

## Edgar Filing: Telmex Internacional, S.A.B. de C.V. - Form 425

Telmex Internacional, S.A.B. de C.V.

Form 425

April 30, 2010

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Filed by: América Móvil, S.A.B. de C.V.

Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: Telmex Internacional, S.A.B. de C.V.

Commission File No. 001-34086

Below is an English translation of the preliminary disclosure statement that América Móvil, S.A.B. de C.V. ( América Móvil ) filed with the Comisión Nacional Bancaria y de Valores ( CNBV ) in Mexico on April 29, 2010 in connection with its previously-announced offer to acquire all shares of Telmex Internacional, S.A.B. de C.V. (the Offer ). América Móvil is submitting this information solely because this information has been made public in Mexico. The information set forth below is not complete and may be changed. This document does not constitute an offer to sell any securities in the United States, Mexico, or elsewhere. No securities may be offered or sold in the United States, Mexico or any other jurisdiction, unless registered or exempted from registration therein.

América Móvil has not yet commenced the Offer and the terms of and the disclosure with respect to the Offer when it is commenced may differ from the information set forth below. In addition, América Móvil will file a separate registration and tender offer statement in connection with the Offer with the U.S. Securities and Exchange Commission, which will govern the Offer with respect to holds of securities of Telmex Internacional that reside in the United States.

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**In connection with the proposed transaction, América Móvil, S.A.B. de C.V. ( América Móvil ) will file with the U.S. Securities and Exchange Commission (the SEC ) a Registration Statement on Form F-4 that will include a prospectus and a tender offer statement. Investors and security holders are urged to read the prospectus and tender offer statement regarding the proposed transaction when it becomes available because it will contain important information. You may obtain a free copy of the prospectus and tender offer statement (when available) and other related documents filed by América Móvil with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov).**

**This document contains certain forward-looking statements that reflect the current views and/or expectations of América Móvil and its management with respect to its performance, business and future events. We use words such as believe, anticipate, plan, expect, intend, target, estimate, project, predict, forecast, guideline, should and other similar expressions to identify forward-looking statements, but they are not the only way we identify such statements. Such statements are subject to a number of risks, uncertainties and assumptions. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in this release. América Móvil is under no obligation and expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.**

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Preliminary Disclosure Statement

Dated April 29, 2010

The information contained in this preliminary disclosure statement is subject to modification, amendment, supplement, clarification or substitution.

An updated version of this preliminary disclosure statement, including any modification, amendment, supplement, clarification or substitution made hereto between the date hereof and the date of the offer described herein, will be available for consultation at the world wide web addresses of the Mexican Stock Exchange and Mexico's National Banking and Securities Commission,

[www.bmv.com.mx](http://www.bmv.com.mx), and

[www.cnbv.gob.mx](http://www.cnbv.gob.mx),

respectively. In addition, any such change in this preliminary disclosure statement shall be disclosed to the public through the Securities Issuers Electronic Communications System (*Sistema Electrónico de Comunicación con Emisoras de Valores*, or EMISNET), at

<http://emisnet.bmv.com.mx>.

The purchase offer subject matter of this preliminary disclosure statement may not be consummated until such time as Mexico's National Banking and Securities Commission shall have granted its approval therefor pursuant to Mexico's Securities Market Law. This preliminary disclosure statement does not constitute an offer to purchase the securities described herein.

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Preliminary Disclosure Statement

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**PUBLIC OFFER TO PURCHASE UP TO ALL OF THE 18,011,851,560 SHARES OF STOCK OF TELMEX INTERNACIONAL, S.A.B. DE C.V. ( TELINT OR THE ISSUER ),**

**IN EXCHANGE FOR THE CONCURRENT SUBSCRIPTION BY TELINT S SHAREHOLDERS OF UP TO 2,638,509,332 SERIES L LIMITED-VOTING SHARES, NO PAR VALUE, ISSUED IN REGISTERED FORM, REPRESENTING APPROXIMATELY [8.2]% OF THE OUTSTANDING CAPITAL STOCK OF AMÉRICA MÓVIL, S.A.B. DE C.V. ( AMX ) AS OF THE DATE HEREOF, OR, AT THE ELECTION OF SUCH SHAREHOLDERS, IN EXCHANGE FOR 11.66 MEXICAN PESOS ( PESOS OR Ps. ) IN CASH, FOR EACH SHARE TENDERED BY THEM.**

AMX is offering to purchase up to all of the outstanding shares of stock of TELINT, consisting of 18,011,851,560 Series A and Series L shares, concurrent with the subscription by TELINT s shareholders of up to 2,638,509,332 Series L limited-voting shares, no par value, issued in registered form, representing approximately 8.2% of the outstanding capital of AMX as of the date hereof, or, at the election of such shareholders, for a Purchase Price of Ps.11.66 in cash for each share tendered by them. The exchange ratio is 0.373:1 and, as a result, TELINT s shareholders may subscribe up to 0.373 Series L shares of AMX as part of the Offer, in exchange for each TELINT share tendered by them.

<b>Issuer:</b>	TELMEX Internacional, S.A.B. de C.V.	América Móvil, S.A.B. de C.V.
<b>Trading symbol:</b>	TELINT	AMX
<b>Number of shares outstanding prior to the Offer:</b>	18,011,851,560 shares	32,108,530,456 shares
<b>Number of shares included in the Offer and the U.S. Offer:</b>	Up to 18,011,851,560 shares	Up to 2,638,509,332 Series L AMX shares to be subscribed as part of the Offer.
<b>Number of shares outstanding upon completion of the Offer:</b>	18,011,851,560 shares	39,237,096,526 shares, assuming that all participants will elect the cash option; or 41,875,605,858 shares if all participants elect to receive AMX shares.
<b>Purchase price:</b>	Ps.11.66 per share.	
<b>Exchange ratio:</b>	0.373 Series L shares of AMX for each TELINT share tendered in connection with the Offer.	
<b>Aggregate price in the Offer and the U.S. Offer:</b>	The aggregate price will depend on the number of shares subscribed in connection with the Offer, subject to a maximum of 2,638,509,332 Series L shares available in AMX s treasury, or approximately Ps.82.5 billion in cash.	

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<b>Offering period:</b>	April [ ], 2010, to May [ ], 2010.
<b>Date of registration with the BMV:</b>	May [ ], 2010.
<b>Settlement date:</b>	May [ ], 2010.
<b>Announcement of the outcome of the Offer:</b>	[ ], 2010
<b>Date of publication of notice of the Offer:</b>	A notice with respect to the Offer will be published in a national newspaper upon commencement of the Offer and every three days throughout the Offering Period.
<b>AMX's capital structure:</b>	
<b>Authorized, paid-in capital as of the date hereof:</b>	Ps.267,571,086.89
<b>Authorized, paid-in capital following the Offer:</b>	Ps.348,963,381.83
<b>Aggregate number of authorized, paid-for shares as of the date hereof:</b>	32,108,530,456 shares
<b>Authorized Series AA shares outstanding immediately prior to and following completion of the Offer:</b>	11,712,316,330 shares
<b>Authorized Series A shares outstanding immediately prior to and following completion of the Offer:</b>	445,330,920 shares
<b>Authorized, paid-for Series L shares as of the date hereof:</b>	19,950,883,216 shares
<b>Maximum number of authorized Series L shares outstanding upon completion of the Offer (including the TELECOM Offer):</b>	27,079,449,276 shares
<b>Maximum aggregate number of authorized shares outstanding upon completion of the Offer (including the TELECOM Offer):</b>	41,875,605,858 shares
For additional information regarding AMX's capital structure following the Offer, see Section 14 of this Disclosure Statement, Consequences of the Offer.	

**The U.S. Offer:** AMX intends to commence a tender offer in the United States, pursuant to U.S. law (including, in particular, the U.S. Securities Act of 1933), for the same 18,011,851,560 Series A and Series L subject matter hereof, including all securities representing such shares, in substantially the same terms and conditions of this Offer, including as to term, purchase price and exchange factor. The maximum aggregate number of shares subject to such offer is 2,638,509,332 Series L AMX Shares, or approximately Ps.82.5 billion. There is no intermediary in the U.S. Offer, and the exchange agent for purposes thereof would be The Bank of New York Mellon. The U.S. Offer constitutes a separate offer and is not subject to this Disclosure Statement.

**Additional Payments:** AMX hereby represents, under penalty of perjury, that it has made no payment arrangements other than for the consideration payable in connection with this Offer, including the exchange factor and reference price described in this Disclosure Statement.

