	424,037	429,061
Wireless telecommunications	100,720	66,415
Other telecommunications services	70,011	42,806
International carriers, net	20,444	20,765
Phone card and prepaid card distributors	24,106	29,038
Other	36,942	34,385
	676,260	622,470
Less: Provision for uncollectible accounts	(112,587)	(103,518)
	563,673	518,952

Unbilled revenue of Bs 143,794 and Bs 99,982 is included in accounts receivable as of June 30, 2005 and 2004, respectively (Note 3 (j) - Summary of significant accounting principles and policies - Revenue recognition).

NOTE 7 - ACCOUNTS RECEIVABLE FROM VENEZUELAN GOVERNMENT ENTITIES:

The Company s largest customer is the Venezuelan public sector, including the central Government and its centralized and decentralized entities and agencies at both the state and municipal level (collectively, Government entities). Government entities generated approximately 8% of the Company s consolidated revenues for each of the six months ended June 30, 2005 and 2004.

The following table shows accounts receivable from Government entities as of June 30:

	2005	2004
Years in which originated		
2005	106,883	
2004	81,014	89,704
2003 and prior	51,138	118,645
Total accounts receivable from Venezuelan Government entities	239,035	208,349
Less: Long-term portion	(72,832)	(35,121)
	166,203	173,228

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During the six months ended June 30, changes in accounts receivable from Government entities are shown below:

	2005	2004
Balance at the beginning of the period	238,181	180,898
Billings	183,778	166,875
Collections	(165,357)	(121,433)
Monetary loss	(17,567)	(17,991)
Balance at the end of the period	239,035	208,349
Less: Long-term portion	(72,832)	(35,121)
	166,203	173,228

The amounts that central Government entities may pay for telecommunications services are established in annual budgets, which do not necessarily coincide with actual annual usage. As a result of these budgeting processes and for other macroeconomic reasons, a number of Government entities have not timely paid the Company for telecommunications services received. In addition, as a result of inflation and devaluation, the real value of these balances has substantially decreased, while these accounts cannot bear interest.

Management has taken actions to reduce additional usage and recover prior years balances, thereby reducing accrued debt in this connection. In addition, collections are being reinforced and payment agreements are being negotiated with Government entities to reduce payment delays. However, there is no guarantee that the Company will not continue to experience significant delays in the collection of these receivables or that inflation and devaluation will not continue to reduce the value of these assets. These amounts depend of annual budgets for current usage and for payments of extraordinary usage.

During 2003, the Company received payments in the form of a promissory note in U.S. dollars and Venezuelan National Public Debt Bonds in bolivars amounting to Bs 68,470 (Bs 70,191 in nominal amounts), of which Bs 41,592 was applicable to centralized Government entities and the remaining Bs 26,878 to decentralized Government entities. As of June 30, 2005, Bs 57,095 of these bonds has become due, Bs 36,540 has been used to pay certain taxes and the remaining portion was recorded as temporary investments.

During 2004, the Company received payments in the form of Venezuelan National Public Debt Bonds in bolivars amounting to Bs 7,731 (Bs 8,081 in nominal amounts). Of which Bs 5,314 was applicable to centralized Government entities and the remaining Bs 2,417 to decentralized Government entities.

The Company has recorded a provision of Bs. 19,800 for the potential loss in value due to the delay in payments from Government entities, considering an average discount rate of Venezuelan National Public Debt Bonds of 13.75%, included in other current liabilities.

CANTV s management believes all amounts from Government entities will be collected either in cash or through Venezuelan National Public Debt Bonds and promissory notes issued by the Venezuelan Government.

NOTE 8 - INVENTORIES, SPARE PARTS AND SUPPLIES, NET:

Inventories, spare parts and supplies, net as of June 30 were comprised of the following:

	2005	2004
Network equipment inventories	237,788	105,327
Equipment for sale	123,486	46,225
Prepaid cards	3,116	5,923
	364,390	157,475
Less: Allowance for obsolescence	(57,583)	(37,872)
	306,807	119,603

Sales and inventory equipment for sale balances increased substantially during the period the current exchange control regime has been effective, since the Company has increased its participation as direct importer and distributor of cellular handsets.

NOTE 9 - PROPERTY, PLANT AND EQUIPMENT, NET:

Property, plant and equipment, net as of June 30 were comprised of the following:

	Useful lives (Years)	2005	2004
Plant:			
Wireline telecommunications	3 to 32	15,502,333	15,431,065
Wireless telecommunications	2 to 20	1,412,288	1,270,272
Other telecommunications services	5 to 13	57,106	56,982
Buildings and facilities	5 to 25	3,096,990	3,870,299
Furniture and equipment	3 to 7	1,350,853	721,960
Vehicles	3 to 5	98,772	98,229
		21,518,342	21,448,807
Less: Accumulated depreciation		(17,708,741)	(17,200,084)
		3,809,601	4,248,723
Land		93,982	105,102
Construction work in progress		310,832	121,785

	4,214,415	4,475,610

Depreciation expense for the six months ended June 30, 2005 and 2004 amounted to Bs 463,517 and Bs 495,333, respectively. As of June 30, 2005, fully depreciated assets amounted to Bs. 12,831,941, of which 95% relates to wireline telecommunications (approximately Bs. 11,038,558 as of June 30, 2004).

Labor and overhead costs included under construction work in progress amounted to Bs 12,984 and Bs 8,408 for the six months ended June 30, 2005 and 2004, respectively.

As of June 30, 2005, construction work in progress mainly includes ongoing projects for the expansion of the new cellular technology network, expansion of the Internet broadband access network, and integration and transformation of the Company s information systems.

NOTE 10 - OTHER ASSETS:

Other assets as of June 30 were comprised of the following:

	2005	**2004**
Information systems (software), net of accumulated amortization	344,362	311,577
Investments in equity	339	57,846
Investment in Government obligations		57,174
Prepaid taxes		8,408
Other	17,896	11,076
	362,597	446,081

Information systems (software) includes the cost of computer systems for internal use, net of accumulated amortization and the cost of satellite usage rights that are amortized over three to seven years based upon the terms of contracts that grant such usage rights. Amortization expense amounted to Bs 43,709 and Bs 73,626, for the six months ended June 30, 2005 and 2004, respectively. Accumulated amortization amounted to Bs 1,366,746 and Bs 948,250 as of June 30, 2005 and 2004, respectively.

