

AMERICA MOVIL SA DE CV/
Form SC 13D/A
September 14, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 14)

América Móvil, S.A. de C.V. (the Issuer)

(Name of Issuer)

American Depositary Shares (L Share ADSs), each representing 20 Series L Shares (L Shares)

American Depositary Shares (A Share ADSs), each representing 20 Series A Shares (A Shares)

(Title of Class of Securities)

02364W105 for L Share ADSs¹

02364W204 for A Share ADSs²

(CUSIP Number)

Rafael Robles Miaja

Galicia y Robles, S.C.

Torre del Bosque

Boulevard Manuel Avila Camacho No. 24 piso 7

México 11000, Distrito Federal

(5255) 5540-9225

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

August 8, 2006

Edgar Filing: AMERICA MOVIL SA DE CV/ - Form SC 13D/A

(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 96 Pages)

¹ CUSIP number is for the L Share ADSs only. No CUSIP number exists for the underlying L Shares since such shares are not traded in the United States.

² CUSIP number is for the A Share ADSs only. No CUSIP number exists for the underlying A Shares since such shares are not traded in the United States.

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 2 of 96

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Carlos Slim Helú
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|---|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| | | 120,000 A Shares and 300,000 L Shares (See Item 5) |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5) SOLE DISPOSITIVE POWER |
| WITH | 10 | 120,000 A Shares and 300,000 L Shares (See Item 5) SHARED DISPOSITIVE POWER |
| | | 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 144,537,090 A Shares and 10,760,222,736 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 19.4% of A Shares and 38.2% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON
- IN

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 3 of 96 Pages

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Carlos Slim Domit
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|---|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY | 8 | 24,396 L Shares (See Item 5) SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5) SOLE DISPOSITIVE POWER |
| WITH | 10 | 24,396 L Shares (See Item 5) SHARED DISPOSITIVE POWER |
| | | 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 144,417,090 A Shares and 10,759,947,132 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 19.4% of A Shares and 38.2% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON
- IN

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 4 of 96 Pages

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Marco Antonio Slim Domit
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|---|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY | 8 | 24,396 L Shares (See Item 5) SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5) SOLE DISPOSITIVE POWER |
| WITH | 10 | 24,396 L Shares (See Item 5) SHARED DISPOSITIVE POWER |
| | | 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 144,417,090 A Shares and 10,759,947,132 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 19.4% of A Shares and 38.2% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON
- IN

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 5 of 96 Pages

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- Patrick Slim Domit
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|---|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY | 8 | 24,402 L Shares (See Item 5) SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5) SOLE DISPOSITIVE POWER |
| WITH | 10 | 24,402 L Shares (See Item 5) SHARED DISPOSITIVE POWER |
| | | 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 144,417,090 A Shares and 10,759,947,138 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 19.4% of A Shares and 38.2% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON
- IN

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 6 of 96 Pages

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 María Soumaya Slim Domit
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|---|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY | 8 | 24,402 L Shares (See Item 5) SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5) SOLE DISPOSITIVE POWER |
| WITH | 10 | 24,402 L Shares (See Item 5) SHARED DISPOSITIVE POWER |
| | | 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 144,417,090 A Shares and 10,759,947,138 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 19.4% of A Shares and 38.2% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON
- IN

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 7 of 96 Pages

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Vanessa Paola Slim Domit
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|---|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| | | 1,494,402 L Shares (See Item 5) |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER |
| | | 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5) |
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 1,494,402 L Shares (See Item 5) |
| | | 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 144,417,090 A Shares and 10,761,417,138 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 19.4% of A Shares and 38.2% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON
- IN

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 8 of 96 Pages

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Johanna Monique Slim Domit
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- NUMBER OF SHARES 7 SOLE VOTING POWER
- 1,710,402 L Shares (See Item 5)
- BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
- 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5)
- EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
- 1,710,402 L Shares (See Item 5)
- WITH 10 SHARED DISPOSITIVE POWER
- 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 144,417,090 A Shares and 10,761,633,138 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 19.4% of A Shares and 38.2% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON
- IN

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 9 of 96 Pages

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 América Telecom, S.A. de C.V.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- OO and WC (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- NUMBER OF SHARES 7 SOLE VOTING POWER
- BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
- EACH REPORTING PERSON 9 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5)
SOLE DISPOSITIVE POWER
- WITH 10 SHARED DISPOSITIVE POWER
- 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 144,417,090 A Shares and 10,759,922,736 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 19.4% of A Shares and 38.2% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON
- HC

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 10 of 96 Pages

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Grupo Financiero Inbursa, S.A. de C.V.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
WC and AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
México
- | | | |
|---|----|------------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON | 8 | -0- SHARED VOTING POWER |
| WITH | 9 | -0- SOLE DISPOSITIVE POWER |
| | 10 | -0- SHARED DISPOSITIVE POWER |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0- (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
-0-
- 14 TYPE OF REPORTING PERSON
HC

