

Edgar Filing: COMPANIA CERVECERIAS UNIDAS SA - Form SC 13D

COMPANIA CERVECERIAS UNIDAS SA
Form SC 13D
September 30, 2005

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

Compania Cervecerias Unidas S.A.
(Name of Issuer)

Common Stock without nominal (par) value
Title of Class of Securities

204429104
(CUSIP Number)

Rosita Covarrubias Gatica
Enrique Foster Sur 20, 14th Floor
Santiago, Chile
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 2005
(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. ?

(Continued on the Following Pages)
(Page 1 of 24 pages)

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Inversiones y Rentas S.A.

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

(a) |X|
(b) |_|

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK

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

204,368,432

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER

EACH
REPORTING
PERSON

9 SOLE DISPOSITIVE POWER

204,368,432

WITH

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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

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

64.2%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

2

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Inversiones IRSA Limitada

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

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BK

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

7,946,707

NUMBER OF
SHARES

8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY

9 SOLE DISPOSITIVE POWER

EACH
REPORTING
PERSON
WITH

7,946,707

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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

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

64.2%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

3

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Quinenco S.A.

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

(a) | |

(b) | |

3 SEC USE ONLY

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4 SOURCE OF FUNDS*

BK

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

204,368,432

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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

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

64.2%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

4

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Heineken N.V.

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

(a)

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(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
204,368,432

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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

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

64.2%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

5

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

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Luksburg Foundation

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

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK

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
204,368,432

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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

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

64.2%

14 TYPE OF REPORTING PERSON*

HC

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Lanzville Investments Establishment

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

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK

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
204,368,432

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
204,368,432

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
64.2%

14 TYPE OF REPORTING PERSON*
HC

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7

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

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*

BK

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 8 SHARED VOTING POWER
SHARES

BENEFICIALLY 204,368,432
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH

10 SHARED DISPOSITIVE POWER

204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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

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

64.2%

14 TYPE OF REPORTING PERSON*

HC

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

8

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Geotech Establishment

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK

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 8 SHARED VOTING POWER
SHARES
BENEFICIALLY 204,368,432
OWNED BY
EACH

9 SOLE DISPOSITIVE POWER
REPORTING
PERSON

WITH

10 SHARED DISPOSITIVE POWER

204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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

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

64.2%

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14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

9

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Andsberg Ltd.

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK

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

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

204,368,432

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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)

64.2%

14 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

10

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Andsberg Inversiones Ltd.

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK

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

204,368,432

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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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)

64.2%

14 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

11

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Andsberg Inversiones Ltda.

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK

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 204,368,432

OWNED BY
EACH 9 SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH 10 SHARED DISPOSITIVE POWER

204,368,432

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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

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

64.2%

14 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

12

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Ruana Copper Corporation Establishment

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

(a) |X|
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK

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

8 SHARED VOTING POWER

204,368,432

9 SOLE DISPOSITIVE POWER

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WITH -----
10 SHARED DISPOSITIVE POWER
204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
204,368,432

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
64.2%

14 TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

13

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON
Guillermo Luksic Craig

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) |X|
(b) |_

3 SEC USE ONLY

4 SOURCE OF FUNDS*
BK

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 8 SHARED VOTING POWER
SHARES
BENEFICIALLY 204,368,432

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OWNED BY -----
EACH 9 SOLE DISPOSITIVE POWER
REPORTING
PERSON
WITH -----
10 SHARED DISPOSITIVE POWER

204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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

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

64.2%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

14

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

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*

BK

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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER 204,368,432

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER 204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
204,368,432

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
64.2%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

15

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON
Inmobiliaria e Inversiones Rio Claro S.A.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
BK

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8 SHARED VOTING POWER
204,368,432

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
204,368,432

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
64.2%

14 TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

16

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON
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*
BK

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

204,368,432

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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

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

64.2%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

17

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Patricia Lederer Tcherniak

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

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK

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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

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 204,368,432

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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

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

64.2%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

18

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Inversiones Consolidadas S.A.