**Exchange Procedure:** (1) Any TELINT shareholder who may wish to participate in the Offer and who may be holding his/her TELECOM shares through a Custodian (as such term is defined in Glossary of Defined Terms in this Disclosure Statement) with an account at S.D. Indeval, Institución para el Depósito de Valores, S.A. de C.V. (Indeval), must within the offering period give to such Custodian written notice of his/her decision to accept the Offer and instruct such Custodian to sell his/her TELINT shares and his/her election to either (i) allocate, concurrently, the proceeds of such sale to subscribe the Series L shares of AMX, or (ii) receive Ps. 11.66 in cash, for each TELINT share tendered by them (the Purchase Price). The Custodians will consolidate all the instructions received from their clients and deliver to Inversora Bursátil, S.A. de C.V.,

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Casa de Bolsa, Grupo Financiero Inbursa ( Inbursa or the Underwriter ), a duly completed Acceptance Letter (as such term is defined in Glossary of Defined Terms in this Disclosure Statement) identifying the TELINT Shares being tendered by each of them, in the manner prescribed in the following paragraph. All Acceptance Letters must be duly completed, signed and delivered via courier, return receipt requested, to Inbursa's offices located at Paseo de las Palmas 736, Colonia Lomas de Chapultepec, Delegación Miguel Hidalgo, 11000 Mexico D.F., Att.: Mr. Gilberto Pérez Jiménez, telephone +(5255) 5625-4900 ext. 1547, fax +(5255) 5259-2167. Business hours for purposes of such delivery shall be from 9:00 a.m. to 2:00 p.m., and from 4:00 p.m. to 6:00 p.m., Mexico City time during all business days of the Offering Period, except for the Expiration Date, in which business hours shall be from 9:00 a.m. to 4:00 p.m., Mexico City time; (2) Custodians must transfer all relevant TELINT Shares to account No. 2501, maintained by Inbursa at Indeval, not later than by 4:00 p.m. (Mexico City time) on May [ ], 2010. Any shares transferred or delivered to such account after such time shall be excluded from the Offer; (3) Any TELINT shareholder who may be holding his/her TELINT shares in the form of physical certificates must make arrangements with the Custodian of his/her choice for purposes of participating in the Offer, or surrender his/her duly endorsed stock certificates at Inbursa's offices located at Paseo de las Palmas 736, Colonia Lomas de Chapultepec, Delegación Miguel Hidalgo, 11000 Mexico D.F., Att.: Gilberto Pérez Jiménez, during the hours set forth in the paragraph 1 above and not later than by 4:00 p.m. (Mexico City time) on May [ ], 2010; and (4) On May [ ], 2010, Inbursa will transfer to each Custodian's account at Indeval, (i) the number of AMX Series L shares issued in exchange for the TELINT shares received from or transferred by them as set forth hereinabove, OR (ii) the Purchase Price. The acceptance of the Offer as evidenced by the transfer of any TELINT shares to account No. 2501 at Indeval as described above, shall for all applicable purposes become irrevocable as of May [ ], 2010, after 4:00 p.m., Mexico City time. As a result, no such shares may be withdrawn from such account subsequent to their transfer thereto. See section 5(k) of this Disclosure Statement, The Offer Exchange Procedure.

Conditions: The Offer is subject to various conditions, as described in Section 8 of this information memorandum for the purchase and concurrent subscription offer (this Disclosure Statement ). Such conditions include, among others, the receipt of certain corporate and regulatory approvals, some of which have been heretofore obtained by AMX and/or TELINT. Among other

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things, the Offer is conditioned upon the successful acquisition by AMX of at least 51% (fifty one percent) of the shares of stock of Carso Global Telecom, S.A.B. de C.V. ( TELECOM ) in connection with a purchase and subscription offer commenced by AMX concurrently herewith (the TELECOM Offer ); provided, that AMX will only invoke such condition upon TELECOM's shareholders becoming subject to any regulatory or other restriction precluding their participation in the Offer; and provided, further, that the satisfaction of such condition will not be subject to the sole discretion of TELECOM's shareholders. In addition, the TELECOM Offer is conditioned upon the absence of any legal or other restriction precluding TELECOM's shareholders' ability to participate in the TELECOM Offer. In the event that the conditions set forth in this Disclosure Statement are not met and/or waived by AMX, the Offer shall have no legal effect whatsoever. In such event, AMX will disclose the corresponding relevant events through the *Emisnet* system operated by the Mexican Stock Exchange (*Bolsa Mexicana de Valores, S.A.B. de C.V.*) ( BMV ),

Extension of the Offering Period: As described in Section 5(k)(iii) of this Disclosure Statement, The Offer Exchange Procedure Extension of the Offering Period, under applicable law the offering period is subject to one or more extensions in accordance with Section 5(j)(iii) of this Disclosure Statement, at AMX's sole discretion and/or in the event of any material change in the terms of the Offer; provided, that the period of any extension as a result of any such change shall be not less than five (5) business days. In addition, the Offer may be extended by resolution of Mexico's National Banking and Securities Commission (*Comisión Nacional Bancaria y de Valores*) (the CNBV ) pursuant to the last paragraph of Article 101 of Mexico's Securities Market Law (*Ley del Mercado de Valores*) (the LMV ).

Right to Withdraw: Any shareholder who may have accepted the Offer will have the right to withdraw his/her acceptance at any time prior to 4:00 p.m. Mexico City time of Expiration Date (as such term is defined in Glossary of Defined Terms in this Disclosure Statement), including as a result of any relevant change in the terms of the Offer or upon receipt of one or more competitive offers (the Withdrawal Right ). To such effect, the relevant Custodian shall give the Underwriter, prior to the Expiration Date, written notice of the exercise of the Withdrawal Right by such shareholder. The relevant acceptance will be deemed withdrawn upon receipt of such notice by the Underwriter. Notices of exercise of the Withdrawal Rights are not subject to revocation and, accordingly, the shares so withdrawn will not be included in the Offer.

Notwithstanding the above, any TELINT shares so withdrawn may be subsequently retendered in connection with the Offer at any time prior to the Expiration Date, subject to the satisfaction of the conditions set forth in Section 5(k)(ii) of this Disclosure Statement, The Offer Exchange Procedure Conditions for the Acceptance of the Shares. Any question as to the form and validity (including the time of receipt) of any withdrawal notice will be decided by AMX through the Underwriter, and such decision will be final and binding. AMX may waive any right, defect or irregularity in connection with the withdrawal of any acceptance by any TELINT shareholder, depending upon its significance.

The exercise of the Withdrawal Rights will not be subject to any penalty. Any TELINT shareholder may exercise his/her Withdrawal Right in the manner prescribed in this Disclosure Statement and, particularly, in Section 5(n) hereof, Withdrawal Rights.

Opinion of TELINT's Board of Directors: As disclosed by TELINT on March 19, 2010, its Board of Directors, taking into consideration the independent expert opinion of Merrill Lynch, Pierce, Fenner & Smith Incorporated or its affiliates ( Merrill Lynch ), who was engaged by TELINT's Board of Directors, and the opinion of TELINT's Audit and Corporate Governance Committee, determined that the exchange ratio and the Purchase Price determined for purposes of the Offer are fair and reasonable from a financial standpoint. For additional information, see Section 18 of this Disclosure Statement, Opinions of the Board of Directors and the Independent Expert.

Opinion of TELINT's Independent Expert Advisor: As disclosed by TELINT on March 19, 2010, TELINT's Audit and Corporate Governance Committee confirmed Merrill Lynch's appointment as independent expert engaged by TELINT's Board of Directors for purposes of the issuance of an opinion as to the financial fairness of the exchange ratio and the Purchase Price proposed in connection with the Offer. Based upon the facts disclosed thereto, and the other considerations described in its opinion, a copy of which is attached hereto as Exhibit 26(b), Merrill Lynch advised TELINT's Board of Directors that the exchange ratio and the Purchase Price offered to TELINT's shareholders are fair. Recipients of this Disclosure Statement are advised to review Exhibit 26(b) hereto to fully understand such opinion, including the facts upon which it is based and any qualifications thereto.

