

Edgar Filing: BANK OF CHILE - Form SC 13D/A

BANK OF CHILE
Form SC 13D/A
December 01, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934

Amendment No. 4

Banco de Chile

(Name of Issuer)

Common stock without nominal (par) value
(Formerly the F Shares, mandatorily convertible into shares of Common Stock
without nominal (par) value)

Title of Class of Securities

059504100

(CUSIP Number)

Luis Fernando Antunez Bories
Chief Financial Officer
Quinenco S.A.
Enrique Foster Sur 20, 14th Floor
Las Condes, Santiago, Chile
(56-2) 750-7221

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 2008

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

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

LQ Inversiones Financieras S.A.

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

3 SEC USE ONLY

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4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

49,886,736,420

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,886,736,420 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

CO

2

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Quinenco S.A.

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

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3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8 SHARED VOTING POWER
49,886,736,420

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,886,736,420 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Luksburg Foundation

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Liechtenstein

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

49,902,460,976

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

49,902,460,976

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,902,460,976 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

HC

4

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

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Lanzville Investments Establishment

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Liechtenstein

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

49,886,736,420

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,886,736,420 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

HC

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Dolberg Finance Corporation Establishment

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Liechtenstein

7 SOLE VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING
PERSON WITH

8 SHARED VOTING POWER

49,886,736,420

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,886,736,420 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

HC

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CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Geotech Establishment

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
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Liechtenstein

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
49,886,736,420

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,886,736,420 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

CO

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CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Andsberg Ltd.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Jersey, Channel Islands

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

49,886,736,420

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,886,736,420 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

HC

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8

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Andsberg Inversiones Ltd.

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
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Jersey, Channel Islands

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

49,886,736,420

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,886,736,420 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

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HC

9

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Andsberg Inversiones Ltda.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
49,902,460,976

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

49,902,460,976

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,902,460,976 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

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14 TYPE OF REPORTING PERSON

HC

10

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Ruana Copper Corporation Establishment

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
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Liechtenstein

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
49,886,736,420

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,886,736,420 (individually)
49,947,565,582 (total group shares)

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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61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

HC

11

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Compania de Inversiones Adriatico S.A.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

49,886,736,420

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,886,736,420 (individually)
49,947,565,582 (total group shares)

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)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

HC

12

CUSIP No. 059504100

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Guillermo Luksic Craig

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

10,071,963

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

49,886,736,420

9 SOLE DISPOSITIVE POWER

10,071,963

10 SHARED DISPOSITIVE POWER

49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,896,808,383 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

IN

13

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Nicolas Luksic Puga

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER
49,886,736,420

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,886,736,420 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

IN

14

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Inmobiliaria e Inversiones Rio Claro S.A.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

49,886,736,420

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

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49,886,736,420 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

HC

15

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Andronico Luksic Craig

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

	7	SOLE VOTING POWER
		19,747,322
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		49,886,736,420
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		19,747,322
	10	SHARED DISPOSITIVE POWER

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49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,906,483,742 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

IN

16

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Patricia Lederer Tcherniak

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

1,985,459

NUMBER OF
SHARES

8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY

49,886,736,420

EACH
REPORTING

9 SOLE DISPOSITIVE POWER

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PERSON 1,985,459
WITH -----
10 SHARED DISPOSITIVE POWER
49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
49,888,721,879 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON
IN

17

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Inversiones Consolidadas S.A.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Chile

7 SOLE VOTING POWER
5,451,774

NUMBER OF SHARES 8 SHARED VOTING POWER

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 49,886,736,420

9 SOLE DISPOSITIVE POWER
5,451,774

10 SHARED DISPOSITIVE POWER
49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
49,892,188,194 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON
HC

18

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Inversiones Salta S.A.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Chile

7 SOLE VOTING POWER

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NUMBER OF SHARES	8	SHARED VOTING POWER	
BENEFICIALLY OWNED BY		49,886,736,420	
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER	
WITH	10	SHARED DISPOSITIVE POWER	
		49,886,736,420	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,886,736,420 (individually)
49,947,565,582 (total group shares)

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

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

HC

19

CUSIP No. 059504100

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Andronico Luksic Lederer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

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	7	SOLE VOTING POWER	1,566,162
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	49,886,736,420
	9	SOLE DISPOSITIVE POWER	1,566,162
	10	SHARED DISPOSITIVE POWER	49,886,736,420
	11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON	49,888,302,582 (individually) 49,947,565,582 (total group shares)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	61.7% (individually) 61.8% (total group shares)	
14	TYPE OF REPORTING PERSON	IN	

20

CUSIP No. 059504100

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
	Davor Luksic Lederer	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) []
3	SEC USE ONLY	
4	SOURCE OF FUNDS	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

	7	SOLE VOTING POWER	
			1,583,440
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
			49,886,736,420
	9	SOLE DISPOSITIVE POWER	
			1,583,440
	10	SHARED DISPOSITIVE POWER	
			49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,888,319,860 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

IN

21

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Max Luksic Lederer

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

	7	SOLE VOTING POWER	
			1,566,162
NUMBER OF SHARES	8	SHARED VOTING POWER	
BENEFICIALLY			49,886,736,420
OWNED BY	9	SOLE DISPOSITIVE POWER	
EACH			1,566,162
REPORTING	10	SHARED DISPOSITIVE POWER	
PERSON			49,886,736,420
WITH			

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,888,302,582 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

IN

22

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Dax Luksic Lederer

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

3 SEC USE ONLY

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4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

	7	SOLE VOTING POWER	
			1,566,162
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
			49,886,736,420
	9	SOLE DISPOSITIVE POWER	
			1,566,162
	10	SHARED DISPOSITIVE POWER	
			49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,888,302,582 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

IN

23

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Fernanda Luksic Lederer

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

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3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

	7	SOLE VOTING POWER
		1,566,162
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY		49,886,736,420
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		1,566,162
REPORTING	10	SHARED DISPOSITIVE POWER
PERSON		49,886,736,420
WITH		

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,888,302,582 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

IN

24

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Antonia Luksic Puga

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

49,886,736,420

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,886,736,420 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

IN

25

CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

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Inversiones Rio Claro Ltda.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

49,886,736,420

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,886,736,420 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Inversiones Orengo S.A.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
49,886,736,420

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,886,736,420 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

IN

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CUSIP No. 059504100

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Ruana Copper AG Agencia Chile

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Chile

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 49,886,736,420
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 49,886,736,420

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

49,886,736,420 (individually)
49,947,565,582 (total group shares)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.7% (individually)
61.8% (total group shares)

14 TYPE OF REPORTING PERSON

IN

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LQ Inversiones Financieras S.A. ("LQIF"), Quinenco S.A. ("Quinenco"), Luksburg Foundation, Lanzville Investments Establishment, Dolberg Finance Corporation Establishment, Geotech Establishment, Andsberg Ltd., Andsberg Inversiones Ltd., Andsberg Inversiones Ltda., Ruana Copper Corporation Establishment, Compania de Inversiones Adriatico S.A., Guillermo Luksic Craig, Nicolas Luksic Puga, Inmobiliaria e Inversiones Rio Claro S.A., Andronico Luksic Craig, Patricia Lederer Tcherniak, Inversiones Consolidadas S.A., Inversiones Salta S.A, Andronico Luksic Lederer, Davor Luksic Lederer, Max Luksic Lederer, Dax Luksic Lederer, Fernanda Luksic Lederer, Antonia Luksic Puga, Inversiones Rio Claro Ltda., Inversiones Orengo S.A., and Ruana Copper AG Agencia Chile (the "Reporting Persons" or the "Group") hereby amend the Schedule 13D for the Group, dated January 11, 2002 (the "Schedule 13D"), as amended on January 17, 2003, April 19, 2005 and March 21, 2006, filed in respect to the common stock without nominal (par) value (the "Common Shares") of Banco de Chile, an open stock banking corporation (sociedad anonima bancaria abierta) organized under the laws of the Republic of Chile.

