

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

TELEFONOS DE MEXICO S A DE C V  
Form SC 13D/A  
January 09, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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SCHEDULE 13D  
Under the Securities Exchange Act of 1934

(Amendment No. 22)\*

Telefonos de Mexico, 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 ADSs(1)  
879403400 for A Share ADSs(2)

-----  
(CUSIP Number)

Rafael Robles Miaja  
Galicia y Robles, S.C.  
Boulevard Manuel Avila Camacho 24  
Torre del Bosque  
Piso 7  
Colonia: Lomas de Chapultepec  
Mexico, D.F. 11000, Mexico  
(5255) 5540-9225

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

December 27, 2005

-----  
(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 Sections 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 Section 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

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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).

(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 13D  
879403400 A Share ADSs

- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Carlos Slim Helu
- 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  
Mexico
- 7 SOLE VOTING POWER  
80,000 A Shares and 200,000 L Shares (See Item 5)
- 8 SHARED VOTING POWER  
91,994,660 A Shares and 7,662,203,220 L Shares  
(See Item 5)
- 9 SOLE DISPOSITIVE POWER  
80,000 A Shares and 200,000 L Shares (See Item 5)
- 10 SHARED DISPOSITIVE POWER  
91,994,660 A Shares and 7,662,203,220 L Shares  
(See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
92,074,660 A Shares and 7,662,403,220 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)  
19.2% of A Shares and 44.4% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON\*  
IN

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Carlos 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  
Mexico
- 7 SOLE VOTING POWER  
16,264 L Shares (See Item 5)
- 8 SHARED VOTING POWER  
91,994,660 A Shares and 7,662,203,220 L Shares  
(See Item 5)
- 9 SOLE DISPOSITIVE POWER  
16,264 L Shares (See Item 5)
- 10 SHARED DISPOSITIVE POWER  
91,994,660 A Shares and 7,662,203,220 L Shares  
(See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
91,994,660 A Shares and 7,662,219,484 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)  
19.2% of A Shares and 44.4% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

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

7 SOLE VOTING POWER  
16,264 L Shares (See Item 5)

8 SHARED VOTING POWER  
91,994,660 A Shares and 7,662,203,220 L Shares  
(See Item 5)

9 SOLE DISPOSITIVE POWER  
16,264 L Shares (See Item 5)

10 SHARED DISPOSITIVE POWER  
91,994,660 A Shares and 7,662,203,220 L Shares  
(See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
91,994,660 A Shares and 7,662,219,484 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)  
19.2% of A Shares and 44.4% of L Shares (See Item 5)

14 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

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)

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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  
Mexico

7 SOLE VOTING POWER  
1,048,538 L Shares (See Item 5)

8 SHARED VOTING POWER  
91,994,660 A Shares and 7,662,203,220 L Shares  
(See Item 5)

9 SOLE DISPOSITIVE POWER  
1,048,538 L Shares (See Item 5)

10 SHARED DISPOSITIVE POWER  
91,994,660 A Shares and 7,662,203,220 L Shares  
(See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
91,994,660 A Shares and 7,663,251,758 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)  
19.2% of A Shares and 44.5% of L Shares (See Item 5)

14 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

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

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6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Mexico

|  |   |  |
|--|---|--|
|  | 7   | SOLE VOTING POWER<br>16,268 L Shares (See Item 5)  |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED BY<br>EACH REPORTING PERSON<br>WITH | 8   | SHARED VOTING POWER<br>91,994,660 A Shares and 7,662,203,220 L Shares<br>(See Item 5)      |
|  | 9   | SOLE DISPOSITIVE POWER<br>16,268 L Shares (See Item 5)                                     |
|  | 10  | SHARED DISPOSITIVE POWER<br>91,994,660 A Shares and 7,662,203,220 L Shares<br>(See Item 5) |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>91,994,660 A Shares and 7,662,219,488 L Shares (See Item 5) |  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN<br>SHARES* <input checked="" type="checkbox"/>               |  |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>19.2% of A Shares and 44.4% of L Shares (See Item 5)                  |  |
| 14   | TYPE OF REPORTING PERSON*<br>IN   |  |

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

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

|   |   |   |
|---|---|---|
|   | 7 | SOLE VOTING POWER<br>816,268 L Shares (See Item 5)                                    |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER<br>91,994,660 A Shares and 7,662,203,220 L Shares<br>(See Item 5) |

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EACH REPORTING PERSON

- WITH
- 9 SOLE DISPOSITIVE POWER  
816,268 L Shares (See Item 5)
  - 10 SHARED DISPOSITIVE POWER  
91,994,660 A Shares and 7,662,203,220 L Shares  
(See Item 5)
  - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
91,994,660 A Shares and 7,663,019,488 L Shares (See Item 5)
  - 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\* |X|
  - 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.2% of A Shares and 44.5% of L Shares (See Item 5)
  - 14 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Johanna Monique Slim Domit
- 2 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  
Mexico
- 7 SOLE VOTING POWER  
1,375,522 L Shares (See Item 5)
- 8 SHARED VOTING POWER  
91,994,660 A Shares and 7,662,203,220 L Shares  
(See Item 5)
- NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH
- 9 SOLE DISPOSITIVE POWER  
1,375,522 L Shares (See Item 5)
- 10 SHARED DISPOSITIVE POWER  
91,994,660 A Shares and 7,662,203,220 L Shares  
(See Item 5)

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- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
91,994,660 A Shares and 7,663,578,742 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\* |X|
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.2% of A Shares and 44.5% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Carso Global Telecom, S.A. de C.V.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |\_  
(b) |\_  
  
