

6. Name of Assignor / Transferor

Name:	Verizon Communications Inc.	Phone Number:	202-515-2537
DBA Name:		Fax Number:	202-336-7922
Street:	1300 I St., NW Ste. 400	E-Mail:	scarmel@verizon.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20005
Attention:	Suzanne Carmel		

7. Name of Assignee / Transferee

Name:	America Movil, S.A. de C.V.	Phone Number:	011-525-52-581-4411
DBA Name:		Fax Number:	
Street:	Lago Alberto 366	E-Mail:	acantu@americamovil.com
	Colonia Anahuac		
City:		State:	
Country:	MEX	Zipcode:	-
Attention:	Mr Alejandro Cantu Jimenez		

8a. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
- Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
- Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

America Movil, S.A. de C.V. will acquire control, directly or indirectly, of Telecomunicaciones de Puerto Rico, Inc. and its operating subsidiaries from Verizon.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

Yes No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

Yes No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

Mexico, Brazil, Guatemala, Nicaragua, El Salvador

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. Yes No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. Yes No

CERTIFICATION

26. Printed Name of Assignor / Transferor Michael E. Glover	29. Printed Name of Assignee / Transferee Alejandro Cantu Jimenez
27. Title (Office Held by Person Signing) Senior Vice President & Deputy General Counsel	30. Title (Office Held by Person Signing) General Counsel
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Michael E. Glover	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Alejandro Cantu Jimenez

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

BEFORE THE
Federal Communications Commission
WASHINGTON, D.C.

In re Applications of)
)
VERIZON COMMUNICATIONS INC.,)
Transferor,)
)
and)
)
AMÉRICA MÓVIL, S.A. DE C.V.,) WT Docket No. _____
Transferee,)
)
)
for Consent to the Transfer of Control of)
Entities Holding Commission Licenses and)
Authorizations Pursuant to Sections 214 and)
310(d) of the Communications Act)

**APPLICATION TO TRANSFER CONTROL OF DOMESTIC AND
INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.24 of the Commission's rules, 47 C.F.R. § 63.24, Verizon Communications Inc., Transferor ("Verizon") (FRN 0003257094), and América Móvil, S.A. de C.V., Transferee ("América Móvil") (FRN 0015025067) (all parties collectively, the "Applicants"), hereby apply for authority to transfer control of the domestic and international Section 214 authorizations held by subsidiaries of Telecomunicaciones de Puerto Rico, Inc. ("TELPRI"), from Verizon to América Móvil. As described below and in the attached Public Interest Statement, the Applicants believe that the transaction serves the public interest.

I. DESCRIPTION OF THE PARTIES AND THE TRANSACTION

(ANSWER TO QUESTION 13)

TELPRI, through its subsidiary Puerto Rico Telephone Company, Inc. ("PRT"), is authorized, pursuant to Section 214 of the Communications Act of 1934, as amended, to provide domestic telecommunications services to consumers in the Commonwealth of Puerto Rico. Additionally, through its subsidiary PRT Larga Distancia, Inc. ("PRT LD"), TELPRI is authorized, pursuant to Section 214 of the Communications Act of 1934, as amended, to provide global facilities-based and global resale services between the United States and all authorized international points,¹ as well as domestic telecommunications services to consumers in the Commonwealth of Puerto Rico.

On April 2, 2006, Sercotel, S.A de C.V. ("Sercotel"), a subsidiary of América Móvil, and GTE Holdings (Puerto Rico) LLC ("GTE Holdings"), a wholly owned subsidiary of Verizon, entered into a Stock Purchase Agreement, pursuant to which Sercotel agreed to purchase from GTE Holdings all of the issued and outstanding shares of common stock of TELPRI owned by it, representing approximately 52 percent of the issued and outstanding shares of common stock of TELPRI. In exchange for each share of common stock purchased by Sercotel, Sercotel has agreed to pay to GTE Holdings \$72.13567 in cash, representing an aggregate purchase price for all of the shares of TELPRI common stock owned by GTE Holdings of approximately \$938 million, which purchase price is subject to adjustment on the terms set forth in the Stock Purchase Agreement.

¹ File Numbers ITC-214-19960215-00072, ITC-214-20000714-00410, and ITC-214-20051129-00480.

