

Edgar Filing: CIRCUIT CITY STORES INC - Form SC 13D/A

CIRCUIT CITY STORES INC  
Form SC 13D/A  
November 03, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A  
(Amendment No. 2)

Under the Securities Exchange Act of 1934

Circuit City Stores, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.50 per share

-----  
(Title of Class of Securities)

172737108

-----  
(CUSIP Number)

Rafael Robles Miaja  
Franck, Galicia y Robles, S.C.  
Torre del Bosque  
Boulevard Manuel Avila Camacho No. 24 piso 7  
Mexico 11000, Distrito Federal  
52 (55) 5540-9225

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

Copies to:

Thomas M. Cerabino, Esq.  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, New York 10019  
(212) 728-8000

October 30, 2003

-----  
(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 ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: [X]

SCHEDULE 13D

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 CUSIP No. 172737108  
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 Page 1 of 18 Pages  
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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Carlos Slim Helu		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) [ ] (b) [ ]
3	SEC USE ONLY		
4	SOURCE OF FUNDS*		
	WC (see Item 3 of the Initial Schedule 13D)		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Mexico		
	7	SOLE VOTING POWER	
		0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
		12,529,000 (see Item 5(b) of this Schedule 13D)	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		12,529,000 (see Item 5(b) of this Schedule 13D)	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	12,529,000 (see Item 5(a) of this Schedule 13D)		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	6.0% (see Item 5(a) of this Schedule 13D)		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		
	IN		

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SCHEDULE 13D

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 CUSIP No. 172737108  
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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Carlos Slim Domit	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ]
		(b) [ ]
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	WC (see Item 3 of the Initial Schedule 13D)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Mexico	
	7	SOLE VOTING POWER
	0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		12,529,000 (see Item 5(b) of this Schedule 13D)
	9	SOLE DISPOSITIVE POWER
	0	
	10	SHARED DISPOSITIVE POWER
		12,529,000 (see Item 5(b) of this Schedule 13D)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	12,529,000 (see Item 5(a) of this Schedule 13D)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	6.0% (see Item 5(a) of this Schedule 13D)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	

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IN

SCHEDULE 13D

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Marco Antonio Slim Domit	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [ ]
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	WC (see Item 3 of the Initial Schedule 13D)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Mexico	
	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		12,529,000 (see Item 5(b) of this Schedule 13D)
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		12,529,000 (see Item 5(b) of this Schedule 13D)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	12,529,000 (see Item 5(a) of this Schedule 13D)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	

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6.0% (see Item 5(a) of this Schedule 13D)

-----  
 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
 IN  
 -----

SCHEDULE 13D

-----  
 CUSIP No. 172737108  
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 Page 4 of 18 Pages  
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-----  
 1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Patrick Slim Domit  
 -----

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

-----  
 3 SEC USE ONLY  
 -----

-----  
 4 SOURCE OF FUNDS\*  
 WC (see Item 3 of the Initial Schedule 13D)  
 -----

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

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Mexico  
 -----

-----  
 7 SOLE VOTING POWER  
 0  
 -----

-----  
 NUMBER OF 8 SHARED VOTING POWER  
 SHARES 12,529,000 (see Item 5(b) of this  
 BENEFICIALLY OWNED BY EACH SCHEDULE 13D)  
 REPORTING PERSON WITH  
 -----

-----  
 9 SOLE DISPOSITIVE POWER  
 0  
 -----

-----  
 10 SHARED DISPOSITIVE POWER  
 12,529,000 (see Item 5(b) of this Schedule 13D)  
 -----

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 12,529,000 (see Item 5(a) of this Schedule 13D)  
 -----

-----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
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SHARES (SEE INSTRUCTIONS)

[ ]

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 6.0% (see Item 5(a) of this Schedule 13D)  
 -----  
 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
 IN  
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SCHEDULE 13D