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

(a)

(b)

3 SEC USE ONLY

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4 SOURCE OF FUNDS*

BK

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

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY

204,368,432

EACH REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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

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

64.2%

14 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

19

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Inversiones Salta S.A.

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

(a)

(b)

Edgar Filing: COMPANIA CERVECERIAS UNIDAS SA - Form SC 13D

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK

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

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Chile

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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204,368,432

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10 SHARED DISPOSITIVE POWER

204,368,432

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204,368,432

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64.2%

14 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

20

CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Andronico Luksic Lederer

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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*

BK

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

204,368,432

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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

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

64.2%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

21

CUSIP No. 204429104

1 NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Davor Luksic Lederer

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK

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

204,368,432

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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

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

64.2%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Max Luksic Lederer

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK

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

8 SHARED VOTING POWER

204,368,432

EACH
REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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

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

64.2%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 204429104

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Dax Luksic Lederer

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

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK

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

204,368,432

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

204,368,432

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

204,368,432

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

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

64.2%

14 TYPE OF REPORTING PERSON*

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IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Between July 11, 2005 and July 14, 2005, in a series of open market transactions, Inversiones y Rentas S.A., a company organized under the laws of Chile ("IRSA"), purchased 8,099,074 shares of Common Stock, without nominal (par) value (the "Additional Shares") of Compania Cervecerias Unidas S.A.'s ("CCU"). The Additional Shares represented 2.54% of the total outstanding shares of CCU's Common Stock. Prior to the purchase of the Additional Shares, IRSA held 196,269,358 shares of CCU's Common Stock (the "Old Shares") representing 61.62% of CCU's total outstanding shares of Common Stock. IRSA has previously filed a Schedule 13G relating to the Old Shares and, as a result of the purchase of the Additional Shares, is now converting that filing to a Schedule 13D. As of the date of this filing, IRSA, either directly or indirectly through its subsidiary described below, holds 204,368.432 shares of CCU's Common Stock or 64.17% of CCU's total outstanding shares of Common Stock.

Subsequent to the purchase of the Additional Shares, IRSA formed Inversiones IRSA Limitada, a limited liability company organized under the laws of Chile ("IRSA Ltda"). IRSA Ltda. is 99.99% owned by IRSA. With the proceeds of a capital contribution from IRSA, IRSA Ltda. purchased 7,946,707 shares of CCU's Common Stock from IRSA through the Santiago Stock Exchange.

IRSA is 50% owned directly by Quinenco S.A., a corporation organized under the laws of Chile ("Quinenco") engaged principally in the financial, industrial and services sectors in Chile through its ownership of companies in the financial services, copper and aluminum products, food and beverages, telecommunications services and other businesses, and indirectly by Heineken N.V., a corporation organized under the laws of The Netherlands, a global brewer of malt beverages. Quinenco and Heineken control IRSA pursuant to a Shareholders Agreement more fully described in Item 6 below.

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.

Item 1. Security and Issuer.

This Statement relates to the Common Stock, without nominal (par) value of CCU. CCU's principal executive offices are located at Bandera 84, Sixth Floor, Santiago, Chile.

Item 2. Identity and Background.

(a), (b), (c) and (f)

IRSA is engaged principally in owning interests in the Chilean and Argentinean beverage industries through the ownership of Common Shares of the CCU. IRSA's principal business address is Enrique Foster Sur 20, 14th Floor, Santiago, Chile. IRSA is 50% owned by Quinenco and 50% owned by Heineken through its subsidiary Heineken Chile Ltda. ("Heineken Chile").

Inversiones IRSA Limitada, a limited liability company organized under the laws of Chile ("IRSA Ltda"), is engaged principally in owning interests in the Chilean and Argentinean beverage industries through the ownership of Common Shares of the CCU. IRSA's principal business address is

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Enrique Foster Sur 20, 14th Floor, Santiago, Chile. IRSA Ltda. is 99.9% owned by IRSA.