In 1989, Banco de Chile repurchased from the Chilean Central Bank certain non-performing loans that Banco de Chile had previously sold to the Chilean Central Bank. As consideration for this repurchase, Banco de Chile issued to the Chilean Central Bank a subordinated obligation without a fixed term, known as "deuda subordinada," or subordinated debt. In 1996, Banco de Chile was reorganized, and as a result, the subordinated debt was assigned to Sociedad Administradora de la Obligacion Subordinada SAOS S.A ("SAOS") along with the economic rights to 28,593,701,789 Common Shares (35.4% of the total Common Shares.) (See Item 6 for additional information regarding SAOS and the subordinated debt). SAOS is 100% owned by Sociedad Matriz del Banco de Chile S.A. ("SM Chile"), but pursuant to the restructuring and the assignment of the subordinated debt, 100% of the economic rights to the Common Shares owned by SAOS are pledged to the Chilean Central Bank and all distributions on those shares are to be paid directly to the Chilean Central Bank until the subordinated debt is repaid. However, neither SAOS nor the Chilean Central Bank has the right to vote those Common Shares. The right to vote the Common Shares held by SAOS are directly held by the owners of the equity interest in SM Chile. SM Chile is a special purpose company that is publicly traded on the Santiago Stock Exchange and whose sole purpose is to hold Common Shares of Banco de Chile. SM Chile has issued four series of equity interests, each representing different voting and economic interests in Banco de Chile. Each holder of SM Chile's equity interests votes the underlying Common Shares of Banco de Chile directly, and not as a group. As a result of SAOS's arrangement with the Chilean Central Bank and the differing voting rights of SM Chile's four series of equity interests, the Group beneficially owns the voting equivalent of 49,886,736,420 Common Shares or 61.7% of Banco de Chile's total Common Shares, but only beneficially owns the economic rights to 32,660,514,339 Common Shares or 40.4% of Banco de Chile's total Common Shares.

On July 19, 2007, Citigroup, Inc. ("Citigroup") and Citibank Overseas Investment Corporation ("COIC") entered into a Master Joint Venture Agreement (the "Framework Agreement") with Quinenco for the purpose of establishing a strategic partnership that combines Citigroup operations in Chile with Banco de Chile's local banking franchise to create a banking and financial services institution with approximately 20% market share of the Chilean banking industry. Entry into the Framework Agreement was disclosed by Banco de Chile in a Report on Form 6-K filed with the SEC on July 19, 2007. A copy of an English language translation of the Framework Agreement was filed as an Exhibit to the 2007 Annual Report on Form 20-F of

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Banco de Chile and is incorporated by reference in this statement on Schedule 13D. As a result, Citigroup Chile S.A. ("Citigroup Chile") holds 33% of the outstanding voting shares of LQIF which are beneficially owned by COIC; Citibank, N.A. ("Citibank"); Citicorp Holdings Inc. ("CHI"); and Citigroup (together with Citigroup Chile, COIC, Citibank, and CHI, the "Unaffiliated Persons"). The Reporting Persons have the power to direct the voting and disposition of the Common Shares of Banco de Chile beneficially owned by LQIF, and may be deemed to constitute a "group" within the meaning of Rule 13d-5(b) under the Securities Exchange Act of 1934, as amended, with the Unaffiliated Persons, and to have shared beneficial ownership of all of such shares by virtue of the Shareholders Agreement described in this statement on Schedule 13D entered into between Quinenco, Citigroup Chile and certain of Quinenco's subsidiaries. The Unaffiliated Persons are filing separately a statement on Schedule 13D with respect to these shares ("Unaffiliated Persons' Statement.")

References to share ownership herein refer to "beneficial ownership" as defined by Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), unless otherwise stated. References to share ownership herein, unless stated otherwise, do not reflect the Reporting Persons percentage dividend rights, which have been pledged in certain circumstances, as discussed earlier.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended to add the following persons:

(a)-(c), (f) This statement is being filed by the following persons:

Fernanda Luksic Lederer, a Chilean citizen, resides in Chile and has her principal business address at Enrique Foster Sur 20, 18th Floor, Santiago, Chile. Ms. Fernanda Luksic Lederer is a member of the Quinenco Group.

Antonia Luksic Puga, a Chilean citizen, resides in Chile and has her principal business address at Enrique Foster Sur 20, 18th Floor, Santiago, Chile. Mrs. Antonia Luksic Puga is a member of the Quinenco Group.

Inversiones Rio Claro Ltda., a limited liability company organized under the laws of Chile ("Rio Claro Ltda"), is a holding company whose main purpose is to hold shares of Quinenco and various other companies. Rio Claro Ltda.'s principal business address is at Enrique Foster Sur 20, 18th Floor, Santiago, Chile. Rio Claro Ltda. is a member of the Quinenco Group.

Inversiones Orengo S.A., a corporation organized under the laws of Chile ("Inversiones Orengo"), is a holding company whose main purpose is to hold shares of Quinenco and various other companies. Inversiones Orengo's principal business address is at Ahumada 11, 2nd Floor, Santiago, Chile. Inversiones Orengo is a member of the Quinenco Group.

Ruana Copper AG Agencia Chile, an agency organized under the laws of Chile, is a holding entity whose main purpose is to hold shares of Quinenco and various other companies. Ruana Copper AG Agencia Chile's principal business address is at Ahumada 11, 2nd Floor, Santiago, Chile. Ruana Copper AG Agencia Chile is a member of the Quinenco Group.

In addition, Citigroup Chile holds 33% of the outstanding voting shares of LQIF which are beneficially owned by COIC, Citibank, CHI and

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Citigroup. Information on the identity and background of the Unaffiliated Persons is incorporated herein by reference to the information contained in Item 2 of the Unaffiliated Persons' Statement.

(d) None of the Reporting Persons, or to the best knowledge of each of the Reporting Persons, any of the persons listed in Schedule A hereto, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years.

(e) During the last five years, none of the Reporting Persons, or to the best knowledge of each Reporting Person, any of the persons listed in Schedule A hereto, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such person was or is subject to 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 of such law.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

Between March of 2008 and May of 2008, LQIF purchased 656,756,454 additional shares of SM Chile's Series B stock for an aggregate purchase price of Ch\$40,855,257,833, and in May 2008 and June 2008, LQIF purchased 1,455,206,358 additional Common Shares of Banco de Chile for an aggregate purchase price of Ch\$60,851,464,840. The source of funds for the consideration paid was dividends received in 2008 from Banco de Chile.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and restated in its entirety as follows:

On July 19, 2007, Citigroup and COIC entered into the Framework Agreement with Quinenco for the purpose of establishing a strategic partnership that combines Citigroup's principal operations in Chile with Banco de Chile's local banking franchise to create a banking and financial services institution with approximately 20% market share of the Chilean banking industry. Entry into the Framework Agreement was disclosed by Banco de Chile in a Report on Form 6-K filed with the SEC on July 19, 2007. A copy of an English language translation of the Framework Agreement was filed as an Exhibit to the 2007 Annual Report on Form 20-F of Banco de Chile and is incorporated by reference in this statement on Schedule 13D.