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 11 of 96 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Carso Global Telecom, S.A. de C.V.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)
SEC USE ONLY

3
4 SOURCE OF FUNDS

AF (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

México
NUMBER OF SHARES 7 SOLE VOTING POWER

BENEFICIALLY OWNED BY 8 -0- SHARED VOTING POWER

EACH REPORTING PERSON 9 -0- SOLE DISPOSITIVE POWER

WITH 10 -0- SHARED DISPOSITIVE POWER

11 -0-
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0- (See Item 5)

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

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

-0-

14 TYPE OF REPORTING PERSON

HC

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 12 of 96 Pages

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Trust No. F/0008 (the Telmex Trust)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- WC (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|---|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY | 8 | 190,007,900 L Shares (See Item 5) SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| WITH | 10 | 190,007,900 L Shares (See Item 5) SHARED DISPOSITIVE POWER |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
190,007,900 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.8% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON
EP

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 13 of 96 Pages

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Trust No. F/0395 (the Telnor Trust)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- WC (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|-----------------------|----|---|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY | 8 | 4,500,000 L Shares (See Item 5) SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| WITH | 10 | 4,500,000 L Shares (See Item 5) SHARED DISPOSITIVE POWER |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,500,000 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON
EP

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 14 of 96 Pages

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Fundación Telmex, A.C.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- WC (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|---|----|------------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON | 8 | -0- SHARED VOTING POWER |
| WITH | 9 | SOLE DISPOSITIVE POWER |
| | 10 | -0- SHARED DISPOSITIVE POWER |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0- (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0-
- 14 TYPE OF REPORTING PERSON
PN

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 15 of 96 Pages

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Fundación Carso, A.C. (formerly Asociación Carso, A.C.)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- WC (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- México
- | | | |
|---|----|------------------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON | 8 | -0- SHARED VOTING POWER |
| WITH | 9 | SOLE DISPOSITIVE POWER |
| | 10 | -0- SHARED DISPOSITIVE POWER |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0- (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0-
- 14 TYPE OF REPORTING PERSON
PN

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 16 of 96 Pages

Item 1. Security and Issuer.

This Amendment No. 14 (the Fourteenth Amendment) amends the Schedule 13D filed with the Securities and Exchange Commission (the Commission) on March 8, 2001 (the Schedule 13D), as subsequently amended, by the Reporting Persons (as defined in the Schedule 13D), with respect to the American Depositary Shares (L Share ADSs), each representing 20 Series L Shares (L Shares), and the American Depositary Shares (A Share ADSs), each representing 20 Series A Shares (A Shares), of América Móvil, S.A. de C.V. (the Issuer). Capitalized terms used but not otherwise defined in this Amendment have the meanings ascribed to such terms in the Schedule 13D, as amended.

Item 2. Identity and Background.

Updated information regarding the members of the Slim Family and the executive officers and directors of each of América Telecom, GFI, CGT, Fundación Telmex and Fundación Carso are set forth in Schedule I attached hereto.

On January 18, 2006, Asociación Carso changed its name to Fundación Carso.

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

In the period subsequent to the filing of Amendment No. 13 to the Schedule 13D filed with the Commission on November 22, 2004, América Telecom acquired 21,938,736 L Shares in transactions executed on the Mexican Stock Exchange for an aggregate amount of approximately U.S.\$ 14,924,604. The funds utilized to purchase such L Shares were obtained from the working capital of América Telecom.

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 17 of 96 Pages

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons have the following interests in A Shares and L Shares:

| | A Shares ⁽¹⁾ | | L Shares ⁽²⁾ | |
|---|-------------------------|------------|-------------------------|------------|
| | Number | % of Class | Number | % of Class |
| Carlos Slim Helú ⁽³⁾ | 144,537,090 | 19.4% | 10,760,222,736 | 38.2% |
| Carlos Slim Domit ⁽⁴⁾ | 144,417,090 | 19.4% | 10,759,947,132 | 38.2% |
| Marco Antonio Slim Domit ⁽⁵⁾ | 144,417,090 | 19.4% | 10,759,947,132 | 38.2% |
| Patrick Slim Domit ⁽⁶⁾ | 144,417,090 | 19.4% | 10,759,947,138 | 38.2% |
| María Soumaya Slim Domit ⁽⁷⁾ | 144,417,090 | 19.4% | 10,759,947,138 | 38.2% |
| Vanessa Paola Slim Domit ⁽⁸⁾ | 144,417,090 | 19.4% | 10,761,417,138 | 38.2% |
| Johanna Monique Slim Domit ⁽⁹⁾ | 144,417,090 | 19.4% | 10,761,633,138 | 38.2% |
| América Telecom ⁽¹⁰⁾ | 144,417,090 | 19.4% | 10,759,922,736 | 38.2% |
| GFI | | | | 0.0% |
| CGT | | | | 0.0% |
| Telmex Trust ⁽¹¹⁾ | | | 190,007,900 | 0.8% |
| Telnor Trust ⁽¹¹⁾ | | | 4,500,000 | 0.0% |
| Fundación Telmex ⁽¹¹⁾ | | | 0 | 0.0% |
| Fundación Carso ⁽¹¹⁾ | | | 0 | 0.0% |

(1) Based upon 743,384,177 A Shares outstanding as of September 1, 2006, as reported by the Mexican Stock Exchange. Includes A Shares held in the form of A Share ADSs.

