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MOVIL ACCESS SA DE CV  
Form SC 13D/A  
October 28, 2004

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(AMENDMENT NO. 2)

GRUPO IUSACELL, S.A. DE C.V.  
(Name of Issuer)

COMMON STOCK, WITH NO PAR VALUE  
(Title of Class of Securities)

40050B100 (1)  
(CUSIP Number)

SECRETARY  
MOVIL ACCESS, S.A. DE C.V.  
AV. INSURGENTES  
SUR 3696 Y CALLE NUEVA  
COLONIA PENA POBRE  
MEXICO D.F. 14260  
TEL. NO.: 011-52-55-8582-7000  
(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

AUGUST 31, 2004  
(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 which is the subject to this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

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(1) This CUSIP number is for the American Depositary Shares ("ADSs") of the Company each of which represents five shares of Common Stock of the Company.

Continued on following pages

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-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON  
  
Movil Access, 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\*  
  
AF and, with respect to 253,500 shares of Common Stock, WC  
-----

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

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United Mexican States  
-----

	7	SOLE VOTING POWER	
			69,774,052
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
			0
	9	SOLE DISPOSITIVE POWER	
			69,774,052
	10	SHARED DISPOSITIVE POWER	
			0

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
69,774,052  
-----

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

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
74.9%  
-----

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14 TYPE OF REPORTING PERSON\*

CO

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT  
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-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Biper, 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\*

AF

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

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

United Mexican States

-----  
7 SOLE VOTING POWER

69,774,052

-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

0

-----  
9 SOLE DISPOSITIVE POWER

69,774,052

-----  
10 SHARED DISPOSITIVE POWER

0

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

69,774,052

-----  
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)

74.9%

14 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON

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

Corporacion RBS, 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

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United Mexican States

7 SOLE VOTING POWER

107,500

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

107,500

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

107,500

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)

.1%

-----  
14 TYPE OF REPORTING PERSON\*

CO

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT

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-----  
1 NAME OF REPORTING PERSON

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

Ricardo Benjamin Salinas Pliego

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

(a)

(b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS\*

PF (with respect to the 6,139,070 shares of Common Stock owned by  
Mr. Salinas)

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

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

United Mexican States

-----  
7 SOLE VOTING POWER

75,913,122

-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

0

-----  
9 SOLE DISPOSITIVE POWER

75,913,122

-----  
10 SHARED DISPOSITIVE POWER

0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,913,122

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

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

81.5%

14 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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SCHEDULE 13D

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This Amendment No. 2 to Schedule 13D, filed on April 6, 2004 ("Schedule 13D"), relates to the common stock, with no par value (the "Common Stock"), of Grupo Iusacell, S.A. de C.V. (the "Company"), a variable stock corporation organized and existing under the laws of the United Mexican States ("Mexico"). This Amendment No.2 amends certain additional information contained in Schedule 13D. Responses to each item below are incorporated by reference into each other item as applicable. Unless otherwise indicated, all capitalized terms used but not defined herein have the meanings set forth in the Schedule 13D.

Item 1. SECURITY AND ISSUER.

No material change.

Item 2. IDENTITY AND BACKGROUND.

Item 2 is hereby amended and supplemented by the addition of the following: Corporacion RBS is a corporation organized and existing under the laws of Mexico. Corporacion RBS is a wholly-owned company of Mr. Salinas. Corporacion RBS principal business consists of: (i) promotion, constitution, and participation as shareholder or partner, organize, manage and supervision of any kind of associations or societies of civil or commerce nature, so as the acquisition and selling of any kind of shares or participation in other societies or associations; and (ii) rendering and receiving any kind of services and advisory, so as legal, management, financial, treasury, audit, marketing, balance and budget preparations: elaboration of programs and manuals. Corporacion RBS's address is Av. FF.CC. de Rio Frio No. 419-B, Colonia Fraccionamiento Industrial del Moral, 08500, Mexico, D.F. and its telephone number at such office is: +5255 17207911.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby amended and supplemented by the addition of the following:

In an open-market purchase on the Mexican Stock Exchange, Corporacion RBS has acquired 107,500 shares of Common Stock (on a post-Exchange basis) of the Company, as described in item (5) below. The source of the consideration for Corporacion RBS's open-market purchase was working capital of

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Corporacion RBS.

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In a series of open-market purchases on the Mexican Stock Exchange, Mr. Salinas has acquired an additional 974,300 shares of Common Stock (on a post-Exchange basis) of the Company, as described in item (5) below. The source of the consideration for Mr. Salinas's open-market purchases was his own personal funds.

Following such open-market purchases, Mr. Salinas beneficially owns, in the aggregate 75,913,122 shares of Common Stock, of which Mr. Salinas directly owns 6,139,070 shares of Common Stock.

Item 4. PURPOSE OF TRANSACTION.