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Opinion of AMX's Financial Advisor, and Independent Expert for Mexican law purposes: On January 13, 2010, AMX's Board of Directors issued a favorable opinion with respect to the commencement of the Offer by AMX, and resolved, among other things, to authorize AMX to retain a financial advisor as independent expert for purposes of the Offer (and also to act as independent expert for purposes of, and in accordance with, Mexican law). On February 9, 2010, AMX's Audit and Corporate Governance Committee issued a favorable opinion with respect to the commencement of the Offer by AMX. Likewise, it resolved, among other things, to ratify the appointment of Credit Suisse Securities (USA) LLC (Credit Suisse). Said appointment was approved by AMX's Board of Directors on January 13, 2010. In connection with the Offer, Credit Suisse was requested (in its capacity as independent expert advisor engaged by AMX's Board of Directors, in accordance with, and for purposes of, Mexican law) to issue for the information of AMX's Board of Directors its opinion, from a financial standpoint, as to the financial fairness of the consideration, in cash or in AMX Shares, offered by AMX to TELINT's shareholders in connection with the Offer. On March 9, 2010, Credit Suisse issued its opinion to AMX Board of Directors, stating that, as of the date thereto and, based upon the facts disclosed therein, and on other considerations included therein, a copy of which is attached hereto as Exhibit 26(a), the consideration, in cash or in AMX Shares offered to TELINT's shareholders is reasonable from a financial standpoint to AMX. The opinion was issued solely for the information of AMX's Board of Directors for purposes of evaluating the Offer from a financial standpoint and not for the benefit of shareholders and is subject to several presumptions, qualifications, limitations and considerations. The opinion does not deal in any way with other aspects of the Offer, and does not purport to be a recommendation, and shall not be understood as a recommendation to the shareholders in connection with their participation in the Offer or any other matter.

Cancellation of Registration: Assuming that TELINT's shareholders will elect to tender their shares in connection with the Offer, AMX intends to purchase up to 100% (one hundred percent) of the TELINT Shares and may file a petition to cancel the registration of such shares with Mexico's National Securities Registry (*RNV Nacional de Valores*) (RNV) and their registration for trading on the BMV, subject to the consent of at least 95% (ninety five percent) of TELINT's shareholders. Contingent upon the outcome of the Offer, following the consummation thereof and subject to the satisfaction of all the conditions set forth in the applicable laws to ensure the protection of the public's interests, and the approval of the requisite corporate actions, AMX intends to file with the CNBV a petition to cancel the registration of the TELINT Shares with the RNV and the BMV, so that such shares will no longer trade therein. Upon satisfaction of the conditions set forth in the applicable laws to obtain the cancellation of the registration of the Series A-1 shares of TELECOM, if a petition to obtain such cancellation is filed with and approved by the CNBV, AMX will establish a trust or conduct a subsequent offer in accordance with the applicable laws. THERE CAN BE NO ASSURANCE TO THE EFFECT THAT EITHER SUCH ACTION WILL BE TAKEN OR, IF SO, AS TO THE DATE THEREOF. For additional information, see Section 17 of this Disclosure Statement, Maintenance or Cancellation of Registration.

Tax Considerations: The sale of the TELINT Shares to AMX, and the concurrent subscription of the Series L shares of stock of AMX, are subject to the provisions contained in Articles 60, 109(XXVI) and 190 of Mexico's Income Tax Law and other applicable tax laws. The summary of tax considerations included in this Disclosure Statement does not purport to contain a complete or detailed description of the Mexican tax provisions applicable to TELINT's shareholders. In addition, such summary may not be applicable to certain shareholders in light of their particular circumstances. Accordingly, TELINT's shareholders are advised to consult with their own independent tax experts as to the tax consequences associated with their participation in the Offer, including those arising as a result of their particular circumstances.

Prospective Participants: The Offer is extensive to all holders of TELINT's Series A and Series L shares as of the last day of the Offering Period. Section 5(k) of this Disclosure Statement, The Offer Exchange Procedure, sets forth the procedure in accordance with which the holders of TELINT's Series AA shares will be able to participate in the Offer.

Use of Proceeds: Not applicable. AMX will not receive any of the proceeds of the Offer and will allocate such proceeds to purchase 100% (one hundred percent) of the outstanding shares of stock of TELINT as of the date hereof.

Depository: Indeval.

Over-allotment Options: None.

Other Transactions: Concurrently with the Offer, AMX intends to commence the TELECOM Offer.

AMX Shares: The shares being offered by AMX in exchange for the TELINT Shares, in lieu of the purchase price in cash, in connection with the Offer, consist of Series L limited-voting shares of the capital stock AMX. Accordingly, holders of AMX's Series L shares will not have the same rights as holders of other series of stock of AMX and may be deemed to be at disadvantage. For additional information regarding AMX's Series L shares, see sections 15 and 16 of this Disclosure Statement, Risk Factors and Rights of the Shareholders, respectively.

UNDERWRITER

Inversora Bursátil, S.A. de C.V., Casa de Bolsa Grupo Financiero Inbursa

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TELINT's shares are registered with the RNV and are listed for trading on the BMV.

The AMX Series L shares to be subscribed as part of the Offer in accordance with this Disclosure Statement are registered with the RNV under registration number 2723-1.00-2010-003, and are listed for trading on the BMV.

Registration with the RNV does not imply any certification as to the quality of the securities, the solvency of the issuer, or the accuracy or truthfulness of the information contained in this Disclosure Statement, nor does it validate any act carried out in violation of the law.

Mexico City, [ ], 2010.

CNBV Aut. No. [ ], dated [ ], 2010.

This Disclosure Statement is available for consultation at the web addresses of the BMV and AMX, [www.bmv.com.mx](http://www.bmv.com.mx) and [www.americamovil.com](http://www.americamovil.com), respectively.



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### **Notice to Investors**

**No intermediary, person authorized to engage in transactions with the public, or any other person, has been authorized to provide information or make any representation not contained in this Disclosure Statement. Accordingly, any information or representation not contained herein must be construed as not authorized by AMX and/or the Underwriter.**

The Offer contains forward-looking statements. Such statements are contained throughout this Disclosure Statement and include statements with respect to the current intentions, considerations or expectations of AMX and its management, including statements with respect to its strategy following the consummation of the Offer and its plans with respect to the acquisition of all of the shares of stock of TELINT. Such forward-looking statements involve risks and uncertainties that could materially affect us and cause our actual results to significantly differ from those described in our forward-looking statements as a result of various factors. Such factors include, without limitation, the condition of the economy, the political situation, the rates of inflation, the exchange rates, and any change in the existing laws and governmental policies of Mexico and other relevant markets. In this Disclosure Statement, such forward-looking statements may be identified in some instances by the use of words such as believe, anticipate, plan, expect, intend, target, estimate, project, predict, forecast, guideline, should, expressions, but they are not the only way used to identify such statements.

Forward-looking statements are based on the facts known as of the date on which they are made, and AMX and/or the Issuer do not undertake any obligation to update such statements in light of new information or future developments, other than the obligation to disclose the occurrence of any relevant event. Neither AMX nor the Issuer can guarantee that the Offer will be consummated in the terms described in this Disclosure Statement or at all. Similarly, no guarantee can be given as to the results, levels of activity, performance or future success of AMX, TELINT and/or their respective subsidiaries and affiliates.

You will not be subject to any brokerage fees and/or commissions whatsoever as a result of your participation in the Offer, other than for any commission payable under any arrangement between you and your Custodian. We advise you to consult in advance with your Custodian as to the applicability of any commission and/or charge by reason of any transaction and/or service performed by your Custodian in connection with the acceptance of the Offer.

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## **GLOSSARY OF DEFINED TERMS**

Unless otherwise defined in the cover page of this Disclosure Statement or as the context may otherwise require, the following terms shall have the following meanings, which shall be applicable to both the singular and plural forms thereof:

<b>Term</b>	<b>Definition</b>
<b>Acceptance Letter</b>	The document to be completed and delivered to the Underwriter by each Custodian, containing such Custodian's express consent to participate in the Offer in the name and on behalf of its clients, substantially in the form of Exhibit 26(c) hereto.
<b>Adverse Governmental Action</b>	The issuance, enactment, promulgation or execution by any public authority of any law, rule, provision, norm, decree, resolution or order (a) preventing or prohibiting the conduction and/or consummation of the Offer, (b) which may have a material adverse effect on the terms and/or conditions of the Offer, (c) imposing material restrictions on the ability of AMX (or any of its affiliates) to successfully acquire, preserve or exercise in full its ownership rights in respect of the TELINT Shares purchased thereby in connection with the Offer, including, without limitation, the voting rights pertaining to the TELINT Shares, (d) prohibiting, restricting, rendering or seeking to render unlawful any payment in exchange for or the purchase of the TELINT Shares, or the concurrent subscription of the Series L shares of stock of AMX in the terms contemplated by the Offer, or imposing material liabilities for any damages and/or losses as a result thereof, (e) restricting or limiting TELINT's business operations, (f) imposing or seeking to impose any material condition for the Offer in addition to those set forth in this Disclosure Statement, or giving rise to the commencement of any action, proceeding, claim or complaint seeking to achieve any of the above, or (g) limiting the participation of any shareholder in the Offer.
<b>AMX Shares</b>	All or any of the up to [2,638,509,332] Series L limited-voting shares, no par value, issued in registered form, representing approximately 8.2% (eight point two percent) of the outstanding capital of AMX as of the date hereof, to be subscribed by the participants in the Offer; provided, that the AMX Shares are not and shall not be deemed to be included in the Offer but shall be deemed to constitute an integral element of the Offer.
<b>AMX's Additional Reports</b>	(i) The additional report containing AMX's selected financial information and discussion and analysis of its financial condition, results of operations and prospects, together with AMX's audited consolidated financial statements as of and for the year ended December 31, 2009, prepared in accordance with Mexican financial reporting principles, released by AMX through the BMV on March 22, 2010, which report is available for inspection at AMX's Internet page,

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[www.americamovil.com](http://www.americamovil.com). For ease of reference, a copy of such report is attached hereto as Exhibit 26(f); and

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- (ii) The additional report containing AMX's selected financial information and discussion and analysis of its financial condition, results of operations and prospects, together with AMX's audited consolidated financial statements as of and for the year ended December 31, 2009, prepared in accordance with Mexican financial reporting principles, released by AMX through the BMV on April 2, 2010, which report is available for inspection at AMX's Internet page, [www.americamovil.com](http://www.americamovil.com). For ease of reference, a copy of such report is attached hereto as Exhibit 26(g).