(2) Based upon 24,309,088,023 L Shares outstanding as of September 1, 2006, as reported by the Mexican Stock Exchange. Includes L Shares held in the form of L Share ADSs. In the case of the Slim Family and América Telecom, L Share totals and percentages assume that all of the A Shares and 3,717,376,000 AA Shares held by the relevant Reporting Persons have been converted into L Shares in accordance with the restrictions set forth in Item 4 of the Schedule 13D.

(3) Includes 120,000 A Shares and 300,000 L Shares (assuming conversion of the 120,000 A Shares) owned directly by Carlos Slim Helú, as well as A Shares and L Shares beneficially owned through América Telecom by trusts for the benefit of the Slim Family (the Family Trust Shares).

(4) Includes 24,396 L Shares owned directly by Carlos Slim Domit, as well as the Family Trust Shares.

(5) Includes 24,396 L Shares owned directly by Marco Antonio Slim Domit, as well as the Family Trust Shares.

(6) Includes 24,402 L Shares owned directly by Patrick Slim Domit, as well as the Family Trust Shares.

(7) Includes 24,402 L Shares owned directly by María Soumaya Slim Domit, as well as the Family Trust Shares.

(8) Includes 1,494,402 L Shares owned directly by Vanessa Paola Slim Domit and her spouse, as well as the Family Trust Shares.

(9) Includes 1,710,402 L Shares owned directly by Johanna Monique Slim Domit and her spouse, as well as the Family Trust Shares.

(10) Assumes that América Telecom has purchased all of the L Shares that it is obligated to purchase under the Forward Share Purchase Transactions described in Item 6 of this statement.

(11) Shares disclaimed by the Slim Family and CGT.

(b) Because the Slim Family beneficially owns a majority of the outstanding voting equity securities of América Telecom and CGT, the Slim Family may be deemed to share

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 18 of 96 Pages

the power to vote or dispose of, or to direct the voting or disposition of, any A Shares or L Shares owned by such persons (including those beneficially owned by the Telmex Trust, the Telnor Trust, Fundación Telmex and Fundación Carso). Because a board, the majority of whose members are members of the Slim Family, makes investment decisions for Fundación Carso, the Slim Family may be deemed to share the power to vote or dispose of, or to direct the voting or disposition of, any A Shares or L Shares owned by Fundación Carso. Except as otherwise disclosed herein, none of the Reporting Persons shares voting or disposition power with respect to any of the A Shares or L Shares owned by the Reporting Persons.

(c) All transactions in A Shares and L Shares effected by the Reporting Persons during the period beginning 60 days prior to the event which requires the filing of this statement and ending on September 1, 2006 are listed in Schedule II hereto.

(d) All A Shares and L Shares owned by trusts for the benefit of the Slim Family may be deemed to be beneficially owned by each member of the Slim Family that is a beneficiary of such trusts. Thus, beneficial ownership of A Shares and L Shares may be deemed to be shared by each member of the Slim Family. Because the Slim Family beneficially owns a majority of the outstanding voting equity securities of América Telecom and CGT, the Slim Family may be deemed to have the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, any A Shares or L Shares owned by such persons (including the Telmex Trust, the Telnor Trust, Fundación Telmex). Because a board, the majority of whose members are members of the Slim Family, makes investment decisions for Fundación Carso, the Slim Family may be deemed to have the right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, any A Shares or L Shares owned by Fundación Carso. Except as otherwise disclosed herein, no person other than the Reporting Persons has or will have any right to receive or the power to direct the receipt of dividends from, or the proceeds of the sale of, any A Shares or L Shares owned by the Reporting Persons.

(e) Not applicable.