As of June 30, 2004, investments in equity represent the Company s share in the International Satellite Telecommunications Organization (INTELSAT) and in New Skies Satellites N.V. (New Skies) representing 1.12% and 1.44% of their capital stock, respectively. The Company classified these investments as Available for sale and the fluctuation in their fair value, including exchange differences, is presented in the statement of changes in stockholders equity under Translation and other adjustments.

In July 2004, CANTV s Board of Directors approved the sale of the investment in New Skies. In November 2004, the effective sale was approved in the amount of U.S.$11,479,355 equivalent to Bs 22,040 (in nominal amounts).

In September 2004, CANTV s Board of Directors approved the sale of the investment in INTELSAT to Zeus Holdings Ltd. On October 20, 2004, the sale was approved at the annual Regular Stockholders Meeting. On January 28, 2005, INTELSAT announced the closing of negotiations with Zeus Holding Ltd. The effective sale was approved for an amount of U.S.$34,978,950 equivalent to Bs. 75,205 (in nominal amounts), which generated a net gain recorded in the Company s results of Bs. 126,779, including the realization of Bs. 80,439 previously included in Translation and other adjustments in the statement of changes in stockholders equity.

INTELSAT was initially an international telecommunications organization integrated by 148 member countries or their designated telecommunications entities. In July 2001 INTELSAT was privatized and converted into a private corporation.

As of June 30, 2004, investments in Government obligations include bonds received from the Venezuelan Government, the most significant one being for Bs 16,141 (Bs 19,411 in nominal amounts) with a variable interest rate, payable quarterly, due on November 18, 2005. As of June 30, 2005, bonds received from the Government are recorded as temporary investments based on due dates lower than three months. During 2004, management changed their classification from Investments held to maturity to Investments available for sale , and the variations in the fair value of these investments are shown in the statement of changes in stockholders equity under Translation and other adjustments until their effective sale.

NOTE 11 - DEBT OBLIGATIONS:

Debt obligations as of June 30 were comprised of the following:

	2005	2004
Bank loans in Japanese yen at a fixed annual rate of 5.8% at June 30, 2005 and 2004, maturing in 2009	84,012	110,022
IFC loans in U.S. dollars at variable interest rates:		
a. Six-month LIBOR plus a financial margin of 3% (averaging 5.06% and 4.18% at June 30, 2005 and 2004, respectively), maturing through 2005	53,750	55,621
b. Six-month LIBOR plus a financial margin of 2% (averaging 4.89% and 3.11% at June 30, 2005 and 2004, respectively), maturing through 2007	23,516	34,068
c. Six-month LIBOR plus a financial margin of 2% (averaging 4.89% and 3.11% at June 30, 2005 and 2004, respectively), maturing through 2007	10,750	33,373
Promissory notes in bolivars, at a fixed annual rate of 23.5%, maturing through 2005		25,678
Bank loans in bolivars at fixed and variable annual rates of 22.34% and 22.33% at June 30, 2005 and 2004, respectively, maturing through 2010, partially guaranteed by a first mortgage on real property of the Company up to Bs 10,500	39,166	15,010
Commercial paper issued at discount at an annual rate between 12% and 12.59%, maturing through January 2006	66,288	
Other	135	151
Total debt obligations	277,617	273,923
Less: Current portion	(195,610)	(54,675)
Total long-term debt	82,007	219,248

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In February 1997, the Company prepaid the outstanding debt balance under the refinancing agreement and Bs 48,240 of debt to suppliers with the proceeds from the sale of two Guaranteed Notes for U.S.$100 million each, maturing in 2002 and 2004, respectively. These notes were issued by CANTV Finance, a wholly-owned subsidiary of the Company. The Guaranteed Notes are unconditionally and irrevocably guaranteed by CANTV for the payment of principal and interest. In January 2004 and February 2002, the Company made payments of U.S.$100 million in respect of such Guaranteed Notes.

In February 1990, the Company acquired a loan with the Japan Bank for International Cooperation (formerly The Export - Import Bank of Japan) for ¥16,228 million, which was used for technological changes in the transmission and urban connection network. This loan is being repaid semi-annually and as of June 30, 2005, the outstanding balance is ¥4,328 million.

On June 7, 1996, the Company entered into an agreement with International Finance Corporation (IFC). Pursuant to this agreement, the Company assumed loan commitments amounting to approximately U.S.$261 million, of which U.S.$175 million was received on that date. Of this amount, U.S.$75 million was used in the Company s modernization and expansion program stipulated in the Concession and for other capital expenditures. The remaining U.S.$100 million represents the conversion into longer-term debt of outstanding debt under the refinancing agreement with creditor banks.

In March 1998, the Company repaid U.S.$150 million of this loan with the proceeds from the sale of variable-interest-rate notes issued by CANTV Finance, which are unconditionally and irrevocably guaranteed as to payment of principal and interest by CANTV. The IFC loan balance of U.S.$25 million is due in a single payment in 2005. This loan bears interest at LIBOR plus a financial margin and an additional amount of up to 3%, based on the Company s annual net income expressed in U.S. dollars, payable semi-annually. Pursuant to the agreement with IFC, the Company may pay dividends only if it is current with its semi-annual payments. In addition, the Company is required to meet certain financial ratios, including a long-term debt-to-equity ratio, a liquidity ratio and a fixed-charge coverage ratio, as defined by the agreement. The Company has complied with these covenants as of June 30, 2005.

In 1997 Movilnet, signed an agreement with the IFC for two loans totaling U.S.$95 million, which were drawn down during 1998. These loans were used for expansion and modernization of the cellular network. As of June 30, 2005, the balance of this debt is U.S.$16 million.

