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GRUPO RADIO CENTRO SA DE CV

Form 20-F/A

July 02, 2004

The following items were the subject of a Form 12b-25 and are included herein:
Item 19 and Exhibit 4.10 (Amendment, dated as of June 29, 2004, to the loan agreement between Grupo Radio Centro, S.A. de C.V. and Scotiabank Inverlat, S.A.).

=====

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 20-F/A
(Amendment No. 1)

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

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT
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: 1-12090

Grupo Radio Centro, S.A. de C.V.
(Exact name of registrant as specified in its charter)

Radio Center Group
(Translation of registrant's name into English)

United Mexican States
(Jurisdiction of incorporation or organization)

Constituyentes 1154 (7(degree) Piso)
Col. Lomas Altas
C.P. 11950, Mexico, D.F., Mexico
(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 ----- |
|--|---|
| Series A Shares, without par value ("Series A Shares") | New York Stock Exchange* |
| Ordinary Participation Certificates ("CPOs"), each CPO representing one Series A Share | New York Stock Exchange* |
| American Depositary Shares ("ADSs"), | |

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each representing nine CPOs

New York Stock Exchange

* Not for trading, but only in connection with the registration of American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission.

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: 162,667,561 Series A Shares

Indicate by check mark whether the Registrant (1) has filed all reports required to be file 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

This filing on Form 20-F/A (the "Amended Report") amends the annual report on Form 20-F for the year ended December 31, 2003 (the "Original Report") to include an exhibit that could not be filed at the time the Original Report was filed. Late on June 29, 2004, Grupo Radio Centro, S.A. de C.V. (the "Company") and Scotiabank Inverlat S.A. agreed to modify certain financial covenants under the loan agreement between the two parties. An English translation of the resulting agreement is submitted under this Amended Report as Exhibit 4.10, "Amendment, dated as of June 29, 2004, to the Loan Agreement, filed as an English translation." Accordingly, this Amended Report also includes Item 19, in which the list of exhibits has been amended to reflect the current inclusion of Exhibit 4.10.

This Amended Report therefore consists of a cover page, this explanatory note, Item 19 (as amended), the signature page, the index to the exhibits (as amended), Exhibit 4.10 and the required certifications of our chief executive officer and the chief financial officer.

Item 19. Exhibits

Documents filed as exhibits to this annual report:

(a) List of Financial Statements

Consolidated Financial Statements of Grupo Radio Centro, S.A. de C.V. for the Years Ended December 31, 2003, 2002 and 2001

Report of independent auditors F-1

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| | |
|---|-----|
| Consolidated balance sheets as of December 31, 2003 and 2002 | F-3 |
| Consolidated statements of income for the years ended December 31, 2003, 2002 and 2001 | F-4 |
| Consolidated statements of changes in stockholders' equity for the years ended December 31, 2003, 2002 and 2001 | F-5 |
| Consolidated statements of changes in financial position for the years ended December 31, 2003, 2002 and 2001 | F-6 |
| Notes to the consolidated financial statements as of and for the years ended December 31, 2003, 2002 and 2001 | F-7 |
| All other supplemental schedules relating to the Company are omitted because they are not required or because the required information, where material, is contained in the Consolidated Financial Statements or Notes thereto. | |
| (b) List of Exhibits | |
| Charter (Escritura Constitutiva), together with an English translation(a) | 1.1 |
| Amended and Restated Bylaws of Grupo Radio Centro, S.A. de C.V., dated April 25, 2003, filed as an English translation(h) | 1.2 |
| Amended and Restated Controlling Trust Agreement, No. F/23020-1, dated April 24, 1992, with amendments dated September 2, 1992, May 18, 1993 and September 14, 1993, between certain members of the Aguirre family and Bancomer, S.A., as trustee, together with an English translation (b) | 3.1 |
| Amended and Restated CPO Trust Agreement, dated as of June 27, 2003, between GE Capital Bank S.A., Institucion de Banca Multiple, GE Capital Grupo Financiero, as CPO Trustee, and Grupo Radio Centro, S.A. de C.V., filed as an English translation(h) | 3.2 |
| Trust Agreement, dated June 3, 1998, among certain principal shareholders of Grupo Radio Centro, S.A. de C.V., together with an English translation(c) | 3.3 |
| Deposit Agreement, dated June 30, 1993, among Grupo Radio Centro, S.A. de C.V., Citibank N.A. and holders from time to time of American Depositary Receipts issued thereunder, including the form of American Depositary Receipt(d) | 4.1 |
| Amended and Restated Public Deed, dated as of June 27, 2003 (the "Amended and Restated CPO Deed"), filed as an English translation(h) | 4.2 |
| Modifying Agreement, dated December 14, 1998, between Grupo Radio Centro, S.A. de C.V. and Comercializadora Siete, S.A. de C.V., modifying Service Agreement, dated October 2, 1995 with respect to XHFO-FM, together with an English translation(e) | 4.3 |
| Programming Services Agreement, dated December 23, 1998, among Grupo Radio Centro, S.A. de C.V., Infored and Jose Gutierrez Vivo, together with an English translation(e) | 4.4 |
| Loan Agreement, dated October 30, 2000, between Grupo Radio Centro, S.A. de C.V. and Banco Inverlat, S.A., (the "Loan Agreement"), together with | |