The Framework Agreement provided that Citigroup would initially acquire a 33% equity interest in LQIF and two options to increase its stake in LQIF up to a total of 50%. Citigroup could also be required to increase its stake in LQIF to up to a total of 41.5% if Quinenco exercises its put option under the Framework Agreement. The acquisition by Citigroup of its initial interest in LQIF occurred, with effect on January 1, 2008, under the terms of the Framework Agreement and a corresponding Merger Agreement between Banco de Chile and Citibank Chile. As consideration for the merger and, taking into account the deemed pro forma 10.5% share of Banco de Chile's equity represented by the operations and businesses of Citibank Chile, Banco de Chile issued and conveyed to LQIF 8,443,861,140 Common Shares of

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Banco de Chile. Approval of the merger by the shareholders of Banco de Chile and the effective date for the merger of January 1, 2008, were disclosed by Banco de Chile in a Report on Form 6-K filed with the SEC on December 27, 2007. A copy of an English language translation of the Merger Agreement was filed as an Exhibit to the 2007 Annual Report on Form 20-F of Banco de Chile and is incorporated by reference in this statement on Schedule 13D.

In March, April and May of 2008, LQIF purchased 25,396,941, 55,007,573 and 576,351,940 additional shares of SM Chile's Series B stock, respectively, representing a 2.7% voting interest in Banco de Chile, for an aggregate purchase price of Ch\$40,855,257,833, and in May 2008 and June 2008, LQIF purchased 517,584,924 and 937,621,434 additional Common Shares of Banco de Chile, respectively, representing a 1.8% voting interest in Banco de Chile, for an aggregate purchase price of Ch\$60,851,464,840. The source of funds for the consideration paid was dividends received in 2008 from Banco de Chile. The purchases of Banco de Chile Common Shares and of the shares of SM Chile were made in the open market through the Santiago Stock Exchange.

Following the transactions contemplated by the Framework Agreement described above, and the subsequent LQIF investment, LQIF exercises control of Banco de Chile through direct ownership of a 32.1% voting interest in Banco de Chile and indirect ownership of a 29.6% voting interest in Banco de Chile. The indirect ownership voting interest held by LQIF in Banco de Chile is a result of LQIF's direct ownership of a 58.2% interest in SM Chile(1). SM Chile owns a 15% interest in Banco de Chile and all of the shares of SAOS, which in turn owns a 35.4% interest in Banco de Chile.

Pursuant to the Framework Agreement and the Shareholders Agreement (as defined below), Citigroup Chile has certain rights to (i) require Quinenco to vote its shares of LQIF in favor of the election of two candidates for the board of directors of LQIF nominated by Citigroup Chile (increasing to three, including naming the Vice Chairman, if and when both options are exercised) of a total of seven directors of LQIF; (ii) cause LQIF to vote its shares in favor of the election of two candidates for the board of directors of SM Chile nominated by Citigroup Chile (increasing to four, including naming the Vice Chairman, if and when both options are exercised) of a total of nine directors of SM Chile; and (iii) cause LQIF to vote its shares in favor of the election of two candidates for the board of directors of Banco de Chile nominated by Citigroup Chile (increasing to five and the second of the two alternate directors, including naming the Vice Chairman, if and when both options are exercised) of a total of eleven directors of Banco de Chile. In the case of SM Chile and Banco de Chile, the number of directors appointed by Citigroup Chile could be reduced by the number of directors appointed by minority shareholders under Chilean law, but in no event will Citigroup Chile have less than one director of Banco de Chile.

Pursuant to the Framework Agreement and the Shareholders Agreement, Quinenco and Citigroup have agreed that they shall not permit LQIF to, and shall cause LQIF not to permit Banco de Chile to, engage in "Fundamental Strategic Decisions" (as defined below) without their collective consent. For purposes of the Framework Agreement and the

(1) SM Chile has issued four series of shares, each representing different voting and economic interests in Banco de Chile.

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Shareholders Agreement, Fundamental Strategic Decisions are defined to include entry into new lines of business, certain credit decisions, dissolution or liquidation, proposed appointment of auditors or material changes in accounting practices and principles, dealings with regulatory agencies, material investments in non-financial businesses and services, amendments to the bylaws relating to the Framework Agreement or the Shareholders Agreement, and the delisting or deregistration of the shares of Banco de Chile or SM Chile from the New York Stock Exchange, the Securities and Exchange Commission, the Chilean Stock Exchanges or the Chilean Superintendence of Securities and Insurance.

Pursuant to the Framework Agreement and the Shareholders Agreement, Citigroup has the right to propose the appointment, for Banco de Chile, LQIF, and their subsidiaries, of (i) the Chief Financial Officer (defined as "the person in charge of management, planning, and accounting control, as well as management and analysis tasks"); (ii) the head of Corporate and Investment Banking, treasury, and the broker-dealer controlled by Banco de Chile; and (iii) the head of compliance and anti-money laundering controls, which person shall have direct and permanent access to (and will be subject to the additional supervision of) the Board of Directors of Banco de Chile.

Pursuant to the Framework Agreement, each of Citigroup and Quinenco has the option of purchasing the other party's ownership interests in LQIF, SM Chile and/or Banco de Chile in the event of a change of control with respect to the other party.

On December 27, 2007, Quinenco, Citigroup Chile, and certain of Quinenco's subsidiaries entered into a Shareholders' Agreement that formalized the rights of Citigroup with respect to the governance of Banco de Chile as set forth in the Framework Agreement (and as discussed in the preceding paragraphs). Additionally, pursuant to the Shareholders Agreement, each of Citigroup and Quinenco has a right of first offer with respect to sales of LQIF shares by the other party, as well as tag-along rights with respect to any sale of LQIF shares by the other party. The right of first offer may expire as to one or both parties in certain circumstances depending on their respective ownership percentages of LQIF and on whether Citigroup exercises the options described below. Quinenco will also have preemptive rights with respect to any issuance of capital stock by LQIF, SM Chile or Banco de Chile. The Shareholders Agreement became effective on January 1, 2008. A copy of an English language translation of the Shareholders Agreement was filed as an Exhibit to the 2007 Annual Report on Form 20-F of Banco de Chile and is incorporated by reference in this statement on Schedule 13D.

Except as otherwise provided herein in connection with the transactions described above, the Reporting Persons currently have no intention of engaging in any of the events set forth in subparagraphs (a) through (j) of Item 4 of Schedule 13D. Except as otherwise provided herein, although no Reporting Person has any specific plan or proposal to purchase or sell Common Shares of Banco de Chile, depending on various factors, including, without limitation, Banco de Chile's financial position and business strategy, price levels of Common Shares, conditions in the securities market and general economic and industry conditions, each of the Reporting Persons may, acting either jointly or independently with respect to any other Reporting Person, take such actions with respect to its investment in Banco de Chile as it deems appropriate, including, without limitation, purchasing additional Common Shares of Banco de Chile or selling some or all of its Common Shares or engaging in any hedging or similar transactions with respect to the Common Shares in the ordinary course of its business.

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Item 5. Interests in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a)-(b) See pages 2-30 of this Schedule 13D for the aggregate number and percentage of Common Shares beneficially owned by each Reporting Person, the number of Common Shares as to which there is sole or shared power to vote, or to direct the vote, and sole or shared power to dispose or to direct the disposition.

(c) Item 4 of this statement on Schedule 13D is incorporated herein by reference.

(d) -(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to ----- Securities of the Issuer. -----

Item 6 of the Schedule 13D is hereby amended and restated in its entirety as follows:

Item 4 of this statement on Schedule 13D is incorporated herein by reference.