**AMX's Annual Report**

AMX's annual report for the year ended December 31, 2008, as filed with the CNBV and the BMV on June 30, 2009, in accordance with the General Rules.

**AMX's Quarterly Report**

AMX's report for the fourth quarter of 2009, as filed with the CNBV and the BMV on February 2, 2010, in accordance with the General Rules.

**Commencement Date**

April [ ], 2010.

**Custodian**

Any brokerage firm, credit institution or other depositary institution authorized to maintain direct deposits with Indeval, entrusted with the safe-keeping and custody of securities in the name and on behalf of the recipients of the Offer.

**Disclosure Statement**

This disclosure statement concerning the purchase and subscription offer described herein.

**Expiration Date**

May [ ], 2010, unless extended upon exercise of the rights described in Section 5(k)(iii) of this Disclosure Statement, The Offer Exchange Procedure Extension of the Offering Period.

**General Rules**

The General Provisions Applicable to Issuers and Other Participants in the Securities Market, issued by the CNBV and published in Mexico's Official Gazette on March 19, 2003 (as amended by any subsequent publication therein.)

**Global Account**

Account No. 2501, maintained by the Underwriter with Indeval.

**Mexico**

The United Mexican States.

<b>Offer</b>	The purchase and subscription offer described in this Disclosure Statement.
<b>Offering Period</b>	The 20 (twenty) business-day period beginning on the Commencement Date, unless extended upon exercise of the rights described in Section 5(k)(iii) of this Disclosure Statement, The Offer Exchange Procedure Extension of the Offering Period.
<b>Other Reports</b>	(i) The Recent Developments Report containing TELINT's audited consolidated financial statements as of and for the year ended December 31, 2009, released by TELINT



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through the BMV on March 24, 2010, which report is available for inspection at TELINT's Internet page, [www.telmexinternacional.com](http://www.telmexinternacional.com). For ease of reference, a copy of such report is attached hereto as Exhibit 26(h); and

- (ii) The Recent Developments Report containing TELMEX's audited consolidated financial statements as of and for the year ended December 31, 2009, released by TELMEX on March 23, 2010, which report is available for inspection at TELMEX's Internet page, [www.telmex.com](http://www.telmex.com). For ease of reference, a copy of such report is attached hereto as Exhibit 26(i).

**Pesos or Ps.**

Pesos, legal tender of Mexico.

**Registration Date**

May [ ], 2010.

**SEC**

The U.S. Securities and Exchange Commission.

**Settlement Date**

May [ ], 2010.

**Slim Family**

Mr. Carlos Slim Helú and his immediate family members.

**TELECOM Shares**

All or any of the approximately [3,481,765,200] Series A-1 full-voting shares, no par value, issued in registered form, representing 100% (one hundred percent) of the outstanding capital stock of TELECOM as of the date hereof, which are the subject matter of the TELECOM Offer.

**TELINT Shares**

All or any of the [18,011,851,560] shares representing 100% (one hundred percent) of the outstanding capital stock of TELINT as of the date hereof.

**TELINT's Annual Report**

TELINT's annual report for the year ended December 31, 2008, as filed with the CNBV and the BMV on June 30, 2009, in accordance with the General Rules.

**TELINT's Quarterly Report**

TELINT's report for the fourth quarter of 2009, as filed with the CNBV and the BMV on February 18, 2010, in accordance with the General Rules, as resubmitted on February 19, 2010.

**TELMEX**

Teléfonos de México, S.A.B. de C.V.

**U.S. Offer**

The tender offer to purchase in the United States a number of TELINT Shares identical to the number of Series A and Series L shares of TELINT that are the subject matter of the TELINT Offer, including any securities representing such shares, in substantially the same terms and conditions as in the Offer, subject to the applicable U.S. laws.

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### **1. FREQUENT Q&A**

Included below are the answers to some of the more frequent questions that a holder of TELINT Shares may have in connection with the Offer. We advise you to carefully read this Disclosure Statement in its entirety given that the information contained in this section is not complete and there may be additional material information in other sections of this Disclosure Statement.

#### **A. Why is AMX conducting the Offer?**

AMX is conducting the Offer to acquire, directly or indirectly, substantially all of the issued and outstanding shares of stock of TELINT, so as to combine the wireless telecommunication services it provides throughout Latin America, with voice, data, video, Internet access and other telecommunication services in Brazil, Colombia and certain other Latin American countries. Such business combination will enable AMX to provide more universally integrated services to its customers. AMX expects that the combined entity will enjoy of a strengthened position towards the major suppliers and will strengthen its research and development capabilities in the telecommunications and information industries. For additional information concerning AMX's plans and objectives, see Section 11 of this Disclosure Statement, Purpose and Future Plans.

#### **B. Is AMX conducting any other offer in respect of the TELINT shares, other than this Offer?**

Yes. In addition to the Offer, AMX is conducting a separate offer for the TELINT shares in the United States. The Offer and the U.S. Offer are subject to substantially similar terms and conditions.

Also, in addition to the Offer and the U.S. Offer, AMX is conducting the TELECOM Offer. TELECOM is TELINT's principal shareholder. TELECOM is a limited liability, variable capital public corporation (*sociedad anónima bursátil de capital variable*) organized under the laws of Mexico, whose sole purpose is that of a holding company. As of March 31, 2010, TELECOM owned approximately [71.6]% of the voting shares of stock of TELINT (which consisted of Series A and Series AA shares), and [60.7]% of the outstanding capital stock of TELINT.

#### **C. Who is offering to purchase my securities?**

América Móvil, S.A.B. de C.V., a limited liability, variable capital public corporation (*sociedad anónima bursátil de capital variable*) organized under the laws of Mexico, whose principal offices are located at Lago Alberto 366, Edificio Telcel I, Colonia Anáhuac, Delegación Miguel Hidalgo, 11320, México, Distrito Federal, Mexico. AMX's telephone number at such location is +(5255) 2581-4719. For additional information regarding AMX, see Section 3 of this Disclosure Statement, Information Concerning AMX.

#### **D. What are the Series and number of shares included in the Offer?**

AMX is offering to purchase up to 100% (one hundred percent) of the outstanding shares of stock of TELINT, concurrent with the subscription by TELINT's shareholders of up to 2,638,509,332 Series L shares of stock of AMX, as part of the Offer, based upon an exchange ratio of 0.373 AMX Shares for each TELINT Share or, at the election of such shareholders, for a Purchase Price of Ps.11.66 in cash.

#### **E. Why is the Offer a concurrent offer?**

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AMX is offering to purchase from TELINT's shareholders up to all of the outstanding shares of stock of TELINT, in exchange for the concurrent subscription of Series L AMX, based upon an exchange ratio of 0.373 AMX Shares for each TELINT Share or, at the election of such shareholders, Ps.11.66 in cash.

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**F. Can I sell my TELINT Shares as part of the Offer, without purchasing any AMX Shares?**

Yes. Any holder of TELINT Shares participating in the Offer shall have the right to (i) subscribe Series L AMX Shares based upon an exchange ratio of 0.373 Series L AMX Shares for each TELINT Share tendered by them, or (ii) receive the Purchase Price in cash.

**G. Who is eligible to participate in the Offer?**

Any individual and/or entity holding any TELINT Shares, subject to the procedure described in this Disclosure Statement; provided, that in order to participate in the Offer, the holders of the Series AA TELINT Shares will be required to first convert such Series AA shares into Series L shares of TELINT, unless on the Expiration Date the BMV shall allow for the trading and exchange of shares at the reference price determined for purposes of the Offer. For additional information, see Section 5(k) of this Disclosure Statement, The Offer Exchange Procedure.

