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NATIONAL TELEPHONE CO OF VENEZUELA
Form SC 13D
October 10, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)
(Amendment No. 4)

COMPANIA ANONIMA NACIONAL TELEFONOS DE VENEZUELA (CANTV)

(Name of Issuer)

NATIONAL TELEPHONE COMPANY OF VENEZUELA (CANTV)

(Translation of Name of Issuer into English)

CLASS D COMMON SHARES,
NOMINAL VALUE Bs. 36.90182224915 PER SHARE (the "Class D Shares")
AMERICAN DEPOSITARY SHARES EACH REPRESENTING
SEVEN CLASS D SHARES (the "ADSs")

(Title of Class of Securities)

P3055Q103 (Class D Shares); 204421101 (ADSs)

(CUSIP Number)

Marianne Drost
Senior Vice President, Deputy
General Counsel and Corporate Secretary
Verizon Communications Inc.
1095 Avenue of the Americas
New York, New York 10036
(212) 395-1783

(Name, address and telephone number of person
authorized to receive notices and communications)

October 9, 2001

(Date of event which requires filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report
the acquisition that is the subject of this Schedule 13D, and is filing this

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schedule because of Rule 13d-1(e), (f) or (g), check the following box. []

 CUSIP NO. P3055Q103 (Class D. Shares)
 204429101 (ADSs)

Pa

=====

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

 Verizon Communications Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

| | | |
|--|-------------------|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 8 9 10 | SOLE VOTING POWER Class D Shares: 32,945,829* ADSs: 4,706,547 ----- SHARED VOTING POWER Class D Shares: None ADSs: None ----- SOLE DISPOSITIVE POWER Class D Shares: 32,945,829* ADSs: 4,706,547 ----- SHARED DISPOSITIVE POWER Class D Shares: ADSs: 4,706,547 |
|--|-------------------|---|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Class D Shares: 32,945,829*
 ADSs: 4,706,547

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
 EXCLUDES CERTAIN SHARES

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

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8.2% (the 4,706,547 ADSs represent 32,945,829 Class D Shares, which represent approximately 8.2% of the total Class D Shares outstanding).

14 TYPE OF REPORTING PERSON

HC

* The 4,706,547 ADSs represent 32,945,829 Class D Shares. Because the holder may exchange ADSs for Class D Shares, the Reporting Persons may be deemed to beneficially own 32,945,829 Class D Shares.

2

CUSIP NO. P3055Q103 (Class D. Shares)
204429101 (ADSs)

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

GTE Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

| | |
|--|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER Class D Shares: 32,945,829* ADSs: 4,706,547 |
| | 8 SHARED VOTING POWER Class D Shares: None ADSs: None |
| | 9 SOLE DISPOSITIVE POWER Class D Shares: 32,945,829* ADSs: 4,706,547 |
| | 10 SHARED DISPOSITIVE POWER Class D Shares: None ADSs: None |

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Class D Shares: 32,945,829*
 ADSs: 4,706,547

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
 EXCLUDES CERTAIN SHARES

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

8.2% (the 4,706,547 ADSs represent 32,945,829 Class D Shares, which
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14 TYPE OF REPORTING PERSON

HC

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 may exchange ADSs for Class D Shares, the Reporting Persons may be deemed
 to beneficially own 32,945,829 Class D Shares.

3

CUSIP NO. P3055Q103 (Class D. Shares)
 204429101 (ADSs)

Pa

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

GTE International Telecommunications Incorporated

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF
 SHARES

7

SOLE VOTING POWER
 Class D Shares: 32,945,829*
 ADSs: 4,706,547

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| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | |
|--|----|--|
| | 8 | SHARED VOTING POWER Class D Shares: None ADSs: None |
| | 9 | SOLE DISPOSITIVE POWER Class D Shares: 32,945,829* ADSs: 4,706,547 |
| | 10 | SHARED DISPOSITIVE POWER Class D Shares: None ADSs: None |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 Class D Shares: 32,945,829*
 ADSs: 4,706,547

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
 8.2% (the 4,706,547 ADSs represent 32,945,829 Class D Shares, which represent approximately 8.2% of the total Class D Shares outstanding).