In September 2000, the Company issued at a discount promissory notes in bolivars amounting to Bs 28,000, which mature in five years. The promissory notes were placed at a 44% discount and a fixed annual interest rate of 23.5%. Additionally, in September and December 2000, two loan agreements were signed with local banks for Bs 7,000 each, with maturities between five and ten years.

At a Stockholders Meeting held on March 31, 2004, the issuance of commercial paper for an amount up to U.S.$100 million or the equivalent in bolivars was approved. On September 30, 2004, Comisión Nacional de Valores (CNV) (the Venezuelan National Securities Commission) approved the first issue of commercial paper for up to Bs 80,000. As of June 30, 2005, six series have been issued for a total of Bs 80,000 in respect of the first issue, all of which were placed in the market at a discount at an annual interest rate between 12.50% and 12.59%, maturing in June and July 2005. In June 2005, the first three series of the first issue of commercial paper were paid for Bs. 46,000 that were due on that date. In July 2005, the fourth, fifth and sixth series of the first issue of commercial paper of 2004 were paid for Bs. 34,000 that were due on that date.

On December 22, 2004, the CNV approved the second issue of commercial paper for up to Bs 112,000. According to the Venezuelan Capital Markets Law, the Company is required to issue at least 10% of the approved maximum amount within 90 days following approval by CNV. As of June 30, 2005, three series had been issued for a total of Bs 33,600 (Bs 11,200 each) in respect of the second issue, which have been placed in the market at a discount at an annual interest rate between 12% and 12.625%, maturing between August 2005 and January 2006.

At a Stockholders Meeting held on March 31, 2005, the issuance of commercial paper for an amount up to U.S.$150 million or the equivalent in bolivars was approved. Additionally, an issuance of obligations for an amount up to U.S.$150 or the equivalent in bolivars was approved with a maximum maturity of six years. As of June 30, 2005 these commercial paper and obligations have not been issued.

As of June 30, 2005, estimated debt payments are: Bs 168,899 in 2005, Bs 42,258 in 2006, Bs 31,212 in 2007, Bs 21,998 in 2008 and Bs 13,250 thereafter, as translated into bolivars at the exchange rate at this date.

NOTE 12 - OTHER CURRENT LIABILITIES:

Other current liabilities as of June 30 were comprised of the following:

	2005	2004
Concession tax	56,710	52,537
Subscriber rights	77,836	82,443
Accrued liabilities	88,016	63,751
Income, value added and other taxes (Note 17 - Taxes)	69,981	58,336
Interest payable	4,854	5,589
Technical and administrative services of stockholders affiliates	12,245	6,831
Other	9,920	14,240
	319,562	263,727

Subscriber rights represent reimbursable payment from wireline subscribers when services are activated.

NOTE 13 - RETIREMENT BENEFITS:

Pension plan

The Company sponsors a defined benefit pension plan for its employees. The benefits to be paid under the plan are based on the employees years of service and final salary. As of June 30, 2005 and 2004, the Company has a trust fund related to this plan amounting to Bs 632,675 (includes U.S.$264.5 million) and Bs 630,325 (includes U.S.$241.6 million), respectively, to cover plan benefits for eligible employees.

Assumptions used to calculate the projected benefit obligations are shown below:

	2005	2004
Discount rate	6.62%	7.00%
Expected return on plan assets	7.00%	6.00%
Compensation increase rate	1.96%	2.00%

These assumptions represent estimates of actual interest and compensation increase rates rather than nominal rates.

Post-retirement benefits other than pensions

The Company records medical expenses related to accrued post-retirement benefits other than pensions, based on actuarial calculations.

Assumptions used to calculate post-retirement benefit obligations are shown below:

	2005	2004
Discount rate	6.61%	7.00%
Projected medical cost	1.96%	2.00%

These assumptions represent estimates of actual interest rates and actual increases of projected medical costs rather than nominal rates.

By the end of 2004, the Company had completed the review of the actuarial assumptions in light of the changing economic and business environment in Venezuela. The discount rate was set at 7% decreasing in the long term to 5%, equivalent to an effective rate of 6.62% for the pension plan and 6.61% for post-retirement benefits; compensation rate increase at 2% and decreasing in the long term to 1%, equivalent to an effective rate of 1.96%; employee turnover rate changed from 10% in accordance with years-of-service scales and the expected return on plan assets from 6% to 7%.

Protection plan

The Company has a pension benefit plan denominated Special Protection Plan for Eligible Retirees (Protection plan) which includes a supplementary monthly payment to normal benefit payments for the pension plan for retirees and survivors as of August 15, 1995, who receive a monthly pension equivalent to or below Bs 30,000 (in nominal amounts), as well as those retirees who are over sixty years old with pension payments between Bs 30,001 (in nominal amounts) and Bs 70,000 (in nominal amounts). Plan payments are made in accordance with the years of retirement of each beneficiary. Additionally, each retired employee can receive a one-time annual bonus of Bs 145,000 (in nominal amounts) at the Company s discretion. As of June 30, 2005 and 2004, the Company has a trust fund for this plan on behalf of employees of

Bs 27,228 (includes U.S.$4.0 million) and Bs 36,237 (includes U.S.$3.9 million), respectively. The Company has no obligation to increase this plan.

Temporary support and solidarity program

In August 2004, the Company decided to create a new program for those pensioners and retirees who for some reason are not beneficiaries of the pension established by the Instituto Venezolano del Seguro Social (IVSS) (Venezuelan Institute of Social Security), with the purpose of mitigating the impact of inflation on former employees income. This program allows for the adjustment of their monthly income through the payment of a bonus, the benefit of which will cease upon the death of the beneficiary, once a pension is obtained from IVSS or from any other source. This program will benefit pensionees and retirees older than 49 years and six months. This program is a benefit provided voluntarily by CANTV. As of June 30, 2005, the Company has a liability related to this program of Bs 7,562.