**H. How much am I being offered for my securities and what are the applicable payment terms?**

AMX is offering to purchase from TELINT's shareholders up to all of the outstanding shares of stock of TELINT, in exchange for the concurrent subscription of Series L AMX, based upon an exchange ratio of 0.373 AMX Shares for each TELINT Share or, at the election of such shareholders, Ps.11.66 in cash.

For purposes of the above, AMX intends to use the Series L shares currently held by it as treasury shares, or its available cash resources, as the case may be. For additional information on AMX's capital and other resources, see Section 12 of this Disclosure Statement, Capital Resources.

**I. Will I be subject to any brokerage fees?**

You will not be subject to any brokerage fees and/or commissions whatsoever as a result of your participation in the Offer, other than for any commission payable under any arrangement between you and your Custodian. We advise you to consult in advance with your Custodian as to the applicability of any commission and/or charge by reason of any transaction and/or service performed by your Custodian in connection with the acceptance of the Offer.

**J. Does AMX have sufficient resources to pay for all the costs associated with the Offer?**

AMX intends to use certain AMX Shares held thereby as treasury shares, to consummate the Offer. In addition, AMX intends to use its cash on hand and may draw from various credit facilities established for its benefit prior to the commencement of the offers. AMX has not made a final decision as to whether to arrange for an additional line of credit, issue securities or resort to other types of financing in connection with the Offer. Notwithstanding the above, the availability of such lines of credit or financings is not a prerequisite for the consummation of the Offer, including if all participants in the Offer elect the cash option. The consummation of the Offer is not contingent upon AMX's ability to obtain any third-party financing. For additional information regarding the source and amount of AMX's resources, see Section 12 of this Disclosure Statement, Capital Resources.

**K. Is AMX's financial condition relevant to my decision to participate in the Offer?**

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Yes. If you decide to participate in the Offer, you will receive Series L shares of AMX and, accordingly, you must assess and/or take into consideration AMX's financial condition before making any decision to become a shareholder of AMX. To assess AMX's financial condition, we encourage you to carefully review all the documents included or incorporated by reference in this Disclosure Statement, which contain detailed information on AMX's business, financial condition and other matters.

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**L. Has AMX obtained all the requisite approvals to conduct the Offer?**

Yes. The Offer was approved by the CNBV on [ ], 2010. In addition, on February 11, 2010, the Federal Competition Commission issued a favorable resolution in connection therewith. In addition, the Offer was approved by AMX's shareholders meeting on March 17, 2010. For additional information on the conditions applicable to the Offer, see Section 8 of this Disclosure Statement, Conditions for the Offer.

**M. What is AMX's interest in TELINT?**

As of the date of this Disclosure Statement, AMX does not have any equity interest in TELINT. AMX and the Issuer are engaged in the related party transactions described in Section 4 of this Disclosure Statement, Relationship Between AMX and the Issuer.

**N. How much time do I have to decide whether or not to participate in the Offer?**

You will have from April [ ], 2010, or the Commencement Date, through 4:00 p.m. on May [ ], 2010, or the Expiration Date; provided, that such period may be extended pursuant to Section 5(n) of this Disclosure Statement, The Offer Exchange Procedure Extension of the Offering Period.

**O. What is the deadline for the surrender of my TELINT Shares?**

The TELINT Shares can be surrendered at any time prior to the Expiration Date. If such shares are held through a Custodian, the Custodian will be required to execute an Acceptance Letter prior to the Expiration Date.

**P. Can the Offer be extended and, if so, under what circumstances?**

Pursuant to the applicable laws, the offering period is subject to extension on one or more occasions at AMX's sole discretion and/or in the event of any material change in the terms of the Offer; provided, that the period of any extension as a result of any such change shall be not less than five (5) business days. In addition, the Offer may be extended by resolution of the CNBV pursuant to the last paragraph of Article 101 of the LMV. Any shareholder who may have accepted the Offer and tendered his/shares will be entitled to withdraw such acceptance if the Offer is extended for any reason beyond 4:00 p.m., Mexico City time, of the last day of any such extension. All extensions will be announced through the BMV's EMISNET system and through publication in a national newspaper.

**Q. How will I be notified of any extension?**

AMX will give notice of any extension of the Offering Period to the Underwriter and will disclose such extension to the public through EMISNET and through publication in a national newspaper, not later than by 9:00 a.m., Mexico City time, on the business immediately succeeding the Expiration Date.

**R. Is AMX paying any premium above market price?**

No. The exchange ratio was determined based upon the closing price of the AMX Shares, the TELMEX Shares and the TELINT Shares during the 10 (ten) day trading period immediately preceding the announcement of the Offer by AMX's Board of Directors, which period ended

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January 12, 2010, taking into consideration, also, TELECOM's net debt. For additional information, see Section 5(e) of this Disclosure Statement, The Offer Purchase Price and Basis for the Determination Thereof.

In addition, the payment of any controlling premium would be in violation of the applicable Mexican laws as currently in effect, and the price/net income ratio represented by the Purchase Price for the TELINT Shares is higher than the price/net income of the AMX Shares. AMX represents that it will not make any payment other than the consideration described in this Disclosure Statement, and that it has not undertaken any commitment or affirmative or negative covenant pursuant to Article 100 of the LMV, for



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the benefit of either the Issuer or the holders of the securities it intends to purchase in connection with the Offer.

**S. Is there any agreement regarding the participation of TELINT's former controlling shareholders in the Offer?**

AMX did not enter into any arrangement or agreement with any other buyer or any shareholder or director of TELINT prior to the announcement of the Offer.

On March 19, 2010, TELECOM's Board of Directors resolved that TELECOM will not participate in the purchase and subscription offer extended to TELINT's shareholders by AMX. On the other hand, and as TELECOM announced on March 19, 2010, those members of TELECOM's Board of Directors who are also TELECOM shareholders, revealed their decision, as well as their related parties' decision, to participate in the TELECOM Offer.

Based upon Merrill Lynch's opinion as independent expert advisor engaged by TELINT's Board of Directors, and the opinion of TELINT's Audit and Corporate Governance Committee, both to the effect that the exchange ratio and the Purchase Price offered by AMX in connection with the Offer are justified from a financial standpoint and, accordingly, are fair to TELINT's shareholders, TELINT's Board of Directors determined that such financial ratio and Purchase Price are reasonable.

In addition, all members of TELINT's Board of Directors holding TELINT Shares, have informed AMX that they and their related parties intend to participate in the Offer in the terms proposed by AMX, assuming that the economic situation and market conditions remain stable. To the best of AMX's knowledge, TELINT's Chief Executive Officer, Mr. Oscan Von Hauske, does not hold any TELINT Shares.

For additional information regarding the opinion of TELINT's Board of Directors, see Section 18 of this Disclosure Statement, Opinions of the Board of Directors and the Independent Experts.

**T. If I properly tender my TELINT Shares within the Offering Period, will they all be accepted?**

Yes.

**U. Will the Offer be consummated if AMX acquires only a small portion of the TELINT Shares?**

Yes. The Offer will be consummated regardless of the number of TELINT Shares acquired by AMX.

**V. Who is the Underwriter, and what is the Indeval account number where my TELINT Shares must be deposited?**

The Underwriter is Inversora Bursátil, S.A. de C.V., Casa de Bolsa, Grupo Financiero Inbursa. Its account number at Indeval is 2501, which is referred to herein as the Global Account.

**W. How can I participate in the Offer if my TELINT Shares are held through a Custodian?**

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You must instruct your Custodian, in writing within the Offering Period, to transfer your TELINT Shares to the Global Account not later than by 4:00 p.m., Mexico City time, on the Expiration Date. For additional information, see Section 5(j) of this Disclosure Statement, The Offer Exchange Procedure.

**X. What should I do if I wish to sell a portion but not all of my TELINT Shares in connection with the Offer?**

If you wish to participate in the Offer with only a portion of your TELINT interest, you must inform your Custodian of the number of TELINT Shares to be transferred to the Global Account in accordance with

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the procedure described in Section 5(k) of this Disclosure Statement, The Offer Exchange Procedure. You will remain the owner of any TELINT Shares not tendered in connection with the Offer.

### **Y. Can I withdraw any TELINT Shares previously tendered and, if so, until when?**

Yes. Any shareholder who may have accepted the Offer will have the right to withdraw his/her acceptance at any time prior to the Expiration Date, including as a result of any relevant change in the terms of the Offer. For additional information thereon, see Section 5(n) of this Disclosure Statement, The Offer Withdrawal Rights.