-----  
 CUSIP No. 172737108  
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-----  
 1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Maria Soumaya Slim Domit  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
 (b) [ ]  
 -----  
 3 SEC USE ONLY  
 -----  
 4 SOURCE OF FUNDS\*  
 WC (see Item 3 of the Initial Schedule 13D)  
 -----  
 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) or 2(e) [ ]  
 -----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Mexico  
 -----  
 7 SOLE VOTING POWER  
 0  
 -----  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 8 SHARED VOTING POWER  
 12,529,000 (see Item 5(b) of this Schedule 13D)  
 -----  
 9 SOLE DISPOSITIVE POWER  
 0  
 -----  
 10 SHARED DISPOSITIVE POWER  
 12,529,000 (see Item 5(b) of this Schedule 13D)  
 -----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12,529,000 (see Item 5(a) of this Schedule 13D)

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

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

6.0% (see Item 5(a) of this Schedule 13D)

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14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

-----

SCHEDULE 13D

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Vanessa Paola Slim Domit

-----

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

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS\*

WC (see Item 3 of the Initial Schedule 13D)

-----

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

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico

-----

7 SOLE VOTING POWER

0

-----

8 SHARED VOTING POWER

12,529,000 (see Item 5(b) of this Schedule 13D)

-----

9 SOLE DISPOSITIVE POWER

0

-----

10 SHARED DISPOSITIVE POWER

-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

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12,529,000 (see Item 5(b) of this Schedule 13D)

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 12,529,000 (see Item 5(a) of this Schedule 13D)  
 -----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [ ]  
 SHARES (SEE INSTRUCTIONS)  
 -----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 6.0% (see Item 5(a) of this Schedule 13D)  
 -----  
 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
 IN  
 -----

SCHEDULE 13D

-----  
 CUSIP No. 172737108  
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-----  
 1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Johanna Monique Slim Domit  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
 (b) [ ]  
 -----  
 3 SEC USE ONLY  
 -----  
 4 SOURCE OF FUNDS\*  
 WC (see Item 3 of the Initial Schedule 13D)  
 -----  
 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT [ ]  
 TO ITEMS 2(d) or 2(e)  
 -----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Mexico  
 -----  
 7 SOLE VOTING POWER  
 0  
 -----  
 NUMBER OF 8 SHARED VOTING POWER  
 SHARES 12,529,000 (see Item 5(b) of this Schedule 13D)  
 BENEFICIALLY OWNED BY  
 EACH 9 SOLE DISPOSITIVE POWER  
 -----



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REPORTING PERSON WITH 0

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10 SHARED DISPOSITIVE POWER

12,529,000 (see Item 5(b) of this Schedule 13D)

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,529,000 (see Item 5(a) of this Schedule 13D)

---

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

---

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

6.0% (see Item 5(a) of this Schedule 13D)

---

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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SCHEDULE 13D

CUSIP No. 172737108

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Inmobiliaria Carso, S.A. de C.V.

---

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

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS\*

WC (see Item 3 of the Initial Schedule 13D)

---

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

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico

---

7 SOLE VOTING POWER

0

---

8 SHARED VOTING POWER

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SHARES  
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

	12,529,000 (see Item 5(b) of this Schedule 13D)
9	SOLE DISPOSITIVE POWER
0	
10	SHARED DISPOSITIVE POWER
	12,529,000 (see Item 5(b) of this Schedule 13D)

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 12,529,000 (see Item 5(a) of this Schedule 13D)

-----

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

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 6.0% (see Item 5(a) of this Schedule 13D)

-----

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
 HC

-----

SCHEDULE 13D

-----  
 CUSIP No. 172737108  
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1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Orient Star Holdings LLC

-----

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

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS\*  
 WC (see Item 3 of the Initial Schedule 13D)

-----

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

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

-----

7 SOLE VOTING POWER

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		0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8	SHARED VOTING POWER
			12,529,000 (see Item 5(b) of this Schedule 13D)
		9	SOLE DISPOSITIVE POWER
			0
		10	SHARED DISPOSITIVE POWER
			12,529,000 (see Item 5(b) of this Schedule 13D)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	12,529,000 (see Item 5(a) of this Schedule 13D)		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	6.0% (see Item 5(a) of this Schedule 13D)		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		
	HC		

SCHEDULE 13D

CUSIP No. 172737108

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	U.S. Commercial Corp., S.A. de C.V.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [ ]
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	WC (see Item 3 of the Initial Schedule 13D)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	