Pursuant to the Framework Agreement, Citigroup acquired two options to acquire an additional approximately 17.0% voting interest in LQIF (for a total 50% interest in LQIF if and when both options are exercised). The first option is for Citigroup Chile or a Citigroup Wholly-Owned Subsidiary that it designates (as defined in the Framework Agreement) to acquire an additional approximately 8.5% voting interest in LQIF. If this option is not otherwise exercised by Citigroup Chile or the Citigroup Wholly-Owned Subsidiary that it designates, then Quinenco has the option to require Citigroup Chile to acquire such additional approximately 8.5% voting interest in LQIF. These options may be exercised by either party by April 30, 2010, except that the deadline for exercise may be adjusted in certain circumstances. The second option is for Citigroup Chile or the Citigroup Wholly-Owned Subsidiary that it designates to acquire an additional approximately 8.5% voting interest of LQIF. This option may be exercised by May 3, 2010, subject to any additional agreed upon extension.

On December 27, 2007, Citigroup entered into a Global Connectivity Agreement with Banco de Chile, which Global Connectivity Agreement sets forth the terms upon which Banco de Chile, Citigroup and its affiliates will develop a relationship with respect to cross-border business and services being applied to Corporate and Investment Banking, Private Banking International Personal Banking, Global Transactions Services, and other services and products. The parties agreed on the following principles with respect to implementing the terms of the agreement: (i) the promotion of global connectivity products among Chilean customers, (ii) the setup of a technology platform, (iii) the training of bank officers, and (iv) the construction of international support networks to carry out the transactions contemplated by the agreement. A copy of an English language translation of the Global Connectivity Agreement was filed as an Exhibit to the 2007 Annual Report on Form 20-F of Banco de Chile and is incorporated by reference in this statement on Schedule 13D.

On December 27, 2008, Citigroup entered into a Cooperation Agreement with Banco de Chile, which Cooperation Agreement establishes a communication mechanism between the parties to enhance the exchange of ideas and information

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related to the integration

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of Banco de Chile's business with that of Citigroup in Chile and it also provides for certain specific areas of collaboration going forward (such as with respect to hedging and derivatives strategies). A copy of an English language translation of the Cooperation Agreement was filed as an Exhibit to the 2007 Annual Report on Form 20-F of Banco de Chile and is incorporated by reference in this statement on Schedule 13D.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The following are filed with this statement:

1. Joint Filing Agreements from each of Luksburg Foundation, Lanzville Investments Establishment, Dolberg Finance Corporation Establishment, Geotech Establishment, Andsberg Ltd., Andsberg Inversiones Ltd., Andsberg Inversiones Ltda., Ruana Copper Corporation Establishment, Compania de Inversiones Adriatico S.A., Guillermo Luksic Craig, Nicolas Luksic Puga, Inmobiliaria e Inversiones Rio Claro S.A., Andronico Luksic Craig, Patricia Lederer Tcherniak, Inversiones Consolidadas S.A., Inversiones Salta S.A., Andronico Luksic Lederer, Davor Luksic Lederer, Max Luksic Lederer and Dax Luksic Lederer; and

Powers of Attorney from each of Lanzville Investments Establishment, Dolberg Finance Corporation Establishment, Geotech Establishment, Andsberg Ltd., Andsberg Inversiones Ltd., Andsberg Inversiones Ltda., Ruana Copper Corporation Establishment and Compania de Inversiones Adriatico S.A.*
2. Merger Agreement between Banco de Chile and Banco de A. Edwards, dated as of October 3, 2001 (together with an English translation thereof)*
3. Agreement, dated December 20, 2000, among Agricola El Penon S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
(a) Spanish language version*
(b) English translation*
4. Agreement, dated December 20, 2000, among Inversiones Ranquil S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
(a) Spanish language version*
(b) English translation*
5. Agreement, dated December 20, 2000, among Inmobiliaria e Inversiones Hidroindustriales S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
(a) Spanish language version*
(b) English translation*
6. Agreement, dated December 20, 2000, among VTR S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
(a) Spanish language version*
(b) English translation*

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7. Agreement, dated December 20, 2000, among Inversiones y Bosques S.A., Quinenco S.A., LQ Inversiones Financieras S.A., Inversiones Rio Grande S.A. and Banco del Estado de Chile
 - (a) Spanish language version*
 - (b) English translation*

8. Loan Agreement, dated December 26, 2001, between LQ Inversiones Financieras S.A. and BBVA Banco BHIF
 - (a) Spanish language version*
 - (b) English translation*

9. Loan, Pledge of Shares and Guaranty Agreement with Joint and Several Liability, dated December 15, 2000, between LQ Inversiones Financieras S.A. and Banco Santiago
 - (a) Spanish language version*
 - (b) English translation*

10. Share Purchase Agreement, dated March 27, 2001, between Empresas Penta S.A. and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers
 - (a) Spanish language version*
 - (b) English translation*

11. Share Purchase Agreement, dated March 27, 2001, between Sociedad de Inversiones y Rentas Megeve Limitada and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers
 - (a) Spanish language version*
 - (b) English translation*

12. Share Purchase Agreement, dated March 27, 2001, between Sociedad Comercial y Editorial Santiago Limitada and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers
 - (a) Spanish language version*
 - (b) English translation*

13. Share Purchase Agreement, dated March 27, 2001, between Consorcio Financiero S.A. and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers
 - (a) Spanish language version*
 - (b) English translation*

14. Share Purchase Agreement, dated March 27, 2001, between Inversiones Las Arenas Sociedad Anonima and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers
 - (a) Spanish language version*
 - (b) English translation*

15. Pledge Agreement, dated January 9, 2002, between LQ Inversiones Financieras S.A. and Deutsche Bank AG Cayman Islands Branch
 - (a) Spanish language version*
 - (b) English translation*

16. Note Amendment, dated April 23, 2002, among Agricola El Penon S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
 - (a) Spanish language version**
 - (b) English summary***

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17. First Amendment and Waiver to Senior Secured Credit Agreement, dated May 22, 2002, between LQ Inversiones Financieras S.A. and Deutsche Bank AG Cayman Islands Branch*
18. English language translation of Master Joint Venture Agreement by and among Citigroup, COIC and Quinenco, dated July 19, 2007, incorporated by reference to Exhibit 3.1 to Banco de Chile's 2007 Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 27, 2008 (the "2007 20-F")
19. English language translation of Merger Agreement by and between Banco de Chile and Citibank Chile, dated December 26, 2007, incorporated by reference to Exhibit 4.1 to the 2007 20-F
20. English language translation of Shareholders Agreement by and among Quinenco, Citigroup Chile S.A. and certain of Quinenco's subsidiaries, dated December 27, 2007, incorporated by reference to Exhibit 3.2 to the 2007 20-F
21. English language translation of Global Connectivity Agreement by and between Citigroup and Banco de Chile, dated December 27, 2007, incorporated by reference to Exhibit 4.3 to the 2007 20-F
22. English language translation of Cooperation Agreement by and between Citigroup and Banco de Chile, dated December 27, 2007, incorporated by reference to Exhibit 4.2 to the 2007 20-F
23. Joint Filing Agreements from each of Fernanda Luksic Lederer, Antonia Luksic Puga, Inversiones Rio Claro Ltda., Inversiones Orengo S.A., and Ruana Copper AG Agencia Chile; and

Powers of Attorney from each of Andsberg Ltd., Andsberg Inversiones Ltd., Guillermo Luksic Craig, Nicolas Luksic Puga, Antonia Luksic Puga, Inmobiliaria e Inversiones Rio Claro S.A., Inversiones Rio Claro Ltda., Fernanda Luksic Lederer, Inversiones Orengo S.A.