### **Z. How can I withdraw any TELINT Shares previously tendered?**

To withdraw any TELINT Shares previously tendered, you will be required to give written notice of such withdrawal to your Custodian prior to 4:00 p.m., Mexico City time, on the Expiration Date.

### **AA. Is the consummation of the Offer subject to any condition?**

Yes. The Offer is subject to various conditions, as described in Section 8 of this Disclosure Statement, Conditions for the Offer. Such conditions include, among others, the receipt of certain corporate and regulatory approvals, some of which have been heretofore obtained by AMX and/or TELINT. Among other things, the Offer is conditioned upon the successful acquisition by AMX of at least 51% (fifty one percent) of the shares of stock of TELECOM in connection with the TELECOM Offer; provided, that AMX will only invoke such condition upon TELECOM's shareholders becoming subject to any regulatory or other restriction precluding their participation in the Offer; and provided, further, that the satisfaction of such condition will not be subject to the sole discretion of TELECOM's shareholders. In addition, the TELECOM Offer is conditioned upon the absence of any legal or other restriction precluding TELINT's shareholders' ability to participate in the TELECOM Offer. In the event that the conditions set forth in this Disclosure Statement are not met and/or waived by AMX, the Offer shall have no legal effect whatsoever.

### **BB. Will TELINT remain a public company following the consummation of the Offer?**

Assuming that TELINT's shareholders will elect to tender their shares in connection with the Offer, AMX intends purchase up to 100% (one hundred percent) of the TELINT Shares and may file a petition to cancel the registration of such shares with the RNV and the BMV, subject to the consent of at least 95% (ninety five percent) of TELINT's shareholders. Contingent upon the outcome of the Offer, and subject to the satisfaction of all the conditions set forth in the applicable laws to ensure the protection of the public's interests, and the approval of the requisite corporate actions, AMX intends to file with the CNBV a petition to cancel the registration of the TELINT Shares with the RNV and the BMV, so that such shares will no longer trade therein.

In any event, AMX will observe all applicable legal provisions to ensure the protection of the public's interests and the market generally, as required by the LMV.

AMX cannot determine at this time whether the TELINT Shares will remain registered with the RNV and listed for trading on the BMV, as such determination is contingent upon, among other things, the outcome of the Offer. For additional information, see sections 17 and 19 of this Disclosure Statement, Maintenance or Cancellation of the Registration and Trust for the Acquisition of Shares Subsequent to the Cancellation of the Registration, respectively.

**CC. How has the market price of the TELINT Shares performed recently?**

On January 12, 2010, the last full trading day prior to the public disclosure of AMX's intent to conduct the Offer, the closing price of the TELINT Shares on the BMV was Ps.11.21 per Series A share and Ps.11.52 per Series L share.

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On January 12, 2010, the last full trading day prior to the public disclosure of AMX's intent to conduct the Offer, the closing price of AMX's Series L shares was Ps.31.80 per share. For additional information, see Section 7 of this Disclosure Statement, "Market Information."

### **DD. Who can I speak with if I have any question in connection with the Offer?**

If you have any question in connection with the Offer, you may contact Mr. Gilberto Pérez Jiménez, at +(5255) 5625-4900, ext. 1547, or your Custodian.

### **EE. Who is the independent expert retained by TELINT's Audit and Corporate Governance Committee?**

In observance of sound corporate governance practices and to provide increased transparency and objectivity, TELINT's Audit and Corporate Governance Committee resolved to retain Merrill Lynch as independent expert advisor engaged by TELINT's Board of Directors, to issue an opinion with respect to the exchange ratio and the Purchase Price proposed in connection with the Offer from a financial standpoint, as required by Mexican law. A copy of such opinion is attached to this Disclosure Statement as Exhibit 26(b). Recipients of this Disclosure Statement are advised to review Exhibit 26(b) hereto to fully understand such opinion, including the facts upon which it is based and any qualifications thereto.

In addition, AMX's Audit and Corporate Governance Committee resolved to retain Credit Suisse as independent expert advisor engaged by AMX's Board of Directors (for purposes of, and in accordance with, Mexican law), as described further in Section 9 of this Disclosure Statement, "Arrangements Predating the Offer."

### **FF. Has TELINT's Board of Directors issued any opinion in connection with the Offer?**

As disclosed by TELINT on March 19, 2010, based upon Merrill Lynch's opinion as independent expert advisor to TELINT's Board of Directors, and the opinion of TELINT's Audit and Corporate Governance Committee, both to the effect that the exchange ratio and the Purchase Price offered by AMX in connection with the Offer are justified from a financial standpoint and, accordingly, are fair to TELINT's shareholders, TELINT's Board of Directors determined that such financial ratio is reasonable from a financial standpoint.

In addition, all members of TELINT's Board of Directors holding TELINT Shares, have informed AMX that they and their related parties intend to participate in the Offer in the terms proposed by AMX, assuming that the economic situation and market conditions remain stable. To the best of AMX's knowledge, TELINT's Chief Executive Officer, Mr. Oscan Von Hauske, does not hold any TELINT Shares. For additional information, see Section 17 of this Disclosure Statement, "Opinions of the Board of Directors and the Independent Experts."

### **GG. What will I receive in exchange for my TELINT Shares?**

AMX is offering to purchase up to 100% (one hundred percent) of the outstanding shares of stock of TELINT, in exchange for (i) the concurrent subscription, with the proceeds of such transaction, of 0.373 Series L shares of AMX for each TELINT share, or (ii) Ps.11.66 in cash for each TELINT Share.

### **HH. Should I participate in the Offer, or would I be better off holding on to my TELINT Shares?**

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Each investor must make his/her own decision as to how to his/her TELINT Shares in light of his/her particular situation and publicly available information.

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**II. Will AMX create a trust to subsequently purchase any TELINT Shares not acquired in connection with the Offer?**

As announced by AMX, subject to the satisfaction of the applicable requirements AMX intends to cancel the registration of the TELINT Shares and the TELECOM Shares with the RNV. Such cancellation is subordinated to the primary purpose of the Offer and the TELECOM Offer, which is for AMX to acquire up to 100% (one hundred percent) of the outstanding shares of TELINT and TELECOM. In other words, in conducting the Offer and the TELECOM Offer, AMX does not primarily seek to obtain the cancellation of the registration of the TELINT Shares and the TELECOM Shares with the RNV, and such cancellation will be a consequence of the acquisition of the TELINT Shares and the TELECOM Shares by AMX and will be subject to the satisfaction of all applicable legal requirements and the receipt of all the requisite corporate approvals.

The above, on the understanding that unless otherwise approved by the CNBV, if the cancellation of the registration of the TELINT Shares is approved by the affirmative vote of the holders of 95% (ninety five percent) of the TELINT Shares, but the other requirements set forth in Article 8 of the General Rules are not satisfied, including the requirement to the effect that the purchase price payable in respect of the remaining TELINT Shares be less than 300,000 UDIs, TELINT would be required to establish a trust to purchase such shares in accordance with the applicable law.

The creation of the Trust (as such term is defined in this Disclosure Statement) referred to in Article 108(I)(c) of the LMV and Section 19 of this Disclosure Statement, Trust for the Acquisition of Shares Subsequent to the Cancellation of the Registration, and the transfer thereto of a number of Series L shares of AMX sufficient to exchange any TELINT Shares not purchased by AMX in connection with the Offer, is contingent upon, among other things, the outcome of the Offer. Accordingly, AMX cannot guarantee that such a trust will be established. For additional information, see sections 17 and 19 of this Disclosure Statement, Maintenance or Cancellation of Registration and Trust for the Acquisition of Shares Subsequent to the Cancellation of the Registration, respectively.

**JJ. If a trust is established, would the exchange ratio remain the same as in the Offer?**

Yes. If the Trust is established, AMX will transfer thereto a number of Series L shares sufficient to acquire the TELINT shares, based upon the same exchange ratio used in connection with the Offer, which is 0.373 Series L shares of AMX or Ps.11.66 for each TELINT share.

**KK. What consequences will I suffer if I forget or decide not to participate in the Offer, or if my Custodian does not transfer my TELINT Shares to the Global Account prior to the Expiration Date?**

You will retain your TELINT Shares. The market for the TELINT Shares not tendered in connection with the Offer may be less liquid than the market for such shares prior to the Offer, and the market value of such shares could be significantly lower than their value prior to the Expiration Date, particularly if the TELECOM Shares are effectively cancelled with the RNV and delisted from the BMV.