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| | |
|---|------|
| an English translation(f) | 4.5 |
| Letter Agreement, dated April 17, 2001, between Grupo Radio Centro, S.A. de C.V. and Scotiabank Inverlat, S.A. (formerly Banco Inverlat, S.A.), amending Loan Agreement, together with an English translation(f) | 4.6 |
| Waiver and Amendment Letter, dated June 19, 2002, executed by Scotiabank Inverlat and Grupo Radio Centro, S.A. de C.V. in connection with the Loan Agreement(g) | 4.7 |
| Amendment, dated December 10, 2002, to the Loan Agreement, filed as an English translation(h) | 4.8 |
| Amendment, dated December 3, 2003, to the Loan Agreement, filed as an English translation | 4.9 |
| Amendment, dated as of June 29, 2004, to the Loan Agreement, filed as an English translation | 4.10 |
| Modifying Agreement, dated June 29, 2001, between Grupo Radio Centro, S.A. de C.V. and Comercializadora Siete, S.A. de C.V., modifying Service Agreement, dated October 2, 1995, with respect to XHFO-FM, together with an English translation(g) | 4.11 |
| List of Subsidiaries of the Company(h) | 8.1 |
| Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 . | 12.1 |
| Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 . | 12.2 |
| Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 . | 13.1 |
| ----- | |
| (a) Incorporated by reference to the Company's Registration Statement on Form F-1 (Reg. No. 333-63878) filed on June 4, 1993. | |
| (b) Incorporated by reference to the Company's Annual Report on Form 20-F (Commission File No. 001-12090) filed on December 31, 1993. | |
| (c) Incorporated by reference to the Company's Annual Report on Form 20-F (Commission File No. 001-12090) filed on June 30, 1998. | |
| (d) Incorporated by reference to the Company's Registration Statement on Form F-6 (Reg. No. 333-8224) filed on January 16, 1998. | |
| (e) Incorporated by reference to the Company's Annual Report on Form 20-F (Commission File No. 001-12090) filed on June 30, 1999. | |
| (f) Incorporated by reference to the Company's Annual Report on Form 20-F (Commission File No. 001-12090) filed on May 9, 2001. | |
| (g) Incorporated by reference to the Company's Annual Report on Form 20-F (Commission File No. 001-12090) filed on June 24, 2002. | |
| (h) Incorporated by reference to the Company's Annual Report on Form 20-F (Commission File No. 001-12090) filed on June 30, 2003. | |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant certifies that it meets all the requirements for filing

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on Form 20-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 1, 2004

GRUPO RADIO CENTRO, S.A. de C.V.