In addition, under the terms of certain existing agreements to which GTE Holdings is a party, the other TELPRI stockholders have a right (or, in the case of one TELPRI stockholder, will be offered the opportunity) to participate in the proposed transaction with respect to all of the shares of TELPRI common stock owned by them. The Stock Purchase Agreement requires that Sercotel purchase any and all shares of TELPRI common stock that the other TELPRI stockholders elect to include in the transaction, without any reduction in the number of shares purchased by Sercotel from GTE Holdings.²

On May 4, 2006, Popular, Inc., a TELPRI stockholder, agreed to sell to Sercotel all of the issued and outstanding shares of common stock of TELPRI owned by it, representing approximately 13 percent of the issued and outstanding shares of common stock of TELPRI. If the other stockholders of TELPRI elect to sell all of their shares of TELPRI common stock to Sercotel, Sercotel will acquire 100 percent of the issued and outstanding shares of common stock of TELPRI. In all cases, however, Sercotel will acquire at least 65 percent of the issued and outstanding shares of common stock of TELPRI, representing the percentage ownership of TELPRI that GTE Holdings and Popular, Inc. have agreed to sell to Sercotel.

Following the consummation of the transaction, TELPRI will continue to own the stock of its subsidiaries and TELPRI and its subsidiaries will continue to hold all of the FCC authorizations that they hold prior to the transaction. As such, the transaction does not involve any assignment of licenses and authorizations held by TELPRI and its subsidiaries, or any change in the licensees that hold such licenses and authorizations, and those companies will

² América Móvil may elect to have Sercotel purchase the shares directly or through a wholly-owned subsidiary of Sercotel. As this change would not result in a substantive change of ownership or ultimate control of PRT, América Móvil will advise the Commission of the ownership structure it elects to use at the time it files its notice of consummation.

continue to provide service to the public. Similarly, the transaction will not result in any *assignment of América Móvil's or Verizon's existing licenses and authorizations, or any change* in the licensees that hold such licenses and authorizations. Those companies also will continue to provide service to the public.

In addition to FCC approval, the transaction is subject to notification to and/or review by other governmental agencies, including review by the Department of Justice pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, 15 U.S.C. § 18(a), and the rules promulgated thereunder. The parties intend to notify the Committee on Foreign Investment in the United States pursuant to the Exon-Florio Amendment to the Defense Production Act of 1950, as amended, 50 U.S.C. § 2170, and the rules promulgated thereunder. The parties intend to seek such approvals and consummate the transaction as promptly as possible after the necessary FCC and other regulatory approvals have been received and certain other pre-conditions set forth in the Stock Purchase Agreement have been satisfied. In addition, the transaction is subject to notification to the Telecommunications Regulatory Board of Puerto Rico.

II. FOREIGN OWNERSHIP CONSIDERATIONS

In the attached "Public Interest Statement," the Applicants demonstrate that the instant transaction will serve the public interest. Here, the Applicants address the foreign ownership considerations specifically as they relate to the international Section 214 authorizations.³

³ The Applicants are filing simultaneously herewith a Petition for Declaratory Ruling pursuant to section 310(b)(4) of the Act which demonstrates that the Commission should find that América Móvil's ownership and control, through subsidiaries, of PRT's licenses in excess of the 25 percent foreign ownership benchmark is in the public interest.

Through its commitments made in the World Trade Organization (“WTO”) Basic Telecommunications Agreement (“WTO Agreement”), the United States has adopted an unambiguous “open entry” policy under which the Commission presumes that entry by a foreign carrier from a WTO member-country will advance the public interest. As the Commission concluded in the *Foreign Carrier Participation Order*, open entry stimulates competition in the U.S. market for international telecommunications services, thereby creating incentives for carriers to develop innovative new services as well as to offer existing services at lower prices.⁴ Indeed, in adopting the open entry policy currently in effect, the Commission concluded that “discriminating among foreign applicants based on the quality of their WTO commitment or the extent of the implementation of their commitment could raise serious GATS concerns.”⁵ In implementing the U.S. commitments, therefore, the Commission established a rebuttable presumption that an international Section 214 application filed by an entity from a WTO member-country does not raise competitive concerns, unless granting the application would pose a “very high risk to competition” in a U.S. market that cannot be addressed by existing conditions the Commission places on U.S. international carriers considered dominant under its rules.⁶

Transfer of control of TELPRI’s Section 214 authorizations to Sercotel poses no such risk to competition in any U.S. market, much less the “very high risk to competition” required to rebut the Commission’s unambiguous open entry policy. In fact, the Commission has recognized that América Móvil-affiliated entities pose no such risk. Most recently, the

⁴ *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market, Report and Order and Order on Reconsideration*, 12 FCC Rcd 23891, ¶ 10 (1997) (“*Foreign Carrier Participation Order*”).