Quinenco S.A., a corporation organized under the laws of Chile, is engaged principally in the financial, industrial and services sectors in Chile through its ownership of companies in the financial services, copper and aluminum products, food and beverages, telecommunications services and other businesses. Quinenco's principal business address is Enrique Foster Sur 20, 14th Floor, Santiago, Chile.

Heineken N.V. a corporation organized under the laws of The Netherlands, is engaged primarily in the brewing and sale of malt beverages through a global network of breweries and distributors. Heineken's principal business address is Tweede Weteringplantsoen 21, 1017 ZD Amsterdam, Netherlands.

The Luksburg Foundation (the "Luksburg Foundation"), a foundation organized under the laws of the Principality of Liechtenstein ("Liechtenstein"), is a foundation with direct and indirect investments in various

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companies, including Quinenco. The Luksburg Foundation's principal business address is Heiligkreuz 6, FL-9490 Vaduz, Liechtenstein. The Luksburg Foundation is a member of a reporting group that beneficially owns 82.5% of the outstanding ordinary shares of Quinenco (the "Quinenco Group").

Lanzville Investments Establishment, an establishment organized under the laws of Liechtenstein ("Lanzville"), is a holding entity whose main purpose is to hold shares of Quinenco and various other companies. Lanzville's principal business address is Heiligkreuz 6, FL-9490 Vaduz, Liechtenstein. Lanzville is a member of the Quinenco Group.

Dolberg Finance Corporation Establishment, an establishment organized under the laws of Liechtenstein ("Dolberg"), is a holding entity whose main purpose is to hold shares of Quinenco and various other companies. Dolberg's principal business address is Heiligkreuz 6, FL-9490 Vaduz, Liechtenstein. Dolberg is a member of the Quinenco Group.

Geotech Establishment, an establishment organized under the laws of Liechtenstein ("Geotech"), is a holding entity whose main purpose is to hold shares of Quinenco and various other companies. Geotech's principal business address is Heiligkreuz 6, FL-9490 Vaduz, Liechtenstein. Geotech is a member of the Quinenco Group.

Andsberg Ltd., a limited liability company organized under the laws of Jersey, Channel Islands ("Andsberg Jersey"), is a holding company whose main purpose is to hold shares of Quinenco and various other companies. Andsberg Jersey's principal business address is 22 Grenville Street, St. Helier, Jersey, Channel Islands JE48PX. Andsberg Jersey is a member of the Quinenco Group.

Andsberg Inversiones Ltd., a limited liability company organized under the laws of Jersey, Channel Islands ("Andsberg Inversiones Jersey"), is a holding company whose main purpose is to hold shares of Quinenco and various other companies. Andsberg Inversiones Jersey's principal business address is 22 Grenville Street, St. Helier, Jersey, Channel Islands JE48PX. Andsberg Inversiones Jersey is a member of the Quinenco Group.

Andsberg Inversiones Ltda., a limited liability partnership organized under the laws of Chile ("Andsberg Chile"), is a holding entity whose main purpose is to hold shares of Quinenco and various other companies. Andsberg

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Chile's principal business address is Ahumada 11, Oficina 206, Santiago, Chile. Andsberg Chile is a member of the Quinenco Group.

Ruana Copper Corporation Establishment, an establishment organized under the laws of Liechtenstein ("Ruana Copper"), is a holding entity whose main purpose is to hold shares of Quinenco and various other companies. Ruana Copper's principal business address is Heilgkreuz 6, FL-9490 Vaduz, Liechtenstein. Ruana Copper is a member of the Quinenco Group.

Guillermo Luksic Craig, a Chilean citizen, resides in Chile and has his principal business address at Enrique Foster Sur 20, 16th Floor, Santiago, Chile. Mr. Guillermo Luksic Craig is the Chairman of the Board of Directors of Quinenco and a member of the Quinenco Group.

Nicolas Luksic Puga, a Chilean citizen, resides in Chile and has his principal business address at Enrique Foster Sur 20, 15th Floor, Santiago, Chile. Mr. Nicolas Luksic Puga is a financial analyst at Quinenco and is a member of the Quinenco Group.