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Mexico

	7	SOLE VOTING POWER	
			0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	12,529,000 (see Item 5(b) of this Schedule 13D)
	9	SOLE DISPOSITIVE POWER	
			0
	10	SHARED DISPOSITIVE POWER	12,529,000 (see Item 5(b) of this Schedule 13D)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	12,529,000 (see Item 5(a) of this Schedule 13D)		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [ ]		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	6.0% (see Item 5(a) of this Schedule 13D)		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		
	HC		

SCHEDULE 13D

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Commercial LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ]	(b) [ ]
3	SEC USE ONLY		
4	SOURCE OF FUNDS*		
	WC (see Item 3 of the Initial Schedule 13D)		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT		

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TO ITEMS 2(d) or 2(e)

[ ]

6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		12,529,000 (see Item 5(b) of this Schedule 13D)
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		12,529,000 (see Item 5(b) of this Schedule 13D)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		12,529,000 (see Item 5(a) of this Schedule 13D)
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		6.0% (see Item 5(a) of this Schedule 13D)
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
		HC

This Amendment No. 2 to Schedule 13D ("Amendment") is being filed on behalf of Carlos Slim Helu, Carlos Slim Domit, Marco Antonio Slim Domit, Patrick Slim Domit, Maria Soumaya Slim Domit, Vanessa Paola Slim Domit and Johanna Monique Slim Domit (collectively, the "Slim Family"), and Inmobiliaria Carso, S.A. de C.V., a Mexican sociedad anonima de capital variable ("Inmobiliaria"), Orient Star Holdings LLC, a Delaware limited liability company ("Orient"), U.S. Commercial Corp., S.A. de C.V., a Mexican sociedad anonima de capital variable ("USCC"), and Commercial LLC, a Delaware limited liability company ("Commercial" and, together with the Slim Family, Inmobiliaria, Orient and USCC, the "Reporting Entities") and amends the Schedule 13D filed by the Reporting Persons on June 26, 2003 (the "Initial Schedule 13D"), as amended by Amendment No. 1 to the Initial Schedule 13D filed by the Reporting Persons on October 21, 2003. This Amendment relates to the common stock, par value \$0.50 per share (the "Company Common Stock"), of Circuit City Stores, Inc., a Virginia corporation (the "Company"). Prior to filing the Initial Schedule 13D with the Securities and Exchange Commission (the "Commission"), the Slim Family, Inmobiliaria and Orient jointly filed with the Commission on March 9, 2001 a Statement of Beneficial Ownership on Schedule 13G with respect to the Company Common Stock, as amended on February 8, 2002, December 26, 2002 (the "December 2002

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Amendment") and February 13, 2003. Commencing with the December 2002 Amendment, USCC and Commercial were included as reporting persons with respect to the Company Common Stock in the joint filings on Schedule 13G made by the Slim Family, Inmobiliaria and Orient. All capitalized terms not defined herein shall have the meaning ascribed to them

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in the Initial Schedule 13D. This Amendment is being filed pursuant to Rule 13d-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended.

The Reporting Entities are making this single joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Each Reporting Entity disclaims beneficial ownership of all of shares of Company Common Stock, other than those reported herein as being owned by it.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated in its entirety as follows:

(a) As of the close of business on October 30, 2003, (i) Orient directly owns 6,914,000 shares of Company Common Stock (the "Orient Owned Shares"), (ii) Inmobiliaria, as the sole member of Orient, is deemed to beneficially own indirectly the Orient Owned Shares owned directly by Orient, and (iii) the Slim Family, which directly and indirectly owns all of the outstanding voting securities of Inmobiliaria, is deemed to beneficially own indirectly the Orient Owned Shares deemed indirectly beneficially owned by Inmobiliaria and which are directly owned by Orient. The Orient Owned Shares represent approximately 3.3% of the outstanding class of Company Common Stock, based on a total of 209,467,002 shares of Company Common Stock outstanding as of August 31, 2003, as represented by the Company in its Quarterly Report on Form 10-Q (the "Quarterly Report"), filed with the Commission on October 14, 2003.