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

América Telecom has entered into Forward Share Purchase Transactions pursuant to which it is obligated to buy L Shares (in the form of L Shares ADSs) from a counterparty on the terms specified below. The L Shares that are the subject of each contract listed below were sold to the counterparty at the inception of such contract, but for the purposes of this statement are treated as beneficially owned by América Telecom. During the time that the shares are held by the counterparty, América Telecom pays interest to the counterparty on an amount equal to the total purchase price.

| <u>Counterparty</u> | <u>Maturity Date</u> | <u>Number of L Shares</u> | <u>Purchase Price per L Share</u> | <u>Interest Rate</u> |
|---------------------|----------------------|-------------------------------|---------------------------------------|-------------------------|
| JPMorgan Chase | October 2, 2006 | 259,746,000 | 0.3850 | LIBOR + 0.80% per annum |

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 19 of 96 Pages

| | | | | |
|--|--------------------|-------------|--------|-------------------------|
| JPMorgan Chase | September 24, 2010 | 158,061,120 | 0.6327 | LIBOR+ 0.625% per annum |
| Barclays | January 18, 2011 | 105,281,640 | 0.95 | LIBOR+ 0.60% per annum |
| Santander Central Hispano Benelux S.A.N.V. | June 20, 2011 | 131,406,060 | 1.52 | LIBOR + 0.23% per annum |
| Santander Central Hispano Benelux S.A.N.V. | July 24, 2011 | 113,378,700 | 1.76 | LIBOR + 0.23% per annum |
| Bancomer, S.A. | August 19, 2011 | 106,638,240 | 1.88 | LIBOR + 0.26% per annum |
| Bancomer, S.A. | September 1, 2011 | 51,652,900 | 1.94 | LIBOR + 0.26% per annum |

Other than as disclosed herein and in Item 4 of this statement, there are no other contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons and between such persons and any person with respect to A Shares or L Shares.

Item 7. Material to be Filed as Exhibits.

*The Powers of Attorney filed as exhibits to (i) Amendment No. 8 to the Schedule 13D with respect to Teléfonos de México, S.A. de C.V. filed by the Telmex Trust, the Telnor Trust, Fundación Telmex and Fundación Carso with the Commission on February 20, 2004, (ii) Amendment No. 17 to the Schedule 13D with respect to Teléfonos de México, S.A. de C.V. filed by CGT on February 25, 2005 and (iii) Amendment No. 21 to the Schedule 13D with respect to Teléfonos de México, S.A. de C.V. filed by the Slim Family and GFI on November 23, 2005, are hereby incorporated by reference. The Joint Filing Agreement filed as an exhibit to Amendment No. 9 to the Schedule 13D on March 19, 2004, is hereby incorporated by reference.

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 20 of 96 Pages

SIGNATURE

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

Carlos Slim Helú

Carlos Slim Domit

Marco Antonio Slim Domit

Patrick Slim Domit

María Soumaya Slim Domit

Vanessa Paola Slim Domit

Johanna Monique Slim Domit

AMÉRICA TELECOM, S.A. DE C.V.

By: Eduardo Valdés Acra
Title: Attorney-in-Fact

CARSO GLOBAL TELECOM, S.A. DE C.V.

By: Eduardo Valdés Acra
Title: Attorney-in-Fact

By: /s/ Eduardo Valdés Acra

Eduardo Valdés Acra

Attorney-in-Fact

September 13, 2006

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 21 of 96 Pages

GRUPO FINANCIERO
INBURSA, S.A. DE C.V.

By: Eduardo Valdés Acra
Title: Attorney-in-Fact

BANCO INBURSA S.A.,
INSTITUCION DE BANCA
MULTIPLE, GRUPO FINANCIERO
INBURSA, DIVISION
FIDUCIARIA, AS TRUSTEE
OF TRUST NO. F/0008

By: Eduardo Valdés Acra
Title: Attorney-in-Fact

BANCO INBURSA S.A.,
INSTITUCION DE BANCA
MULTIPLE, GRUPO FINANCIERO
INBURSA, DIVISION
FIDUCIARIA, AS TRUSTEE
OF TRUST NO. F/0395

By: Eduardo Valdés Acra
Title: Attorney-in-Fact

FUNDACION TELMEX, A.C.

By: Eduardo Valdés Acra
Title: Attorney-in-Fact

FUNDACION CARSO, A.C.

By: Eduardo Valdés Acra
Title: Attorney-in-Fact

SCHEDULE I

All of the individuals listed below are citizens of México.