3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
AF and 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  
Mexico
- 7 SOLE VOTING POWER
- 8 SHARED VOTING POWER  
91,994,660 A Shares and 7,635,019,748 L Shares  
(See Item 5)
- 9 SOLE DISPOSITIVE POWER
- 10 SHARED DISPOSITIVE POWER  
91,994,660 A Shares and 7,635,019,748 L Shares  
(See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
91,994,660 A Shares and 7,635,019,748 L Shares (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\* |X|
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.2% of A Shares and 44.3% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON\*

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH



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HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Grupo Financiero Inbursa, S.A. de C.V.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
WC 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  
Mexico
- 7 SOLE VOTING POWER
- 8 SHARED VOTING POWER  
27,183,472 L Shares  
(See Item 5)
- 9 SOLE DISPOSITIVE POWER
- 10 SHARED DISPOSITIVE POWER  
27,183,472 L Shares  
(See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
27,183,472 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)  
0.2% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON\*  
HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Trust No. F/0008 (the "Telmex Trust")

2 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  
Mexico

7 SOLE VOTING POWER  
305,576,240 L Shares (See Item 5)

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER  
305,576,240 L Shares (See Item 5)

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
305,576,240 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)  
2.3% of L Shares (See Item 5)

14 TYPE OF REPORTING PERSON\*  
EP

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Trust No. F/0395 (the "Telnor Trust")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

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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  
Mexico

7 SOLE VOTING POWER  
4,770,000 L Shares (See Item 5)

8 SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

9 SOLE DISPOSITIVE POWER  
4,770,000 L Shares (See Item 5)

10 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!

CUSIP No. 879403780 L Share ADSs 13D  
879403400 A Share ADSs

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

Fundacion Telmex, A.C.

2 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  
Mexico

7 SOLE VOTING POWER  
40,000,000 L Shares (See Item 5)

8 SHARED VOTING POWER

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NUMBER OF SHARES  
BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 40,000,000 L Shares (See Item 5)  
WITH  
10 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 13D  
879403400 A Share ADSs

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Asociacion Carso, A.C.

2 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  
Mexico

7 SOLE VOTING POWER  
10,000,000 L Shares (See Item 5)

8 SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 10,000,000 L Shares (See Item 5)  
WITH  
10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
10,000,000 L Shares (See Item 5)

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

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- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.1% of L Shares (See Item 5)
- 14 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer.  
-----

This Amendment No. 22 (the "Twenty-Second 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 Telefonos de Mexico, S.A. de C.V. (the "Issuer"). Capitalized terms used but not otherwise defined in this Twenty-Second 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, Fundacion Telmex and Asociacion Carso 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 Fundacion 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 Fundacion Telmex. The Issuer and such Reporting Persons expressly disclaim such beneficial ownership. As described in the Ninth Amendment, Asociacion 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 Asociacion 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 66,000,000 L Shares purchased by CGT since the filing of Amendment No. 21 to the Schedule 13D filed by the Reporting Persons on November 23, 2005 (the "Twenty-First Amendment") was U.S.\$79,304,804. The funds used to purchase these shares were obtained from the working capital of CGT.

The aggregate amount of funds required to purchase the 9,097,200 L Shares purchased by GFI since the date of the last transaction reported in Schedule II of the Twenty-First Amendment was U.S.\$10,896,284. The funds used to purchase these shares were obtained from the working capital of GFI.

Item 5. Interest in Securities of the Issuer.

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(a) The Reporting Persons have, as of January 3, 2006, the following interests in the A Shares and L Shares:

|                                    | A Shares (1) |            | L Shares     |
|------------------------------------|--------------|------------|--------------|
|                                    | Number       | % of Class | Number       |
| Carlos Slim Helu(3).....           | 92,074,660   | 19.2%      | 7,662,403,22 |
| Carlos Slim Domit(4).....          | 91,994,660   | 19.2%      | 7,662,219,48 |
| Marco Antonio Slim Domit(5).....   | 91,994,660   | 19.2%      | 7,662,219,48 |
| Patrick Slim Domit(6).....         | 91,994,660   | 19.2%      | 7,663,251,75 |
| Maria Soumaya Slim Domit(7).....   | 91,994,660   | 19.2%      | 7,662,219,48 |
| Vanessa Paola Slim Domit(8).....   | 91,994,660   | 19.2%      | 7,663,019,48 |
| Johanna Monique Slim Domit(9)..... | 91,994,660   | 19.2%      | 7,663,578,74 |
| CGT(10).....                       | 91,994,660   | 19.2%      | 7,635,019,74 |
| GFI.....                           | --           | --         | 27,183,47    |
| Telmex Trust.....                  | --           | --         | 305,576,24   |
| Telnor Trust.....                  | --           | --         | 4,770,00     |
| Fundacion Telmex.....              | --           | --         | 40,000,00    |
| Asociacion Carso.....              | --           | --         | 10,000,00    |

- (1) Based upon 479,436,946 A Shares outstanding as of January 3, 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 13,438,848,642 L Shares outstanding as of January 3, 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, Fundacion Telmex and Asociacion Carso, L Share totals and percentages assume that all of the A Shares held by the Reporting Persons and 3,708,019,748 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 3,708,019,748. 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 Helu, 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 Maria 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.

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(10) Includes L Shares owned directly by CGT as well as L Shares beneficially owned through its wholly-owned subsidiaries.