* Exhibit previously filed

** Pursuant to Rule 12b-31 under the Exchange Act, only one of the five Note Amendments referenced in the second paragraph of Item 6 herein, each dated April 23, 2002, has been previously filed with SEC. The schedule below sets forth the material details (consisting only of

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the names of the parties to such Note Amendments) in which the four documents which are not filed hereto differ from Exhibit 16:

Note Amendment among Inversiones Ranquil S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile

Note Amendment among Inmobiliaria e Inversiones Hidroindustriales S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile

Note Amendment among VTR S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile

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Note Amendment among Inversiones y Bosques S.A., Quinenco S.A., LQ Inversiones Financieras S.A., Inversiones Rio Grande S.A. and Banco del Estado de Chile

*** Pursuant to Rule 12b-12(d) under the Exchange Act, an English summary has previously been provided.

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Schedule A-1

Schedule A-1 of the Schedule 13D is hereby amended in its entirety as follows:

Directors and Executive Officers of LQ Inversiones Financieras S.A.

Directors:

1. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Banco de Chile and Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Francisco Perez Mackenna
Principal Occupation: Chief Executive Officer of Quinenco
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Manuel Jose Noguera Eyzaguirre
Principal Occupation: Chief Legal Counsel of Quinenco
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
5. Name: Pablo Granifo Lavin
Principal Occupation: Chairman of the Board of Directors of Banco de Chile
Business Address: Ahumada 251, 2nd Floor
Santiago, Chile
Citizenship: Chilean

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6. Name: Fernando Quiroz Robles
Principal Occupation: Director of Banco de Chile and SM Chile
Business Address: Act. Roberto Medellin 800, 5th Floor Sur
Col. Santa Fe
01210 Mexico D.F., Mexico
Citizenship: Mexican
7. Name: Raul Anaya Elizalde
Principal Occupation: Director of Banco de Chile and SM Chile
Business Address: 899 West Cypress Creek Road, Suite 800
Fort Lauderdale
Florida 33309, U.S.A.
Citizenship: Mexican, U.S.

Executive Officers:

1. Name: Rodrigo Manubens Moltedo
Principal Occupation: Chief Executive Officer of LQ Inversiones Financieras
Business Address: Enrique Foster Sur 20, 14th Floor
Santiago, Chile
Citizenship: Chilean

A-1-2

Schedule A-2

Schedule A-2 of the Schedule 13D is hereby amended in its entirety as follows:

Directors and Executive Officers of Quinenco S.A.

Directors:

1. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Banco de Chile and Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco, Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Gonzalo Menendez Duque

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- Principal Occupation: Director of various companies
Business Address: Agustinas 972, Suite 701
Santiago, Chile
Citizenship: Chilean
5. Name: Hernan Buchi Buc
Principal Occupation: Director of various companies
Business Address: San Crescente 551
Las Condes, Santiago, Chile
Citizenship: Chilean
6. Name: Juan Andres Fontaine Talavera
Principal Occupation: Owner, Fontaine Consultants
Business Address: Santa Lucia 188, 6th Floor
Santiago, Chile
Citizenship: Chilean

A-2-1

7. Name: Matko Koljatic Maroevic
Principal Occupation: Business Administrator
Business Address: Vicuna Mackenna 4860
Escuela de Administracion PUC,
Santiago, Chile
Citizenship: Chilean

Executive Officers:

1. Name: Francisco Perez Mackenna
Title: Chief Executive Officer
Citizenship: Chilean
2. Name: Luis Fernando Antunez Bories
Title: Chief Financial Officer
Citizenship: Chilean
3. Name: Felipe Joannon Vergara
Title: Managing Director, Business Development
Citizenship: Chilean
4. Name: Martin Rodriguez Guiraldes
Title: Managing Director, Strategy and Performance Appraisal
Citizenship: Chilean
5. Name: Manuel Jose Noguera Eyzaguirre
Title: Chief Legal Counsel
Citizenship: Chilean

A-2-2

Schedule A-3

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Schedule A-3 of the Schedule 13D is hereby amended in its entirety as follows:

Members of the Foundation Council of the Luksburg Foundation

1. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Banco de Chile and Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco, Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Karl Josef Hier
Principal Occupation: Lawyer, Marxer & Partner
Business Address: Heiligkreuz 6
Vaduz, Liechtenstein
Citizenship: Austrian

A-3-1

Schedule A-4

Schedule A-4 of the Schedule 13D is hereby amended in its entirety as follows:

Directors of Lanzville Investments Establishment

1. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Banco de Chile and Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Jean-Paul Luksic Fontbona

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Principal Occupation: Director of Quinenco,
Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean

4. Name: Karl Josef Hier
Principal Occupation: Lawyer, Marxer & Partner
Business Address: Heiligkreuz 6
Vaduz, Liechtenstein
Citizenship: Austrian

A-4-1

Schedule A-5

Schedule A-5 of the Schedule 13D is hereby amended in its entirety as follows:

Directors of Dolberg Finance Corporation Establishment

1. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Banco
de Chile and Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean

2. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco,
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean

3. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco,
Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean

4. Name: Karl Josef Hier
Principal Occupation: Lawyer, Marxer & Partner
Business Address: Heiligkreuz 6
Vaduz, Liechtenstein
Citizenship: Austrian

A-5-1

Schedule A-6

Schedule A-6 of the Schedule 13D is hereby amended in its entirety as follows:

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Directors of Geotech Establishment

1. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Banco de Chile and Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco, Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Karl Josef Hier
Principal Occupation: Lawyer, Marxer & Partner
Business Address: Heiligkreuz 6
Vaduz, Liechtenstein
Citizenship: Austrian

A-6-1

Schedule A-7

Schedule A-7 of the Schedule 13D is hereby amended in its entirety as follows:

Directors of Andsberg Limited

1. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Gonzalo Menendez Duque
Principal Occupation: Director of various companies
Business Address: Agustinas 972, Suite 701
Santiago, Chile
Citizenship: Chilean
3. Name: Ramon Jara Araya
Principal Occupation: Director of various companies
Business Address: Ahumada 11, 10th Floor

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Citizenship: Chilean

A-7-1

Schedule A-8

Schedule A-8 of the Schedule 13D is hereby amended in its entirety as follows:

Directors of Andsberg Inversiones Limited

1. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco,
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Gonzalo Menendez Duque
Principal Occupation: Director of various companies
Business Address: Agustinas 972, Suite 701
Santiago, Chile
Citizenship: Chilean
3. Name: Ramon Jara Araya
Principal Occupation: Director of various companies
Business Address: Ahumada 11, 10th Floor
Citizenship: Chilean

A-8-1

Schedule A-9

Schedule A-9 of the Schedule 13D is hereby amended in its entirety as follows:

Authorized Signatories of Andsberg Inversiones Ltda.

1. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Banco
de Chile and Quinenco, Director of various
companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco,
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean

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3. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco,
Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Lukas Yaksic Rojas
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean

A-9-1

Schedule A-10

Schedule A-10 of the Schedule 13D is hereby amended in its entirety as follows:

Directors of Ruana Copper Corporation Establishment

1. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Banco
de Chile and Quinenco, Director of various
companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco,
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco,
Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Karl Josef Hier
Principal Occupation: Lawyer, Marxer & Partner
Business Address: Heiligkreuz 6
Vaduz, Liechtenstein
Citizenship: Liechtenstein

A-10-1

Schedule A-11

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Schedule A-11 of the Schedule 13D is hereby amended in its entirety as follows:

Directors and General Manager of Inmobiliaria e Inversiones Rio Claro S.A.