NOTE 14 - STOCKHOLDERS EQUITY:

Dividends

The Venezuelan Code of Commerce, Capital Markets Law and the Rules issued by the CNV regulate the Company s ability to pay dividends. In addition, some of the Company s debt agreements contain certain restrictions limiting the Company s ability to pay cash dividends (Note 11 - Debt obligations). The Venezuelan Code of Commerce establishes that dividends shall be paid solely out of liquid and collected earnings. The Capital Markets Law stipulates that the Company must distribute annually no less than 50% of its net annual income to its stockholders, after income tax and legal reserve deductions. Likewise, the Capital Markets Law establishes that at least one half of this 50% shall be distributed in cash. However, if the Company has accumulated losses, net income shall be used to offset such deficit.

According to CNV Rules, unconsolidated net income adjusted for inflation, excluding the equity participation in subsidiaries, is the basis for dividend distribution.

The Capital Markets Law establishes that dividends must be declared in a Stockholders Meeting at which the stockholders determine the amount, form and frequency of dividend payments. Furthermore, under CNV regulations, companies by-laws must state their dividend policies.

Beginning in 2002, the Company established guidelines for the annual dividend distribution. These guidelines call for the distribution to stockholders of 50% of the annual free cash flow, which is defined as cash flows provided by operating activities, less cash flows used in investment activities, based on the audited financial statements, net of debt and interest payments scheduled for the following year. In accordance with current Venezuelan legislation, annual payment of dividends will be made in bolivars in quarterly installments following recommendations by the Board of Directors and approval by the annual Stockholders Meeting.

On March 31, 2005, a Regular Stockholders Meeting declared a dividend of Bs 505 per share to be paid on April 27, 2005 to stockholders of record at April 20, 2005.

On December 7, 2004, a Special Stockholders Meeting declared a dividend of Bs 120 per share to be paid on December 22, 2004 to stockholders of record at December 15, 2004.

On March 31, 2004, a Regular Stockholders Meeting declared a cash dividend of Bs 550 per share to be paid on April 16, 2004 to stockholders of record at April 12, 2004.

Capital stock

Company capital stock is represented by 787,140,849 shares with a nominal value of Bs 36.9 each at June 30, 2005, as shown below:

		Number of shares (in thousands)	
Stockholders	**Class**	**2005**	**2004**
Verizon Communications, Inc. (GTE Venholdings B.V.)	A	196,401	196,401
Telefónica Venezuela Holding B.V.	A	54,407	54,407
Banco Mercantil	A	367	367
Inversiones TIDE, S.A.	A	3	3
Banco de Desarrollo Económico y Social de Venezuela (BANDES)	B	51,900	51,900
Workers trusts and employees	C	43,215	49,876
Verizon Communications, Inc. (GTE Venholdings B.V.)	D	28,009	28,009
Public stockholders	D	401,921	395,274
		776,223	776,237
Workers benefit fund	C	10,918	10,904
		787,141	787,141

Class A shares may only be held by former members of VenWorld Telecom, C.A. (VenWorld), the consortium that acquired 40% of CANTV s shares in 1991. On February 1, 2002, at a Special Stockholders Meeting of VenWorld, the liquidation of the Consortium was approved and shares were converted into CANTV Class A shares. Any Class A shares transferred to any entity, not a wholly-owned subsidiary of former members of VenWorld, would be automatically converted into an equal number of Class D shares.

Class B shares may only be held by the Venezuelan Government. The transfer of Class B shares to any non-public individual or entity will cause these shares to be automatically converted to Class D shares, except if they are transferred to CANTV employees or retirees, in which case the shares will be converted to Class C shares. Until January 1, 2001, Class B stockholders had the right to elect two members of the Company s Board of Directors. Thereafter, they may elect only one member together with all other stockholders. A majority of Class B share holders is required to approve a number of corporate actions, including by-law amendments.

Class C shares may be held only by employees, retirees, former employees, heirs and spouses of employees or retirees of CANTV and its subsidiaries, as well as workers companies and benefit plans. Any Class C shares transferred to any other individual or entity different from the aforementioned will be automatically converted to Class D shares. Holders of Class C shares have the right, voting as a separate class, to elect two members of the Board of

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Directors, if such Class C shares represent at least 8% of CANTV s capital stock, and the right to elect one member, if such shares represent at least 3% of CANTV s capital stock.

Class D shares are comprised of the conversion of Class A , B and C shares as described above or of capital increases. There are no restrictions on the ownership or transfer of Class D shares. In accordance with CANTV s by-laws, holders of Class D shares will have the right to elect, in conjunction with other stockholders voting as a single class, any members of the Board of Directors not elected by Class B and C stockholders.

In November 1996, the Government sold in public offering 348.1 million shares representing 34.8% of CANTV s capital stock. Class D shares are traded on the Caracas Stock Exchange, and are also traded on the New York Stock Exchange in the form of American Depository Shares (ADS), each representing seven Class D shares.

Repurchase programs

On October 24, 2001, a Special Stockholders Meeting approved a share repurchase program to acquire up to 138,905,608 shares or 15% of the Company s capital stock at U.S.$30 per ADS, equivalent to U.S.$4.29 per share. The program began on October 25, 2001 and ended on November 23, 2001. Upon completion of the repurchase program, a total of 138,896,536 shares had been repurchased and converted into treasury shares. On December 2, 2003, a Special Stockholders Meeting approved the reduction of capital stock by canceling these shares. Legal formalities required for this reduction were completed during the first quarter of 2004.

Workers Benefit Fund

In 1993, the Company set up a trust fund known as the Benefit Fund with the purpose of acquiring Class C shares up to 1% of CANTV s capital stock as of December 2, 1991, to be distributed to its workers in accordance with benefit plans promoted by the Company, one of which is the Excellence Award. This contribution is recognized as an expense to the extent that the workers earn stock awards. On October 24, 2001, a Special Stockholders Meeting approved the increase of this fund via the internal purchase of Class C shares of up to 2% of the Company s capital stock as of December 2, 1991. As of June 30, 2005, the trust maintains 10,917,557 shares presented in a separate account as a reduction in the consolidated statement of changes in stockholders equity.

Trust fund assets are consolidated as part of the Company s consolidated balance sheet and these Class C shares are presented as a reduction of stockholders equity.

Legal reserve

The Company and its subsidiaries are required, under the Venezuelan Code of Commerce and corporate by-laws, to transfer at least 5% of each year s net income to a legal reserve in stockholders equity until such reserve equals at least 10% of capital stock.