⁵ *Foreign Carrier Participation Order*, 12 FCC Rcd 23891, ¶ 40.

⁶ *Id.* at ¶¶ 50-52.

Commission granted América Móvil's subsidiary, TracFone Wireless, Inc. ("TracFone"), its *Application for Authority to Resell the International Switched Services of Unaffiliated U.S. International Facilities-based Carriers.*⁷

In light of the clear public interest benefits that would accrue to U.S. consumers, the Commission should allow the transfer of control of the international Section 214 authorizations held by TELPRI to América Móvil. Such action is mandated by the United States' WTO commitments and is amply warranted because América Móvil's transaction with Verizon poses no risk to competition in any domestic or international U.S. telecommunications market.

III. INFORMATION REQUIRED BY SECTION 63.18 AND 63.24(e)

(ANSWER TO QUESTION 10)

In accordance with Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information in support of this Application.

Transferor

- (a) Name, Address, and Telephone Number of Verizon is:

Verizon Communications Inc.
140 West Street
New York, NY 10007
(202) 515-2537

- (b) Verizon is a corporation formed under the laws of Delaware.
(c) Correspondence concerning Verizon should be sent to:

Michael E. Glover
Karen Zacharia
Leslie V. Owsley
Verizon

⁷ Public Notice, *Fed. Communications Comm'n, Int'l Authorizations Granted*, 18 FCC Rcd. 9121, May 1, 2003 (File No. ITC-214-20030401-00162). Tracfone Wireless is a subsidiary of América Móvil, through Sercotel.

1515 N. Courthouse Rd.
Arlington, VA 22201
(703) 351-3193

with a copy addressed to:

Nancy J. Victory
Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, DC 20006
(202) 719-7344

- (d) PRT LD, a subsidiary of TELPRI, is authorized pursuant to Section 214 of the Communications Act of 1934, as amended, to provide global facilities-based and global resale services between the United States and all authorized international points (File Numbers ITC-214-19960215-00072, ITC-214-20000714-00410, and ITC-214-20051129-00480).

Transferee

- (a) Name, address, and telephone number of América Móvil is:

América Móvil, S.A. de C.V.
Lago Alberto 366
Torre 1, Piso 2
Colonia Anáhuac
11320 Mexico, D.F.
011-52-525-703-3990

- (b) América Móvil is a corporation that is organized under the laws of Mexico.
(c) Correspondence concerning América Móvil should be sent to:

Alejandro Cantú Jiménez
Lago Alberto 366
Torre 1, Piso 2
Colonia Anáhuac
11320 Mexico, D.F.
011-52-525-703-3990

with a copy to:

Philip L. Verveer
Michael G. Jones
Daniel K. Alvarez
Willkie Farr & Gallagher LLP

1875 K Street, N.W.
Washington, D.C. 20006
(202) 303-1000

- (d) TracFone, a subsidiary of América Móvil, holds an international Section 214 authorization that gives TracFone the authority to resell the international switched services of unaffiliated U.S. international facilities-based carriers (File Number ITC-214-20030401-00162).
- (e) This Application seeks authority for transfer of control of the Section 214 international authorizations held by TELPRI's subsidiaries from Verizon to América Móvil, as described above, without alteration. América Móvil certifies that it will comply with Sections 63.21, 63.22, or 63.23, as may be applicable.
- (f) Not applicable.
- (g) Not applicable.

(ANSWER TO QUESTION 11)

- (h) The name, address, citizenship, and principal businesses of the direct or indirect holders of at least 10% of the equity of the transferee are as follows:

Sercotel, S.A. de C.V.

Lago Alberto 366
Torre 1, Piso 2
Colonia Anáhuac
11320 Mexico, D.F.

Citizenship: Mexico

Principal Business: Holding company for telecommunications-related investments

Percentage: 65 - 100 % of TELPRI⁸

América Móvil, S.A. de C.V.

Lago Alberto 366
Torre 1, Piso 2
Colonia Anáhuac
11320 Mexico, D.F.