THE SLIM FAMILY

Paseo de las Palmas 736, Colonia Lomas de Chapultepec, 11000 México D.F., México

| <u>Name</u> | <u>Principal Occupation</u> |
|----------------------------|---|
| Carlos Slim Helú | Chairman Emeritus of the Board of Teléfonos de México, S.A. de C.V., Chairman Emeritus of the Board of América Móvil, S.A. de C.V., Chairman Emeritus of the Board of Carso Global Telecom, S.A. de C.V., Chairman Emeritus of the Board of America Telecom, S.A. de C.V., Chairman Emeritus of the Board of Directors of Grupo Financiero Inbursa, S.A. de C.V., and Carso Infraestructura y Construcción, S.A. de C.V. and Chairman of Impulsora del Desarrollo y el Empleo en América Latina, S.A. de C.V. |
| Carlos Slim Domit | Chairman of the Board of Teléfonos de México, S.A. de C.V., Chairman of the Board of Grupo Carso, S.A. de C.V., Chairman of Grupo Sanborns, S.A. de C.V., and Board Member Sanborn Hermanos, S.A., Sears Roebuck, S.A. de C.V., Grupo Condumex, S.A. de C.V., Carso Global Telecom, S.A. de C.V., América Telecom, S.A. de C.V. and Fundación Carso, A.C. |
| Marco Antonio Slim Domit | Chairman of the Board of Grupo Financiero Inbursa, S.A. de C.V., and Board Member of Grupo Financiero Inbursa s, S.A. de C.V. subsidiaries, Grupo Carso, S.A. de C.V., América Móvil, S.A. de C.V., Carso Global Telecom, S.A. de C.V., América Telecom, S.A. de C.V., Teléfonos de México, S.A. de C.V. and Sears Roebuck, S.A. de C.V. |
| Patrick Slim Domit | Chairman of the Board of América Móvil, S.A. de C.V., Chairman of the Board of America Telecom, S.A. de C.V., Vice President of Commercial Markets of Teléfonos de México, S.A. de C.V., and Board Member of Grupo Carso, S.A. de C.V., Carso Global Telecom, S.A. de C.V., Teléfonos de México, S.A. de C.V. and Impulsora del Desarrollo y el Empleo en América Latina, S.A. de C.V. |
| María Soumaya Slim Domit | President of Museo Soumaya |
| Vanessa Paola Slim Domit | Private Investor |
| Johanna Monique Slim Domit | Private Investor |

AMÉRICA TELECOM, S.A. de C.V.

Insurgentes Sur 3500, Col. Peña Pobre Tlalpan, 14060 México D.F., México

Name and Position

Principal Occupation

Directors

Carlos Slim Helú (Director and Chairman Emeritus)

Chairman Emeritus of the Board of Teléfonos de México, S.A. de C.V., Chairman Emeritus of the Board of América Móvil, S.A. de C.V., Chairman Emeritus of the Board of Carso Global Telecom, S.A. de C.V., Chairman Emeritus of the Board of America Telecom, S.A. de C.V., Chairman Emeritus of the Board of Directors of Grupo Financiero Inbursa, S.A. de C.V., and Carso Infraestructura y Construcción, S.A. de C.V. and Chairman of Impulsora del Desarrollo y el Empleo en América Latina, S.A. de C.V.

Jaime Chico Pardo (Director and Vice Chairman of the Board)

President of Teléfonos de México, S.A. de C.V..

Claudio X. González Laporte (Director)

Chairman of the Board of Kimberly Clark de México, S.A. de C.V. Board Member of Grupo Carso, S.A. de C.V., Carso Global Telecom, S.A. de C.V., General Electric Co., Kellogs Co., Unilever, Grupo Alfa, S.A. de C.V., Grupo México, S.A. de C.V., Grupo Modelo, S.A. de C. V., and The Mexico Fund, Inc

Patrick Slim Domit (Director and Vice Chairman of the Board)

Chairman of the Board of América Móvil, S.A. de C.V., Chairman of the Board of America Telecom, S.A. de C.V. and Vice President of Commercial Markets of Teléfonos de México, S.A. de C.V. Board Member of Grupo Carso, S.A. de C.V., Carso Global Telecom, S.A. de C.V., Teléfonos de México, S.A. de C.V., and Impulsora del Desarrollo y el Empleo en América Latina.

Juan Antonio Pérez Simón (Director)

Vice-Chairman of Teléfonos de México, S.A. de C.V. and Chairman of the Board of Sanborns Hermanos S.A. Board Member of América Telecom, S.A. de C.V., Carso Global Telecom, S.A. de C.V., Grupo Carso, S.A. de C.V., Grupo Financiero Inbursa, S.A. de C.V. and some of its subsidiaries, Cigarros la Tabacalera, S.A. de C.V., Radio Móvil Dipsa, S.A. de C.V. and Sears Roebuck S.A. de C.V.

Carlos Slim Domit (Director)

Chairman of the Board of Teléfonos de México, S.A. de C.V., Chairman of the Board of Grupo Carso, S.A. de C.V. and Chairman of Grupo Sanborns, S.A. de C.V. Board Member of Sanborn Hermanos, S.A., Sears Roebuck, S.A. de C.V., Grupo Condumex, S.A. de C.V., América Telecom, S.A. de C.V. and Carso Global Telecom, S.A. de C.V.

Executive Officers

Daniel Hajj Aboumrad (Chief Executive Officer)

Chief Executive Officer of America Telecom, S.A. de C.V. and Chief Executive Officer of Radiomovil Dipsa, S.A. de C.V.

GRUPO FINANCIERO INBURSA, S.A. de C.V.