In 2004, the Company released against retained earnings Bs 74,386 from the legal reserve in respect of an excess maintained over and above 10% of capital stock adjusted for inflation as of December 31, 2004. This excess is in respect of the portion of legal reserve which corresponded to the capital stock reductions which was not released at the time those reductions occurred.

NOTE 15 - FINANCING BENEFIT (COST), NET:

Financing benefit (cost), net for the six months ended June 30 is shown below:

	2005	2004
Interest income	43,555	29,126
Interest expense	(13,394)	(11,577)
Exchange gain (loss), net	31,312	(368)
Monetary result for the period (Note 16)	40,732	(33,668)
Financing benefit (cost), net	102,205	(16,487)

Exchange gain (loss), net reflects the effect resulting from adjusting into bolivars temporary investments and debt in foreign currencies, mainly U.S. dollars and Japanese yen, at the exchange rates as of June 30, 2005 and 2004 (Note 5 - Balances in foreign currency). In addition, exchange gain (loss), net at June 30, 2005 includes Bs 41,180 from the translation adjustment recorded in stockholders equity in respect of the sale of INTELSAT (Note 10 - Other assets).

Effective February 12, 2002, the Government decreed free currency fluctuation, which effectively ended the band system. From that date, the exchange rate used for purchases and sales of currencies was fixed based on free market fluctuation resulting from supply and demand. The BCV purchased and sold foreign currency in the market through an auction system with foreign exchange market operators. A significant devaluation of the bolivar took place during the initial business days of the free foreign currency fluctuation system. Effective January 21, 2003, the Venezuelan Government and BCV suspended the trading of foreign currency in the country and established the current exchange control regime (Note 21 - Exchange control).

The devaluation of the bolivar against the U.S. dollar was 12% and 20% for the six months ended June 30, 2005 and 2004, respectively.

Monetary result reflects the gain or loss from holding net monetary assets or liabilities during an inflationary period; inflation for the six months ended June 30, 2005 and 2004 was 8% and 11%, respectively.

NOTE 16 - MONETARY POSITION:

For the six months ended June 30 gain (loss) from exposure to inflation is shown below:

	2005	2004
Net monetary asset (liability) position at the beginning of the period	(516,572)	385,923
Income and expense, other than depreciation and amortization and other expenses generated by non-monetary assets and liabilities	1,111,360	537,804
Additions to non-monetary assets and liabilities	(837,467)	82,009
Pension plan and post-retirement benefits payments		(49,674)
Dividends declared	(409,626)	(516,402)
Exchange gain (loss), net	31,312	(368)
Estimated net monetary (liability) asset position at the end of the period	(620,993)	439,292
Net monetary (liability) asset position at the end of the period	(580,261)	405,624
Monetary result for the period	40,732	(33,668)

NOTE 17 - TAXES:

Income tax

According with current legislation, CANTV and its subsidiaries must individually pay income tax computed under the historic cost convention, plus or minus the inflation adjustment of non-monetary assets and liabilities and of initial stockholders equity. This tax inflation adjustment differs from the book inflation adjustment, which is not taken into account for tax purposes.

The main reconciling items between the financial and tax result relate to the effect of the regular tax inflation adjustment, the provision for uncollectible accounts, pension plan and provisions for legal and tax contingencies.

The Income Tax Law authorizes a tax credit for new investments in property, plant and equipment until December 31, 2004. Any portion of the credit not used in the year it arises may be carried forward for three years. As of June 30, 2005, CANTV does not have any carry-forward tax credits. However, its subsidiary CANTV.Net has the following investment tax credit carry-forwards available:

	Origin	Bs	Carried forward until
CANTV.Net	2002	726	2005
	2003	397	2006

	2004	307	2007
		1,430	

The Income Tax Law also allows tax losses to be carried forward and recovered over three years from the year they were incurred and over one year for tax losses from tax inflation adjustments.

On December 28, 2001, Law No. 71 containing the Income Tax Law Amendment was published in Official Gazette of Venezuela No. 5,566. The following are the most significant changes:

a. Imputation of foreign losses with domestic income or losses will not be admitted.

b. Dividend tax regulations establish that the book income to be taken into account is that approved by the Stockholders Meeting based on the consolidated financial statements prepared in conformity with Venezuelan GAAP.

c. The implementation of a 1% tax advance in the event that share dividends are paid. This tax advance will be computed based on the total value of the dividend declared.

d. Elimination of the expense rejection rule for payments where income tax withholding agents do not abide by formal duties established in the special tax withholding regime.

e. Certain standards were modified and others included in the tax inflation adjustment regime.

On September 24, 2003, Decree No. 2,507 of the Income Tax Law Regulations was published in the Official Gazette of Venezuela No. 5,662, superseding Decree No. 2,940 dated May 13, 1993. These regulations are based on the current Income Tax Law.

Business assets tax (BAT)

Business assets tax was enacted as a complementary tax to Venezuelan income tax and is calculated on the simple average tax base of the taxpayer s tangible and intangible assets located in Venezuela and used in the production of income derived from commercial or industrial activities. The tax rate applicable to the tax base is 1% a year, which is reduced in proportion to the percentage of export sales to total sales. The Business Asset Tax Law allows any business asset tax paid as an income tax credit to be carried forward for the following three years.

As of June 30, 2005, CANTV does not have any carry-forward tax credits. However, its subsidiary CANTV.Net has tax credits amounting to Bs 946 (in nominal amounts), of which Bs 357 may be used until 2005 and BAT credits generated in 2004 amounting to Bs 588 may be used until 2007.

On August 17, 2004, the Law repealing this tax was published in Official Gazette of Venezuela No. 38,002, effective beginning September 1, 2004.

Value added tax (VAT)

In May 1999, the Venezuelan Government enacted by decree the Value Added Tax Law. This tax is based on a tax credit system and applies to the different stages of production and sales. It is payable based on the value added at each of these stages. The VAT rate is set annually through the Venezuelan Budget Law and as of June 30, 2005 the applicable rate is 15% (16% from

December 2003 until August 2004). This Law also introduced, effective September 2002, an additional 10% tax on defined luxury goods and services.