Citizenship: Mexico

Principal Business: Holding company for telecommunications-related investments

⁸ As explained above, upon consummation of the instant transaction, Sercotel will own at least 65 percent, and may own as much as 100 percent, of the outstanding and issued common stock of TELPRI, depending on whether other TELPRI shareholders elect to participate in the transaction.

Percentage: América Móvil directly owns 99.99% of Sercotel.

América Telecom., S.A. de C.V. ("América Telecom")

Insurgentes Sur 3500

Colonia Peña Pobre

14060 Mexico, D.F.

Citizenship: Mexico

Principal Business: Holding company for telecommunications-related investments.

Percentage: As of December 31, 2005, América Telecom. held approximately 40.48% of the total capital stock of América Móvil and 64.72% of the voting shares of América Móvil. Other Mexican and foreign investors hold the remaining 59.64% of the capital stock of América Móvil.⁹ No public investor holds more than 10% of América Móvil's capital stock.

As of December 31, 2005, there were approximately 3,488,158,759 outstanding A1 shares of América Telecom. As of April 30, 2005, 81% of the A1 shares of América Telecom was held by Carlos Slim Helú and certain members of his family, all of whom are Mexican citizens. The remaining 19% of A1 shares was held by other public investors.

(ANSWER TO QUESTION 12)

América Móvil has the following interlocking directors with Teléfonos de México, S.A. de C.V. ("Telmex"): Carlos Slim Helú, Jaime Chico Pardo, Alejandro Soberón Kuri.

⁹ SBC International, Inc. ("SBCI"), a wholly-owned subsidiary of the U.S. telecommunications company AT&T Inc., holds approximately 7.91 percent of América Móvil's total capital stock as of December 31, 2005. This interest is held in the form of AA shares, and would normally represent approximately 24.47 percent of the voting shares of América Móvil. América Móvil's bylaws prohibit non-Mexican entities from holding or acquiring AA shares, except through a trust that effectively neutralizes their votes. SBCI holds its AA shares through a trust that has been approved by relevant authorities in Mexico for this purpose. SBCI also has the right to two seats on the 12-seat board of directors of América Móvil. As of December 31, 2005, 79 percent of the outstanding L shares of América Móvil (approximately 19.4 million) was represented by L Share ADSs, each representing the right to receive 20 L Shares, and 99.9 percent of the L Share ADSs was held by 13,234 holders (including The Bank of New York as Depositary) with registered addresses in the United States. 24.79 percent of the A shares were held in the form of A shares ADSs, each representing the right to receive 20 A Shares, and 99.83 percent of the A shares ADSs were held by 5,234 holders with registered addresses in the United States.

(ANSWER TO QUESTION 14-15)

(i) *The following foreign carriers are subsidiaries of América Móvil:*

Telecomunicaciones de Guatemala ("Telgua"), a Guatemalan telecommunications company; Compañía de Telecomunicaciones de El Salvador ("CTE"), an El Salvadoran telecommunications company that provides fixed and wireless services; and Empresa Nicaragüense de Telecomunicaciones, S.A. ("Enitel"), a Nicaraguan telecommunications company that provides fixed and wireless services. The following wireless providers are also subsidiaries of América Móvil: CTI Compañía Telefonos del Interior, S.A. and CTI PCS, S.A. (Argentina); BCP, S.A, Americel S.A., and Telet S.A. (Brazil); Comunicación Celular S.A. (Colombia); Consorcio Ecuatoriano de Telecomunicaciones, S.A. (Ecuador); Servicios de Comunicaciones de Nicaragua, S.A. (Nicaragua); Servicios de Comunicaciones Personales Inalámbricas, S.A. (Guatemala); AMOV Peru, S.A.C. (Peru); AM Wireless Uruguay, S.A. (Uruguay); Servicios de Comunicaciones de Honduras, S.A. de C.V. and Megatel de Honduras, S.A. de C.V. (Honduras); Smartcom, S.A. (Chile); Hutchison Telecommunications Paraguay, S.A. (Paraguay); Genesis Telecom, C.A. (Venezuela); and Radiomóvil Dipsa, S.A. de C.V. (Mexico).