By: /s/ Pedro Beltran Nasr

Pedro Beltran Nasr
Chief Financial Officer

Exhibit Index

| Exhibit Number ----- | Description of Exhibit ----- |
|----------------------------|---|
| 1.1 | Charter (Escritura Constitutiva), together with an English translation (incorporated by reference to our Registration Statement on Form F-1 (Reg. No. 333-63878) filed on June 4, 1993). |
| 1.2 | Amended and Restated Bylaws of Grupo Radio Centro, S.A. de C.V. dated April 25, 2003, filed as English translation (incorporated by reference to our Annual Report on Form 20-F (Commission File No. 001-12090) filed on June 30, 2003). |
| 3.1 | Amended and Restated Controlling Trust Agreement, No. F/23020-1, dated April 24, 1992, with amendments dated September 2, 1992, May 18, 1993 and September 14, 1993, between certain members of the Aguirre family and Bancomer, S.A., as trustee, together with an English translation (incorporated by reference to our Annual Report on Form 20-F (Commission File No. 001-12090) filed on December 31, 1993). |
| 3.2 | Amended and Restated CPO Trust Agreement, dated as of June 27, 2003, between GE Capital Bank S.A., Institucion de Banca Multiple, GE Capital Grupo Financiero, as CPO Trustee, and Grupo Radio Centro, S.A. de C.V., filed as an English translation (incorporated by reference to our Annual Report on Form 20-F (Commission File No. 001-12090) filed on June 30, 2003). |
| 3.3 | Trust Agreement, dated June 3, 1998, among certain principal shareholders of Grupo Radio Centro, S.A. de C.V., together with an English translation (incorporated by reference to our Annual Report on Form 20-F (Commission File No. 001-12090) filed on June 30, 1998). |
| 4.1 | Deposit Agreement, dated June 30, 1993, among Grupo Radio Centro, S.A. de C.V., Citibank N.A. and holders from time to time of American Depositary Receipts issued thereunder, including the form of American Depositary Receipt (incorporated by reference to our Registration Statement on Form F-6 (Reg. No. 333-8224) filed on January 16, 1998). |
| 4.2 | Amended and Restated Public Deed, dated as of June 27, 2003 (the "Amended and Restated CPO Deed"), filed as an English translation (incorporated by reference to our Annual Report on Form 20-F (Commission File No. 001-12090) filed on June 30, 2003). |
| 4.3 | Modifying Agreement, dated December 14, 1998, between Grupo Radio Centro, S.A. de C.V. and Comercializadora Siete, S.A. de C.V., modifying Service Agreement, dated October 2, 1995 with respect to XHFO-FM, together with an English translation (incorporated by |

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reference to our Annual Report on Form 20-F (Commission File No. 001-12090) filed on June 30, 1999).

- 4.4 Programming Services Agreement, dated December 23, 1998, among Grupo Radio Centro, S.A. de C.V., Infored and Jose Gutierrez Vivo, together with an English translation (incorporated by reference to our Annual Report on Form 20-F (Commission File No. 001-12090) filed on June 30, 1999) (incorporated by reference to our Annual Report on Form 20-F (Commission File No. 001-12090) filed on June 30, 2003).

Exhibit Index (continued)

| Exhibit Number ----- | Description of Exhibit ----- |
|----------------------------|--|
| 4.5 | Loan Agreement, dated October 30, 2000, between Grupo Radio Centro, S.A. de C.V. and Banco Inverlat, S.A., (the "Loan Agreement") together with an English translation (incorporated by reference to our Annual Report on Form 20-F (Commission File No. 001-12090) filed on May 9, 2001). |
| 4.6 | Letter Agreement, dated April 17, 2001, between Grupo Radio Centro, S.A. de C.V. and Scotiabank Inverlat, S.A. (formerly Banco Inverlat, S.A.), amending Loan Agreement, together with an English translation (incorporated by reference to our Annual Report on Form 20-F (Commission File No. 001-12090) filed on May 9, 2001). |
| 4.7 | Waiver and Amendment Letter, dated June 19, 2002, executed by Scotiabank Inverlat and Grupo Radio Centro, S.A. de C.V. in connection with the Loan Agreement (incorporated by reference to our Annual Report on Form 20-F (Commission File No. 001-12090) filed on June 24, 2002). |
| 4.8 | Amendment, dated December 10, 2002, to the Loan Agreement, filed as an English translation. |
| 4.9 | Amendment, dated December 3, 2003, to the Loan Agreement, filed as an English translation. |
| 4.10 | Amendment, dated as of June 29, 2004, to the Loan Agreement, filed as an English translation. |
| 4.11 | Modifying Agreement, dated June 29, 2001, between Grupo Radio Centro, S.A. de C.V. and Comercializadora Siete, S.A. de C.V., modifying Service Agreement, dated October 2, 1995, with respect to XHFO-FM, together with an English translation (incorporated by reference to our Annual Report on Form 20-F (Commission File No. 001-12090) filed on June 24, 2002). |
| 8.1 | List of Subsidiaries of the Company (incorporated by reference to our Annual Report on Form 20-F (Commission File No. 001-12090) filed on June 30, 2003). |
| 12.1 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 12.2 | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
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