



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

September 15, 2014

Via E-mail

Patrizio Graziani  
Chairman and President  
Nortel Inversora S.A.  
Alicia Moreau de Justo 50  
C1107AAB-Buenos Aires  
Argentina

**Re: Nortel Inversora S.A.  
Form 20-F for the Fiscal Year Ended December 31, 2013  
Filed April 14, 2014  
File No. 1-14270**

Dear Mr. Graziani:

We have limited our review of your filing to your contacts with countries that have been identified as state sponsors of terrorism, and we have the following comments. Our review with respect to this issue does not preclude further review by the Assistant Director group with respect to other issues. In our comments, we ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter within ten business days by providing the requested information, or by advising us when you will provide the requested response. If you do not believe our comments apply to your facts and circumstances, please tell us why in your response.

After reviewing the information you provide in response to these comments, we may have additional comments.

General

1. In your letter to us dated February 14, 2012, you adopted Telecom Argentina S.A.'s January 4, 2012 letter and responses 9 and 10 of Telecom Italia S.p.A.'s November 31, 2011 letter, which discussed contacts with Syria, Sudan and Cuba. As you are aware, Syria, Sudan and Cuba are designated by the U.S. Department of State as state sponsors of terrorism and are subject to U.S. economic sanctions and export controls. You do not include disclosure in the Form 20-F about contacts with those countries. Please describe to us the nature and extent of your past, current, and anticipated contacts with Syria, Sudan and Cuba since your 2012 letter, including through subsidiaries, affiliates, customers, joint venture partners, or other direct or indirect arrangements. In this regard, we note that the sale of Telecom Italia's stake in your

company has not been finalized, and that Telecom Argentina still engages in telecommunications services with Telecom Italia. We also note 2013 news articles reporting that Telecom Italia provides internet service in Syria. You should describe any products, equipment, components, technology or services you have provided to Syria, Sudan and Cuba, directly or indirectly, and any agreements, commercial arrangements, or other contacts with the governments of those countries or entities they control.

2. Please discuss the materiality of any contacts with Syria, Sudan and Cuba described in response to the comment above, and whether those contacts constitute a material investment risk for your security holders. You should address materiality in quantitative terms, including the approximate dollar amounts of any associated revenues, assets, and liabilities for the last three fiscal years and the subsequent interim period. Also, address materiality in terms of qualitative factors that a reasonable investor would deem important in making an investment decision, including the potential impact of corporate activities upon a company's reputation and share value. As you know, various state and municipal governments, universities, and other investors have proposed or adopted divestment or similar initiatives regarding investment in companies that do business with U.S.-designated state sponsors of terrorism. You should address the potential impact of the investor sentiment evidenced by such actions directed toward companies that have operations associated with Syria, Sudan and Cuba.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable Exchange Act rules require. Since the company and its management are in possession of all facts relating to the company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In responding to our comments, please provide a written statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Patrizio Graziani  
Nortel Inversora S.A.  
September 15, 2014  
Page 3

Please contact Jennifer Hardy, Special Counsel, at (202) 551-3767 or me at (202) 551-3470 if you have any questions about the comments or our review.

Sincerely,

/s/ Cecilia Blye

Cecilia Blye, Chief  
Office of Global Security Risk

cc: Larry Spiegel  
Assistant Director  
Division of Corporation Finance