14 TYPE OF REPORTING PERSON
 HC

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CUSIP NO. P3055Q103 (Class D. Shares)
 204429101 (ADSs)

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
 GTE Venezuela Incorporated

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

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AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

| | | |
|--|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER Class D Shares: 32,945,829* ADSs: 4,706,547 |
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| | 9 | SOLE DISPOSITIVE POWER Class D Shares: 32,945,829* ADSs: 4,706,547 |
| | 10 | SHARED DISPOSITIVE POWER Class D Shares: None ADSs: None |

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Class D Shares: 32,945,829*
ADSs: 4,706,547

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

8.2% (the 4,706,547 ADSs represent 32,945,829 Class D Shares, which
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14 TYPE OF REPORTING PERSON

HC

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may exchange ADSs for Class D Shares, the Reporting Persons may be deemed
to beneficially own 32,945,829 Class D Shares.

CUSIP NO. P3055Q103 (Class D. Shares)
204429101 (ADSs)

Pa

1 NAME OF REPORTING PERSON

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Bell Atlantic Latin America Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

| | |
|--|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER Class D Shares: 32,945,829* ADSs: 4,706,547 |
| | 8 SHARED VOTING POWER Class D Shares: None ADSs: None |
| | 9 SOLE DISPOSITIVE POWER Class D Shares: 32,945,829* ADSs: 4,706,547 |
| | 10 SHARED DISPOSITIVE POWER Class D Shares: None ADSs: None |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Class D Shares: 32,945,829*
ADSs: 4,706,547

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

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14 TYPE OF REPORTING PERSON

HC

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CUSIP NO. P3055Q103 (Class D. Shares)
204429101 (ADSs)

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Bell Atlantic New Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 SOLE VOTING POWER
Class D Shares: 32,945,829*
ADSs: 4,706,547

8 SHARED VOTING POWER
Class D Shares: None
ADSs: None

9 SOLE DISPOSITIVE POWER
Class D Shares: 32,945,829*
ADSs: 4,706,547

10 SHARED DISPOSITIVE POWER
Class D Shares: None
ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Class D Shares: 32,945,829*
ADSs: 4,706,547

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
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7

CUSIP NO. P3055Q103 (Class D. Shares)
204429101 (ADSs)

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
Verizon International Holdings Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Bermuda

7 SOLE VOTING POWER
Class D Shares: 32,945,829*
ADSs: 4,706,547
8 SHARED VOTING POWER
Class D Shares: None
ADSs: None
9 SOLE DISPOSITIVE POWER
Class D Shares: 32,945,829*
ADSs: 4,706,547

10 SHARED DISPOSITIVE POWER
Class D Shares: None
ADSs: None

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Class D Shares: 32,945,829*
 ADSs: 4,706,547

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8

CUSIP NO. P3055Q103 (Class D. Shares)
 204429101 (ADSs)

Pa

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

GTE Venezuela S.a.r.l.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

NUMBER OF
 SHARES
 BENEFICIALLY

7 SOLE VOTING POWER
 Class D Shares: 32,945,829*
 ADSs: 4,706,547

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| | | |
|---|----|--|
| OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER Class D Shares: None ADSs: None |
| | 9 | SOLE DISPOSITIVE POWER Class D Shares: 32,945,829* ADSs: 4,706,547 |
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CUSIP NO. P3055Q103 (Class D. Shares)
204429101 (ADSs)

Pa

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

GTE Venholdings B.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Netherlands

| | | |
|--|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER Class D Shares: 32,945,829* ADSs: 4,706,547 |
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14 TYPE OF REPORTING PERSON

HC

* The 4,706,547 ADSs represent 32,945,829 Class D Shares. Because the holder may exchange ADSs for Class D Shares, the Reporting Persons may be deemed to beneficially own 32,945,829 Class D Shares.

This is the fourth amendment ("Amendment No. 4") to the Statement on Schedule 13D originally filed by GTE Corporation and GTE Venezuela Incorporated on December 9, 1996 and amended on December 18, 1996, December 23, 1998 and July 13, 2000. Capitalized terms used herein but not defined have the meanings ascribed to them in the initial Statement on Schedule 13D, as amended through the date hereof (the "Schedule 13D"). The Schedule 13D is hereby amended as follows:

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Item 2. Identity and Background

This statement is being filed by Verizon, and by its direct wholly-owned subsidiary, GTE, and its indirect subsidiaries, GTE International, GTE Venezuela, Bell Atlantic Latin America Holdings, Inc. ("Bell Atlantic Latin America"), a Delaware corporation, Bell Atlantic New Holdings, Inc. ("Bell Atlantic New Holdings"), a Delaware corporation, Verizon International Holdings Ltd. ("Verizon International"), a Bermuda corporation, GTE S.a.r.l. and GTE Venholdings. Verizon, GTE, GTE International, GTE Venezuela, Bell Atlantic Latin America, Bell Atlantic New Holdings, Verizon International, GTE S.a.r.l. and GTE Venholdings are sometimes referred to herein as the "Reporting Persons."