As of the close of business on October 30, 2003, (i) Commercial directly owns 5,615,000 shares of Company Common Stock (the "Commercial Owned Shares"),

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(ii) USCC, as the sole member of Commercial, is deemed to beneficially own indirectly the Commercial Owned Shares owned directly by Commercial, and (iii) the Slim Family, which directly and indirectly owns a majority of the outstanding voting securities of USCC, is deemed to beneficially own indirectly the Commercial Owned Shares deemed indirectly beneficially owned by USCC and which are directly owned by Commercial. The Commercial Owned Shares represent approximately 2.7%, and together with the Orient Owned Shares represent approximately 6.0%, of the outstanding class of Company Common Stock, based on a total of 209,467,002 shares of Company Common Stock outstanding as of August 31, 2003, as represented by the Company in the Quarterly Report.

Item 5(b) is hereby amended and restated in its entirety as follows:

(b) None of the Reporting Entities has the sole power either to vote (or

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direct the vote) or to dispose (or direct the disposition) of the 12,529,000 shares of Company Common Stock reported herein. The Reporting Entities have shared power to vote (or direct the vote) or to dispose (or direct the disposition) of all 12,529,000 shares of Company Common Stock reported in this Schedule 13D.

Item 5(c) is hereby amended and restated in its entirety as follows:

(c) On October 20, 2003, Orient and Commercial sold an aggregate of 410,200 shares of Company Common Stock in open market transactions for \$9.34 per share.

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On October 21, 2003, Orient and Commercial sold an aggregate of 189,800 shares of Company Common Stock in open market transactions for \$9.50 per share.

On October 22, 2003, Orient sold an aggregate of 400,000 shares of Company Common Stock in open market transactions for \$9.69 per share.

On October 27, 2003, Commercial sold an aggregate of 200,000 shares of Company Common Stock in open market transactions for \$9.60 per share.

On October 28, 2003, Commercial sold an aggregate of 400,000 shares of Company Common Stock in open market transactions for \$9.69 per share.

On October 29, 2003, Orient and Commercial sold an aggregate of 320,600 shares of Company Common Stock in open market transactions for \$9.70 per share.

On October 30, 2003, Orient and Commercial sold an aggregate of 650,400 shares of Company Common Stock in open market transactions for \$9.50 per share.

From October 20, 2003 through October 30, 2003, Orient and Commercial sold an aggregate of 2,571,000 shares of Company Common Stock in open market transactions at a weighted average price of \$9.57 per share.

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SIGNATURES

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

Dated: November 3, 2003

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-----  
Name: Carlos Slim Helu

Dated: November 3, 2003

\*

-----  
Name: Carlos Slim Domit

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Dated: November 3, 2003

\*

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Name: Marco Antonio Slim Domit

Dated: November 3, 2003

\*

-----  
Name: Patrick Slim Domit

Dated: November 3, 2003

\*

-----  
Name: Maria Soumaya Slim Domit

Dated: November 3, 2003

\*

-----  
Name: Vanessa Paola Slim Domit

Dated: November 3, 2003

\*

-----  
Name: Johanna Monique Slim Domit

Dated: November 3, 2003

Inmobiliaria Carso, S.A. de C.V.

By:

\*

-----  
Name:  
Title:

-16-

Dated: November 3, 2003

ORIENT STAR HOLDINGS LLC

By: Inmobiliaria Carso, S.A. de C.V.,  
its sole member

By:

\*

-----  
Name:  
Title:

Dated: November 3, 2003

U.S. COMMERCIAL CORP., S.A. DE C.V.

By:

\*

-----  
Name:  
Title:

Dated: November 3, 2003

COMMERCIAL LLC



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By: U.S. Commercial Corp., S.A. de C.V.,  
its sole member

By: \_\_\_\_\_ \*

Name:  
Title:

Eduardo Valdes Acra, by signing his name below, signs this document on behalf of each of the above-named persons specified by an asterisk(\*), pursuant to a power of attorney duly executed by each such person, and filed with the Commission on the date set forth above under Item 7.

/s/ Eduardo Valdes Acra  
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Eduardo Valdes Acra  
Attorney-in-fact