

TELEFONOS DE MEXICO S A DE C V
Form SC 13D/A
October 02, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 31)*

Teléfonos de México, 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)

879403780 for L Share ADSs¹

879403400 for A Share ADSs²

(CUSIP Number)

Rafael Robles Miaja

Galicia y Robles, S.C.

Boulevard Manuel Avila Camacho 24

Torre del Bosque

Piso 7

Colonia: Lomas de Chapultepec

México, D.F. 11000, México

Edgar Filing: TELEFONOS DE MEXICO S A DE C V - Form SC 13D/A

(5255) 5540-9225

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

September 18, 2006

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 purpose 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).

(Continued on the following pages)

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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. 879403780 L Share ADSs
879403400 A Share ADSs

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- 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
- 80,000 A Shares and 200,000 L Shares (See Item 5)
- BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
- 91,994,660 A Shares and 8,719,865,240 L Shares (See Item 5)
- EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
- 80,000 A Shares and 200,000 L Shares (See Item 5)
- WITH 10 SHARED DISPOSITIVE POWER
- 91,994,660 A Shares and 8,719,865,240 L Shares (See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 92,074,660 A Shares and 8,720,065,240 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)
- 19.9% of A Shares and 54.8% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs
879403400 A Share ADSs

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- 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 | 16,264 L Shares (See Item 5)
SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | 91,994,660 A Shares and 8,719,865,240 L Shares (See Item 5)
SOLE DISPOSITIVE POWER |
| WITH | 10 | 16,264 L Shares (See Item 5)
SHARED DISPOSITIVE POWER |
| AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 11 | 91,994,660 A Shares and 8,719,865,240 L Shares (See Item 5) |
| CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | 12 | <input checked="" type="checkbox"/> |
| PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 13 | |
| TYPE OF REPORTING PERSON* | 14 | 19.9% of A Shares and 54.8% of L Shares (See Item 5) |
| IN | | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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879403400 A Share ADSs

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- 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 |
| | | 16,264 L Shares (See Item 5) |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | 91,994,660 A Shares and 8,719,865,240 L Shares (See Item 5) |
| | | SOLE DISPOSITIVE POWER |
| WITH | 10 | 16,264 L Shares (See Item 5) |
| | | SHARED DISPOSITIVE POWER |
| | | 91,994,660 A Shares and 8,719,865,240 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 91,994,660 A Shares and 8,719,881,504 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)
- 19.9% of A Shares and 54.8% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs
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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Patrick Slim Domit
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a)
- (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- AF and PF (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 | 1,048,538 L Shares (See Item 5)
SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | 91,994,660 A Shares and 8,719,865,240 L Shares (See Item 5)
SOLE DISPOSITIVE POWER |
| WITH | 10 | 1,048,538 L Shares (See Item 5)
SHARED DISPOSITIVE POWER |
| | | 91,994,660 A Shares and 8,719,865,240 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 91,994,660 A Shares and 8,720,913,778 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)
- 19.9% of A Shares and 54.8% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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- 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 |
| | | 16,268 L Shares (See Item 5) |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | 91,994,660 A Shares and 8,719,865,240 L Shares (See Item 5) |
| | | SOLE DISPOSITIVE POWER |
| WITH | 10 | 16,268 L Shares (See Item 5) |
| | | SHARED DISPOSITIVE POWER |
| | | 91,994,660 A Shares and 8,719,865,240 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 91,994,660 A Shares and 8,719,881,508 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)
- 19.9% of A Shares and 54.8% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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- 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 |
| BENEFICIALLY OWNED BY | 8 | 816,268 L Shares (See Item 5)
SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | 91,994,660 A Shares and 8,719,865,240 L Shares (See Item 5)
SOLE DISPOSITIVE POWER |
| WITH | 10 | 816,268 L Shares (See Item 5)
SHARED DISPOSITIVE POWER |
| | | 91,994,660 A Shares and 8,719,865,240 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 91,994,660 A Shares and 8,720,681,508 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)
- 19.9% of A Shares and 54.8% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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- 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 and PF (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 | 1,375,522 L Shares (See Item 5)
SHARED VOTING POWER |
| WITH | 9 | 91,994,660 A Shares and 8,719,865,240 L Shares (See Item 5)
SOLE DISPOSITIVE POWER |
| | 10 | 1,375,522 L Shares (See Item 5)
SHARED DISPOSITIVE POWER |
| | | 91,994,660 A Shares and 8,719,865,240 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 91,994,660 A Shares and 8,721,240,762 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)
- 19.9% of A Shares and 54.8% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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- 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)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
- AF 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 WITH | 9 | SOLE DISPOSITIVE POWER |
| | 10 | SHARED DISPOSITIVE POWER |
- 91,994,660 A Shares and 8,629,564,268 L Shares (See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 91,994,660 A Shares and 8,629,564,268 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)
- 19.9% of A Shares and 54.2% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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- 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 | 8 | SHARED VOTING POWER |
| EACH REPORTING PERSON WITH | 9 | SOLE DISPOSITIVE POWER |
| | 10 | SHARED DISPOSITIVE POWER |
- 90,300,972 L Shares (See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 90,300,972 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*
- HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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- 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 | 297,896,640 L Shares (See Item 5)
SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| WITH | 10 | 297,896,640 L Shares (See Item 5)
SHARED DISPOSITIVE POWER |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 297,896,640 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)
- 2.5% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- EP