Paseo de las Palmas 736, Col. Lomas Chapultepec, 11000 Mexico D.F., México

Name and Position

Principal Occupation

Directors

Carlos Slim Helú (Chairman Emeritus)

Chairman Emeritus of the Board of Teléfonos de México, S.A. de C.V., Chairman Emeritus of the Board of América Móvil, S.A. de C.V., Chairman Emeritus of the Board of Carso Global Telecom, S.A. de C.V., Chairman Emeritus of the Board of America Telecom, S.A. de C.V. Chairman Emeritus of the Board of Directors of Grupo Financiero Inbursa, S.A. de C.V., and Carso Infraestructura y Construcción, S.A. de C.V. and Chairman of Impulsora del Desarrollo y el Empleo en América Latina, S.A. de C.V

Marco Antonio Slim Domit
(Chairman of the Board)

Chairman of the Board of Grupo Financiero Inbursa, S.A. de C.V., and Board Member of Grupo Financiero Inbursa s, S.A. de C.V. subsidiaries, Grupo Carso, S.A. de C.V., América Móvil, S.A. de C.V., Carso Global Telecom, S.A. de C.V., América Telecom, S.A. de C.V., Teléfonos de México, S.A. de C.V. and Sears Roebuck, S.A. de C.V.

Eduardo Valdés Acra
(Vice-Chairman of the Board)

Chief Executive Officer of Inversora Bursátil, S.A. de C.V., Casa de Bolsa, Grupo Financiero Inbursa. Board Member of América Telecom, S.A. de C.V. and Carso Global Telecom, S.A. de C.V.

Agustín Franco Macias (Director)

Chairman of Cryoinfra, S.A. de C.V. Board Member of Teléfonos de México, S.A. de C.V., Centro Histórico de la Ciudad de México, S.A. de C.V., Grupo Financiero Inbursa, S.A. de C.V., Promotora Inbursa, S.A. de C.V., Impulsora del Desarrollo y el Empleo en América Latina, S.A. de C.V. and Grupo Infra, S.A. de C.V.

| | |
|--|---|
| Claudio X. González Laporte (Director) | Chairman of the Board of Kimberly Clark de México, S.A. de C.V. Board Member of Grupo Carso, S.A. de C.V., Carso Global Telecom, S.A. de C.V., General Electric Co., Kellogs Co., Unilever, Grupo Alfa, S.A. de C.V., Grupo México, S.A. de C.V., Grupo Modelo, S.A. de C. V. and The Mexico Fund, Inc |
| Juan Antonio Pérez Simón (Director) | Vice-Chairman of Teléfonos de México, S.A. de C.V. and Chairman of the Board of Sanborns Hermanos S.A. Board Member of América Telecom, S.A de C.V., Carso Global Telecom, S.A. de C.V., Grupo Carso, S.A. de C.V., Grupo Financiero Inbursa, S.A. de C.V. and some of its subsidiaries, Cigarros la Tabacalera, S.A. de C.V., Radio Móvil Dipsa, S.A. de C.V. and Sears Roebuck S.A. de C.V. |
| David Ibarra Muñoz (Director) | Independent Economist. Board Member of Grupo Financiero Inbursa, S.A. de C.V. and Promotora Inbursa, S.A. de C.V., and Impulsora del Desarrollo y el Empleo en América Latina, S.A. de C.V. |
| Jose Kuri Harfush (Director) | Chief Executive Officer of Janel, S.A. de C.V. Board Member of Teléfonos de México, S.A. de C.V., América Móvil, S.A. de C.V., Carso Global Telecom, S.A. de C.V., América Telecom, S.A. de C.V. and Grupo Financiero Inbursa, S.A. de C.V. |
| Héctor Slim Seade | Director of Operations Support, Teléfonos de México, S.A. de C.V. Board Member of Grupo Financiero Inbursa, S.A. de C.V. and several of its subsidiaries. |
| Arturo Elías Ayub | Executive Officer of Teléfonos de México, S.A. de C.V. Board Member of Grupo Financiero Inbursa, S.A. de C.V. |
| Javier Foncerrada Izquierdo | Chief Executive Officer of Banco Inbursa, S.A., Institución de Banca Múltiple, Grupo Financiero Inbursa. Board Member of Grupo Financiero Inbursa, S.A. de C.V. and its subsidiaries. |

Antonio Cosío Pando

Chief Executive Officer of Compañía Industrial Tepejí del Río. Board Member of Grupo Financiero Inbursa, S.A. de C.V. and some of its subsidiaries, Teléfonos de México, S.A. de C.V. and Sears Roebuck, S.A. de C.V.

Guillermo Gutiérrez Saldívar

Chief Executive Officer of Equipos Mecánicos, S.A. de C.V., and Board Member of Grupo Financiero Inbursa, S.A. de C.V. and some of its subsidiaries.