(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, Fundacion Telmex and Asociacion 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 in the 60 days preceding the date of the event requiring the filing of this statement are listed in Schedules II.A and II.B 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 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, Fundacion Telmex and Asociacion 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.

| Counterparty<br>-----              | Expiration Date<br>----- | Number of<br>L Shares<br>----- | Purchase Price<br>per L Share<br>----- |
|------------------------------------|--------------------------|--------------------------------|--|
| Wachovia Bank National Association | February 7, 2006         | 133,600,560                    | \$.7485                                |
| JP Morgan Chase Bank, N.A.         | February 20, 2007        | 685,714,320                    | \$.744                                 |
| Dresdner Bank A.G.                 | February 4, 2008         | 131,492,440                    | \$.7605                                |
| Dresdner Bank A.G.                 | March 27, 2008           | 135,318,000                    | \$.739                                 |

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|   |                    |             |          |
|---|--------------------|-------------|----------|
| Santander Central Hispano<br>Benelux S.A. de N.V. | February 27, 2009  | 116,993,280 | \$.855   |
| Santander Central Hispano<br>Benelux S.A. de N.V. | March 18, 2009     | 117,543,360 | \$.851   |
| Dresdner Bank A.G.                                | April 19, 2009     | 110,253,600 | \$.907   |
| Santander Central Hispano<br>Benelux S.A. de N.V. | May 5, 2009        | 115,942,040 | \$.8625  |
| JP Morgan Chase Bank, N.A.                        | August 11, 2010    | 256,986,840 | \$.7785  |
| Wachovia Bank National<br>Association             | September 29, 2009 | 123,647,640 | \$.80875 |
| Santander Central Hispano<br>Benelux S.A. de N.V. | April 12, 2010     | 115,540,160 | \$.8655  |
| Santander Central Hispano<br>Benelux S.A. de N.V. | May 10, 2010       | 114,416,480 | \$.874   |

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  
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\*The Powers of Attorney filed as exhibits to the Schedule 13D by the Telmex Trust, the Telnor Trust, Fundacion Telmex and Asociacion 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.

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 Helu  
-----

Carlos Slim Domit  
-----

Marco Antonio Slim Domit  
-----

By: /s/ Eduardo Valdes Acra  
-----

Eduardo Valdes Acra  
Attorney-in-Fact  
January 6, 2006



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Patrick Slim Domit

-----  
Maria Soumaya Slim Domit

-----  
Vanessa Paola Slim Domit

-----  
Johanna Monique Slim Domit

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

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

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

-----  
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/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

ASOCIACION CARSO, A.C.

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By: Armando Ibanez Vazquez

Title: Attorney-in-Fact

## SCHEDULE I

All of the individuals listed below are citizens of Mexico.

### THE SLIM FAMILY

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

| Name<br>-----              | Principal Occupation<br>-----  |
|----------------------------|--|
| Carlos Slim Helu           | Chairman Emeritus of the Board of Telefonos de Mexico, S.A. de C.V., Chairman Emeritus of the Board of America Movil, 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 Grupo Financiero Inbursa, S.A. de C.V., Chairman Emeritus of the Board of Grupo Carso, S.A. de C.V. |
| Carlos Slim Domit          | Chairman of the Board of Telefonos de Mexico, S.A. de C.V., Chairman of the Board of Grupo Carso, S.A. de C.V., Chairman of the Board of Grupo Sanborns, S.A. de C.V., Chief Executive Officer of Sanborn Hermanos, S.A. de C.V., Vice-Chairman of Carso Global Telecom, S.A. de C.V.  |
| Marco Antonio Slim Domit   | Chairman of the Board of Grupo Financiero Inbursa, S.A. de C.V.  |
| Patrick Slim Domit         | Chairman of the Board of America Movil, S.A. de C.V., Chairman of the Board of America Telecom, S.A. de C.V. and Chief Officer of Retail Markets of Telefonos de Mexico, S.A. de C.V., Vice-Chairman Grupo Carso, S.A. de C.V., Chairman of the Board of Ferrosur, S.A. de C.V.  |
| Maria Soumaya Slim Domit   | Chairman 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. Pena Pobre Tlalpan, 14060 Mexico D.F., Mexico

| Name and Position<br>-----                          | Principal Occupation<br>-----  |
|---|--|
| Directors   |  |
| Carlos Slim Helu (Chairman Emeritus)                | Chairman Emeritus of the Board of Telefonos de Mexico, S.A. de C.V., Chairman Emeritus of the Board of America Movil, S.A. de C.V., Chairman Emeritus of the Board of America Telecom, S.A. de C.V., Chairman Emeritus of the Board of Grupo Financiero Inbursa, S.A. de C.V., Chairman Emeritus of the Board of Grupo Carso, S.A. de C.V. |
| Jaime Chico Pardo (Chairman)                        | Vice-Chairman and CEO of Telefonos de Mexico, S.A. de C.V.   |
| Claudio X. Gonzalez Laporte (Director)              | Chairman of the Board of Kimberly Clark de Mexico, S.A. de C.V.  |
| Jose Humberto Gutierrez-Olvera Zubizarreta          | Chief Executive Officer of Grupo Carso, S.A. de C.V.   |
| Juan Antonio Perez Simon (Director)                 | Vice-Chairman of Telefonos de Mexico, S.A. de C.V. and Chairman of the Board of Sanborns Hermanos S.A.   |
| Carlos Slim Domit (Vice-Chairman)                   | Chairman of the Board of Telefonos de Mexico, S.A. de C.V., Chairman of the Board of Grupo Carso, S.A. de C.V., Chairman of the Board of Grupo Sanborns, S.A. de C.V. and Chief Executive Officer of Sanborn Hermanos, S.A. de C.V.  |
| Executive Officers                                  |  |
| Armando Ibanez Vazquez<br>(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, Colonia Lomas de Chapultepec, 11000 Mexico D.F., Mexico