Directors:

1. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco,
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Nicolas Luksic Puga
Principal Occupation: Financial Analyst, Quinenco
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Manuel Jose Noguera Eyazguirre
Principal Occupation: Chief Legal Counsel of Quinenco
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Manuel Jose Montes Cousino
Principal Occupation: Independent Lawyer
Business Address: Apoquindo 3001, 6th Floor
Santiago, Chile
Citizenship: Chilean
5. Name: Alessandro Bizzarri Carvallo
Principal Occupation: Lawyer, Carvallo, Bizarri & Cia.
Business Address: Nueva Costanera 4229, of. 206
Santiago, Chile
Citizenship: Chilean

A-11-1

Management:

1. Name: Fernando de Solminihac Tampier
Principal Occupation: Chief Executive Officer
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

A-11-1

Schedule A-12

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Schedule A-12 of the Schedule 13D is hereby amended in its entirety as follows:

Directors and General Manager of Inversiones Consolidadas S. A.

Directors:

1. Name: Andronico Luksic Lederer
Principal Occupation: Economist, Sales Manager, Antofagasta Minerals
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Gonzalo Molina Ariztia
Principal Occupation: Lawyer, Infante, Valenzuela, Molina & Cia.
Business Address: Miraflores 130, 23rd Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Alessandro Bizzarri Carvallo
Principal Occupation: Lawyer, Carvallo, Bizarri & Cia.
Business Address: Av. Nueva Costanera 4229, of. 206
Santiago, Chile
Citizenship: Chilean
4. Name: Maximiliano Luksic Lederer
Principal Occupation: Student
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean
5. Name: Davor Luksic Lederer
Principal Occupation: Economist
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

A-12-1

General Manager:

1. Name: Rodrigo Terre Fontbona
Principal Occupation: Business Administrator for Mr. Andronico Luksic
Craig
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

A-12-2

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Schedule A-13

Schedule A-13 of the Schedule 13D is hereby amended in its entirety as follows:

Directors and General Manager of Inversiones Salta S. A.

Directors:

1. Name: Gonzalo Molina Ariztia
Principal Occupation: Lawyer, Infante, Valenzuela, Molina & Cia.
Business Address: Miraflores 130, 23rd Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Andronico Luksic Lederer
Principal Occupation: Sales Manager, Antofagasta Minerals
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Jose Miguel Infante Lira
Principal Occupation: Lawyer, Infante, Valenzuela, Molina & Cia
Business Address: Miraflores 130, 23rd Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Gonzalo Valenzuela Silva
Principal Occupation: Lawyer, Infante, Valenzuela, Molina & Cia
Business Address: Miraflores 130, 23rd Floor
Santiago, Chile
Citizenship: Chilean
5. Name: Alessandro Bizzarri Carvallo
Principal Occupation: Lawyer, Carvallo, Bizzarri & Cia.
Business Address: Av. Nueva Costanera 4229, of. 206
Santiago, Chile
Citizenship: Chilean

A-13-1

General Manager:

1. Name: Rodrigo Terre Fontbona
Principal Occupation: Business Administrator for Mr. Andronico Luksic
Craig
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

A-13-2

Schedule A-14

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Schedule A-14 of the Schedule 13D is hereby incorporated in its entirety as follows:

Directors and General Manager of Compania de Inversiones Adriatico S.A.

Directors:

-
1. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Banco de Chile and Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
 2. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
 3. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco, Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
 4. Name: Maria Paola Luksic Fontbona
Principal Occupation: Entrepreneur
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
 5. Name: Marie Gabrielle Luksic Fontbona
Principal Occupation: Entrepreneur
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
 6. Name: Iris Fontbona Gonzalez
Principal Occupation: Entrepreneur
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
- A-14-1
7. Name: Jose Hipolito Zanartu Rosselot
Principal Occupation: Lawyer

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Business Address: Ahumada 11, 6th Floor
Santiago, Chile
Citizenship: Chilean

General Manager:

1. Name: Lukas Yaksic Rojas
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean

A-14-2

Schedule A-15

Authorized Signatories of Inversiones Rio Claro Ltda.

1. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco,
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean

2. Name: Nicolas Luksic Puga
Principal Occupation: Financial Analyst, Quinenco
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

3. Name: Manuel Jose Noguera Eyzaguirre
Principal Occupation: Chief Legal Counsel of Quinenco
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean

4. Name: Alessandro Bizzarri Carvallo
Principal Occupation: Lawyer, Carvallo, Bizzarri & Cia.
Business Address: Nueva Costanera 4229, Oficina 206
Santiago, Chile
Citizenship: Chilean

5. Name: Gustavo Delgado Opazo
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Enrique Foster Sur 20, 14th Floor
Santiago, Chile
Citizenship: Chilean

6. Name: Fernando de Solminihac Tampier
Principal Occupation: Chief Executive Officer
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

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A-15-1

Schedule A-16

Directors and General Manager of Inversiones Orengo S.A.

Directors:

1. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco,
Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Maria Paola Luksic Fontbona
Principal Occupation: Entrepreneur
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Lukas Yaksic Rojas
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean

General Manager:

1. Name: Lukas Yaksic Rojas
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean

A-16-1

Schedule A-17

Agent of Ruana Copper AG Agencia Chile

1. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco,
Director of various companies
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean

A-17-1

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SIGNATURES

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

Date: November 28, 2008

LQ Inversiones Financieras S.A.

By: /s/Rodrigo Manubens Moltedo

Name: Rodrigo Manubens Moltedo
Title: Chief Executive Officer

Quinenco S.A.

By: /s/Francisco Perez Mackenna

Name: Francisco Perez Mackenna
Title: Chief Executive Officer

Luksburg Foundation
Dolberg Finance Corporation Establishment
Lanzville Investment Establishment
Ruana Copper Corporation Establishment
Compania de Inversiones Adriatico S.A.
Geotech Establishment
Andsberg Inversiones Ltda.

By: /s/Guillermo Luksic Craig

Name: Guillermo Luksic Craig

By: /s/ Jean-Paul Luksic Fontbona

Name: Jean-Paul Luksic Fontbona

Andsberg Ltd.
Andsberg Inversiones Ltd.

By: /s/Guillermo Luksic Craig

Name: Guillermo Luksic Craig

By: /s/Gonzalo Menendez Duque

Name: Gonzalo Menendez Duque

Ruana Copper A.G. Agencia Chile

By: /s/Jean-Paul Luksic Fontbona

Name: Jean-Paul Luksic Fontbona

Guillermo Luksic Craig
Nicolas Luksic Puga
Antonia Luksic Puga

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Inmobiliaria e Inversiones Rio Claro S.A.
Inversiones Rio Claro Ltda.

By: /s/Fernando de Solminihac Tampier

Name: Fernando de Solminihac Tampier
Title: Attorney-in-fact

Andronico Luksic Craig
Patricia Lederer Tcherniak
Inversiones Consolidadas S.A.
Inversiones Salta S.A.
Fernanda Luksic Lederer
Andronico Luksic Lederer
Davor Luksic Lederer
Max Luksic Lederer
Dax Luksic Lederer

By: /s/Rodrigo Terre Fontbona

Name: Rodrigo Terre Fontbona
Title: Attorney-in-fact

Inversiones Orengo S.A.