Additionally, Carso Global Telecom, S.A. de C.V., a Mexican holding company under common control with América Telecom, controls Telmex, a telecommunications carrier that provides domestic telecommunications services in Mexico and international telecommunications services originating in Mexico on the U.S.-Mexico route. Under the Commission's rules, América Móvil is also affiliated with foreign carriers operating elsewhere in South America: Telmex do Brasil Ltda. (Brazil), Telmex Argentina S.A. and MetroRed Telecomunicaciones S.R.L. (Argentina), Telmex Peru S.A. (Peru), Telmex Chile S.A. and Chilesat Corp. S.A. (Chile), Telmex Colombia S.A. (Colombia), and Embratel (Brazil).¹⁰

- (j) After consummation of this transaction, América Móvil seeks authority to continue providing international telecommunications services to all authorized global points. By its signature on this Application, América Móvil certifies that it seeks to provide international telecommunications services to the destination countries identified in response to part (i) above, in which it is under common control with a foreign carrier under the Commission's rules.

¹⁰ Telmex and América Móvil separately entered into contracts to acquire Verizon's 28.5% indirect interest in CANTV Venezuela ("CANTV"), which operates in Venezuela, and 100% interest in Verizon Dominicana, C. por A. ("Verizon Dominicana"), which operates in the Dominican Republic. The CANTV acquisition is subject only to a post-transaction notification to the FCC. The Verizon Dominicana transaction does not involve a transfer of control of authorizations issued by the FCC. Existing América Móvil- and Telmex-affiliated carriers providing service to and from the U.S. are required to file a post-closing notification of the new affiliations. If all three transactions are consummated, PRT LD will retain its current foreign carrier affiliation with CANTV and Verizon Dominicana, and will continue to comply with the dominant foreign carrier affiliation safeguards in the FCC's rules.

- (k) All of the named foreign countries are members of the WTO.
- (l) Please see response to item (m), below. América Móvil notes that a subsidiary, Tracfone Wireless, and other affiliates, which are subsidiaries of Telmex, already hold authority to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to all authorized global points.

(ANSWER TO QUESTION 17)

- (m) As discussed in the response to part (i), above, América Móvil is affiliated with foreign carriers in various countries throughout the Americas. América Móvil notes that Telmex, Embratel, Telgua, Enitel, and CTE appear on the Commission's list of carriers that are not entitled to the presumption of non-dominance established in Section 63.10(a)(3) of the Commission's rules, and therefore are presumed under those rules to possess market power on the foreign end of the route.¹¹ América Móvil observes, however, that Telmex today is not properly considered dominant in Mexico under Mexican law, which differs from U.S. law and the Commission's rules. Whether Telmex possesses market power in relevant Mexican telecommunications markets is a question that currently is being litigated before the Mexican Federal Competition Commission and in the Mexican courts. With respect to the U.S.-Mexico, U.S.-Guatemala, U.S.-Nicaragua, and U.S.-El Salvador routes, however, América Móvil will comply with the Commission's rules applicable to carriers affiliated with foreign carriers that the Commission considers dominant under its rules, without prejudice to América Móvil's right to seek reclassification of Telmex, Telgua, Enitel, and CTE in the future, and without prejudice to Telmex's position that it is not properly considered dominant in Mexico under Mexican law.

(ANSWER TO QUESTION 16)

Note that América Móvil's remaining affiliations were treated as non-dominant when the Commission was originally notified of those affiliations.¹² América Móvil qualifies for a presumption of non-dominance because those carriers have significantly less than 50 percent market share in the international transport and local access markets on the foreign end of the route. Additionally, in several

¹¹ See Public Notice, *The International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers That Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, DA 04-1584 (rel. May 28, 2004).

¹² See, e.g., Public Notice, *Foreign Carrier Affiliation Notification*, DA 05-3014 (rel. Nov. 22, 2005) (noticing TracFone, LATAM, and Telmex USA affiliations with AMOV Peru, Smartcom and Hutchison); Public Notice, *Foreign Carrier Affiliation Notification*, DA 04-1635 (rel. June 4, 2004) (noticing TracFone and Telmex USA affiliations with carriers in Chile, Peru, and Argentina).

countries, the affiliated carriers are wireless service providers. The Commission has determined that wireless service providers lack sufficient market power to *affect competition adversely in the U.S. market.*¹³

- (n) América Móvil certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and América Móvil certifies that it will not enter into such agreements in the future.
- (o) América Móvil certifies that, pursuant to Sections 1.2001-1.2003 of the Commission's rules, it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) The Applicants do not request streamlined processing of this Application.