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs
879403400 A Share ADSs

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- 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 | 4,770,000 L Shares (See Item 5)
SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| WITH | 10 | 4,770,000 L Shares (See Item 5)
SHARED DISPOSITIVE POWER |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,770,000 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

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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- 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 | 8 | 40,000,000 L Shares (See Item 5)
SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| WITH | 10 | 40,000,000 L Shares (See Item 5)
SHARED DISPOSITIVE POWER |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
40,000,000 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)
0.3% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs
879403400 A Share ADSs

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- 2 Fundación 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 |
| | | 15,091,500 L Shares (See Item 5) |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER |
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 15,091,500 L Shares (See Item 5) |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 15,091,500 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)
- 0.1% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON*
- PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs
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Item 1. Security and Issuer.

This Amendment No. 31 (the Thirty-First Amendment) amends the initial Schedule 13D (the Schedule 13D) filed with the Securities and Exchange Commission (the Commission), as subsequently amended, by the Reporting Persons (as defined in the Schedule 13D), with respect to the L Shares and A Shares of Teléfonos de México, S.A. de C.V. (the Issuer). Capitalized terms used but not otherwise defined in this Thirty-First Amendment have the meanings ascribed to such terms in the Schedule 13D, as amended.

Item 2. Identity and Background.

An updated list of the executive officers and directors of the Slim Family, CGT, GFI, the Telmex Trust, the Telnor Trust, Fundación Telmex, A.C. and Fundación Carso, A.C. are set forth in Schedule I attached hereto.

As described in Amendment No. 9 to the Schedule 13D filed by the Reporting Persons on March 23, 2004 (the "Ninth Amendment"), each of the Telmex Trust, the Telnor Trust, and Fundación Telmex may be deemed to be controlled by the Issuer, and the Issuer and certain of the Reporting Persons may be deemed to share beneficial ownership of all Shares beneficially owned by any of the Telmex Trust, the Telnor Trust, and Fundación Telmex. The Issuer and such Reporting Persons expressly disclaim such beneficial ownership. As described in the Ninth Amendment, Fundación Carso may be deemed to be controlled by the Slim Family, and the Slim Family may be deemed to share beneficial ownership of all Shares beneficially owned by Fundación Carso. The Slim Family expressly disclaims such beneficial ownership.

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

The aggregate amount of funds required to purchase the 90,000,000 L Shares purchased by CGT since the date of the event that required the filing of Amendment No. 30 to the Schedule 13D filed by the Reporting Persons on September 1, 2006 (the Thirtieth Amendment) was U.S.\$110,041,641. The funds used to purchase these shares were obtained from the working capital of CGT.

The aggregate amount of funds required to purchase the 8,000,000 L Shares purchased by GFI through subsidiaries it controls since the date of the event that required the filing of the Twenty-Eighth Amendment was U.S.\$ 9,773,090. The funds used to purchase these shares were obtained from the working capital of GFI.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons have, as of September 21, 2006, the following interests in the A Shares and L Shares:

	A Shares ⁽¹⁾		L Shares ⁽²⁾	
	Number	% of Class	Number	% of Class
Carlos Slim Helú ⁽³⁾	92,074,660	19.9%	8,720,065,240	54.8%
Carlos Slim Domit ⁽⁴⁾	91,994,660	19.9%	8,719,881,504	54.8%
Marco Antonio Slim Domit ⁽⁵⁾	91,994,660	19.9%	8,719,881,504	54.8%