Bank debit tax

In March 2002 the Venezuelan Government enacted by decree the Bank Debit Tax Law. This tax is levied upon debits or withdrawals made from current and savings accounts, custody deposits, or any other type of demand deposit, liquid asset funds, trust funds and other financial market funds or financial instruments transacted by individuals or corporations with Venezuelan banks and financial institutions for transactions in excess of 32 tax units per month (equivalent to Bs 790,400 in nominal amounts). Beginning December 16, 2004, this amount changed to 40 tax units (equivalent to Bs 988,000 in nominal amounts). The applicable tax rate was 0.75% until December 31, 2003 (1% until June 2003) and changed to 0.5% from January 1, 2004 until June 30, 2005. During the six months ended June 30, 2005 and 2004, the Company incurred bank debit tax expense of Bs 8,784 and 10,332, respectively.

NOTE 18 - TRANSACTIONS WITH RELATED PARTIES:

In the normal course of business and as limited by applicable refinancing agreements, the Company enters into transactions with certain of its stockholders and their respective affiliates. In addition, the Government has significant influence over the Company s tariffs, regulations, labor contracts and other matters involving the Company. The Government is also the largest customer of the Company (Note 7 - Accounts receivable from Venezuelan Government entities).

Transactions with stockholders affiliates include purchases of inventories, supplies, plant and equipment, technical and administrative assistance and net revenue (expense) related to settlement of international telephone traffic with these affiliates of Verizon Communications Inc (Verizon). Balances of these transactions for the six months ended June 30 are shown below:

	2005	**2004**
Purchase of inventories, supplies, plant and equipment of stockholders affiliates	28,939	40,842
Technical and administrative assistance expenses	3,947	10,054
Net expense related to the settlement of international telephone traffic with affiliates	(125)	(1,919)

Transactions for technical and administrative assistance are in respect of consulting services, development of technologies, strategic planning and analysis, training and personnel services, among others.

As of June 30, 2005 and 2004, the Company has interest-free accounts payable to Verizon of Bs 33,269 and Bs 48,820, respectively.

NOTE 19 - COMMITMENTS AND CONTINGENCIES:

The Company has the following commitments and contingencies:

a) Capital expenditures

The Company s payment commitments as of June 30, 2005 in respect of capital expenditures amount to approximately U.S.$121 million.

b) Operating leases

The Company leases equipment and real property under operating leases for periods of one year or less. Lease agreements generally include automatic extension clauses for equal terms, unless written termination notification is provided. Lease commitments for real property and equipment are approximately Bs 18,373 for 2005.

c) Litigation

The Company is involved in a number of legal and administrative proceedings which are presented below:

In May 2000 and December 1999, the Servicio Nacional Integrado de Administración Aduanera y Tributaria (SENIAT) (the National Integrated Service of Customs and Taxes) notified CANTV and Movilnet of additional tax assessments amounting to Bs 271,179 and Bs 26,954, respectively, in nominal amounts, mainly related to the rejection of investment tax credits used for fiscal years ended December 31, 1994, 1995, 1996 and 1997. SENIAT objected to these credits claiming that telecommunications activities do not qualify as industrial activities. These assessments were appealed before the Sixth Court of Appeals on Litigious Matters and, in the opinion of management and its legal counsel, there is a high probability of a ruling in favor of CANTV and Movilnet. It is important to point out that in 1999 this Court ruled in favor of another telecommunications company. However, that decision was appealed by SENIAT and a final ruling is pending.

In June 2002, Caveguías was subject to a similar additional tax assessment by SENIAT of approximately Bs 44,312, expressed in nominal amounts. These assessments were in respect of income tax returns for the years ended December 31, 1996, 1997, 1998 and 1999. SENIAT objected to the deferral of revenue in respect of the sale of advertising space. The Company appealed these assessments before the Eighth Court of Appeals on Litigious Matters. In the opinion of management and its legal counsel, there is a high probability of a favorable decision, and, accordingly, no accrual or provision has been recorded.

During February 2004, CANTV Telecommunication Centers were subject to additional tax assessments by the tax authorities in two states of the central region of Venezuela. As a result of this assessment, 37 centers received sanctions including fines and were closed for 48 and 72 hours as a result of their non-compliance with certain value added tax matters. Some of the sanctions were effective at that moment while others are currently being appealed. There is a risk for CANTV that Telecommunication Centers could request CANTV assume some responsibility as business allies. Damages might be attributable to both CANTV and the Telecommunication Centers as co-participants. The portion to be assigned to each party is currently being determined. As of June 30, 2005 CANTV has set aside a provision for this

contingent liability. Based on the opinion of legal counsel handling these proceedings, Company management believes that the provision is reasonable to cover this contingent liability.

In December 2004, CONATEL notified CANTV of inspection reports resulting from their review of tax payments called for by the Telecommunications Law, made by CANTV in 2000 and Movilnet and CANTV.Net for 2000 to 2003. The main concepts objected to by CONATEL in determining the tax base for computation of this tax are the deduction of uncollectible write-offs and discounts granted to customers. In addition, CONATEL objected to Movilnet s exclusion of net interconnection revenue from the tax base for the Special Telecommunications Tax of Wireless Services. If these inspection reports turn into tax assessments, the total additional tax charged would be Bs 4,689 for CANTV, Bs 36,564 for Movilnet and Bs 381 for CANTV.Net. The issuance of the final resolution by CONATEL in respect of the Administrative Summary is currently being awaited to assess filing the respective appeals. Based on the opinion of external legal counsel, the Company has not set aside a provision in respect of these inspection reports.