| Name and Position<br>-----                          | Principal Occupation<br>-----  |
|---|--|
| Directors   |  |
| Carlos Slim Helu (Chairman Emeritus)                | Chairman Emeritus of the Board of Telefonos de Mexico, S.A. de C.V., Chairman Emeritus of the Board of America Movil, 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 Grupo Carso, S.A. de C.V. |
| Marco Antonio Slim Domit<br>(Chairman of the Board) | Chairman of the Board of Grupo Financiero Inbursa, S.A. de C.V.  |
| Eduardo Valdes Acra<br>(Vice-Chairman of the Board) | Chief Executive Officer of Inversora Bursatil, S.A. de C.V., Casa de Bolsa, Grupo Financiero Inbursa   |
| Agustin Franco Macias (Director)                    | Chairman of Cryoinfra, S.A. de C.V.  |
| Claudio X. Gonzalez Laporte (Director)              | Chairman of the Board of Kimberly Clark de Mexico, S.A. de C.V.  |
| Juan Antonio Perez Simon (Director)                 | Vice-Chairman of Telefonos de Mexico, S.A. de C.V., Chairman of the Board of Sanborn Hermanos, S.A. de C.V.  |
| David Ibarra Munoz (Director)                       | Independent Economist  |
| Jose Kuri Harfush (Director)                        | Chairman of the Board of Janel, S.A. de C.V.   |
| Arturo Elias Ayub (Director)                        | Chief Officer of Strategic Alliances of Telefonos de Mexico, S.A. de C.V.  |
| Javier Foncerrada Izquierdo (Director)              | Chief Executive Officer of Banco Inbursa, S.A., Institucion de Banca Multiple, Grupo Financiero Inbursa.   |
| Hector Slim Seade (Director)                        | Chief Officer of Operations Support, Telefonos de Mexico,  |

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S.A. de C.V.

|   |  |
|---|--|
| Antonio Cosio Pando (Director)                        | Chief Executive Officer of<br>Compania Industrial de Tepeji<br>del Rio, S.A. de C.V. |
| Fernando Chico Pardo (Director)                       | Chairman of the Board of<br>Promecap, S.A. de C.V.                                   |
| Angeles Espinosa Yglesias (Director)                  | Philanthropist and Private<br>Investor   |
| Guillermo Gutierrez Saldivar (Director)               | Chief Executive Officer of<br>Equipos Electromecanicos, S.A.<br>de C.V.              |
| Laura Diez Barroso Azcarrada de Laviada<br>(Director) | Chief Executive Officer of<br>Editorial Eres, S.A. de C.V.                           |
| Executive Officers                                    |  |
| Marco Antonio Slim Domit<br>(Chairman of the Board)   | Chairman of the Board of Grupo<br>Financiero Inbursa, S.A. de C.V.                   |

TRUST NO. F/0008

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

| Name and Position<br>----- | Principal Occupation<br>-----                                   |
|----------------------------|---|
| Technical Committee        |   |
| Adolfo Cerezo Perez        | Chief Financial Officer of Telefonos de<br>Mexico, S.A. de C.V. |
| Jose Manual Camacho        | Deputy, Treasury  |
| Eduardo Rosendo Girard     | Deputy, Corporate Comptroller                                   |

FUNDACION TELMEX, A.C.  
Vizcainas No. 16, Colonia Centro, Delegacion Cuauhtemoc,  
06080 Mexico, D.F. Mexico

| Name and Position<br>----- | Principal Occupation<br>----- |
|----------------------------|-------------------------------|
|----------------------------|-------------------------------|

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Directors

|                                      |  |
|--------------------------------------|--|
| Carlos Slim Helu (Chairman)          | Chairman Emeritus of the Board of Telefonos de Mexico, S.A. de C.V., Chairman Emeritus of the Board of America Movil, 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 Grupo Financiero Inbursa, S.A. de C.V., Chairman Emeritus of the Board of Grupo Carso, S.A. de C.V. |
| Jaime Chico Pardo (Director)         | Vice-Chairman and CEO of Telefonos de Mexico, S.A. de C.V.   |
| Arturo Elias Ayub (Director)         | Chief Officer of Strategic Alliances of Telefonos de Mexico, S.A. de C.V.  |
| Carlos Slim Domit (Director)         | Chairman of the Board of Telefonos de Mexico, S.A. de C.V., Chairman of the Board of Grupo Carso, S.A. de C.V., Chairman of the Board of Grupo Sanborns, S.A. de C.V., Chief Executive Officer of Sanborn Hermanos, S.A. de C.V., Vice-Chairman of Carso Global Telecom, S.A. de C.V.  |
| Patrick Slim Domit (Director)        | Chairman of the Board of America Movil, S.A. de C.V., Chairman of the Board of America Telecom, S.A. de C.V. and Chief Officer of Retail Markets of Telefonos de Mexico, S.A. de C.V., Vice-Chairman Grupo Carso, S.A. de C.V., Chairman of the Board of Ferrosur, S.A. de C.V.  |
| Hector Slim Seade (Director)         | Chief Officer of Operations Support, Telefonos de Mexico, S.A. de C.V.   |
| Sergio Rodriguez Mollada (Secretary) | Counsel, Telefonos de Mexico, S.A. de C.V.   |

ASOCIACION CARSO, A.C.  
Insurgentes Sur 3500, Colonia Pena Pobre, 14000 Mexico, D.F., Mexico

