

Controladora de Servicios de Telecomunicaciones, S.A. de C.V.
Notification of *Pro Forma* Assignment and *Pro Forma* Transfer of Control

Attachment 1

Question 9

This application serves to notify the Commission of a two-step *pro forma* transaction that occurred on December 31, 2011, in which Controladora de Servicios de Telecomunicaciones, S.A. de C.V. (“Consertel”) assigned its two international Section 214 authorizations (File Nos. ITC-214-20000519-00306 and ITC-214-19980813-00564) to Latam Telecommunications, L.L.C. (“Latam”), and control of Latam was transferred from Consertel to Sercotel, S.A. de C.V. (“Sercotel”). The *pro forma* transfer of control of Latam occurred immediately after the consummation of the assignment from Consertel to Latam.

The assignment and transfer of control are *pro forma* in nature. Prior to the transaction, Latam was a wholly owned subsidiary of Latam Holdings Inc., which in turn, was wholly owned by Consertel. Moreover, Consertel, as transferor of Latam, and Sercotel, as transferee, each are commonly controlled by América Móvil, S.A.B. de C.V. (“América Móvil”). Therefore, ultimate control of the entity holding the authorizations at issue has not changed.

Question 10

Assignor/Transferor

Section 63.18(c): Correspondence concerning the assignor/transferor should be directed to:

Alejandro Cantú Jiménez
Controladora de Servicios de Telecomunicaciones, S.A. de C.V.
c/o América Móvil, S.A.B. de C.V.
Lago Zurich 245 Plazo Carso-Edificio Telcel
Colonia Granada Ampliación

11529, México, D.F.
Telephone: 52-55-2581-4719

and its counsel:

Elizabeth R. Park
Latham & Watkins LLP
555 Eleventh Street, N.W.
Suite 1000
Washington, DC 20004-1304
Telephone: 202-637-2200

Section 63.18(d): Prior to the transaction, Consertel held two international Section 214 authorizations (File Nos. ITC-214-20000519-00306 and ITC-214-19980813-00564) to provide global facilities-based and resold services.¹ In addition, Telmex Holdings, Inc. (“Telmex Holdings”), an affiliate of Consertel, holds an international Section 214 authorization to provide resold services between the United States and all foreign points.² Telmex USA, L.L.C. (“Telmex USA”), a subsidiary of Telmex Holdings, also is authorized to provide global

¹ Section 214 authorization ITC-214-20000519-00306 (authorizing switched services via resale) originally was held by Embratel Americas, Inc., and was transferred from MCI WorldCom Brazil, L.L.C. to LATAM Brasil, L.L.C. (File No. ITC-T/C-20040507-00196) and assigned to LATAM Telecomunicaciones, L.L.C. (“LATAM Telecom”) (File No. ITC-ASG-20050315-00109). Section 214 authorization ITC-214-19980813-00564 (authorizing facilities-based and resale services) originally was held by LATAM Telecom. Both Section 214 authorizations were assigned to Consertel in a *pro forma* assignment transaction on October 24, 2005. See File No. ITC-ASG-20051123-00485.

² *Telmex/Sprint Communications, L.L.C. Application for Authority Under Section 214 of the Communications Act for Global Authority to Operate as an International Switched Resale Carrier Between the United States and International Points, Including Mexico*, Order, Authorization and Certificate, 12 FCC Rcd 17551 (1997) (File No. ITC-97-127) (resale authorization). On June 30, 1999, the Commission granted consent to the transfer of control of Telmex/Sprint Communications, L.L.C. to Telmex International Ventures USA, Inc. See Public Notice, *International Authorizations Granted*, Rep. No. TEL-00105, DA 99-1317 (rel. July 2, 1999). Telmex International Ventures USA, Inc. subsequently changed its name to Telmex Ventures USA, Inc. (“Telmex Ventures”). By letter dated December 10, 1999, Telmex Ventures advised the Commission that, pursuant to Section 63.24 of the Commission’s rules, it had assigned the resale Section 214 authorization to its parent, Telmex Holdings (formerly Telmex International, Inc.).

facilities-based and resold private line services.³ TracFone Wireless, Inc. (“TracFone”), an indirect subsidiary of América Móvil (and thus an affiliate of Consertel), holds an international Section 214 authorization that gives TracFone the authority to resell the international switched services of unaffiliated U.S. international facilities-based carriers (File No. ITC-214-20030401-00162). Finally, PRT Larga Distancia, Inc., also an indirect subsidiary of América Móvil and an affiliate of Consertel, is authorized to provide global facilities-based and global resale services, as well as domestic telecommunications services to customers in the Commonwealth of Puerto Rico (File Nos. ITC-214-20051129-00480; ITC-214-20000714-00410; ITC-214-199602150-00072).