Angeles Espinosa Yglesias

Private Investor

Fernando Gerardo Chico Pardo

Chairman of Promecap, S.A. de C.V. Board Member of Carso Global Telecom, S.A. de C.V., Grupo Carso, S.A. de C.V., Sears Roebuck, S.A. de C.V., and Grupo Sanbors, S.A. de C.V. Board Member of Teléfonos de México, S.A. de C.V. and Centro Histórico de la Ciudad de México, S.A. de C.V.

Laura Diez Barroso Azcárraga de Laviada

Executive Officers

Marco Antonio Slim Domit (President)

President of Grupo Financiero Inbursa, S.A. de C.V.

CUSIP No. 02364W105 L Share ADSs
02364W204 A Share ADSs

13D

Page 28 of 96

CARSO GLOBAL TELECOM, S.A. de C.V.

Insurgentes Sur 3500, Col. Peña Pobre Tlalpan, 14060 México D.F., México

Name and Position

Principal Occupation

Directors

Carlos Slim Helú (Chairman Emeritus)

Chairman Emeritus of the Board of Teléfonos de México, S.A. de C.V., Chairman Emeritus of the Board of América Móvil, S.A. de C.V., Chairman Emeritus the Board of Carso Global Telecom, S.A. de C.V., Chairman Emeritus of the Board of America Telecom, S.A. de C.V. Chairman Emeritus of the Board of Directors of Grupo Financiero Inbursa, S.A. de C.V., and Carso Infraestructura y Construcción, S.A. de C.V. and Chairman of Impulsora del Desarrollo y el Empleo en América Latina, S.A. de C.V.

Jaime Chico Pardo (Vice Chairman)

President of Teléfonos de México, S.A. de C.V. and Vice President of Carso Global Telecom, S.A. de C.V.

Claudio X. González Laporte (Director)

Chairman of the Board of Kimberly Clark de México, S.A. de C.V. Board Member of Grupo Carso, S.A. de C.V., Carso Global Telecom, S.A. de C.V., General Electric Co., Kellogs Co., Unilever, Grupo Alfa, S.A. de C.V., Grupo México, S.A. de C.V., Grupo Modelo, S.A. de C. V. and The Mexico Fund, Inc

C.P. Humberto Gutierrez

General Director of Grupo Carso, S.A. de C.V.

Olvera Zubizarreta

Juan Antonio Pérez Simón (Director)

Vice-Chairman of Teléfonos de México, S.A. de C.V. and Chairman of the Board of Sanborns Hermanos S.A. Board Member of América Telecom, S.A de C.V., Carso Global Telecom, S.A. de C.V., Grupo Carso, S.A. de C.V., Grupo Financiero Inbursa, S.A. de C.V. and some of its subsidiaries, Cigarros la Tabacalera, S.A. de C.V., Radio Móvil Dipsa, S.A. de C.V. and Sears Roebuck S.A. de C.V.

Carlos Slim Domit (Chairman)

Chairman of the Board of Teléfonos de México, S.A. de C.V., Chairman of the Board of Grupo Carso, S.A. de C.V. and Chairman of Grupo Sanborns, S.A. de C.V. Board Member of Sanborn Hermanos, S.A., Sears Roebuck, S.A. de C.V., Grupo Condumex, S.A. de C.V., América Telecom, S.A. de C.V. and Carso Global Telecom, S.A. de C.V.

Executive Officers

Armando Ibañez (Chief Financial Officer)

Chief Financial Officer of Carso Global Telecom, S.A. de C.V.

FUNDACION TELMEX, A.C.

Vizcaínas No. 16, Colonia Centro, Delegación Cuauhtémoc, 06080 México, D.F. México

Name and Position

Principal Occupation

Directors

Carlos Slim Helú (Chairman)

Chairman Emeritus of the Board of Teléfonos de México, S.A. de C.V., Chairman Emeritus of the Board of América Móvil, S.A. de C.V., Chairman Emeritus of the Board of Carso Global Telecom, S.A. de C.V., Chairman Emeritus of the Board of America Telecom, S.A. de C.V., Chairman Emeritus of the Board of Directors of Grupo Financiero Inbursa, S.A. de C.V., and Carso Infraestructura y Construcción, S.A. de C.V. and Chairman of Impulsora del Desarrollo y el Empleo en América Latina, S.A. de C.V.

Jaime Chico Pardo (Director)

President of Teléfonos de México, S.A. de C.V.

Arturo Elías Ayub (Director)

Executive Officer of Teléfonos de México, S.A. de C.V. Board Member of Grupo Financiero Inbursa, S.A. de C.V.

Carlos Slim Domit (Director)

Chairman of the Board of Teléfonos de México, S.A. de C.V., Chairman of the Board of Grupo Carso, S.A. de C.V. and Chairman of Grupo Sanborns, S.A. de C.V. Board Member of Sanborn Hermanos, S.A., Sears Roebuck, S.A. de C.V., Grupo Condumex, S.A. de C.V., América Telecom, S.A. de C.V., and Carso Global Telecom, S.A. de C.V.