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

Andronico Luksic Craig, a Chilean citizen, resides in Chile and has his principal business address at Enrique Foster Sur 20, 16th Floor, Santiago, Chile. Mr. Andronico Luksic Craig is the Vice Chairman of the Board of Directors of Quinenco and a member of the Quinenco Group.

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Patricia Lederer Tcherniak, an Argentine citizen, resides in Chile and has her principal business address at Enrique Foster Sur 20, 18th Floor, Santiago, Chile. Mrs. Patricia Lederer Tcherniak is a member of the Quinenco Group.

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

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

Andronico Luksic Lederer, a Chilean citizen, resides in Chile and has his principal business address at Enrique Foster Sur 20, 18th Floor, Las Condes, Santiago, Chile. Mr. Andronico Luksic Lederer is a financial analyst at a Quinenco group company and is a member of the Quinenco Group.

Davor Luksic Lederer, a Chilean citizen, resides in Chile and has his principal business address at Enrique Foster Sur 20, 18th Floor, Las Condes, Santiago, Chile. Mr. Davor Luksic Lederer is a student and is a member of the Quinenco Group.

Max Luksic Lederer, a Chilean citizen, resides in Chile and has his

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principal business address at Enrique Foster Sur 20, 18th Floor, Las Condes, Santiago, Chile. Mr. Max Luksic Lederer is the minor son of Andronico Luksic Craig and is a member of the Quinenco Group.

Dax Luksic Lederer, a Chilean citizen, resides in Chile and has his principal business address at Enrique Foster Sur 20, 18th Floor, Las Condes, Santiago, Chile. Mr. Dax Luksic Lederer is the minor son of Andronico Luksic Craig and is a member of the Quinenco Group.

(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.

By this filing, Quinenco and its affiliates, on the one hand, and Heineken Chile and its affiliates, on the other hand, disclaim that they are a group and the ownership and control of any beneficial interests in CCU that the other may hold through IRSA.

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

The purchase of the Additional Shares were financed through the incurrence by IRSA of the short-terms loans described below. All of the short term loans were repaid as described below with the proceeds of the sale of the Additional Shares to IRSA Ltda. IRSA Ltda. purchased the shares with the proceeds of the capital contribution from IRSA. IRSA financed the capital contribution to IRSA Ltda. through the incurrence of the long-term loans described below.

Short-term indebtedness to finance the initial purchase of the shares:

| Lender | Date of Incurrence | Principal Amount | Interest Rate | |
|----------------------|--------------------|------------------|---------------|---|
| Banco Bilbao Vizcaya | 7/13/05 | 4,050,000,000* | 0.38% | 8 |

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| | | | | |
|---------------------------|---------|----------------|---------|---|
| Argentaria, Chile | | | | |
| Banco Santander- Chile | 7/13/05 | 285,485.897** | UF + 0% | 8 |
| Banco del Estado de Chile | 7/14/05 | 3,000,000,000* | 0.33% | 8 |
| Banco Bilbao Vizcaya | 7/18/05 | 5,500,000,000* | 0.355% | 8 |
| Argentaria, Chile | | | | |
| Banco del Estado de Chile | 7/18/05 | 6,500,000,000* | 0.33% | 8 |

* Chilean Pesos

** Unidades de Fomento ("UFs"), which are inflation-indexed, peso-denominated

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monetary units. The UF rate is set daily in advance based on changes in the previous month's inflation rate in Chile.

Long-term indebtedness to finance the capital contribution to IRSA Ltda.:

| Lender | Date of Incurrence | Principal Amount | Interest Rate | Maturity Date |
|--|--------------------|------------------|---------------|---------------|
| Banco Bilbao Vizcaya Argentaria, Chile | 8/5/05 | 545,000* | 3.3% | 5/31/2013 |
| Banco de Credito e Inversiones | 8/5/05 | 305,000* | 3.3% | 5/31/2013 |
| Banco del Estado de Chile | 8/5/05 | 545,000* | 3.3% | 5/31/2013 |

* UFs

Item 4. Purpose of the Transaction.