Name and Position

-----

Principal Occupation

-----

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### Directors

|                          |  |
|--------------------------|--|
| Carlos Slim Helu         | Chairman Emeritus of the Board of Telefonos de Mexico, S.A. de C.V., Chairman Emeritus of the Board of America Movil, 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 Grupo Financiero Inbursa, S.A. de C.V., Chairman Emeritus of the Board of Grupo Carso, S.A. de C.V. |
| Juan Antonio Perez Simon | Vice-Chairman of Telefonos de Mexico, S.A. de C.V. and Chairman of the Board of Sanborns Hermanos S.A.   |
| Jose Kuri Harfush        | Chairman of the Board of Janel, S.A. de C.V.   |
| Marco Antonio Slim Domit | Chairman of the Board of Grupo Financiero Inbursa, S.A. de C.V.  |
| Carlos Slim Domit        | Chairman of the Board of Telefonos de Mexico, S.A. de C.V., Chairman of the Board of Grupo Carso, S.A. de C.V., Chairman of the Board of Grupo Sanborns, S.A. de C.V., Chief Executive Officer of Sanborn Hermanos, S.A. de C.V., Vice-Chairman of Carso Global Telecom, S.A. de C.V.  |
| Patrick Slim Domit       | Chairman of the Board of America Movil, S.A. de C.V., Chairman of the Board of America Telecom, S.A. de C.V. and Chief Officer of Retail Markets of Telefonos de Mexico, S.A. de C.V., Vice-Chairman Grupo Carso, S.A. de C.V., Chairman of the Board of Ferrosur, S.A. de C.V.  |
| Ignacio Cobo Gonzalez    | Private Investor   |

### SCHEDULE II.A

In the 60 days preceding the event requiring the filing of this Statement, GFI and the Telmex Trust 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 Mexico 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 L Share US Dollars |
|------------------|---------------------|------------|--------------------|------------------------------|
| GFI              | Purchase            | 12/13/2005 | 81,000             | 1.17                         |

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|     |          |            |         |      |
|-----|----------|------------|---------|------|
| GFI | Purchase | 12/13/2005 | 100,000 | 1.17 |
| GFI | Purchase | 12/13/2005 | 19,000  | 1.17 |
| GFI | Purchase | 12/13/2005 | 49,200  | 1.17 |
| GFI | Purchase | 12/13/2005 | 100,000 | 1.17 |
| GFI | Purchase | 12/13/2005 | 150,800 | 1.17 |
| GFI | Purchase | 12/13/2005 | 100,000 | 1.17 |
| GFI | Purchase | 12/13/2005 | 147,000 | 1.17 |
| GFI | Purchase | 12/13/2005 | 70,000  | 1.17 |
| GFI | Purchase | 12/13/2005 | 3,000   | 1.17 |
| GFI | Purchase | 12/13/2005 | 80,000  | 1.17 |
| GFI | Purchase | 12/13/2005 | 17,000  | 1.17 |
| GFI | Purchase | 12/13/2005 | 83,000  | 1.17 |
| GFI | Purchase | 12/14/2005 | 82,400  | 1.20 |
| GFI | Purchase | 12/14/2005 | 117,600 | 1.20 |
| GFI | Purchase | 12/14/2005 | 100,000 | 1.20 |
| GFI | Purchase | 12/14/2005 | 15,600  | 1.20 |
| GFI | Purchase | 12/14/2005 | 2,000   | 1.20 |
| GFI | Purchase | 12/14/2005 | 82,400  | 1.20 |
| GFI | Purchase | 12/14/2005 | 89,900  | 1.20 |
| GFI | Purchase | 12/14/2005 | 5,000   | 1.20 |
| GFI | Purchase | 12/14/2005 | 100,000 | 1.20 |
| GFI | Purchase | 12/14/2005 | 20,000  | 1.20 |
| GFI | Purchase | 12/14/2005 | 23,600  | 1.20 |
| GFI | Purchase | 12/14/2005 | 61,500  | 1.20 |
| GFI | Purchase | 12/14/2005 | 38,500  | 1.20 |
| GFI | Purchase | 12/14/2005 | 61,500  | 1.20 |
| GFI | Purchase | 12/14/2005 | 100,000 | 1.20 |
| GFI | Purchase | 12/14/2005 | 17,700  | 1.20 |
| GFI | Purchase | 12/14/2005 | 82,300  | 1.20 |
| GFI | Purchase | 12/15/2005 | 50,000  | 1.20 |
| GFI | Purchase | 12/15/2005 | 50,000  | 1.20 |
| GFI | Purchase | 12/15/2005 | 100,000 | 1.20 |
| GFI | Purchase | 12/15/2005 | 15,000  | 1.20 |
| GFI | Purchase | 12/15/2005 | 85,000  | 1.20 |
| GFI | Purchase | 12/15/2005 | 5,000   | 1.20 |
| GFI | Purchase | 12/15/2005 | 95,000  | 1.20 |
| GFI | Purchase | 12/15/2005 | 76,700  | 1.20 |
| GFI | Purchase | 12/15/2005 | 100,000 | 1.20 |
| GFI | Purchase | 12/15/2005 | 23,300  | 1.20 |
| GFI | Purchase | 12/15/2005 | 100,000 | 1.20 |
| GFI | Purchase | 12/15/2005 | 100,000 | 1.21 |
| GFI | Purchase | 12/15/2005 | 100,000 | 1.21 |
| GFI | Purchase | 12/15/2005 | 100,000 | 1.21 |
| GFI | Purchase | 12/16/2005 | 49,800  | 1.19 |
| GFI | Purchase | 12/16/2005 | 44,000  | 1.19 |
| GFI | Purchase | 12/16/2005 | 6,200   | 1.19 |
| GFI | Purchase | 12/16/2005 | 58,600  | 1.19 |
| GFI | Purchase | 12/16/2005 | 41,400  | 1.19 |
| GFI | Purchase | 12/16/2005 | 100,000 | 1.19 |
| GFI | Purchase | 12/16/2005 | 100,000 | 1.19 |
| GFI | Purchase | 12/16/2005 | 100,000 | 1.19 |
| GFI | Purchase | 12/16/2005 | 100,000 | 1.19 |
| GFI | Purchase | 12/16/2005 | 8,000   | 1.19 |
| GFI | Purchase | 12/16/2005 | 100     | 1.19 |
| GFI | Purchase | 12/16/2005 | 4,800   | 1.19 |
| GFI | Purchase | 12/16/2005 | 87,100  | 1.19 |
| GFI | Purchase | 12/16/2005 | 42,000  | 1.19 |
| GFI | Purchase | 12/16/2005 | 50,000  | 1.19 |
| GFI | Purchase | 12/16/2005 | 108,000 | 1.19 |
| GFI | Purchase | 12/16/2005 | 68,800  | 1.19 |
| GFI | Purchase | 12/16/2005 | 31,200  | 1.19 |
| GFI | Purchase | 12/16/2005 | 100,000 | 1.18 |
| GFI | Purchase | 12/19/2005 | 99,600  | 1.20 |