Assignee

Section 63.18(c): Correspondence concerning the assignee should be directed to:

Arturo Pellerano Guerra
Latam Telecommunications, L.L.C.
3350 SW 148th Avenue, Suite 410
Miramar, FL 33027
Telephone: 305-418-3484

and its counsel:

Elizabeth R. Park
Latham & Watkins LLP
555 Eleventh Street, N.W.
Suite 1000
Washington, DC 20004-1304
Telephone: 202-637-2200

³ Public Notice, *International Authorizations Granted*, Rep. No. TEL-00658, DA 03-1171 (rel. Apr. 17, 2003) (File No. ITC-214-20030312-00131) (facilities-based and resold private line authorization).

Section 63.10(d): Latam has not itself been granted international Section 214 authority. However, Latam is affiliated with Consertel, Telmex Holdings, Telmex USA, TracFone, and PRT Larga Distancia, Inc., each of which has been authorized under Section 214 to provide international telecommunications services in the United States, as described above.

Transferee

Section 63.18(c): Correspondence concerning the transferee should be directed to:

Alejandro Cantú Jiménez
Sercotel, S.A. de C.V.
c/o América Móvil, S.A.B. de C.V.
Lago Zurich 245 Plazo Carso-Edificio Telcel
Colonia Granada Ampliación
11529, México, D.F.
Telephone: 52-55-2581-4719

Section 63.10(d): Sercotel has not itself been granted international Section 214 authority. However, Sercotel is affiliated with Consertel, Telmex Holdings, Telmex USA, TracFone, and PRT Larga Distancia, Inc., each of which has been authorized under Section 214 to provide international telecommunications services in the United States, as described above.

Question 11

The name, address, citizenship, and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of Latam after the transaction, and the percentage of equity owned by each of those entities, are:

Name:	Sercotel, S.A. de C.V. (“Sercotel”)
Address:	Lago Zurich 245 Plazo Carso-Edificio Telcel Colonia Granada Ampliación 11529, México, D.F.
Citizenship:	Mexico

Principal Business: Holding company for telecommunications-related investments
Percentage: 100%.

Name: América Móvil, S.A.B. de C.V. (“América Móvil”)
Address: Lago Zurich 245, Plaza Carso-Edificio Telcel
Colonia Granada Ampliación
11529, Mexico, D.F.

Citizenship: Mexico
Principal Business: Holding company for telecommunications-related investments
Percentage: 100%.⁴ Based on the most recent publicly available information, Carlos Slim Helú and certain members of his family hold directly and indirectly 42.43% of the equity and 65.52% of the voting stock in América Móvil.⁵ Other Mexican and foreign investors hold the remaining equity and voting stock of América Móvil.⁶ No public investor holds more than 10% of América Móvil’s capital stock.

⁴ América Móvil owns directly 99.99% of Sercotel. The remaining 0.01% is held by Amov IV, S.A. de C.V., a wholly owned subsidiary of América Móvil.

⁵ 21.93% of the equity (approximately 45.04% of the voting stock) of América Móvil is owned directly and indirectly, including beneficially owned, through a trust for the benefit of Carlos Slim Helú and certain members of his family, all of whom are Mexican citizens. Inmobiliaria Carso, S.A. de C.V. (a non-public holding company wholly owned by the Slim family and duly organized under Mexican laws) also owns shares of América Móvil that represent less than ten percent of the voting shares of América Móvil. In addition, Carlos Slim Helú and members of his family individually own shares of América Móvil, though none in his or her individual capacity owns ten percent or more of the voting shares of América Móvil.