IRSA purchased the Additional Shares to increase its ownership interest in CCU.

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-[] 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) The following table sets forth all transactions in shares of Common Stock of CCU that were effected during the past 60 days by each Reporting Person (other than the sale of shares by IRSA to IRSA Ltda.):

| Reporting Person | Date | No. of Shares | Price per Share* |
|------------------|---------|---------------|------------------|
| IRSA | 7/11/05 | 3,083,534 | 2,900.00 |
| IRSA | 7/11/05 | 15,540 | 2,899.00 |
| IRSA | 7/12/05 | 1,000,000 | 2,935.00 |
| IRSA | 7/14/05 | 41,570 | 2,985.00 |
| IRSA | 7/14/05 | 150 | 2,990.00 |
| IRSA | 7/14/05 | 150 | 2,995.00 |
| IRSA | 7/14/05 | 5,000 | 2,999.90 |
| IRSA | 7/14/05 | 3,953,130 | 3,000.00 |

All prices are in Chilean Pesos.

All shares were purchased through the Santiago Stock Exchange.

(d) Not applicable.

(e) Not applicable.

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

Quinenco and Heineken Chile have entered into an Amended Shareholder's Agreement dated January 13, 2003 (the "Shareholder Agreement") which sets forth their governing relationship with respect to CCU.

Governance of IRSA. The Shareholder Agreement provides that IRSA shall have six directors, three of which are appointed by Quinenco and three of which are appointed by Heineken. All of IRSA's resolutions must be passed by the affirmative vote of at least four directors.

Ownership of CCU Shares. The Shareholder Agreement provides that neither Quinenco nor Heineken may hold shares on their own but must make any acquisitions through IRSA.

Non-Competition. The Shareholder Agreement provides that Quinenco and Heineken shall not in Chile or Argentina produce, sell, market, import, license or distribute beverages, directly or indirectly.

Management of CCU. The Shareholder Agreement provides that IRSA shall cause to be designated as Chairman of the CCU Board a Director nominated by Quinenco and a Vice Chairman nominated by Heineken. In addition, IRSA shall cause to be designated as Chief Executive Officer the individual proposed by Quinenco. The Shareholder Agreement also provides that Quinenco shall have the power to nominate one half of the directors of CCU that IRSA can nominate and that Heineken shall have the power to nominate the other half.

Operations of CCU. The Shareholder Agreement provides that neither IRSA nor CCU may undertake any of the following actions unless at least one director appointed by each of Quinenco and Heineken shall affirmatively vote in favor of the action:

- o make any change in the nature of CCU's business;
- o issue, sell, purchase, redeem, subdivide, combine, reclassify or recapitalize any shares of the capital stock or Securities of CCU or of its subsidiaries or any rights, warrants or options to purchase any such shares or securities;
- o merge or consolidate CCU or any of its subsidiaries with or into any other entity;
- o liquidate, dissolve or wind up CCU;
- o sell, transfer, lease, sublease, license or otherwise dispose to or from a third party property or assets, real, personal or mixed (including leasehold interests and intangible assets) in an amount in excess of US\$3 million per transaction;
- o amend or restate the Articles of Incorporation or Bylaws of CCU;
- o declare, make or pay any dividend, distribution or transfer (whether in cash, securities or other property) to

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shareholders in an amount less than or greater than 50% of the annual net income of CCU and its subsidiaries on a consolidated basis;