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|     |          |            |         |      |
|-----|----------|------------|---------|------|
| GFI | Purchase | 12/19/2005 | 50,000  | 1.20 |
| GFI | Purchase | 12/19/2005 | 50,000  | 1.20 |
| GFI | Purchase | 12/19/2005 | 50,000  | 1.20 |
| GFI | Purchase | 12/19/2005 | 50,000  | 1.20 |
| GFI | Purchase | 12/19/2005 | 50,000  | 1.20 |
| GFI | Purchase | 12/19/2005 | 50,000  | 1.20 |
| GFI | Purchase | 12/19/2005 | 100,000 | 1.20 |
| GFI | Purchase | 12/19/2005 | 100,000 | 1.21 |
| GFI | Purchase | 12/19/2005 | 8,400   | 1.21 |
| GFI | Purchase | 12/19/2005 | 90,000  | 1.21 |
| GFI | Purchase | 12/19/2005 | 2,000   | 1.21 |
| GFI | Purchase | 12/19/2005 | 88,000  | 1.21 |
| GFI | Purchase | 12/19/2005 | 12,000  | 1.21 |
| GFI | Purchase | 12/19/2005 | 36,000  | 1.21 |
| GFI | Purchase | 12/19/2005 | 1,000   | 1.21 |
| GFI | Purchase | 12/19/2005 | 50,000  | 1.21 |
| GFI | Purchase | 12/19/2005 | 13,000  | 1.21 |
| GFI | Purchase | 12/19/2005 | 100,000 | 1.21 |
| GFI | Purchase | 12/20/2005 | 50,000  | 1.20 |
| GFI | Purchase | 12/20/2005 | 22,500  | 1.20 |
| GFI | Purchase | 12/20/2005 | 27,500  | 1.20 |
| GFI | Purchase | 12/20/2005 | 100,000 | 1.20 |
| GFI | Purchase | 12/20/2005 | 13,200  | 1.20 |
| GFI | Purchase | 12/20/2005 | 100,000 | 1.20 |
| GFI | Purchase | 12/20/2005 | 100,000 | 1.20 |
| GFI | Purchase | 12/20/2005 | 100,000 | 1.19 |
| GFI | Purchase | 12/20/2005 | 13,800  | 1.19 |
| GFI | Purchase | 12/20/2005 | 73,000  | 1.19 |
| GFI | Purchase | 12/20/2005 | 100,000 | 1.19 |
| GFI | Purchase | 12/20/2005 | 100,000 | 1.19 |
| GFI | Purchase | 12/20/2005 | 300     | 1.19 |
| GFI | Purchase | 12/20/2005 | 300     | 1.19 |
| GFI | Purchase | 12/20/2005 | 16,000  | 1.19 |
| GFI | Purchase | 12/20/2005 | 83,400  | 1.19 |
| GFI | Purchase | 12/20/2005 | 100,000 | 1.19 |
| GFI | Purchase | 12/21/2005 | 100,000 | 1.21 |
| GFI | Purchase | 12/21/2005 | 200,000 | 1.21 |
| GFI | Purchase | 12/21/2005 | 100,000 | 1.21 |
| GFI | Purchase | 12/21/2005 | 7,800   | 1.21 |
| GFI | Purchase | 12/21/2005 | 92,200  | 1.21 |
| GFI | Purchase | 12/21/2005 | 54,000  | 1.21 |
| GFI | Purchase | 12/21/2005 | 46,000  | 1.21 |
| GFI | Purchase | 12/21/2005 | 100,000 | 1.21 |
| GFI | Purchase | 12/21/2005 | 100,000 | 1.21 |
| GFI | Purchase | 12/21/2005 | 100,000 | 1.21 |
| GFI | Purchase | 12/21/2005 | 19,900  | 1.21 |
| GFI | Purchase | 12/21/2005 | 54,000  | 1.21 |
| GFI | Purchase | 12/21/2005 | 26,100  | 1.21 |
| GFI | Purchase | 12/22/2005 | 76,800  | 1.20 |
| GFI | Purchase | 12/22/2005 | 75,000  | 1.20 |
| GFI | Purchase | 12/22/2005 | 48,200  | 1.20 |
| GFI | Purchase | 12/22/2005 | 100,000 | 1.20 |
| GFI | Purchase | 12/22/2005 | 100,000 | 1.20 |
| GFI | Purchase | 12/22/2005 | 100,000 | 1.20 |
| GFI | Purchase | 12/22/2005 | 100,000 | 1.20 |
| GFI | Purchase | 12/22/2005 | 26,800  | 1.20 |
| GFI | Purchase | 12/22/2005 | 173,200 | 1.20 |
| GFI | Purchase | 12/22/2005 | 26,800  | 1.20 |
| GFI | Purchase | 12/22/2005 | 173,200 | 1.20 |
| GFI | Purchase | 12/23/2005 | 100,000 | 1.22 |
| GFI | Purchase | 12/23/2005 | 100,000 | 1.22 |
| GFI | Purchase | 12/23/2005 | 100,000 | 1.22 |