In September 2004, the Social Chamber of the Supreme Court ruled against a lawsuit in connection with pension payments filed against CANTV by the Federación Nacional de Jubilados y Pensionados de Teléfonos de Venezuela (FETRAJUPTEL) (the Venezuelan National Telephone Federation of Retirees and Pensioners). Later, in January 2005, the Constitutional Chamber of the Supreme Court declared admissible an appeal filed by Asociación de Jubilados y Pensionados de Teléfonos de Venezuela (AJUPTEL-Caracas) (the Venezuelan National Telephone Association of Retirees and Pensioners) against the aforementioned decision of September 2004 and, consequently, the Constitutional Chamber declared the decision annulled and submitted the case to the Social Chamber for a new ruling. The Constitutional Chamber s decision issued in January 2005, also indicates that if retiree pensions are lower than the minimum urban wage, they should be adjusted to the minimum wage. CANTV s management, based on the opinion of its external legal counsel, considers that certain matters subject to review will again be ruled in favor of CANTV, and for the remaining matters the Company has estimated the additional contingent liability. In accordance with applicable accounting principles, this contingency is considered probable and, therefore, a contingent liability, was recorded in the consolidated financial statements as a provision for contingencies as of December 31, 2004. On July 26, 2005, the Social Chamber of the Supreme Court declared admissible the lawsuit filed by FETRAJUPTEL regarding pension adjustments. This decision requires CANTV to index the pensions of all its retirees. The Company is reviewing the economic impact of this decision and is evaluating its legal alternatives, including the request of a judicial review of the decision.

In addition, an important number of labor-related lawsuits and claims have been made against CANTV for approximately Bs. 235,347, in nominal amounts, most of which are related to special retirement initiatives, employee severance benefits and other benefits related to early retirement. These lawsuits are currently pending and, as of the date of these financial statements, their final outcome is not predictable. CANTV has settled a number of these cases through mediation and negotiation with the parties involved, and is currently in the process of resolving claims and lawsuits filed by former employees.

Based on the opinion of legal counsel handling these proceedings, Company management believes that most of these cases and other will be resolved in the Company s favor and that total provision set aside of Bs. 175,535, is reasonable as of June 30, 2005 to cover these contingent risks.

d) Concession mandates

Plant modernization is not currently required under the concessions.

The Regulations for Basic Telephony Services require basic telephony service operators to install and maintain public telephone equipment equivalent to 3% of their subscriber base. As of June 30, 2005, the Company has complied with the obligations established in these regulations.

The guidelines for the market opening in Venezuela (Note 4 - Regulation) included certain quality service standards that incorporate minimum and maximum targets. These targets were CONATEL s basis to issue the Administrative Ruling on Quality Service applicable to all basic telecommunication services operators. This Administrative Ruling was published in the Official Gazette of Venezuela No. 37,968 on June 28, 2004, and established a period of 120 days for the operators to adapt their systems and measuring mechanisms, after which time operators have an adaptation period of up to three quarters to reach minimum and maximum targets established in this Administrative Ruling. Through the Administrative Ruling No. 530, published on December 13, 2004, CONATEL granted an extension until December 31, 2004 for operators to adapt their measurement systems and mechanisms.

NOTE 20 - SEGMENT REPORTING:

The identifiable segments are strategic business units offering different products and services in the telecommunications industry and related services. These segments are managed separately since each business requires different technology and marketing strategies. The Company manages its operations mainly in two business segments: wireline and wireless services. The wireline services segment provides local, domestic and international long distance services and other telecommunications-related services. The wireless services segment provides nationwide cellular mobile services. Substantially all of the Company s businesses are conducted in Venezuela.

Segment results for six months ended June 30, 2005 and 2004, and assets as of June 30, 2005 and 2004, are shown below:

	2005	**2004**
Wireline services:		
Operating revenues -		
Local services	467,258	530,633
Domestic long distance	153,055	158,072
Local and domestic long distance	620,313	688,705
International long distance	56,572	60,383
Net settlements	(2,374)	(2,918)
Total international long distance	54,198	57,465

Fixed to mobile outgoing calls	375,023	337,684

	2005	2004
Interconnection incoming	64,490	54,872
Other services	512,917	508,890
Total operating revenue	1,626,941	1,647,616
Intersegment operating revenue	(210,007)	(250,865)
Operating income	29,592	79,417
Depreciation and amortization	340,804	480,598
Capital expenditures, net	126,054	89,503
Assets at the end of the period	6,994,622	7,203,542
Wireless services:		
Operating revenues -		
Access	57,979	40,345
Airtime	347,479	267,457
Interconnection	270,291	201,420
Special services	179,829	133,853
Equipment sales	134,396	73,793
Other	39,489	34,281
Total operating income	1,029,463	751,239
Intersegment income	(189,117)	(147,270)
Operating income	114,143	97,136
Depreciation and amortization	161,533	79,323
Capital expenditures, net	212,581	69,423
Assets at the end of the period	2,379,188	2,241,413

The reconciliation of segment operating revenues, operating income and assets to the consolidated financial statements as of June 30 are shown below:

Reconciliation of operating revenues:

	2005	2004
Reported segments	2,656,404	2,398,855

Other telecommunications-related services	133,172	119,810
Elimination of intersegment operating revenues	(430,380)	(442,100)
Total operating revenues	2,359,196	2,076,565

Reconciliation of operating income:

	2005	2004
Reported segments	143,735	176,553
Other telecommunications-related services	25,656	10,003
Elimination of intersegment operating income	(1,148)	1,485
Total operating income	168,243	188,041

Reconciliation of assets:

	2005	2004
Reported segments	9,373,810	9,444,955
Elimination of assets	(2,362,261)	(2,578,896)
Other telecommunications-related services	336,704	325,968
Assets at the end of the period	7,348,253	7,192,027

NOTE 21 - EXCHANGE CONTROL:

By means of an agreement between the Venezuelan Government and BCV, published in the Official Gazette of Venezuela No. 37,614 of January 21, 2003, the trading of foreign currencies in the country was suspended for five business days. This agreement was then extended for five additional business days as reported in the Official Gazette of Venezuela No. 37,618 of January 27, 2003.