**LL. What are the tax implications of the sale of my TELINT Shares in connection with the Offer?**

The sale of the TELINT shares to AMX and the concurrent subscription of the Series L shares of stock of AMX, are subject to the provisions contained in Articles 60, 109(XXVI) and 190 of Mexico's Income Tax Law and other applicable tax laws. The summary tax considerations included in this Disclosure Statement does not purport to contain a complete or detailed description of the Mexican tax provisions applicable to TELINT's shareholders. In addition, such summary may not be applicable to certain shareholders in light of their particular circumstances. For additional information, see Section 20 of this Disclosure Statement, Tax Considerations.





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TELINT's shareholders are advised to consult with their own independent tax experts as to the tax consequences associated with their participation in the Offer, including those arising as a result of their particular circumstances.

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## 2. NAME AND ADDRESS OF AMX AND THE ISSUER

AMX's legal name is América Móvil, S.A.B. de C.V., a limited liability, variable capital public corporation (*sociedad anónima bursátil de capital variable*) organized under the laws of Mexico, whose principal offices are located at Lago Alberto 366, Edificio Telcel I, Colonia Anáhuac, Delegación Miguel Hidalgo, 11320 México, D.F., Mexico. AMX's telephone number at such location is +(5255) 2581-4719.

As a publicly traded corporation whose shares are registered with the RNV, AMX's information is available for consultation by the public through the BMV, at [www.bmv.com.mx](http://www.bmv.com.mx), as well as through AMX's own Internet page, [www.americamovil.com](http://www.americamovil.com). AMX's trading symbol on the BMV is AMX.

In addition, as an issuer whose securities are registered with the SEC, since November 2002 AMX has electronically filed information that is available for consultation by the public at the SEC's Internet page, [www.sec.gov](http://www.sec.gov).

For additional information concerning AMX, see AMX's Annual Report, AMX's Quarterly Report and AMX's Additional Reports, which are available for consultation at the Internet pages of AMX and the BMV, and the Other Reports, which contain the audited consolidated financial statements of TELINT and TELMEX as of and for the year ended December 31, 2009, together with any recent developments and a detailed analysis and discussion of their respective financial condition, pending their annual reports for 2009. See also Exhibit 26(k) hereto, which contains AMX's audited consolidated financial statements as of and for the year ended December 31, 2009.

The legal name of the Issuer is TELMEX Internacional, S.A.B. de C.V. According to TELINT's Annual Report, the Issuer was organized on December 26, 2007, as a result of a spin-off through which TELMEX divested itself of its Latin American and yellow-page businesses.

According to TELINT's Annual Report, the Issuer is a Mexican holding company whose operating subsidiaries in Brazil, Colombia, Argentina, Chile, Peru and Ecuador, are engaged in the provision of a vast array of telecommunications services, including voice, data and video transmission, pay cable and satellite TV, Internet access and integrated telecommunications solutions, as well as print and Internet-based yellow-page directory services in Mexico, the United States, Argentina and Peru.

TELINT is a limited liability, variable capital public corporation (*sociedad anónima bursátil de capital variable*) organized under the laws of Mexico.

According to TELINT's Annual Report, as of December 31, 2008, TELINT's capital structure was as follows:

Series	Number of Shares Outstanding	% of Capital Stock	% of Voting Capital <sup>(1)</sup>
Series L shares, no par value <sup>(2)</sup>	9,792,737,747	53.44	0
Series AA shares, no par value	8,114,596,082	44.29	95.13
Series A shares, no par value <sup>(3)</sup>	415,705,231	2.27	4.87
<b>Total</b>	<b>18,323,039,060</b>	<b>100.00%</b>	<b>100.00%</b>

(1) Except for certain limited matters on which the Series L shares are entitled to vote.

(2) Excludes 13,874,413,114 Series L shares currently held by TELINT as treasury shares.

(3) Excludes 34,551,690 Series A shares currently held by TELINT as treasury shares.

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According to TELINT's recent developments report and audited consolidated financial statements as of December 31, 2009, disclosed by TELINT through its Internet page, [www.telmexinternacional.com](http://www.telmexinternacional.com), and with the reports filed with the BMV on March 23, 2010, as of December 31, 2009, TELINT's capital stock consisted of 18,015 million fully-paid shares (18,323 million shares in 2008), no par value, representing the fixed portion of such capital stock, including (i) 8,115 million Series AA shares, (ii) 394 million Series A shares (415 in 2008), and (iii) 9,506 million Series L limited-voting shares (9,793 in 2008). See also the Other Reports.

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According to TELINT's Annual Report, TELINT's capital is represented by Series A shares, Series AA shares, and Series L shares, no par value. All such shares are fully subscribed and paid-in. The Series AA and Series A shares are full-voting shares. Holders of the Series L shares are entitled to vote only with respect to certain limited matters. All series of shares carry identical rights except for the ownership restrictions imposed by the Series AA shares, which cannot be held by non-Mexican nationals. The Series AA must represent at all times at least 51% of the aggregate number of Series AA and Series A shares, and in accordance with TELINT's bylaws may only be acquired by Mexican investors.

According to TELINT's Annual Report, each Series AA and Series A share can be converted into a Series L share at the election of its holder, so long as the Series AA shares represent not less than 20% of the outstanding shares of stock or 51% of the aggregate number of Series AA and Series A shares. As of December 31, 2008, the Series AA shares represented 44.29% of the outstanding shares of stock and 95.13% of the aggregate number of Series AA and Series A shares.

In addition, according to TELINT's Annual Report, TELINT has American Depositary Shares (ADSs) outstanding. Each ADS represents 20 Series A or 20 Series L shares and are listed for trading on NASDAQ and the NYSE, respectively. TELINT's Series L shares are also listed for trading on Spain's Exchange for Latin American Securities (*Mercado de Valores Latinoamericanos*, or LATIBEX), whose operating currency is the euro.

TELINT's principal offices are located at Insurgentes Sur 3500, Colonia Peña Pobre, Delegación Tlalpan, 14060 México, D.F., Mexico. TELINT's telephone number at such location is +(5255) 5223-3200.

For additional information concerning the Issuer, see TELECOM's Annual Report and TELECOM's Quarterly Report. Such reports are available for consultation through the BMV at [www.bmv.com.mx](http://www.bmv.com.mx), and through TELINT's own Internet page, [www.telmexinternacional.com](http://www.telmexinternacional.com). TELINT's trading symbol on the BMV is TELINT.

Please refer to TELINT's recent developments report and audited consolidated financial statements as of December 31, 2009, disclosed by TELINT through its Internet page, [www.telmexinternacional.com](http://www.telmexinternacional.com), as filed with the BMV on March 23, 2010. For ease of reference, a copy of such report is attached hereto as Exhibit 26(h).

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### **3. INFORMATION CONCERNING AMX**

AMX is the largest provider of wireless communications services in Latin America based on subscribers. As of December 31, 2009, AMX had 201 million wireless subscribers in 18 countries, compared to 182.7 million at year-end 2008. Because AMX's focus is on Latin America and the Caribbean, a substantial majority of its wireless subscribers are prepaid customers. In addition, as of December 31, 2008, AMX had an aggregate of approximately 3.8 million fixed lines in Central America and the Caribbean as of December 31, 2009, making it the largest fixed-line operator in those regions based on the number of subscribers.

AMX's principal operations are:

*Mexico.* Through Telcel, AMX provides mobile telecommunications service in all nine regions in Mexico. As of December 31, 2009, AMX had 59.2 million subscribers in Mexico. AMX is the largest provider of mobile telecommunications services in Mexico.

*Brazil.* AMX operates in Brazil through its subsidiaries, Claro S.A. and Americel S.A., under the unified brand name Claro. With approximately 44.4 million subscribers as of December 31, 2009, AMX is one of the three largest providers of wireless telecommunications services in Brazil based on the number of subscribers. AMX's network covers the main cities in Brazil, including São Paulo and Rio de Janeiro.

*Southern Cone.* AMX provides wireless services in Argentina, Paraguay, Uruguay and Chile, under the Claro brand. As of December 31, 2009, AMX 21.8 million subscribers in the Southern Cone.

*Colombia and Panama.* Through Comcel, AMX provides wireless services in Colombia. As of December 31, 2009, AMX had 27.7 million wireless subscribers in Colombia and Panama, and was the largest wireless provider in Colombia. In March 2009, AMX began offering wireless services in Panama.

*Andean Region.* AMX provides wireless services in Peru under the Claro brand and in Ecuador under the Porta brand. As of December 31, 2009, AMX had 17.8 million subscribers in the Andean region.

*Central America.* AMX provides fixed-line and wireless services in Guatemala, El Salvador, Honduras and Nicaragua, under the Claro brand. As of December 31, 2009, AMX's Central American subsidiaries had 9.7 million wireless subscribers, over 2.3 million fixed-line subscribers, and 0.3 million broadband subscribers in Central America.

