

**Telmex Holdings, Inc.**

Notification of *Pro Forma* Transfer of Control

**Attachment 1**

**Question 9**

Description of Application

This application serves to notify the Commission of the *pro forma* transfer of control of Telmex Holdings, Inc. (“Telmex Holdings”) from Carso Global Telecom, S.A.B. de C.V. (“CGT”), to América Móvil, S.A.B. de C.V. (“América Móvil”) (collectively “Parties”). Telmex Holdings holds an International Section 214 authorization to provide resale telecommunications services (File No. ITC-214-19970227-00124).<sup>1</sup> América Móvil has acquired control of CGT through an exchange offering, which was consummated on June 16, 2010. Prior to the transaction, CGT and América Móvil were commonly controlled, and thus, the transfer of control is *pro forma* in nature.

**Question 10**

Responses to Sections 63.18(c) and (d)

*Transferor*

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

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<sup>1</sup> *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) (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 International Authorizations Granted, 14 FCC Rcd 13107 (1999). Telmex International Ventures USA, Inc. subsequently changed its name to Telmex Ventures USA, Inc. (“Telmex Ventures”). By letter filed 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.).*

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Section 63.18(d): CGT has not itself been granted international Section 214 authority. However, Telmex Holdings, an indirect subsidiary of CGT, holds a Section 214 authorization to provide resale telecommunications services (File No. ITC-214-19970227-00124). Telmex Holdings' indirect subsidiary, Telmex USA, L.L.C., also holds a Section 214 authorization to provide global facilities-based and resold international private line services (File No. ITC-214-20030312-00131).<sup>2</sup> In addition, Controladora de Servicios de Telecomunicaciones, S.A. de C.V. ("Consertel"), also an indirect subsidiary of CGT, has received authority under Section 214 of the Act to provide global facilities-based and resale telecommunications services (File Nos. ITC-214-19980813-00564 and ITC-214-20000519-00306).<sup>3</sup>

*Transferee*

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

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<sup>2</sup> The notice of *pro forma* transfer of Telmex USA is being submitted in a separate filing.

<sup>3</sup> The notice of *pro forma* transfer of Consertel is being submitted in a separate filing.

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Section 63.18(d):

América Móvil has not itself been granted international Section 214 authority. TracFone Wireless, Inc. (“TracFone”), an indirect subsidiary of América Móvil, 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). In addition, PRT Larga Distancia, Inc., an indirect subsidiary of América Móvil, is authorized to provide global facilities-based and global resale services, as well as domestic telecommunications services to consumers in the Commonwealth of Puerto Rico (File Nos. ITC-214-20051129-00480; ITC-214-20000714-00410; ITC-214-199602150-00072).

### **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 CGT after the transaction, and the percentage of equity owned by each of those entities (to the nearest one percent), are:

Name:	América Móvil, S.A.B. de C.V.
Address:	Lago Alberto 366 Torre 1 Colonia Anáhuac

11320 México, D.F.  
Citizenship: Mexico  
Principal Business: Holding company for telecommunications-related investments.  
Percentage: América Móvil owns 99.44% of CGT after the consummation of the *pro forma* transaction. As of April 30, 2010, and based on beneficial ownership reports filed with the U.S. Securities and Exchange Commission (“SEC”) on March 1, 2010, approximately 44.8% of the outstanding equity voting shares of América Móvil was owned directly or 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. Other Mexican and foreign investors held the remaining 55.2% of the outstanding equity voting shares of América Móvil.<sup>4</sup> No public investor holds more than 10% of América Móvil’s capital stock.

## Question 12

América Móvil has the following interlocking directorates:

<b>Interlocking Directorate (Position/Title With Respect to América Móvil)</b>	<b>Foreign Carrier (Country in which authorized to provide service)</b>	<b>Position/Title With Respect to Foreign Carrier</b>
Daniel Hajj Aboumrاد Chief Executive Officer Director and Member of the	América Móvil Perú, S.A.C. (Peru) AMX Argentina, S.A. (Argentina) Americel, S.A. (Brazil)	Director Director Director

<sup>4</sup> Based on beneficial ownership reports filed with the SEC on April 30, 2010, AT&T International, Inc. (“AT&T”) (formerly known as SBC International, Inc.) holds approximately 8.9% of América Móvil’s total capital stock. This interest is held in the form of AA shares, and would normally represent approximately 23.6% of the voting shares of América Móvil. América Móvil’s bylaws prohibit non-Mexican entities from holding or acquiring AA shares, except through a trust that effectively neutralizes their votes. AT&T holds its AA shares through a trust that has been approved by relevant authorities in Mexico for this purpose. As of April 30, 2010, 56.5% of the outstanding L shares of América Móvil, was represented by L Share ADSs, each representing the right to receive 20 L Shares, and 99.2% of the L Share ADSs was held by holders with registered addresses in the United States. 31.7% of the A shares were held in the form of A shares ADSs, each representing the right to receive 20 A Shares, and 99.4% of the A shares ADSs were held by holders with registered addresses in the United States.