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Patrick Slim Domit ⁽⁶⁾	91,994,660	19.9%	8,720,913,778	54.8%
María Soumaya Slim Domit ⁽⁷⁾	91,994,660	19.9%	8,719,881,508	54.8%
Vanessa Paola Slim Domit ⁽⁸⁾	91,994,660	19.9%	8,720,681,508	54.8%
Johanna Monique Slim Domit ⁽⁹⁾	91,994,660	19.9%	8,721,240,762	54.8%
CGT ⁽¹⁰⁾	91,994,660	19.9%	8,629,564,268	54.2%
GFI ⁽¹¹⁾			90,300,972	0.8%
Telmex Trust			297,896,640	2.5%
Telnor Trust			4,770,000	0.0%
Fundación Telmex			40,000,000	0.3%
Fundación Carso			15,091,500	0.1%

- (1) Based upon 462,349,352 A Shares outstanding as of September 21, 2006, as reported by the Mexican Stock Exchange. Includes A Shares held in the form of A Share ADSs. Except as otherwise indicated, all A Shares are held in the form of A Shares.
- (2) Based upon 11,788,213,636 L Shares outstanding as of September 21, 2006, as reported by the Mexican Stock Exchange. The total number of L Shares outstanding also includes L Shares held in the form of L Share ADSs. In addition, other than in the case of GFI, the Telmex Trust, the Telnor Trust, Fundación Telmex and Fundación Carso, L Share totals and percentages assume that all of the A Shares held by the Reporting Persons and 4,041,564,268 AA Shares held by CGT, which may be deemed to be beneficially owned by the Slim Family, have been converted into L Shares. In accordance with the restrictions set forth in Item 4 of the Schedule 13D filed by the Reporting Persons on February 20, 2004, the maximum number of AA Shares that could, as of the date hereof, be converted to L Shares is 4,041,564,268. Except as otherwise indicated, all L Shares are held in the form of L Shares.
- (3) Includes 80,000 A Shares and 200,000 L Shares (assuming conversion of the 80,000 A Shares) owned directly by Carlos Slim Helú, as well as A Shares and L Shares beneficially owned through GFI and CGT by trusts for the benefit of the Slim Family (the Family Shares).
- (4) Includes 16,264 L Shares owned directly by Carlos Slim Domit, as well as the Family Shares.
- (5) Includes 16,264 L Shares owned directly by Marco Antonio Slim Domit, as well as the Family Shares.
- (6) Includes 1,048,538 L Shares owned directly by Patrick Slim Domit, as well as the Family Shares.
- (7) Includes 16,268 L Shares owned directly by María Soumaya Slim Domit, as well as the Family Shares.
- (8) Includes 816,268 L Shares owned directly by Vanessa Paola Slim Domit and her spouse, as well as the Family Shares.
- (9) Includes 1,375,522 L Shares owned directly by Johanna Monique Slim Domit and her spouse, as well as the Family Shares.
- (10) Includes L Shares owned directly by CGT as well as L Shares beneficially owned through its wholly-owned subsidiaries.
- (11) Includes L Shares owned directly by GFI as well as L Shares beneficially owned through subsidiaries it controls.

(b) Because the Slim Family may be deemed to control, directly or indirectly, each of CGT, GFI and the Issuer, 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 controlled by such persons (including those beneficially owned by the Telmex Trust, the Telnor Trust, Fundación Telmex and 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.

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(c) All transactions in A Shares and L Shares effected by the Reporting Persons from the date of the event that required the filing of the Thirtieth Amendment until September 21, 2006, are listed in Schedules II.A and II.B.

(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 may be deemed to control, directly or indirectly, each of CGT, GFI and the Issuer, 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 controlled by such persons (including the Telmex Trust, the Telnor Trust, Fundación Telmex and Fundación Carso). Except as 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, 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.

CGT 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 CGT. During the time that the shares are held by the counterparty, CGT pays interest to the counterparty on an amount equal to the total purchase price.

<u>Counterparty</u>	<u>Expiration Date</u>	<u>Number of L Shares</u>	<u>Purchase Price per L Share</u>	<u>Interest Rate</u>
JP Morgan Chase Bank, N.A.	February 20, 2007	685,714,320	\$.744	LIBOR + 1.050%
Dresdner Bank A.G.	February 4, 2008	131,492,440	\$.7605	LIBOR + 0.875%
Dresdner Bank A.G.	March 27, 2008	135,318,000	\$.739	LIBOR + 0.875%
JP Morgan Chase Bank, N.A.	August 11, 2010	256,986,840	\$.7785	LIBOR + 0.625%
Wachovia Bank National Association	September 29, 2009	123,647,640	\$.80875	LIBOR + 0.625%