⁶ AT&T Inc. (“AT&T”) (formerly known as SBC International, Inc.), a widely and publicly held corporation incorporated under the laws of the state of Delaware, holds approximately 9.11% of the equity (approximately 24.5% of the voting stock) of América Móvil through AA shares. Based on beneficial ownership reports filed with the U.S. Securities and Exchange Commission (“SEC”) on March 1, 2011, AT&T also owned approximately 752 million L shares. As of April 30, 2011, 38.7% of the outstanding L shares of América Móvil were represented by L Share ADSs, each representing the right to receive 20 L shares, and 99.3% of the L Share ADSs were held by registered holders with addresses in the United States. 33.7% of the A shares were held in the form of A Share ADSs, each representing the right to receive 20 A shares, and 99.5% of the A Share ADSs were held by registered holders with addresses in the United States.

Question 12

Latam has no interlocking directorates with any foreign carrier. Sercotel has the following interlocking directorates:

SERCOTEL		
<u>Interlocking Directorate</u> (position/title with respect to Sercotel)	<u>Foreign Carrier</u> (country in which authorized to provide service)	<u>Position/Title with Foreign Carrier</u>
Daniel Hajj Aboumrada (Director)	AM Wireless Uruguay, S.A. (Uruguay)	Director
	América Móvil Perú, S.A.C. (Peru)	Director
	Americel, S.A. (Brazil)	Director
	AMX Paraguay, S.A. (Paraguay)	Director
	Claro Chile, S.A. (Chile)	Director
	Claro, S.A. (Brazil)	Director
	Compañía de Telecomunicaciones de El Salvador, S.A. de C.V. (El Salvador)	Director
	Compañía Dominicana de Teléfonos S.A. (Dominican Republic)	Director
	Empresa Nicaraguense de Telecomunicaciones, S.A. (Nicaragua)	Director
	Radiomóvil Dipsa, S.A. de C.V. (Mexico)	Director
	Servicios de Comunicaciones de Honduras, S.A. de C.V. (Honduras)	Director
	Telecomunicaciones de Guatemala, S.A. (Guatemala)	Director
	Telstar, S.A. (Uruguay)	Director
Estaciones Terrenas de Satélite, S.A. (Nicaragua)	Director	
Carlos Cárdenas Blásquez (Director)	América Móvil Perú, S.A.C. (Peru)	Director
	Americel, S.A. (Brazil)	Director
	Claro Chile, S.A. (Chile)	Director
	Claro CR Telecomunicaciones, S.A. (Costa Rica)	Director
	Claro, S.A. (Brazil)	Director
	Compañía de Telecomunicaciones de El Salvador, S.A. de C.V. (El Salvador)	Director
	Compañía Dominicana de Teléfonos S.A. (Dominican Republic)	Director
	Comunicación Celular, S.A. (Columbia)	Director
	Consortio Ecuatoriano de Telecomunicaciones, S.A. (Ecuador)	Director
	CTE Telecom Personal, S.A. de C.V. (El Salvador)	Director
	Empresa Nicaraguense de Telecomunicaciones, S.A.	Director

SERCOTEL		
<u>Interlocking Directorate</u> (position/title with respect to Sercotel)	<u>Foreign Carrier</u> (country in which authorized to provide service)	<u>Position/Title with Foreign Carrier</u>
	(Nicaragua) Radiomóvil Dipsa, S.A. de C.V. (Mexico) Servicios de Comunicaciones de Honduras, S.A. de C.V. (Honduras) Telecomunicaciones de Guatemala, S.A. (Guatemala) Telmex Colombia, S.A. (Columbia) Estaciones Terrenas de Satélite, S.A. (Nicaragua)	Director Director Director Director Director
Carlos José García Moreno Elizondo (Director)	América Móvil Perú, S.A.C. (Peru) Americel, S.A. (Brazil) Claro Chile, S.A. (Chile) Claro, S.A. (Brazil) Compañía de Telecomunicaciones de El Salvador, S.A. de C.V. (El Salvador) Comunicación Celular, S.A. (Columbia) Consortio Ecuatoriano de Telecomunicaciones, S.A. (Ecuador) CTE Telecom Personal, S.A. de C.V. (El Salvador) Radiomóvil Dipsa, S.A. de C.V. (Mexico) Servicios de Comunicaciones de Honduras, S.A. de C.V. (Honduras) Telecomunicaciones de Guatemala, S.A. (Guatemala) Telmex Colombia, S.A. (Columbia) Estaciones Terrenas de Satélite, S.A. (Nicaragua)	Director Director Director Director Director Director Director Director Director Director Director Director Director Director
Alejandro Cantú Jiménez (Director)	América Móvil Perú, S.A.C. (Peru) Americel, S.A. (Brazil) AMX Argentina, S.A. (Argentina) Claro Chile, S.A. (Chile) Claro CR Telecomunicaciones, S.A. (Costa Rica) Claro, S.A. (Brazil) Compañía de Telecomunicaciones de El Salvador, S.A. de C.V. (El Salvador) Compañía Dominicana de Teléfonos S.A. (Dominican Republic) Consortio Ecuatoriano de Telecomunicaciones, S.A. (Ecuador) CTE Telecom Personal, S.A. de C.V. (El Salvador) Empresa Nicaraguense de Telecomunicaciones, S.A. (Nicaragua) Radiomóvil Dipsa, S.A. de C.V. (Mexico)	Director Director Director Director Director Director Director Director Director Director Director Director Director