<b>Interlocking Directorate (Position/Title With Respect to América Móvil)</b>	<b>Foreign Carrier (Country in which authorized to provide service)</b>	<b>Position/Title With Respect to Foreign Carrier</b>
Executive Committee and the Operations in Puerto Rico and the United States of America Committee	Compañía de Telecomunicaciones de El Salvador, S.A. de C.V. (El Salvador) Telecomunicaciones de Guatemala, S.A. (Guatemala) Servicios de Comunicaciones de Honduras, S.A. de C.V. (Honduras) Enitel, S.A. (Nicaragua) Radiomovil Dipsa, S.A de C.V. (Mexico) AMX Paraguay, S.A. (Paraguay) Compañía Dominicana de Teléfonos, S.A. (Dominican Republic) Cablenet, S.A. (Nicaragua) Estesa, S.A. (Nicaragua)	Director Director Director Director Director Director Director Director Director
Carlos José García Moreno Elizondo Chief Financial Officer	América Móvil Perú, S.A.C. (Peru) Claro, S.A. (Brazil) Comcel, S.A. (Colombia) Conecel, S.A. (Ecuador) Compañía de Telecomunicaciones de El Salvador, S.A. de C.V. (El Salvador) CTE Telecom Personal, S.A. de C.V. (El Salvador) Telecomunicaciones de Guatemala, S.A. (Guatemala) Servicios de Comunicaciones de Honduras, S.A. de C.V. (Honduras) Radiomovil Dipsa, S.A de C.V. (Mexico) Cablenet, S.A. (Nicaragua)	Director Alternate Director Director Director Director Director Director Alternate Director Director Director
Alejandro Cantú Jiménez General Counsel Corporate Secretary	América Móvil Perú, S.A.C. (Peru) Americel, S.A. (Brazil) Claro, S.A. (Brazil) Conecel, S.A. (Ecuador) Compañía de Telecomunicaciones de El Salvador, S.A. de C.V. (El Salvador) CTE Telecom Personal, S.A. de C.V. (El Salvador) Telecomunicaciones de Guatemala, S.A. (Guatemala) Servicios de Comunicaciones de Honduras, S.A. de C.V. (Honduras) Oceanic Digital Jamaica Limited (Jamaica) Enitel, S.A. (Nicaragua) Radiomovil Dipsa, S.A de C.V. (Mexico) Claro Panamá, S.A. (Panama) AM Wireless Uruguay, S.A. (Uruguay) Compañía Dominicana de Teléfonos, S.A. Cablenet, S.A. (Nicaragua) Estesa, S.A. (Nicaragua)	Director Director Director Director Director Director Director Director Director Director Director Director Director Director Director Director Director Director Director
Carlos Cárdenas Blásquez Latin American Operations	América Móvil Perú, S.A.C. (Peru) Americel, S.A. (Brazil) Claro, S.A. (Brazil) Comcel, S.A. (Colombia) Conecel, S.A. (Ecuador) Compañía de Telecomunicaciones de El Salvador,	Director Director Director Director Alternate Director

<b>Interlocking Directorate (Position/Title With Respect to América Móvil)</b>	<b>Foreign Carrier (Country in which authorized to provide service)</b>	<b>Position/Title With Respect to Foreign Carrier</b>
	S.A. de C.V. (El Salvador) CTE Telecom Personal, S.A. de C.V. (El Salvador) Telecomunicaciones de Guatemala, S.A. (Guatemala) Servicios de Comunicaciones de Honduras, S.A. de C.V. (Honduras) Oceanic Digital Jamaica Limited (Jamaica) Radiomovil Dipsa, S.A de C.V. (Mexico) Claro Panamá, S.A. (Panama) AM Wireless Uruguay, S.A. (Uruguay) Compañía Dominicana de Teléfonos, S.A. (Dominican Republic) Cablenet, S.A. (Nicaragua)	Alternate Director Director  Director  Director Alternate Director Director Director Director Director Director
Patrick Slim Domit Chairman of the Board of Directors and Member of the Executive Committee and the Operations in Puerto Rico and the United States of America Committee	Teléfonos de México, S.A.B. de C.V. (México)	Director
Mike Viola Director	Teléfonos de México, S.A.B. de C.V. (México)	Director

### Question 13

Telmex Holdings is authorized pursuant to Section 214 of the Communications Act of 1934, as amended, to provide resale telecommunications services (File No. ITC-214-19970227-00124). Telmex Holdings is a wholly-owned, indirect subsidiary of Teléfonos de México, S.A.B. de C.V. (“Telmex”). Telmex in turn is majority-owned and controlled by CGT. Prior to the transaction, CGT and América Móvil were each ultimately controlled by the same individuals. On June 16, 2010, América Móvil acquired 99.44% of CGT through a public exchange offering. After the consummation of the transaction, the same individuals that directly controlled CGT prior to the transaction continue to control CGT indirectly through their ownership and control of América Móvil. 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” and an “Assignment from an individual or individuals (including partnerships) to a corporation owned and controlled by such individuals or partnerships without any substantial change in their relative interests,” are presumptively *pro forma* in nature. Thus, this 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* transfer of control of Telmex Holdings will serve the public interest, convenience and necessity by allowing Telmex Holdings and its parent companies to structure their businesses and operations in the manner they deem most efficient.