- o increase the amount of the authorized or issued share capital of CCU, or issue any shares of capital stock;
- o incur or issue any indebtedness that would cause the ratio of consolidated net financial indebtedness to annual EBITDA of CCU to exceed 3 to 1;
- o unless required by law or a change in Chilean generally accepted accounting practices, make any material change in any method of accounting or accounting policies or the appointment of independent auditors;
- o list or delist the capital stock of CCU or any of its subsidiaries on any stock exchange;
- o repurchase any shares of CCU;
- o enter any transactions between CCU and any person or entity which is related to or affiliated with Quinenco or Heineken or the executive management thereof having a value of more than US\$10,000;
- o make or commit to any capital expenditure, investment or acquisition of assets or series of capital expenditures, investments, or acquisitions of assets in excess of US\$5 million (US\$5,000,000) annually;
- o enter into any new distribution, brand license, technical assistance or similar agreement, arrangement or transaction with any entity engaged in the business of brewing and selling malt beverages;
- o make any investment in or enter into any material transaction in respect of any business or operations outside of the beverage industry;
- o establish the terms of the compensation, bonus plans and other benefits applicable to any executive officer or senior manager; and
- o enter into any agreement or understanding to do any of the foregoing.

Item 7. Material to be Filed as Exhibits.

The following are filed with this statement:

1. Joint Filing Agreements, together with Powers of Attorney from each of Luksburg Foundation, Dolberg Finance Corporation Establishment, Lanzville Investments Establishment, Ruana Copper Corporation Establishment, Geotech Establishment, Andsberg Ltd., Andsberg Inv. Ltd., Andsberg Inversiones Ltda., Patricia Lederer Tcherniak, Nicolas Luksic Puga, Guillermo Luksic Craig, Andronico Luksic Craig, Inmobiliaria e Inversiones Rio Claro S.A., Inversiones Salta S.A., Inversiones Consolidadas S.A., Andronico Luksic Lederer, Davor Luksic Lederer, Max Luksic Lederer, Dax Luksic Lederer and IQ Inversiones Financieras S.A.
2. Amended Shareholder's Agreement dated January 13, 2003 between Quinenco

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and Heineken Chile.

- Syndicated Loan Agreement among Inversiones y Rentas, Banco de Estado de Chile, Banco de Credito e Inversiones and Banco Bilbao Vizcaya Argentaria, Chile dated August 5, 2005.

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Schedule A-1

Directors and General Manager of Inversiones y Rentas S.A.

Directors:

- Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
- Name: Phillipe Pasquet
Principal Occupation: Managing Director of Heineken Latin America
Business Address: Av. das Americas 500, bloco 12, Barra da Tijuca
Rio de Janeiro 22640-100, Brasil
Citizenship: French
- Name: Francisco Perez Mackenna
Principal Occupation: Chief Executive Officer of Quinenco
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
- Name: Manuel Jose Noguera Eyzaguirre
Principal Occupation: Chief Legal Counsel of Quinenco
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
- Name: Giorgio Maschietto Montuschi
Principal Occupation: Director of various companies
Business Address: El Golf 99, 15th Floor
Santiago, Chile
Citizenship: Italian
- Name: Carlos Olivos Marchant
Principal Occupation: Partner, Law Offices Guerrero, Olivos, Novoa
Business Address: Avenida Vitacura 2939, 8th Floor
Santiago, Chile
Citizenship: Chilean

General Manager:

- Name: Rosita Covarrubias Gatica
Principal Occupation: General Manager of Bayerische Hausbau Inmobiliaria
Business Address: Avenida Apoquindo 3721, 21st Floor
Santiago, Chile
Citizenship: Chilean

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A-2-1

Schedule A-2

Authorized Signatories of Inversiones IRSA Limitada.

1. Name: Francisco Perez Mackenna
Principal Occupation: Chief Executive Officer of Quinenco
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Giorgio Maschietto Montuschi
Principal Occupation: Director of various companies
Business Address: El Golf 99, 15th Floor
Santiago, Chile
Citizenship: Italian
3. Name: Rosita Covarrubias Gatica
Principal Occupation: General Manager of Bayerische Hausbau Immobilien
Limitada
Business Address: Avenida Apoquindo 3721, 21st Floor
Santiago, Chile
Citizenship: Chilean

A-2-1

Schedule A-3

Directors and Executive Officers of Quinenco S.A.