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|              |          |            |         |      |
|--------------|----------|------------|---------|------|
| GFI          | Purchase | 12/23/2005 | 100,000 | 1.22 |
| GFI          | Purchase | 12/23/2005 | 72,000  | 1.22 |
| GFI          | Purchase | 12/23/2005 | 2,300   | 1.22 |
| GFI          | Purchase | 12/23/2005 | 25,700  | 1.22 |
| GFI          | Purchase | 12/23/2005 | 300     | 1.22 |
| GFI          | Purchase | 12/23/2005 | 50,000  | 1.22 |
| GFI          | Purchase | 12/23/2005 | 49,700  | 1.22 |
| GFI          | Purchase | 12/23/2005 | 100,000 | 1.22 |
| GFI          | Purchase | 12/23/2005 | 100,000 | 1.22 |
| GFI          | Purchase | 12/23/2005 | 100,000 | 1.22 |
| GFI          | Purchase | 12/23/2005 | 100,000 | 1.22 |
| GFI          | Purchase | 01/03/2006 | 90,000  | 1.29 |
| GFI          | Purchase | 01/03/2006 | 7,200   | 1.29 |
| Telmex Trust | Sale     | 01/03/2006 | 50,000  | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 100,000 | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 100,000 | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 200     | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 700     | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 99,100  | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 50,000  | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 50,900  | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 49,100  | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 400     | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 99,600  | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 100,000 | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 100,000 | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 100,000 | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 100,000 | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 100,000 | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 100,000 | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 100,000 | 1.27 |
| Telmex Trust | Sale     | 01/03/2006 | 14,000  | 1.28 |
| Telmex Trust | Sale     | 01/03/2006 | 80,000  | 1.28 |
| Telmex Trust | Sale     | 01/03/2006 | 6,000   | 1.28 |
| Telmex Trust | Sale     | 01/03/2006 | 100,000 | 1.28 |
| Telmex Trust | Sale     | 01/03/2006 | 42,000  | 1.28 |
| Telmex Trust | Sale     | 01/03/2006 | 58,000  | 1.28 |
| Telmex Trust | Sale     | 01/03/2006 | 15,500  | 1.29 |
| Telmex Trust | Sale     | 01/03/2006 | 84,500  | 1.29 |
| Telmex Trust | Sale     | 01/03/2006 | 82,000  | 1.29 |
| Telmex Trust | Sale     | 01/03/2006 | 18,000  | 1.29 |
| Telmex Trust | Sale     | 01/03/2006 | 27,800  | 1.29 |
| Telmex Trust | Sale     | 01/03/2006 | 72,200  | 1.29 |
| Telmex Trust | Sale     | 01/03/2006 | 99,900  | 1.29 |
| Telmex Trust | Sale     | 01/03/2006 | 100     | 1.29 |

SCHEDULE II.B

In the 60 days preceding the event requiring the filing of this Statement, CGT 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 U.S. Dollars |
|------------------|---------------------|------------|--------------------|------------------------------|
|------------------|---------------------|------------|--------------------|------------------------------|













































