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Santander Central Hispano Benelux S.A. de N.V.	April 12, 2010	115,540,160	\$.8655	LIBOR + 0.580%
Santander Central Hispano Benelux S.A. de N.V.	May 10, 2010	114,416,480	\$.874	LIBOR + 0.550%
Santander Central Hispano Benelux S.A. de N.V.	April 11, 2011	90,252,720	\$1.108	LIBOR + 0.320%
BBVA Bancomer, S.A., Institución de Banca Múltiple, Grupo Financiero BBVA Bancomer, S.A. de C.V.	May 18, 2011	97,943,200	\$1.0210	LIBOR + 0.250%
BBVA Bancomer, S.A., Institución de Banca Múltiple, Grupo Financiero BBVA Bancomer, S.A. de C.V.	May 18, 2011	181,323,680	\$1.1030	LIBOR + 0.250%
Santander Central Hispano Benelux S.A. de N.V.	May 30, 2011	202,122,300	\$0.9895	LIBOR + 0.230%
HSBC Bank U.S.A., National Association	May 30, 2011	97,276,280	\$1.0280	LIBOR + 0.325%
Santander Central Hispano Benelux S.A. de N.V.	June 20, 2011	204,081,640	\$0.98	LIBOR + 0.230%
Santander Central Hispano Benelux S.A. de N.V.	September 13, 2011	83,091,000	\$1.2035	LIBOR + 0.20%
Wachovia Bank National Association	September 14, 2011	83,091,000	\$1.2035	LIBOR + 0.25%

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 the Schedule 13D by the Telmex Trust, the Telnor Trust, Fundación Telmex and Fundación Carso with the Commission on February 20, 2004, by CGT on February 25, 2005, and by the Slim Family and GFI on November 23, 2005, are hereby incorporated by reference. The Joint Filing Agreement filed on November 23, 2005, is hereby incorporated by reference. The Trust Agreement (Original Spanish Version) and Trust Agreement (English Translation) filed as exhibits to the Schedule 13D filed by the Reporting Persons with the Commission on May 15, 2001, are hereby incorporated by reference.

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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

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

By: Armando Ibañez Vazquez
Title: Attorney-in-Fact

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

By: Raul Humberto Zepeda Ruiz
Title: Attorney-in-Fact

By: /s/ Eduardo Valdés Acra
Eduardo Valdés Acra
Attorney-in-Fact
September 29, 2006

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

By: Raul Humberto Zepeda Ruiz
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: Raul Humberto Zepeda Ruiz
Title: Attorney-in-Fact

FUNDACION TELMEX, A.C.

By: Adolfo Cerezo
Title: Attorney-in-Fact

FUNDACION CARSO, A.C.

By: Armando Ibañez Vazquez
Title: Attorney-in-Fact

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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. (formerly Asociación 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

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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.

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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.

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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.

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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.

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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.

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TRUST NO. F/0008

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

Name and Position

Technical Committee

Adolfo Cerezo Perez

José Manual Camacho

Eduardo Rosendo Girard

Principal Occupation

Chief Financial Officer of Teléfonos de
México, S.A. de C.V.

Deputy, Treasury

Deputy, Corporate Comptroller

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TRUST NO. F/0395

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

Name and Position

Technical Committee

Adolfo Cerezo Perez

Gustavo Bernal González

Aurelio Ramírez V.

Principal Occupation

Chief Financial Officer of Teléfonos de
México, S.A. de C.V.

Deputy

Deputy

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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.

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

Sergio Rodriguez Molleda (Secretary)

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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 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 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.

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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
Arturo Elías Ayub

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

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879403400 A Share ADSs

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SCHEDULE II.A

From the date of the event that required the filing of the Thirtieth Amendment until September 21, 2006, the Reporting Persons effected the following transactions involving L Shares on the Mexican Stock Exchange. The prices below reflect the price paid (in US\$ based upon the Exchange Rate published by the Banco de México on the trade date) by the purchasers per L Share on the relevant trade date.

Reporting Person	Type of Transaction	Trade Date	Number of L Shares	Price per Share US Dollars
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CUSIP No. 879403780 L Share ADSs
 879403400 A Share ADSs

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SCHEDULE II.B

From the date of the event that required the filing of the Thirtieth Amendment until September 21, 2006, the Reporting Persons effected the following transactions involving L Shares on the New York Stock Exchange. The prices below reflect the price paid by the purchaser per L Share on the relevant trade date.

Reporting Person	Type of Transaction	Trade Date	Number of L Shares	Price per Share US Dollars
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