By: /s/Lukas Yaksic Rojas

Name: Lukas Yaksic Rojas
Title: Attorney-in-fact

EXHIBIT INDEX

Exhibit -----	Description -----
1.	Joint Filing Agreements from each of Luksburg Foundation, Lanzville Investments Establishment, Dolberg Finance Corporation Establishment, Geotech Establishment, Andsberg Ltd., Andsberg Inversiones Ltd., Andsberg Inversiones Ltda., Ruana Copper Corporation Establishment, Compania de Inversiones Adriatico S.A., Guillermo Luksic Craig, Nicolas Luksic Puga, Inmobiliaria e Inversiones Rio Claro S.A., Andronico Luksic Craig, Patricia Lederer Tcherniak, Inversiones Consolidadas S.A., Inversiones Salta S.A., Andronico Luksic Lederer, Davor Luksic Lederer, Max Luksic Lederer and Dax Luksic Lederer; and Powers of Attorney from each of Lanzville Investments Establishment, Dolberg Finance Corporation Establishment, Geotech Establishment, Andsberg Ltd., Andsberg Inversiones Ltd., Andsberg Inversiones Ltda., Ruana Copper Corporation Establishment and Compania de Inversiones Adriatico S.A.*
2.	Merger Agreement between Banco de Chile and Banco de Chile and Banco de A. Edwards, dated as of October 3, 2001 (together with an English translation thereof)*
3.	Agreement, dated December 20, 2000, among Agricola El Penon S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de

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Chile

- (a) Spanish language version*
- (b) English translation*

4. Agreement, dated December 20, 2000, among Inversiones Ranquil S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
 - (a) Spanish language version*
 - (b) English translation*
5. Agreement, dated December 20, 2000, among Inmobiliaria e Inversiones Hidroindustriales S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
 - (a) Spanish language version*
 - (b) English translation*
6. Agreement, dated December 20, 2000, among VTR S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
 - (a) Spanish language version*
 - (b) English translation*

1

7. Agreement, dated December 20, 2000, among Inversiones y Bosques S.A., Quinenco S.A., LQ Inversiones Financieras S.A., Inversiones Rio Grande S.A. and Banco del Estado de Chile
 - (a) Spanish language version*
 - (b) English translation*
8. Loan Agreement, dated December 26, 2001, between LQ Inversiones Financieras S.A. and BBVA Banco BHIF
 - (a) Spanish language version*
 - (b) English translation*
9. Loan, Pledge of Shares and Guaranty Agreement with Joint and Several Liability Co-Debt Agreement, dated December 15, 2000, between LQ Inversiones Financieras S.A. and Banco Santiago
 - (a) Spanish language version*
 - (b) English translation*
10. Share Purchase Agreement, dated March 27, 2001, between Empresas Penta S.A. and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers
 - (a) Spanish language version*
 - (b) English translation*
11. Share Purchase Agreement, dated March 27, 2001, between Sociedad de Inversiones y Rentas Megeve Limitada and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers
 - (a) Spanish language version*
 - (b) English translation*
12. Share Purchase Agreement, dated March 27, 2001, between Sociedad Comercial y Editorial Santiago Limitada and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers
 - (a) Spanish language version*
 - (b) English translation*
13. Share Purchase Agreement, dated March 27, 2001, between Consorcio Financiero S.A. and other seller/lenders and LQ Inversiones

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Financieras S.A. and other buyer/borrowers
(a) Spanish language version*
(b) English translation*

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14. Share Purchase Agreement, dated March 27, 2001, between Inversiones Las Arenas Sociedad Anonima and other seller/lenders and LQ Inversiones Financieras S.A. and other buyer/borrowers
(a) Spanish language version*
(b) English translation*
15. Pledge Agreement, dated January 9, 2002, between LQ Inversiones Financieras S.A. and Deutsche Bank AG Cayman Islands Branch
(a) Spanish language version*
(b) English translation*
16. Note Amendment, dated April 23, 2002, among Agricola El Penon S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile
(a) Spanish language version**
(b) English summary***
17. First Amendment and Waiver to Senior Secured Credit Agreement, dated May 22, 2002, between LQ Inversiones Financieras S.A. and Deutsche Bank AG Cayman Islands Branch*
18. English language translation of Master Joint Venture Agreement by and among Citigroup, COIC and Quinenco, dated July 19, 2007, incorporated by reference to Exhibit 3.1 to Banco de Chile's 2007 Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 27, 2008 (the "2007 20-F")
19. English language translation of Merger Agreement by and between Banco de Chile and Citibank Chile, dated December 26, 2007, incorporated by reference to Exhibit 4.1 to the 2007 20-F
20. English language translation of Shareholders Agreement by and among Quinenco, Citigroup Chile S.A. and certain of Quinenco's subsidiaries, dated December 27, 2007, incorporated by reference to Exhibit 3.2 to the 2007 20-F
21. English language translation of Global Connectivity Agreement by and between Citigroup and Banco de Chile, dated December 27, 2007, incorporated by reference to Exhibit 4.3 to the 2007 20-F
22. English language translation of Cooperation Agreement by and between Citigroup and Banco de Chile, dated December 27, 2007, incorporated by reference to Exhibit 4.2 to the 2007 20-F
23. Joint Filing Agreements from each of Fernanda Luksic Lederer, Antonia Luksic Puga, Inversiones Rio Claro Ltda., Inversiones Orengo S.A., and Ruana Copper AG Agencia Chile; and

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Powers of Attorney from each of Andsberg Ltd., Andsberg Inversiones Ltd., Guillermo Luksic Craig, Nicolas Luksic Puga, Antonia Luksic

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Puga, Inmobiliaria e Inversiones Rio Claro S.A., Inversiones Rio Claro Ltda., Fernanda Luksic Lederer, Inversiones Orengo S.A.

* Exhibit previously filed

** Pursuant to Rule 12b-31 under the Exchange Act, only one of the five Note Amendments referenced in the second paragraph of Item 6 herein, each dated April 23, 2002, has been previously filed. The schedule below sets forth the material details (consisting only of the names of the parties to such Note Amendments) in which the four documents which are not filed hereto differ from Exhibit 16:

Note Amendment among Inversiones Ranquil S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile

Note Amendment among Inmobiliaria e Inversiones Hidroindustriales S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile

Note Amendment among VTR S.A., LQ Inversiones Financieras S.A., Quinenco S.A. and Banco del Estado de Chile

Note Amendment among Inversiones y Bosques S.A., Quinenco S.A., LQ Inversiones Financieras S.A., Inversiones Rio Grande S.A. and Banco del Estado de Chile

*** Pursuant to Rule 12b-12(d) under the Exchange Act, an English summary has previously been provided.

4

The undersigned person (being one of the "Reporting Persons") hereby agrees that a joint statement of this schedule 13D/A, and any amendments thereto, be filed on her behalf by Rodrigo Terre Fontbona, whose address is Enrique Foster Sur 20, 18th Floor, Santiago, Chile.

Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning each of the items contained therein, but none of the Reporting Persons is responsible for the completeness or accuracy of the information concerning any other Reporting Person.

Date: November 28, 2008

Fernanda Luksic Lederer

By: /s/Rodrigo Terre Fontbona

Name: Rodrigo Terre Fontbona

Title: Attorney-in-fact

1

The undersigned persons (each being one of the "Reporting Persons") hereby agree that a joint statement of this schedule 13D/A, and any amendments thereto, be filed on their behalf by Fernando de Solminihac Tampier, whose address is Enrique Foster Sur 20, 18th Floor, Santiago, Chile.

Each of the Reporting Persons is responsible for the completeness and

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accuracy of the information concerning each of the items contained therein, but none of the Reporting Persons is responsible for the completeness or accuracy of the information concerning any other Reporting Person.

Date: November 28, 2008

Antonia Luksic Puga
Inversiones Rio Claro Ltda.