Verizon, formed by the merger in June 2000 of Bell Atlantic Corporation ("Bell Atlantic") and GTE, is one of the world's leading providers of high-growth communications services. Verizon companies are the largest providers of wireline and wireless communications in the United States, with 95 million access line equivalents and 25 million wireless customers, as of December 31, 2000. Verizon is also the world's largest provider of print and on-line directory information. A Fortune 10 company with more than 260,000 employees, Verizon's global presence extends to 40 countries in the Americas, Europe, Asia and the Pacific, as of December 31, 2000.

GTE Venholdings acts as a holding company for Verizon's investment in Issuer. GTE Venholdings is a wholly-owned subsidiary of GTE S.a.r.l. GTE S.a.r.l. is a wholly-owned subsidiary of Verizon International. Verizon International is a majority-owned subsidiary of Bell Atlantic New Holdings, which in turn is a wholly-owned subsidiary of Bell Atlantic Latin America, which in turn is a wholly-owned subsidiary of GTE Venezuela. GTE Venezuela is a wholly-owned subsidiary of GTE International, which is a wholly-owned subsidiary of GTE. Verizon owns all of the common stock of GTE. The principal business office of Verizon, Bell Atlantic Latin America, Bell Atlantic New Holdings and Verizon International is 1095 Avenue of the Americas, New York, New York 10036. The principal business office of GTE, GTE International and GTE Venezuela is 600 Hidden Ridge Drive, Irving, Texas. The principal business address of GTE S.a.r.l. is 400 route d'Esch, L-1471 Luxembourg. GTE Venholding's principal business address is Marten Meesweg 25, 3068 AV Rotterdam, The Netherlands.

The name, residence or business address, principal occupation or employment and citizenship of each of the executive officers and directors of the Reporting Persons are set forth in Schedule I hereto.

Within the last five years, none of the Reporting Persons, nor, to the best of the Reporting Persons' knowledge, any of persons listed on Schedule I have been convicted in a criminal proceeding (excluding traffic violations and

similar misdemeanors) or have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 4. Purpose of Transaction

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Item 4 is hereby amended by adding the following paragraphs:

On September 25, 2001, an affiliate of The AES Corporation ("AES") commenced concurrent tender offers in Venezuela and the United States for shares (including Class D Shares) and ADSs of Issuer (the "AES Tender Offers"). The AES Tender Offers are scheduled to expire at 5:00 p.m. New York City time, on October 29, 2001, unless otherwise extended. Verizon has carefully evaluated the AES Tender Offers and has determined not to tender pursuant to such offers any of the shares or ADSs of Issuer that it beneficially owns and controls. Also, on October 9, 2001, Verizon publicly stated that it was urging other shareholders of Issuer not to tender their shares or ADSs pursuant to the AES Tender Offers. The reasons for Verizon's determination and recommendations are set forth on a Solicitation/Recommendation Statement on Form 14D-9 filed by Verizon with the Securities and Exchange Commission on October 10, 2001.

On October 7, 2001, Issuer announced that, among other things, it had called a special shareholders meeting for October 24, 2001 for the purpose of considering the distribution of an extraordinary dividend and to approve a share repurchase program. Verizon favors an extraordinary dividend and the repurchase of shares by the Issuer and is urging the Issuer to pursue such a course of action. Subject to its review of the details of any such program as adopted and proposed by the Issuer's Board of Directors, Verizon intends to vote in favor of such a program and will urge shareholders to do likewise.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended to read in its entirety as follows:

(a) The Reporting Persons beneficially own 4,706,547 ADSs each representing seven Class D Shares. The Class D Shares represented by these ADSs represent 8.2% of the total number of outstanding Class D Shares on September 10, 2001. To the best of the Reporting Persons' knowledge, none of the persons listed in Schedule A hereto owns beneficially any Class D Shares or ADSs representing Class D Shares, except as follows:

| ----- | | Page 13 of 23 Pages | |
|--|---|---------------------|------------|
| CUSIP NO. | P3055Q103 (Class D. Shares) 204429101 (ADSs) | | |
| ----- | | ADSs Owned | |
| | | ----- | |
| Name and Position | | Beneficially | % of Class |
| ----- | | ----- | ----- |
| Charles R. Lee Chairman, Chief Executive Officer and a Director Verizon Communications | | 11,000 | * |
| Alfred C. Giammarino Senior Vice President and Chief Financial Officer-International and Information Services Verizon Services Corp. | | 2,000 | * |
| ----- | | | |

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*Less than .1%

(b) The Reporting Persons and, to the best of the Reporting Persons' knowledge, the person listed in the above chart has the sole power to vote and the sole power to dispose of the ADSs and the Class D Shares represented thereby as held by him.

(c) In the past sixty days from the date of this statement, none of the Reporting Persons has purchased or sold any of the acquired ADSs each representing seven Class D Shares. In the past sixty days from the date of this statement, none of the persons listed in paragraph (a) above has purchased or sold any of the acquired ADSs each representing seven Class D Shares.

13

SIGNATURE

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

VERIZON COMMUNICATIONS INC.

Date:10/10/2001 By: /s/ Michael T. Masin

GTE CORPORATION

Date:10/10/2001 By: /s/ Michael T. Masin

GTE INTERNATIONAL
TELECOMMUNICATIONS INCORPORATED

Date:10/10/2001 By: /s/ Alfred C. Giammarino

GTE VENEZUELA INCORPORATED

Date:10/10/2001 By: /s/ Alfred C. Giammarino

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BELL ATLANTIC LATIN AMERICA
HOLDINGS, INC.

Date:10/10/2001 By: /s/ Janet M. Garrity

BELL ATLANTIC NEW HOLDINGS, INC.

Date:10/10/2001 By: /s/ Daniel C. Petri

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VERIZON INTERNATIONAL HOLDINGS LTD.

Date:10/10/2001 By: /s/ Alfred C. Giammarino

GTE VENEZUELA S.A.R.L.
By: GTE VENEZUELA INCORPORATED,
Manager

Date:10/10/2001 By: /s/ Alfred C. Giammarino

GTE VENHOLDINGS B.V.
By: GTE VENEZUELA INCORPORATED,
Managing Director

Date:10/10/2001 By: /s/ Alfred C. Giammarino

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SCHEDULE I

Verizon Communications Inc. - 1095 Avenue of the Americas
New York, NY 10036

(a) Executive Officers

| Name ---- | Principal Occupation ----- | Citiz ---- |
|-------------------------|--|---------------|
| Charles R. Lee | Chairman, and Co-Chief Executive Officer Verizon Communications | Unite |
| Ivan G. Seidenberg | President, and Co-Chief Executive Officer Verizon Communications | Unite |
| Lawrence T. Babbio, Jr. | Vice Chairman and President Verizon Communications | Unite |
| Michael T. Masin | Vice Chairman and President Verizon Communications | Unite |
| Frederic V. Salerno | Vice Chairman and Chief Financial Officer Verizon Communications | Unite |
| David H. Benson | Executive Vice President-Strategy, Development and Planning Verizon Communications | Unite |
| Mary Beth Bardin | Executive Vice President Public Affairs and Communications Verizon Communications | Unite |
| William P. Barr | Executive Vice President and General Counsel Verizon Communications | Unite |
| William F. Heitmann | Senior Vice President and Treasurer Verizon Communications | Unite |
| Ezra D. Singer | Executive Vice President- Human Resources Verizon Communications | Unite |
| Dennis F. Strigl | Executive Vice President and President Verizon Wireless | Unite |
| Marianne Drost | Senior Vice President, Deputy General Counsel and Corporate Secretary Verizon Communications | Unite |