SERCOTEL		
<u>Interlocking Directorate</u> (position/title with respect to Sercotel)	<u>Foreign Carrier</u> (country in which authorized to provide service)	<u>Position/Title with Foreign Carrier</u>
	Servicios de Comunicaciones de Honduras, S.A. de C.V. (Honduras) Telecomunicaciones de Guatemala, S.A. (Guatemala) Telmex Argentina, S.A. (Argentina) Telmex Colombia, S.A. (Columbia) Estaciones Terrenas de Satélite, S.A. (Nicaragua)	Director Director Director Director Director
Daniel Tapia Mejía (Director)	Americel, S.A. (Brazil) Claro CR Telecomunicaciones, S.A. (Costa Rica) Claro, S.A. (Brazil) Compañía de Telecomunicaciones de El Salvador, S.A. de C.V. (El Salvador) CTE Telecom Personal, S.A. de C.V. (El Salvador) Empresa Nicaraguense de Telecomunicaciones, S.A. (Nicaragua) Radiomóvil Dipsa, S.A. de C.V. (Mexico) Servicios de Comunicaciones de Honduras, S.A. de C.V. (Honduras)	Director Director Director Director Director Director Director Director

Question 13

Latam, a Delaware limited liability company, was formed in 2010 as a direct subsidiary of Latam Holdings Inc., which is a direct subsidiary of Consertel. Consertel is a majority-owned, direct subsidiary of Telmex Internacional, S.A.B. de C.V. (“Telint”), and Telint, in turn, is majority-owned and controlled by Carso Global Telecom, S.A.B. de C.V. (“CGT”).⁷ América Móvil owns directly and indirectly 99.9% of CGT and 97.4% of Telint and, as a result, controlled Consertel and Latam prior to the transaction. On December 31, 2011, Consertel assigned its two international Section 214 authorizations (File Nos. ITC-214-20000519-00306

⁷ Telint holds 99.9999999991% of the capital stock of Consertel. The remaining 0.0000000009% is held by a wholly owned Mexican entity controlled by Teléfonos de México, S.A.B. de C.V., a subsidiary of CGT. CGT also controls Telint and holds approximately 60.7% of its capital stock.

and ITC-214-19980813-00564, discussed above) to Latam. On the same day, Consertel transferred all of its ownership interest in Latam to Sercotel, a direct subsidiary of América Móvil. After the consummation of the transaction, América Móvil thus continues to control Latam and the international Section 214 authorizations it now holds.

Pursuant to 47 C.F.R. § 63.24(d), note 2, the transactions described above, a “Corporate reorganization that involves no substantial change in the beneficial ownership of the corporation,” an “[a]ssignment or transfer from a corporation to a wholly owned direct or indirect subsidiary thereof,” and an “assignment from a corporation to a corporation owned or controlled by the assignor stockholders without substantial change in their interests” are presumptively *pro forma* in nature. Thus, this two-step assignment and transfer of control is *pro forma* and the parties are providing notice within 30 days after the consummation of the transaction. Further, the *pro forma* assignment of Consertel’s international Section 214 authorizations and the subsequent transfer of control of Latam will serve the public interest, convenience, and necessity by allowing Latam and its parent companies to structure their businesses and operations in the manner they deem most efficient.