Directors:

1. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco
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 Quinenco
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Matko Koljatic Maroevic
Principal Occupation: Business Administrator
Business Address: Vicuna Mackenna 4860
Escuela de Administracion PUC,
Santiago, Chile

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- Citizenship: Chilean
4. Name: Hernan Buchi Buc
Principal Occupation: Director of various companies
Business Address: San Crecente 551
Las Condes, Santiago, Chile
Citizenship: Chilean
5. Name: Juan Andres Fontaine Talavera
Principal Occupation: Owner, Fontaine Consultants
Business Address: Santa Lucia 188, 6th Floor
Santiago, Chile
Citizenship: Chilean
6. Name: Jean-Paul Luksic Fontbona
Principal Occupation: Director of Quinenco,
Director of various companies
Business Address: Ahumada 11, 10 th Floor
Santiago, Chile
Citizenship: Chilean
7. Name: Gonzalo Menendez Duque
Principal Occupation: Director of various companies
Business Address: Agustinas 972, Suite 701
Santiago, Chile
Citizenship: Chilean

A-3-1

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
Citizenship: Chilean
5. Name: Manuel Jose Noguera Eyzaguirre
Title: Chief Legal Counsel
Citizenship: Chilean
6. Name: Fernando Silva Lavin
Title: Controller
Citizenship: Chilean

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A-3-2

Schedule A-4

Directors of Heineken N.V.

Members of the Executive Board:

1. Name: Thony A. Ruys
Principal Occupation: Chairman of the Executive Board of Heineken
Business Address: Tweede Weteringplantsoen 21,
1017 2D Amsterdam, Netherlands
Citizenship: Dutch
2. Name: Marc M.J. Bolland
Principal Occupation: Member of the Executive Board of Heineken N.
Business Address: Tweede Weteringplantsoen 21,
1017 2D Amsterdam, Netherlands
Citizenship: Dutch
3. Name: Jean-Francois van Boxmeer
Principal Occupation: Member of the Executive Board of Heineken N.
Business Address: Tweede Weteringplantsoen 21,
1017 2D Amsterdam, Netherlands
Citizenship: Belgian
4. Name: Rene Hooft Graafland
Principal Occupation: Member of the Executive Board of Heineken N.
Business Address: Tweede Weteringplantsoen 21,
1017 2D Amsterdam, Netherlands
Citizenship: Dutch
5. Name: Karl K. Buche
Principal Occupation: Member of the Executive Board of Heineken N.
Business Address: Tweede Weteringplantsoen 21,
1017 2D Amsterdam, Netherlands
Citizenship: Austrian

A-4-1

Schedule A-5

Directors of the Luksburg Foundation

1. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Q
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 Quinen

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| | |
|-----------------------|---|
| Business Address: | companies 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-5-1

Schedule A-6

Directors of Lanzville Investments Establishment

| | |
|-----------------------|---|
| 1. Name: | Andronico Luksic Craig |
| Principal Occupation: | Vice Chairman of the Board of Directors of Q 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 Quinen 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 |

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Schedule A-7

Directors of Dolberg Finance Corporation Establishment

1. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Q
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 Quinen
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

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Schedule A-8

Directors of Geotech Establishment

1. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Q
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 Quinen
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: Liechtenstein

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Schedule A-9

Directors of Andsberg Limited

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

2. Name: Mark Lightbown
Principal Occupation: Director of various companies
Business Address: Avenida El Bosque Norte 0440, Las Condes
Santiago, Chile
Citizenship: British

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Schedule A-10

Directors of Andsberg Inversiones Limited

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

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Schedule A-11

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Authorized Signators of Andsberg Inversiones Ltda.

1. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Q
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
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: Guillermo Delgado Opazo
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean
5. Name: Lukas Yaksic Rojas
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Ahumada 11, 10th Floor
Santiago, Chile
Citizenship: Chilean

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Schedule A-12

Directors of Ruana Copper Corporation Establishment

1. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Q
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
various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile

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- 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

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Schedule A-13

Directors of Inmobiliaria e Inversiones Rio Claro S.A.

