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MINATO-KU, TOKYO 107-0052

3A CHATER ROAD
HONG KONG

December 6, 2002

Re: File No. 82-3743 Fomento de Construcciones y Contratas, S.A. —
Information Furnished Pursuant to Rule 12g3-2(b) under the Securities
Exchange Act of 1934

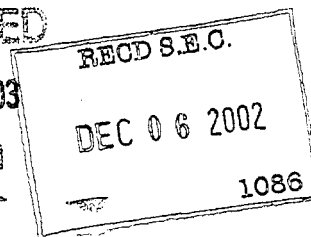
SUPPL

Securities and Exchange Commission
Division of Corporation Finance,
Office of International Corporate Finance
450 Fifth Street, N.W.
Washington, D.C. 20549

PROCESSED

JAN 14 2003

THOMSON
FINANCIAL



Ladies and Gentlemen:

On behalf of Fomento de Construcciones y Contratas, S.A. (the
"Company") and in connection with the Company's exemption from Section
12(g) of the Securities and Exchange Act of 1934 granted under Rule 12g3-2(b)
thereunder, we hereby furnish the following:

- I. English summary of the letter to the National Commission for the
Securities Market of Spain, dated December 5, 2002.
- Copy of the letter

Please stamp the enclosed copy of this letter and return it to our messenger, who
has been instructed to wait. If you have any questions, please do not hesitate to
contact me at (212) 450-6341.

Nicole Chao
Legal Assistant

Attachment

cc w/ att: Iñigo Morenés

cc w/o att: Ricardo Jiménez Hernández
Andrés Gil

dlw 1/13

I. Summary of the letter to the National Commission for the Securities Market of Spain, dated December 5, 2002.

We inform you that at the Board of Directors' meeting on November 7m 2002 the following agreements were adopted:

- 1) The vacancies caused by the death of Don Camille Cabana and the resignation of Don Regis Mesnier will be filled by Don Jean-Francois Poncet and Don Paul-Louis Giradot respectively.
- 2) Don Paul-Louis will be designated as member of the Executive Commission to substitute Don Regis Mesnier.

BOARD OF DIRECTORS as it currently stands

Oreja Aguirre, Marcelino (President)
Montes Sanchez, Rafael (Vice-president)
Reneaume, Marc Louis (Vice-president)
Anes Alvarez-Castrillon, Gonzalo
B 1998 (represented by D^a Esther Koplowitz)
Caille, Daniel
Castells Masana, Juan
Contamine, Jerome
Dominum Desga (represented by D^a Esther Alcocer Koplowitz)
Dubos, Jean François
EAC Inversiones Corporativas (represented by D^a Carmen Alcocer Koplowitz)
Frere, Gerald
Garcia Perez, Felipe Bernabé
Girardot, Paul-Louis
Mas Sarda Casanelles, Francisco
Messier, Jean Marie
Michel, Serge
Poncet, Jean-Francois
Proglio, Henri
Samyn, Gilles

EXECUTIVE COMMISSION

Oreja Aguirre, Marcelino (President)
Montes Sanchez, Rafael (Vice-president)
Reneaume, Marc Louis (Vice-president)
B 1998 (represented by D^a Esther Koplowitz)
Castells Masana, Juan
Contamine, Jerome
Garcia Perez, Felipe Bernabé
Girardot, Paul-Louis
Michel, Serge
Proglio, Henri
Trueba Gutiérrez, Jose Eugenio (Secretary non member)

COMISION NACIONAL DEL MERCADO DE VALORES
Paseo de la Castellana, 19
28046 MADRID
A/A D. Antonio Mas

Madrid, 5 de diciembre de 2002

Muy Sres. Nuestros:

Por medio de la presente carta les informamos que en la reunión del Consejo de Administración de esta sociedad celebrada el día 7 de noviembre de 2002, se adoptaron, entre otros, los siguientes acuerdos:

- 1º. Las vacantes producidas en el Consejo de Administración como consecuencia del fallecimiento de Don Camille Cabana, acontecido el 2 de junio del presente año, y de la dimisión de Don Régis Mesnier, presentada mediante escrito anterior a la reunión, serán cubiertas por Don Jean-Francois Poncet y Don Paul-Louis Girardot respectivamente.
- 2º. Designar miembro de la Comisión Ejecutiva a Don Paul-Louis Girardot, en sustitución de Don Régis Mesnier.

Tras los acuerdos adoptados, la composición del Consejo de Administración y de la Comisión Ejecutiva, es como sigue:

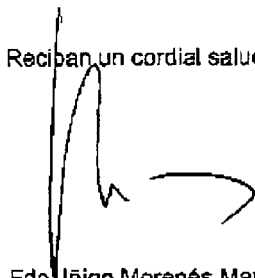
CONSEJO DE ADMINISTRACIÓN

Oreja Aguirre, Marcelino (Presidente)
Montes Sanchez, Rafael (Vicepresidente)
Reneauume, Marc Louis (Vicepresidente)
Anes Alvarez-Castrillon, Gonzalo
B 1998 (representada por Dª Esther Koplowitz)
Caille, Daniel
Castells Masana, Juan
Contamine, Jerome
Dominum Desga (representada por Dª Esther Alcocer Koplowitz)
Dubos, Jean François
EAC Inversiones Corporativas (representada por Dª Carmen Alcocer Koplowitz)
Frere, Gerald
Garcia Perez, Felipe Bernabé
Girardot, Paul-Louis
Mas Sarda Casanelles, Francisco
Messier, Jean Marie
Michel, Serge
Poncet, Jean-Francois
Progllo, Henri
Samyn, Gilles

COMISIÓN EJECUTIVA

Oreja Aguirre, Marcelino (Presidente)
Montes Sanchez, Rafael (Vicepresidente)
Reneaume, Marc Louis (Vicepresidente)
B 1998 (representada por D^a Esther Koplowitz)
Casteils Masana, Juan
Contamine, Jerome
Garcia Perez, Felipe Bernabé
Girardot, Paul-Louis
Michel, Serge
Proglio, Henri
Trueba Gutiérrez, Jose Eugenio (Secretario no miembro)

Reciban un cordial saludo,



Fdo. Iñigo Morenés Mariategui
Director Dpto. Bolsa y Relaciones con Inversores