By: /s/Fernando de Solminihac Tampier

Name: Fernando de Solminihac Tampier
Title: Attorney-in-fact

2

The undersigned person (being one of the "Reporting Persons") hereby agrees that a joint statement of this schedule 13D/A, and any amendments thereto, be filed on its behalf by Lukas Yaksic Rojas, whose address is Ahumada 11, 10th Floor, Santiago, Chile.

Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning each of the items contained therein, but none of the Reporting Persons is responsible for the completeness or accuracy of the information concerning any other Reporting Person.

Date: November 28, 2008

Inversiones Orengo S.A.

By: /s/Lukas Yaksic Rojas

Name: Lukas Yaksic Rojas
Title: Attorney-in-fact

3

The undersigned person (being one of the "Reporting Persons") hereby agrees that a joint statement of this schedule 13D/A, and any amendments thereto, be filed on its behalf by Jean-Paul Luksic Fontbona, whose address is Ahumada 11, 10th Floor, Santiago, Chile.

Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning each of the items contained therein, but none of the Reporting Persons is responsible for the completeness or accuracy of the information concerning any other Reporting Person.

Date: November 28, 2008

Ruana Copper AG Agencia Chile.

By: /s/Jean-Paul Luksic Fontbona

Name: Jean-Paul Luksic Fontbona
Title: Agent

4

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Power Of Attorney

The undersigned, Andsberg Ltd., a limited liability company whose address is 22 Grenville Street, St. Helier, Jersey, Channel Islands JE48PX, does hereby appoint Gonzalo Menendez Duque, whose address is Agustinas 972, suite 701, Santiago, Chile, as its attorney-in-fact, for it and in its name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Banco de Chile common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as he could do if personally present.

Signed as of the 28th day of November, 2008.

ANDSBERG LTD.

By: /s/Guillermo Luksic Craig

Name: Guillermo Luksic Craig

By: /s/Gonzalo Menendez Duque

Name: Gonzalo Menendez Duque

WITNESS:

/s/Davor Domitrovic

Name: Davor Domitrovic

5

Power Of Attorney

The undersigned, Andsberg Inversiones Ltd., a limited liability company whose address is 22 Grenville Street, St. Helier, Jersey, Channel Islands JE48PX, does hereby appoint Gonzalo Menendez Duque, whose address is Agustinas 972, suite 701, Santiago, Chile, as its attorney-in-fact, for it and in its name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Banco de Chile common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as he could do if personally present.

Signed as of the 28th day of November, 2008.

ANDSBERG INVERSIONES LTD.

By: /s/Guillermo Luksic Craig

Name: Guillermo Luksic Craig

By: /s/Gonzalo Menendez Duque

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Name: Gonzalo Menendez Duque

WITNESS:

/s/Davor Domitrovic

Name: Davor Domitrovic

6

Power Of Attorney

The undersigned, Guillermo Luksic Craig, an individual whose address is Enrique Foster Sur 20, piso 18, Las Condes, Santiago, Chile, does hereby appoint Fernando de Solminihac Tampier, whose address is Enrique Foster Sur 20, 18th Floor, Santiago, Chile, as his attorney-in-fact, for him and in his name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Banco de Chile common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as he could do if personally present.

Signed as of the 28th day of November, 2008.

By: /s/Guillermo Luksic Craig

Name: Guillermo Luksic Craig

WITNESS:

/s/Davor Domitrovic

Name: Davor Domitrovic

7

Power Of Attorney

The undersigned, Nicolas Luksic Puga, an individual whose address is Enrique Foster Sur 20, piso 18, Las Condes, Santiago, Chile, does hereby appoint Fernando de Solminihac Tampier, whose address is Enrique Foster Sur 20, 18th Floor, Santiago, Chile, as his attorney-in-fact, for him and in his name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Banco de Chile common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as he could do if personally present.

Signed as of the 28th day of November, 2008.

By: /s/Nicolas Luksic Puga

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Name: Nicolas Luksic Puga

WITNESS:

/s/Davor Domitrovic

Name: Davor Domitrovic

8

Power Of Attorney

The undersigned, Antonia Luksic Puga, an individual whose address is Enrique Foster Sur 20, 18th Floor, Santiago, Chile, does hereby appoint Fernando de Solminihac Tampier, whose address is Enrique Foster Sur 20, 18th Floor, Santiago, Chile, as her attorney-in-fact, for her and in her name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Banco de Chile common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as she could do if personally present.

Signed as of the 28th day of November, 2008.

By: /s/Antonia Luksic Puga

Name: Antonia Luksic Puga

WITNESS:

/s/Davor Domitrovic

Name: Davor Domitrovic

9

Power Of Attorney

The undersigned, Inmobiliaria e Inversiones Rio Claro S.A., a holding company whose address is Enrique Foster Sur 20, piso 18, Las Condes, Santiago, Chile, does hereby appoint Fernando de Solminihac Tampier, whose address is Enrique Foster Sur 20, 18th Floor, Santiago, Chile, as its attorney-in-fact, for it and in its name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Banco de Chile common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as he could do if personally present.

Signed as of the 28th day of November, 2008.

INMOBILIARIA E INVERSIONES RIO CLARO S.A.

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By: /s/Manuel Jose Noguera Eyzaguirre

Name: Manuel Jose Noguera Eyzaguirre

By: /s/Fernando de Solminihac Tampier

Name: Fernando de Solminihac Tampier

WITNESS:

/s/Davor Domitrovic

Name: Davor Domitrovic

10

Power Of Attorney

The undersigned, Inversiones Rio Claro Ltda., a limited liability company whose address is Enrique Foster Sur 20, 18th Floor, Santiago, Chile, does hereby appoint Fernando de Solminihac Tampier, whose address is Enrique Foster Sur 20, 18th Floor, Santiago, Chile, as its attorney-in-fact, for it and in its name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Banco de Chile common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as he could do if personally present.

Signed as of the 28th day of November, 2008.

INVERSIONES RIO CLARO LTDA.

By: /s/Manuel Jose Noguera Eyzaguirre

Name: Manuel Jose Noguera Eyzaguirre

By: /s/Fernando de Solminihac Tampier

Name: Fernando de Solminihac Tampier

WITNESS:

/s/Davor Domitrovic

Name: Davor Domitrovic

11

Power Of Attorney

The undersigned, Fernanda Luksic Lederer, an individual whose address is Enrique Foster Sur 20, 18th Floor, Santiago, Chile, does hereby appoint Rodrigo Terre Fontbona, whose address is Enrique Foster Sur 20, 18th Floor, Santiago, Chile, as her attorney-in-fact, for her and in her name, to execute and cause to be

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filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Banco de Chile common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as she could do if personally present.

Signed as of the 28th day of November, 2008.

By: /s/Fernanda Luksic Lederer

Name: Fernanda Luksic Lederer

WITNESS:

/s/Davor Domitrovic

Name: Davor Domitrovic

12

Power Of Attorney

The undersigned, Inversiones Orenge S.A., a Corporation whose address is Ahumada 11, 2nd Floor, Santiago, Chile, does hereby appoint Lukas Yaksic Rojas, whose address is Ahumada 11, 10th Floor, Santiago, Chile, as its attorney-in-fact, for it and in its name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Banco de Chile common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as he could do if personally present.

Signed as of the 28th day of November, 2008.

INVERSIONES ORENCO S.A.

By: /s/Maria Paola Luksic Fontbona

Name: Maria Paola Luksic Fontbona

By: /s/Lukas Yaksic Rojas

Name: Lukas Yaksic Rojas

WITNESS:

/s/Davor Domitrovic

Name: Davor Domitrovic

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