No material change.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and supplemented by the addition of the following:

(a) Mr. Salinas has acquired shares of Common Stock of the Company (at market prices) in a series of open-market purchases on the Mexican Stock Exchange as set forth below. After the Exchange, the shares acquired in such open-market purchases represent 974,300 shares of Common Stock.

DATE OF PURCHASE	SECURITY PURCHASED	NUMBER OF SHARES PURCHASED	PRICE PER SHARE (IN MEXICAN PESOS)
29-Jun-04	Common Stock	40,800	\$13.373162
30-Jun-04	Common Stock	30,000	\$13.866667
2-Jul-04	Common Stock	6,000	\$13.913333
6-Jul-04	Common Stock	9,500	\$13.871053
7-Jul-04	Common Stock	13,000	\$13.800000
8-Jul-04	Common Stock	27,400	\$13.520000
9-Jul-04	Common Stock	5,000	\$13.200000
13-Jul-04	Common Stock	5,800	\$13.300000
14-Jul-04	Common Stock	15,000	\$13.433333
15-Jul-04	Common Stock	25,100	\$13.469721
16-Jul-04	Common Stock	7,000	\$13.368570
19-Jul-04	Common Stock	1,000	\$13.300000
20-Jul-04	Common Stock	4,000	\$13.250000
21-Jul-04	Common Stock	33,300	\$13.490690
22-Jul-04	Common Stock	18,800	\$13.829255
26-Jul-04	Common Stock	12,100	\$13.950000
27-Jul-04	Common Stock	4,600	\$13.810000
6-Aug-04	Common Stock	18,000	\$13.955550
17-Aug-04	Common Stock	5,700	\$15.324560
18-Aug-04	Common Stock	231,000	\$17.694597
19-Aug-04	Common Stock	170,000	\$17.545000
20-Aug-04	Common Stock	94,500	\$17.656200
27-Aug-04	Common Stock	30,000	\$18.800000

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DATE OF PURCHASE	SECURITY PURCHASED	NUMBER OF SHARES PURCHASED	PRICE PER SHARE (IN MEXICAN PESOS)
30-Aug-04	Common Stock	5,000	\$18.690000
31-Aug-04	Common Stock	60,000	\$18.740000

Mr. Salinas has the sole power to direct the voting and disposition of 75,913,122 shares of Common Stock that he owns directly or indirectly. Based on calculations made in accordance with Rule 13d-3(d) and based on information provided by the Company that there are 93,101,240 shares of Common Stock outstanding as of June 2004, the Reporting Persons, collectively, beneficially own approximately 81.5% of the issued and outstanding shares of Common Stock.

Corporacion RBS has acquired 107,500 shares of Common Stock in a series of open-market purchases on the Mexican Stock Exchange, as follows:

DATE OF PURCHASE	SECURITY PURCHASED	NUMBER OF SHARES PURCHASED	PRICE PER SHARE (IN MEXICAN PESOS)
12-Jul-04	Common Stock	107,500	\$12.280000

After the Exchange, each of Movil, Biper, Corporacion RBS and Mr. Salinas may be deemed to have sole power to direct the voting and disposition of the 75,913,122 shares of Common Stock beneficially owned by them and Mr. Salinas has the sole power to direct the voting and disposition of the additional 6,139,070 shares of Common Stock that he owns directly. Based on calculations made in accordance with Rule 13d-3(d) and based on information provided by the Company that there are 93,101,240 shares of Common Stock outstanding as of June 2004, the Reporting Persons, collectively, beneficially own approximately 81.5% of the issued and outstanding shares of Common Stock.

(b) Except as set forth above, no Reporting Person nor, to the best knowledge of each Reporting Person, any person identified in Item 2 hereof, beneficially owns any shares of Common Stock or has effected any transaction in shares of Common Stock during the preceding 60 days.

(c) Not applicable.

(d) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Not applicable.

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Item 7. MATERIAL TO BE FILED AS EXHIBITS.



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Exhibit 5: Power of Attorney, dated as of October 25, 2004.

Exhibit 6: Power of Attorney, dated as of October 25, 2004.

Exhibit 7: Power of Attorney, dated as of October 25, 2004.

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SIGNATURE

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

Dated: October 26, 2004

MOVIL ACCESS, S.A. DE C.V.

By: /s/ Rafael Martinez de Ita  
-----

Name: Rafael Martinez de Ita  
Title: Attorney in Fact

BIPER, S.A. DE C.V.

By: /s/ Rafael Martinez de Ita  
-----

Name: Rafael Martinez de Ita  
Title: Attorney in Fact

CORPORACION RBS, S.A. de C.V.

By: /s/ Jose Abraham Garfias  
-----

Name: Jose Abraham Garfias  
Title: Attorney in Fact

RICARDO BENJAMIN SALINAS PLIEGO

By: /s/ Jose Abraham Garfias  
-----

Name: Jose Abraham Garfias,  
Title: Attorney in Fact