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| Lawrence R. Whitman | Senior Vice President and Controller Verizon Communications | Unite |
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(b) Directors

| Name ---- | Principal Occupation ----- | Cit ---- |
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|--------------------|---|-------|
| James R. Barker | Chairman of The Interlake Steamship Co. and Vice Chairman of Mormac Marine Group, Inc. and the Moran Towing Company | Unite |
| Edward H. Budd | Retired Chairman of the Board of the Travelers Group | Unite |
| Richard L. Carrion | Chairman President and Chief Executive Officer Popular, Inc. | Unite |
| Robert F. Daniell | Retired Chairman of the United Technologies Corporation | Unite |
| Helene L. Kaplan | Of Counsel Skadden, Arps, Slate, Meagher & Flom LLP | Unite |
| Charles R. Lee | Chairman, and Co-Chief Executive Officer | Unite |
| Sandra O. Moose | Senior Vice President, Director and Chair of the East Coast Practice, The Boston Consulting Group, Inc. | Unite |
| Joseph Neubauer | Chairman and Chief Executive Officer of ARAMARK Corporation | Unite |
| Thomas H. O'Brien | Chairman and Chief Executive Officer of The PNC Financial Service Group, Inc. | Unite |
| Russell E. Palmer | Chairman and Chief Executive Officer of The Palmer Group | Unite |
| Hugh B. Price | President and Chief Executive Officer National Urban League | Unite |
| Ivan G. Seidenberg | President and Co-Chief Executive Officer | Unite |
| Walter V. Shipley | Retired Chairman of the Board The Chase Manhattan Corporation | Unite |
| John W. Snow | Chairman, President and Chief Executive Officer CSX Corporation | Unite |

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| John R. Stafford | Chairman, President and Chief Executive Officer American Home Products Corporation | Unite |
| Robert D. Storey | Partner with the Cleveland Law Firm of Thompson, Hine and Flory LLP | Unite |

GTE Corporation - 1095 Avenue of the Americas
New York, NY 10036

(a) Executive Officers

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| Name ---- | Principal Occupation ----- | Cit --- |
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|---------------------|--|---------------|
| Michael T. Masin | Vice Chairman and President Verizon Communications | United States |
| Marianne Drost | Senior Vice President, Deputy General Counsel and Corporate Secretary Verizon Communications | United States |
| William F. Heitmann | Senior Vice President and Treasurer Verizon Communications | United States |
| Ezra D. Singer | Executive Vice President-Human Resources Verizon Communications | United States |
| Lawrence R. Whitman | Senior Vice President and Controller Verizon Communications | United States |

(b) Directors

| Name ----- | Principal Occupation ----- | City ----- |
|---------------------|--|---------------|
| Marianne Drost | Senior Vice President, Deputy General Counsel and Corporate Secretary Verizon Communications | United States |
| William F. Heitmann | Senior Vice President and Treasurer Verizon Communications | United States |
| Michael T. Masin | Vice Chairman and Chief Financial Officer Verizon Communications | United States |
| Ezra D. Singer | Executive Vice President-Human Resources Verizon Communications | United States |
| Lawrence R. Whitman | Senior Vice President and Controller Verizon Communications | United States |

GTE International Telecommunications Incorporated - 600 Hidden Ridge Drive
Irving, TX 75038

(a) Executive Officers

| Name ----- | Principal Occupation ----- | City ----- |
|------------------------|---|---------------|
| Michael T. Masin | Vice Chairman and President Verizon Communications | United States |
| Alfred C. Giammarino | Senior Vice President and Chief Financial Officer-International and Information Services Verizon Services Corp. | United States |
| Fares F. Salloum | President - International and the Americas Verizon Services Corp. | Canada |
| Christopher M. Bennett | Vice President and General Counsel-International | United States |

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|-------------------|--|---------------|
| | Verizon Services Corp. | |
| Terry W. Lewis | Group Senior Vice President-International Verizon Services Corp. | United States |
| Howard M. Svigals | Group Vice President-International and the Americas Verizon Services Corp. | United States |
| Marianne Drost | Senior Vice President, Deputy General Counsel and Corporate Secretary Verizon Communications | United States |

(b) Directors

| Name ---- | Principal Occupation ----- | Citizenship --- |
|----------------------|---|--------------------|
| Marianne Drost | Senior Vice President, Deputy General Counsel and Corporate Secretary Verizon Communications | United States |
| Alfred C. Giammarino | Senior Vice President and Chief Financial Officer-International and Information Services Verizon Services Corp. | United States |
| Michael T. Masin | Vice Chairman and Chief Financial Officer Verizon Communications | United States |

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GTE Venezuela Incorporated - 600 Hidden Ridge Drive
Irving, TX 75038