1. Name: Guillermo Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco
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, 15th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Andronico Luksic Craig
Principal Occupation: Vice Chairman of the Board of Directors of Quinenco
Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Antonia Luksic Puga
Principal Occupation: N/A
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean
5. Name: Manuel Jose Noguera Eyzaguirre
Principal Occupation: Chief Legal Counsel of Quinenco
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
6. Name: Alessandro Bizzarri Carvallo
Principal Occupation: Lawyer, Quinenco
Business Address: Enrique Foster Sur 20, 15th Floor

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Citizenship: Santiago, Chile
Chilean

7. Name: Mario Garrido Taraba
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

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Schedule A-14

Directors and General Manager of Inversiones Consolidadas S.A.

Directors:

1. Name: Mario Garrido Taraba
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

2. Name: Andronico Luksic Lederer
Principal Occupation: Financial Analyst, Banchile
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

3. Name: Patricia Lederer Tcherniak
Principal Occupation: n/a
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Argentine

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

5. Name: Gustavo Delgado Opazo
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

General Manager:

1. Name: Rodrigo Terre Fontbona
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

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Schedule A-15

Directors and General Manager of Inversiones Salta S.A.

Directors:

1. Name: Andronico Luksic Lederer
Principal Occupation: Financial Analyst, Banchile
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Edmundo Eluchans Urenda
Principal Occupation: Lawyer, Eluchans & Co.
Business Address: Teatinos 248, 10th Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Mario Garrido Taraba
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Gustavo Delgado Opazo
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

General Manager:

1. Name: Rodrigo Terre Fontbona
Principal Occupation: Business Administrator for the Quinenco Group
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

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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: September , 2005

Inversiones y Rentas S.A.
Inversiones IRSA Limitada

By: _____

Name: Rosita Covarrubias Gatica
Title: General Manager

Quinenco S.A.

By: _____

Name: Luis Fernando Antunez Bories
Title: Chief Financial Officer

Luksburg Foundation
Dolberg Finance Corporation Establishment
Lanzville Investment Establishment
Ruana Copper Corporation Establishment
Geotech Establishment
Andsberg Ltd.
Andsberg Inversiones Ltd.
Andsberg Inversiones Ltda.

By: _____

Name: Guillermo Luksic Craig

By: _____

Name: Jean-Paul Luksic Fontbona

Heineken N.V.

By: _____

Name: Thony A. Ruys
Title: Chairman of the Executive Board

Guillermo Luksic Craig
Nicolas Luksic Puga
Inmobiliaria e Inversiones Rio Claro S.A.

By: _____

Name: Mario Garrido Taraba
Title: Attorney-in-fact

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

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Max Luksic Lederer
Dax Luksic Lederer

By: _____

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

EXHIBIT INDEX

| Exhibit ----- | Description ----- |
|------------------|--|
| 1. | Joint Filing Agreements, Powers of Attorney from each of: LQ Inversiones Financieras S.A., Luksburg Foundation, Dolberg Finance Corporation Establishment, Lanzville Investments Establishment, Ruana Copper Corporation Establishment, Geotech Establishment, Andsberg Ltd., Andsberg Inversiones Ltd., Andsberg Inversiones Ltda., Patricia Lederer Tcherniak, Nicolas Luksic Puga, Guillermo Luksic Craig, Andronico Luksic Craig, Inmobiliaria e Inversiones Rio Claro S.A., Inversiones Salta S.A., Inversiones Consolidadas S.A., Andronico Luksic Lederer, Davor Luksic Lederer, Max Luksic Lederer and Dax Luksic Lederer |
| 2. | Amended Shareholder's Agreement dated January 13, 2003 between Quinenco and Heineken Chile. |
| 3. | Syndicated Loan Agreement among Inversiones y Rentas, Banco de Estado de Chile, Banco de Credito e Inversiones and Banco Bilbao Vizcaya Argentaria, Chile dated August 5, 2005. |