On February 5, 2003, Exchange Agreements No. 1 and 2 were published in the Official Gazette of Venezuela No. 37,625 and, on February 7, 2003, Exchange Agreement No. 3 was published in the Official Gazette of Venezuela No. 37,627 (collectively, the Exchange Agreements). The Exchange Agreements set out the rules for the Foreign Currency Administration Regime and established the exchange rate applicable for transactions set forth in the Exchange Agreements. The Exchange Agreements, among other things, establish the following conditions:

a) BCV will centralize the purchase and sale of currencies in the country under the terms agreed upon;

b) The Comisión de Administración de Divisas (CADIVI) (the Commission for the Administration of Foreign Currency) will coordinate, manage, control and establish the requirements, procedures and restrictions for the execution of the Exchange Agreements;

c) The applicable exchange rates subsequent to the Exchange Agreements effective dates were Bs 1,596/U.S.$1 for purchase and Bs 1,600/U.S.$1 for sale; and,

d) The purchase and sale in local currency of Venezuelan Government securities issued in foreign currency would be discontinued until the BCV and the Venezuelan Government establish regulations for these transactions.

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Additionally, the Venezuelan Government issued Decree No. 2,302 on February 5, 2003, subsequently amended by Decree No. 2,330 of March 6, 2003**,** that established the functions of CADIVI as well as the Rules for Administration and Control of Foreign Currencies. As provided by this Decree, the President of the Republic, in the Council of Ministers, approved the general guidelines for the distribution of foreign currencies in the currency exchange market, based on CADIVI s opinion and the foreign currencies budget prepared under the application of the Exchange Agreements. This Decree also establishes that the acquisition of foreign currencies is subject to prior registration of the interested party at the registry, authorization to participate in the exchange regime with the supporting documentation and other requirements to be established by CADIVI.

On April 22, 2003 and June 18, 2003, Rulings No. 25 and No. 34 were published in Official Gazettes of Venezuela No. 37,674 and No. 37,714, respectively, by means of which CADIVI manages the administration and formalities for foreign currency acquisition to pay private foreign debt acquired before January 22, 2003. External debt registered by CANTV and Movilnet with CADIVI on that date was U.S.$212 million and U.S.$52 million, respectively.

On February 9, 2004, the Ministry of Finance, together with the BCV, modified the exchange rate set out under Exchange Agreement No. 2 dated February 5, 2003 and established new exchange rates effective as of that date of Bs 1,915.20/U.S.$1 for purchase and Bs 1,920/U.S.$1 for sale.

On May 31, 2004, CADIVI published a resolution concerning requests for currency for the import of goods and services for the telecommunications industry, effective on that that date. Accordingly, the Company must apply for foreign currency each semester with an estimate of its requirements for the period. The approvals from CADIVI will be granted on a monthly basis.

The Government has issued Decrees and Rulings establishing requirements, controls and steps for authorization for foreign currency purchases, as well as the general guidelines for the distribution and administration of this foreign currency destined for the currency exchange market.

In order to guarantee access to foreign currency for essential goods and services and debt payments, should CADIVI fail to timely approve the purchase of foreign currency, the Company acquired U.S.$74.2 million (nominal value) of Venezuelan National Public Debt Bonds in August 2003. These bonds were denominated in U.S. dollars and paid in bolivars at the official exchange rate of Bs 1,600/U.S.$1. In September 2003 these bonds were sold at market value, and a loss of Bs 49,925 was recognized in the results of the Company and included in the consolidated statement of operations as Other expenses, net in that month.

As of June 30, 2005, the Company had applied to CADIVI for a total of U.S.$1,192.1 million, since the establishment of the current exchange control regime. As of June 30, 2005, CADIVI has approved U.S.$962.4 million, of which U.S.$826.5 million has been received.

In July 2005, CANTV received approval from CADIVI for the conversion of bolivars to US dollars in the amount of U.S.$92.2 million for repatriation to ADS holders of the dividends declared on March 31, 2005 and paid in bolivars on April 27, 2005 to stockholders of record at April 20, 2005.

The Company continues to process the necessary formalities to comply with the requirements of CADIVI in order to apply for additional foreign currency.

NOTE 22 - INTENT FOR THE ACQUISITION OF DIGITEL:

On November 21, 2004, CANTV executed a stock purchase agreement with TIM International N.V. for the acquisition of 100% of the telecommunications company Digitel at a total value of U.S.$450 million. On May 5, 2005, CONATEL, based on the Pro-Competencia s recommendation, notified CANTV of its decision not to approve the acquisition of Digitel, therefore, on May 25, 2005 the stock purchase agreement was terminated pursuant to its terms.

NOTE 23 - ADOPTION OF INTERNATIONAL REPORTING FINANCIAL STANDARDS:

Pursuant to Resolution No. 157-2004 published on the Official Gazette of Venezuela No. 38,085 dated December 13, 2004, CNV resolved that companies making public securities offers under the Capital Markets Law must prepare and present their financial statements adjusted to IFRS beginning January 1, 2006 with IFRS becoming effective on January 1, 2005. In addition, these companies must prepare and present to CNV a supplementary balance sheet as of December 31, 2004 according with IFRS together with notes related to the main accounting policies used, and a detailed description of the adjustments performed to convert the balance sheet to IFRS, which will be only used to evaluate the effects of this adoption.

On June 30, 2005, the Company delivered to CNV the balance sheet as of December 31, 2004 in accordance with IFRS, together with notes related to the main accounting policies used, and a detailed description of the adjustments performed to convert the balance sheet to IFRS.

On June 29, 2005, pursuant to Resolution No. 68-2005 published in the Official Gazette of Venezuela No. 38,218, an amendment of Resolution No. 157-2004 published on December 13, 2004, was issued also requiring presentment of a supplemental income statement for the year ended December 31, 2004 on or before June 30, 2005.

On July 6, 2005, the Company sent a communication to CNV with a proposal for the presentment of a supplemental income statement for the six-month period ended June 30, 2005, explaining the reasons for the convenience of the request or additional time to deliver the income statement for the year ended December 31, 2004 in case that the proposal could not be accepted by CNV. Currently this request is being reviewed by CNV.

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.

COMPAÑIA ANONIMA NACIONAL

TELEFONOS DE VENEZUELA, (CANTV)

By: /s/ Armando Yañes
Armando Yañes
Chief Financial Officer

Date: August 15, 2005