(a) Executive Officers

| Name ---- | Principal Occupation ----- | Citizenship --- |
|------------------------|---|--------------------|
| Fares F. Salloum | President-International and the Americas Verizon Services Corp. | Canada |
| Alfred C. Giammarino | Senior Vice President and Chief Financial Officer-International and Information Services Verizon Services Corp. | United States |
| Christopher M. Bennett | Vice President and General Counsel-International Verizon Services Corp. | United States |
| Ruben G. Perlmutter | Assistant General Counsel-International Verizon Services Corp. | United States |
| Terry W. Lewis | Group Senior Vice President-International Verizon Services Corp. | United States |
| Howard M. Svigals | Group Vice President-International and the Americas Verizon Services Corp. | United States |
| Marianne Drost | Senior Vice President, Deputy General Counsel and Corporate Secretary | United States |

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Verizon Communications

(b) Directors

| Name ---- | Principal Occupation ----- | Cit --- |
|----------------------|--|------------|
| Marianne Drost | Senior Vice President, Deputy General Counsel and Corporate Secretary Verizon Communications | Unite |
| Alfred C. Giammarino | Senior Vice President and Chief Financial Officer-International and Information Services Verizon Services Corp. | Unite |
| Fares F. Salloum | President-International and the Americas Verizon Services Corp. | Canad |

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Bell Atlantic Latin America Holdings, Inc. - 1095 Avenue of the Americas
New York, New York 10036

(a) Executive Officers

| Name ---- | Principal Occupation ----- | Cit --- |
|-----------------------|---|------------|
| Janet M. Garrity | Assistant Treasurer-Financing and Cash Operations Verizon Communications | Unite |
| Joshua W. Martin, III | President Verizon Delaware | Unite |

(b) Directors

| Name ---- | Principal Occupation ----- | Cit --- |
|-----------------------|---|------------|
| Janet M. Garrity | Assistant Treasurer-Financing and Cash Operations Verizon Communications | Unite |
| William F. Heitmann | Senior Vice President and Treasurer Verizon Communications | Unite |
| Joshua W. Martin, III | President Verizon Delaware | Unite |
| Frederic V. Salerno | Vice Chairman and Chief Financial Officer Verizon Communications Inc. | Unite |

Bell Atlantic New Holdings, Inc. - 1095 Avenue of the Americas
New York, New York 10036

(a) Executive Officers

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Daniel C. Petri President-International, Europe and Asia Verizon Services Corp. United

Mary Louise Weber Expert Counsel-Attorney Specialist Verizon Services Corp. United

(b) Directors

| Name ---- | Principal Occupation ----- | Cit --- |
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| Daniel C. Petri | President-International, Europe and Asia Verizon Services Corp. | United |
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Dermott O. Murphy Group Vice President-Finance and Strategic Planning Verizon Services Corp. United

Verizon International Holdings Ltd. - 1095 Avenue of the Americas
New York, New York 10036

(a) Executive Officers

| Name ---- | Principal Occupation ----- | Cit --- |
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|----------------------|---|--------|
| Alfred C. Giammarino | Senior Vice President and Chief Financial Officer-International and Information Services Verizon Services Corp. | United |
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| Christopher M. Bennett | Vice President and General Counsel-International Verizon Services Corp. | United |
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| J. Goodwin Bennett | Vice President and Associate General Counsel-Strategic Transactions Verizon Services Corp. | United |
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| Dermott O. Murphy | Group Vice President-Finance and Strategic Planning Verizon Services Corp. | United |
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(b) Directors

| Name ---- | Principal Occupation ----- | Cit --- |
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| Christopher M. Bennett | Vice President and General Counsel-International Verizon Services Corp. | United |
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|------------------|--|--------|
| Janet M. Garrity | Assistant Treasurer-Financing and Cash Operations Verizon Communications | United |
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| Alfred C. Giammarino | Senior Vice President and Chief Financial Officer-International and Information Services Verizon Services Corp. | United |
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|-------------------|--|--------|
| Dermott O. Murphy | Group Vice President-Finance and Strategic Planning Verizon Services Corp. | United |
|-------------------|--|--------|

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GTE Venezuela S.a.r.l. -

400 route d' Esch
L-1471 Luxembourg

The Manager of GTE Venezuela S.a.r.l. is GTE Venezuela Incorporated. There are no natural persons serving as directors or executive officers of GTE Venezuela S.a.r.l.

GTE Venholdings B.V. -

Marten Meesweg 25
3068 AV Rotterdam
The Netherlands

The Managing Director of GTE Venholdings B.V. is GTE Venezuela Incorporated. There are no natural persons serving as directors or executive officers of GTE Venholdings B.V.

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