¹³ *In re 1998 Biennial Regulatory Review – Review of International Common Carrier Regulations, Report and Order*, 14 FCC Rcd 4909 (1999), at ¶ 29.

IV. CONCLUSION

For the foregoing reasons, the Applicants request that the Commission consent to the transfer of control of the above-listed domestic international Section 214 authorizations held by subsidiaries of Verizon.

TWO SIGNATURE PAGES FOLLOW.

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BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0500
Page 1 of 2

(1) LOCK BOX # 358145		FCC/WELTON		MAY 09 2006		SPECIAL USE ONLY	
						FCC USE ONLY	
SECTION A - PAYER INFORMATION							
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Willkie Farr & Gallagher				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00			
(4) STREET ADDRESS LINE NO. 1 1875 K Street, N.W.							
(5) STREET ADDRESS LINE NO. 2							
(6) CITY Washington				(7) STATE DC	(8) ZIP CODE 20006		
(9) DAYTIME TELEPHONE NUMBER (include area code) (202)303-1141				(10) COUNTRY CODE (if not in U.S.A.)			
FCC REGISTRATION NUMBER (FRN) REQUIRED							
(11) PAYER (FRN) 0003-7337-48				(12) FCC USE ONLY			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET							
(13) APPLICANT NAME America Movil, S.A. de C.V.							
(14) STREET ADDRESS LINE NO. 1 Laao Alberto 366							
(15) STREET ADDRESS LINE NO. 2 Colonia Anahuac							
(16) CITY Mexico City				(17) STATE DF	(18) ZIP CODE		
(19) DAYTIME TELEPHONE NUMBER (include area code) 0-11-525-52-581-4411				(20) COUNTRY CODE (if not in U.S.A.) 11320			
FCC REGISTRATION NUMBER (FRN) REQUIRED							
(21) APPLICANT (FRN) 0015-0250-67				(22) FCC USE ONLY			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET							
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1			
(24A) FEE DUE FOR (PTC) \$895.00		(27A) TOTAL FEE \$895.00		FCC USE ONLY			
(28A) FCC CODE 1				(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY			
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		FCC USE ONLY			
(28B) FCC CODE 1				(29B) FCC CODE 2			
SECTION D - CERTIFICATION							
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.							
SIGNATURE _____				DATE _____			
SECTION E - CREDIT CARD PAYMENT INFORMATION							
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____							
ACCOUNT NUMBER _____				EXPIRATION DATE _____			
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.							
SIGNATURE _____				DATE _____			

WILLKIE FARR & GALLAGHER^{LLP}

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BRUSSELS

May 9, 2006

Via Courier

Federal Communications Commission
Wireline Competition Bureau, Competition Policy Division - 214 Applications
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Combined Application for Consent to the Transfer of Control of
Telecomunicaciones de Puerto Rico, Inc., Holder of Domestic and
International Section 214 Authorizations, from Verizon Communications
Inc. to América Móvil, S.A. de C.V.

Dear Sir or Madam:

Transmitted herewith on behalf of América Móvil, S.A. de C.V. is an application to transfer control of Telecomunicaciones de Puerto Rico, Inc., which, through its operating subsidiaries, holds domestic Section 214 authorizations by operation of Section 63.01 of the Commission's rules, and holds international Section 214 authorizations (File Nos. ITC-214-19960215-00072, ITC-214-20000714-00410, and ITC-214-20051129-00480). Pursuant to 47 C.F.R. § 63.04(b), this application is filed as a combined application for consent to transfer control with respect to both the domestic and the international Section 214 authorizations. The international Section 214 transfer filing is being made contemporaneously herewith via the International Bureau's electronic filing system (MyIBFS).

América Móvil, S.A. de C.V., the transferee, will acquire at least 65 percent and as much as 100 percent of the issued and outstanding common stock of Telecomunicaciones de Puerto Rico, Inc. from its direct owner, GTE Holdings (Puerto Rico) LLC, which is indirectly owned and controlled by Verizon Communications Inc, the transferor, as well as from other stockholders who choose to participate in the transaction pursuant to the structure outlined in the attachment.

Also attached hereto is a completed FCC Form 159 remittance advice, along with a check made payable to the Federal Communications Commission in the amount of the required filing fee of \$895.00.