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TELE NORTE CELULAR PARTICIPACOES SA

Form 20-F/A

July 16, 2004

As filed with the Securities and Exchange Commission on July 16, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 20-F/A

[] REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

OR

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2003

OR

[] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from to
Commission File Number 1-14479

TELE NORTE CELULAR PARTICIPACOES S.A.
(Exact name of Registrant as specified in its charter)

TELE NORTE CELLULAR HOLDING COMPANY
(Translation of Registrant's name into English)

THE FEDERATIVE REPUBLIC OF BRAZIL
(Jurisdiction of incorporation or organization)

SCN QUADRA 4, BLOCO B, ED. CENTRO EMPRESARIAL VARIG, TORRE OESTE, SALA 702-A
70714-000 BRASILIA-DF, BRAZIL
(Address of principal executive offices)

SECURITIES REGISTERED OR TO BE REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT.

TITLE OF EACH CLASS -----	NAME OF EACH EXCHANGE ON WHICH REGISTERED -----
Preferred Shares without par value	New York Stock Exchange*
Depository Shares, each representing	New York Stock Exchange
50,000 Preferred Shares	

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- * Not for trading, but only in connection with the registration of American Depositary Shares representing those Preferred Shares, on the New York Stock Exchange.

SECURITIES REGISTERED OR TO BE REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

None

SECURITIES FOR WHICH THERE IS A REPORTING OBLIGATION PURSUANT TO SECTION 15(D) OF THE ACT:

None

INDICATE THE NUMBER OF OUTSTANDING SHARES OF EACH OF THE ISSUER'S CLASSES OF CAPITAL OR COMMON STOCK AS OF THE CLOSE OF THE PERIOD COVERED BY THE ANNUAL REPORT:

Common Shares, without par value:	124,623,841,906
Preferred Shares, without par value:	210,460,313,451

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS.

YES ☒ NO ☐

INDICATE BY CHECK MARK WHICH FINANCIAL STATEMENT ITEM THE REGISTRANT HAS ELECTED TO FOLLOW:

ITEM 17 ☐ ITEM 18 ☒

EXPLANATORY NOTE

The sole purpose of this Amendment to our Annual Report on Form 20-F for the fiscal year ended December 31, 2003 is to include the conformed signature of Ernst & Young Auditores Independentes S/S on the Report of Independent Registered Public Accounting Firm contained in our Annual Report. The conformed signature was inadvertently omitted from the Report of Independent Registered Public Accounting Firm included in our Annual Report filed on June 30, 2004.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
TELE NORTE CELULAR PARTICIPACOES S.A.

We have audited the accompanying consolidated balance sheets of Tele Norte Celular Participacoes S.A. as of December 31, 2003 and 2002, and the related consolidated statements of income and comprehensive income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2003. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan

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and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Tele Norte Celular Participacoes S.A. at December 31, 2003 and 2002, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2003, in conformity with accounting principles generally accepted in the United States.

As discussed in Note 3.j to the consolidated financial statements, in 2001 the Company changed its method of accounting for derivative financial instruments.

/s/ Ernst & Young Auditores Independentes S/S

Brasilia, Brazil

March 3, 2004,

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act, as amended, the registrant certifies that it meets all of the requirements for filing this annual report on Form 20-F/A and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

TELE NORTE CELULAR PARTICIPACOES S.A.

By: /S/ ANTONIO JOSE RIBEIRO DOS SANTOS

Name: Antonio Jose Ribeiro dos Santos

Title: Chief Executive Officer

By: /S/ JOAO COX NETO

Name: Joao Cox Neto

Title: Chief Financial Officer

Dated: July 16, 2004