Patrick Slim Domit (Director)

Chairman of the Board of América Móvil, S.A. de C.V., Chairman of the Board of America Telecom, S.A. de C.V. and Vice President of Commercial Markets of Teléfonos de México, S.A. de C.V. Board Member of Grupo Carso, S.A. de C.V., Carso Global Telecom, S.A. de C.V., Teléfonos de México, S.A. de C.V., and Impulsora del Desarrollo y el Empleo en América Latina.

Hector Slim Seade (Director)

Director of Operations Support, Teléfonos de México, S.A. de C.V. Board Member of Grupo Financiero Inbursa, S.A. de C.V., and several of its subsidiaries.

Sergio Rodriguez Molleda (Secretary)

Counsel, Teléfonos de México, S.A. de C.V.

FUNDACIÓN CARSO, A.C. (FORMERLY ASOCIACION CARSO, A.C.)

Insurgentes Sur 3500, Colonia Peña Pobre, 14060 México, D.F., México

Name and Position

Principal Occupation

Directors

Carlos Slim Helú (Chairman)

Chairman Emeritus of the Board of Teléfonos de México, S.A. de C.V., Chairman Emeritus of the Board of América Móvil, S.A. de C.V., Chairman Emeritus the Board of Carso Global Telecom, S.A. de C.V., Chairman Emeritus of the Board of America Telecom, S.A. de C.V., Chairman Emeritus of the Board of Directors of Grupo Financiero Inbursa, S.A. de C.V., and Carso Infraestructura y Construcción, S.A. de C.V. and Chairman of Impulsora del Desarrollo y el Empleo en América Latina, S.A. de C.V.

Juan Antonio Perez Simon

Vice-Chairman of Telefonos de México, S.A. de C.V. and Chairman of the Board of Sanborns Hermanos S.A. Board Member of América Telecom, S.A de C.V., Carso Global Telecom, S.A. de C.V., Grupo Carso, S.A. de C.V., Grupo Financiero Inbursa, S.A. de C.V. and some of its subsidiaries, Cigarros la Tabacalera, S.A. de C.V., Radio Móvil Dipsa, S.A. de C.V. and Sears Roebuck S.A. de C.V.

Jose Kuri Harfush

Chief Executive Officer of Janel, S.A. de C.V. Board Member of Teléfonos de México, S.A. de C.V., América Móvil, S.A. de C.V., Carso Global Telecom, S.A. de C.V., América Telecom, S.A. de C.V. and Grupo Financiero Inbursa, S.A. de C.V.

Marco Antonio Slim Domit

President of Grupo Financiero Inbursa, S.A. de C.V., and Board Member of Grupo Financiero Inbursa s, S.A. de C.V. subsidiaries, Grupo Carso, S.A. de C.V., América Móvil, S.A. de C.V., Carso Global Telecom, S.A. de C.V., América Telecom, S.A. de C.V., Teléfonos de México, S.A. de C.V., and Sears Roebuck, S.A. de C.V.

Carlos Slim Domit

Chairman of the Board of Teléfonos de México, S.A. de C.V., Chairman of the Board of Grupo Carso, S.A. de C.V. and Chairman of Grupo Sanborns, S.A. de C.V. Board Member of Sanborn Hermanos, S.A., Sears Roebuck, S.A. de C.V., Grupo Condumex, S.A. de C.V., América Telecom, S.A. de C.V. and Carso Global Telecom, S.A. de C.V.

Patrick Slim Domit

Chairman of the Board of América Móvil, S.A. de C.V., Chairman of the Board of America Telecom, S.A. de C.V. and Vice President of Commercial Markets of Teléfonos de México, S.A. de C.V. Board Member of Grupo Carso, S.A. de C.V., Carso Global Telecom, S.A. de C.V., Teléfonos de México, S.A. de C.V. and Impulsora del Desarrollo y el Empleo en América Latina.

Ignacio Cobo Gonzalez

Private Investor

Arturo Elías Ayub

Executive Officer of Teléfonos de México, S.A. de C.V.; Board Member of Grupo Financiero Inbursa, S.A. de C.V.

SCHEDULE II

For the period beginning 60 days prior to the event which requires the filing of this statement and ending on September 1, 2006, the Reporting Persons set forth below effected the following transactions in L Shares on the Mexican Stock Exchange. The prices below reflect the consideration paid (in US\$ based upon the Fixed Rate published by the Banco de México on the day preceding the trade date) per L Share on the relevant trade date.

| Reporting Person | Type of Transaction | Trade Date | Number of L Shares | Average Price Per L Share |
|-------------------------|----------------------------|-------------------|---------------------------|----------------------------------|
|-------------------------|----------------------------|-------------------|---------------------------|----------------------------------|