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|                      |          |            |           |      |
|----------------------|----------|------------|-----------|------|
| Carso Global Telecom | Purchase | 12/22/2005 | 20,000    | 1.20 |
| Carso Global Telecom | Purchase | 12/22/2005 | 30,000    | 1.20 |
| Carso Global Telecom | Purchase | 12/22/2005 | 182,000   | 1.20 |
| Carso Global Telecom | Purchase | 12/22/2005 | 14,000    | 1.20 |
| Carso Global Telecom | Purchase | 12/22/2005 | 36,000    | 1.20 |
| Carso Global Telecom | Purchase | 12/22/2005 | 2,000     | 1.20 |
| Carso Global Telecom | Purchase | 12/22/2005 | 12,000    | 1.20 |
| Carso Global Telecom | Purchase | 12/22/2005 | 6,000     | 1.20 |
| Carso Global Telecom | Purchase | 12/22/2005 | 6,000     | 1.20 |
| Carso Global Telecom | Purchase | 12/22/2005 | 2,000     | 1.20 |
| Carso Global Telecom | Purchase | 12/22/2005 | 52,000    | 1.20 |
| Carso Global Telecom | Purchase | 12/22/2005 | 12,000    | 1.20 |
| Carso Global Telecom | Purchase | 12/22/2005 | 28,000    | 1.21 |
| Carso Global Telecom | Purchase | 12/22/2005 | 120,000   | 1.21 |
| Carso Global Telecom | Purchase | 12/22/2005 | 10,000    | 1.21 |
| Carso Global Telecom | Purchase | 12/22/2005 | 40,000    | 1.21 |
| Carso Global Telecom | Purchase | 12/22/2005 | 4,000     | 1.21 |
| Carso Global Telecom | Purchase | 12/22/2005 | 196,000   | 1.21 |
| Carso Global Telecom | Purchase | 12/22/2005 | 18,000    | 1.21 |
| Carso Global Telecom | Purchase | 12/22/2005 | 6,000     | 1.21 |
| Carso Global Telecom | Purchase | 12/22/2005 | 6,000     | 1.21 |
| Carso Global Telecom | Purchase | 12/22/2005 | 2,000     | 1.21 |
| Carso Global Telecom | Purchase | 12/22/2005 | 188,000   | 1.21 |
| Carso Global Telecom | Purchase | 12/22/2005 | 240,000   | 1.21 |
| Carso Global Telecom | Purchase | 12/23/2005 | 40,000    | 1.21 |
| Carso Global Telecom | Purchase | 12/23/2005 | 14,000    | 1.21 |
| Carso Global Telecom | Purchase | 12/23/2005 | 18,000    | 1.21 |
| Carso Global Telecom | Purchase | 12/23/2005 | 28,000    | 1.21 |
| Carso Global Telecom | Purchase | 12/23/2005 | 50,000    | 1.21 |
| Carso Global Telecom | Purchase | 12/23/2005 | 4,000     | 1.21 |
| Carso Global Telecom | Purchase | 12/23/2005 | 18,000    | 1.21 |
| Carso Global Telecom | Purchase | 12/23/2005 | 2,000     | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 2,000     | 1.21 |
| Carso Global Telecom | Purchase | 12/23/2005 | 24,000    | 1.21 |
| Carso Global Telecom | Purchase | 12/23/2005 | 102,000   | 1.21 |
| Carso Global Telecom | Purchase | 12/23/2005 | 42,000    | 1.21 |
| Carso Global Telecom | Purchase | 12/23/2005 | 4,000     | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 4,000     | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 48,000    | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 10,000    | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 18,000    | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 6,000     | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 8,000     | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 8,000     | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 8,000     | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 2,000     | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 6,000     | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 2,000     | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 132,000   | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 300,000   | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 100,000   | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 90,000    | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 410,000   | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 500,000   | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 1,000,000 | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 4,000     | 1.21 |
| Carso Global Telecom | Purchase | 12/23/2005 | 58,000    | 1.21 |
| Carso Global Telecom | Purchase | 12/23/2005 | 20,000    | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 918,000   | 1.21 |
| Carso Global Telecom | Purchase | 12/23/2005 | 200,000   | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 22,000    | 1.22 |
| Carso Global Telecom | Purchase | 12/23/2005 | 78,000    | 1.21 |



























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|                      |          |            |         |      |
|----------------------|----------|------------|---------|------|
| Carso Global Telecom | Purchase | 12/30/2005 | 200,000 | 1.24 |
| Carso Global Telecom | Purchase | 01/03/2006 | 50,000  | 1.25 |
| Carso Global Telecom | Purchase | 01/03/2006 | 60,000  | 1.25 |
| Carso Global Telecom | Purchase | 01/03/2006 | 20,000  | 1.25 |
| Carso Global Telecom | Purchase | 01/03/2006 | 10,000  | 1.25 |
| Carso Global Telecom | Purchase | 01/03/2006 | 360,000 | 1.26 |
| Carso Global Telecom | Purchase | 01/03/2006 | 2,000   | 1.25 |
| Carso Global Telecom | Purchase | 01/03/2006 | 10,000  | 1.25 |
| Carso Global Telecom | Purchase | 01/03/2006 | 250,000 | 1.26 |
| Carso Global Telecom | Purchase | 01/03/2006 | 50,000  | 1.26 |
| Carso Global Telecom | Purchase | 01/03/2006 | 16,000  | 1.26 |
| Carso Global Telecom | Purchase | 01/03/2006 | 172,000 | 1.26 |
| Carso Global Telecom | Purchase | 01/03/2006 | 20,000  | 1.27 |
| Carso Global Telecom | Purchase | 01/03/2006 | 40,000  | 1.27 |
| Carso Global Telecom | Purchase | 01/03/2006 | 140,000 | 1.27 |
| Carso Global Telecom | Purchase | 01/03/2006 | 20,000  | 1.27 |
| Carso Global Telecom | Purchase | 01/03/2006 | 60,000  | 1.27 |
| Carso Global Telecom | Purchase | 01/03/2006 | 50,000  | 1.27 |
| Carso Global Telecom | Purchase | 01/03/2006 | 30,000  | 1.27 |
| Carso Global Telecom | Purchase | 01/03/2006 | 140,000 | 1.27 |
| Carso Global Telecom | Purchase | 01/03/2006 | 40,000  | 1.29 |
| Carso Global Telecom | Purchase | 01/03/2006 | 160,000 | 1.29 |
| Carso Global Telecom | Purchase | 01/03/2006 | 2,000   | 1.29 |
| Carso Global Telecom | Purchase | 01/03/2006 | 20,000  | 1.29 |
| Carso Global Telecom | Purchase | 01/03/2006 | 78,000  | 1.29 |
| Carso Global Telecom | Purchase | 01/03/2006 | 10,000  | 1.29 |
| Carso Global Telecom | Purchase | 01/03/2006 | 90,000  | 1.29 |
| Carso Global Telecom | Purchase | 01/03/2006 | 20,000  | 1.29 |
| Carso Global Telecom | Purchase | 01/03/2006 | 10,000  | 1.29 |
| Carso Global Telecom | Purchase | 01/03/2006 | 4,000   | 1.29 |
| Carso Global Telecom | Purchase | 01/03/2006 | 20,000  | 1.29 |
| Carso Global Telecom | Purchase | 01/03/2006 | 12,000  | 1.29 |
| Carso Global Telecom | Purchase | 01/03/2006 | 4,000   | 1.29 |
| Carso Global Telecom | Purchase | 01/03/2006 | 30,000  | 1.29 |