*United States.* TracFone Wireless Inc. (TracFone) is engaged in the sale and distribution of prepaid wireless services and wireless phones throughout the United States, Puerto Rico and the U.S. Virgin Islands. TracFone had approximately 14.4 million subscribers as of December 31, 2009.

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*Caribbean.* Compañía Dominicana de Teléfonos, C. por A., or Codetel, is the largest provider of telecommunication services in the Dominican Republic. Codetel provides fixed-line and broadband services in the Dominican Republic under the Codetel brand and wireless services under the Claro brand. Codetel had over 4.8 million wireless subscribers, 0.8 million fixed-line subscribers and 0.2 million broadband subscribers as of December 31, 2009. Through its subsidiaries, Telecomunicaciones de Puerto Rico, Inc. is the largest telecommunications service provider in Puerto Rico, with approximately 0.8 million fixed-line subscribers, 0.8 million wireless subscribers and 0.2 million broadband subscribers as of December 31, 2009. Telecomunicaciones de Puerto Rico, Inc. provides fixed-line and broadband services under the PRT brand and wireless services under the Claro brand. Oceanic Digital Jamaica Limited provides wireless and value added services in Jamaica. As of December 31, 2009, Oceanic Digital Jamaica Limited had 0.4 million wireless subscribers.

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For additional information concerning AMX, see AMX's Annual Report and the reports and other information released by AMX pursuant to Articles 104, 105 and 106 of the LMV and Article 33 and other related provisions of the General Rules, including AMX's Quarterly Report, all of which are available for consultation through the Mexican Stock Exchange at [www.bmv.com.mx](http://www.bmv.com.mx), and through AMX at [www.americamovil.com](http://www.americamovil.com).

See also AMX's Additional Reports, which are available for consultation at [www.americamovil.com](http://www.americamovil.com). For ease of reference, copies of such reports are attached hereto as Exhibits 26(f) and 26(g).

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### **4. RELATIONSHIP BETWEEN AMX AND THE ISSUER**

AMX was organized in September 2000, as a result of a spin-off of TELMEX.

According to TELINT's Annual Report, the Issuer was also organized as a result of a spin-off of TELMEX on December 26, 2007.

In the normal course of business, AMX enters into a number of contractual relationships with TELMEX, TELINT and their respective subsidiaries, including some foreign subsidiaries.

According to the beneficial ownership reports filed with the SEC, TELINT and AMX may for certain purposes be deemed to have certain common directors.

According to TELINT's Annual Report, through its subsidiaries in Brazil, Colombia, Argentina, Chile, Peru and Ecuador, TELINT provides a wide range of telecommunications services, including voice, data and video transmission, Internet access and integrated telecommunications solutions; pay cable and satellite television; and print and Internet-based yellow pages directories in Mexico, the United States, Argentina and Peru.

For additional information regarding TELINT's services, see Section 4, The Company, of TELINT's Annual Report. For additional information regarding AMX's business and principal shareholders, see sections 4 and 7, The Company and Principal Shareholders and Related Party Transactions, respectively, of AMX's Annual Report.

Given that AMX and TELINT provide telecommunication services in some of the same regions, they maintain close business relations with each other. These relations include network interconnections, facility sharing arrangements, private circuit usage, the provision of long-distance services to AMX's subscribers, and the provision of various services to AMX. These relations are governed by a vast number and array of contracts, the most important of which relate to AMX's operating subsidiaries in Brazil and EMBRATEL (a TELINT subsidiary engaged in the provision of fixed-line telephony services). Many of these contracts are also subject to telecommunications industry-specific laws. The terms of these contracts are similar to those governing each such company's relations with unrelated third parties. All these relations are of material significance to AMX's financial performance.

For additional information concerning AMX's and TELINT's operations, see Section 7 Principal Shareholders and Related Party Transactions, of AMX's Annual Report.

As of the date hereof, AMX does not have any equity interest in TELINT.

Mr. Rayford Wilkins, Jr. serves as a director for both of AMX and TELINT.

AMX and TELINT have not entered into any agreement or arrangement in connection with the Offer. However, on January 13, 2010, AMX informed TELINT's Board of Directors of its decision to commence the procedure towards the completion of the Offer and requested TELINT's authorization in connection therewith pursuant to Article Twelve of TELINT's bylaws.

In addition, on January 14, 2010, the secretary of TELINT's Board of Directors informed AMX that all of TELINT's directors had acknowledge receipt of AMX's notice of its decision to commence the procedure towards the completion of the Offer and had resolved to authorize the Offer in accordance with Article Twelve of TELINT's bylaws. For additional information regarding the actions taken in anticipation of the Offer, see Section 9 of this Disclosure Statement, Arrangements Predating the Offer.

AMX believes that none of TELECOM's shareholders will fall within the criteria set forth in Article 98 of the LMV concerning tender offers.



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For additional information regarding TELECOM and TELMEX, see Exhibits 26(h) and 26(i) of this Disclosure Statement.

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**5. THE OFFER**

**a. Summary**

***The Purchase Offer***

Buyer:	América Móvil, S.A.B. de C.V.
Shares to be purchased:	Up to 18,011,851,560 shares, representing 100% (one hundred percent) of TELINT's capital stock as of the date hereof, which are the subject matter of the Offer.
% of the capital stock:	Up to 100% (one hundred percent) of the shares of stock of TELINT; provided, that if the condition set forth in Article 89(I) of the General Corporations Law is not satisfied, then an affiliate or subsidiary of AMX will purchase one (1) TELINT Share. The percentage of AMX's capital to be subscribed in connection with the Offer is approximately 8.2% (eight point two percent) of the 32,108,530,456 shares outstanding as of the date hereof.
Exchange ratio:	0.373 AMX Shares for each TELINT Share.
Purchase price:	Ps.11.66 per TELINT Share.
Trading symbol:	TELINT.
Offering Period: <b><i>The Subscription Offer</i></b>	April [ ], 2010, through May [ ], 2010.
Issuer:	América Móvil, S.A.B. de C.V.
Shares to be subscribed:	Up to 2,638,509,332 Series L shares of stock of AMX, based upon an exchange ratio of 0.373 Series L shares of AMX for each TELINT Share, excluding the shares held directly and indirectly by TELECOM.

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% of the capital stock:	The percentage of AMX's capital to be subscribed in connection with the Offer is approximately 8.2% (eight point two percent).
Subscription factor:	0.373 AMX Shares for each TELINT Share.
Aggregate amount:	Depending on the number of shares acquired, subject to a maximum of 2,638,509,332 AMX Shares, based upon an exchange ratio of 0.373 Series L shares of AMX, or approximately Ps.82.5 billion.
Offering Period:	April [ ], 2010, through May [ ], 2010.
Trading symbol:	AMX.
Prospective buyers:	Mexican and non-Mexican individuals or entities.

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**b. Number and Characteristics of the Shares to be Purchased**

Up to 100% (one hundred percent) of the shares of stock of TELINT.

**c. Percentage of the Issuer's Capital Represented by the Shares Included in the Offer**

Up to 100% (one hundred percent) of the outstanding shares of stock of TELINT. As of the date hereof, TELINT's capital was represented by 18,011,851,560 shares.

The percentage of AMX's capital to be subscribed in connection with the Offer is approximately 8.2% (eight point two percent) of the 32,108,530,456 shares outstanding as of the date hereof.

**d. Number of Shares and Over-allotment Options**

Up to 100% (one hundred percent) of TELINT's outstanding capital, which as of the date hereof is represented by 18,011,851,560 shares; provided, that if the condition set forth in Article 89(I) of the General Corporations Law is not satisfied, then a subsidiary of AMX will purchase one (1) TELINT Share. The percentage of AMX's capital to be subscribed in connection with the Offer is approximately 8.2% (eight point two percent) of the 32,108,530,456 shares outstanding as of the date hereof. The Offer does not include an over-allotment option.

**e. Purchase Price and Basis for the Determination Thereof**

*Basis for Determination*

The purchase price was determined based upon market prices. AMX is offering to purchase up to 100% (one hundred percent) of the outstanding shares of TELINT, provided that each TELINT shareholder may elect to receive (i) AMX Shares, or (ii) the Purchase Price in cash.

Those TELINT's shareholders who may decide to participate in the offer may elect to receive (i) 0.373 AMX Shares in exchange for each TELINT Share, it being understood that the AMX Shares are not subject and shall not be deemed subject to the Offer but shall be deemed to constitute an integral element of the Offer, or (ii) the Purchase Price, or Ps.11.66 in cash per TELINT Share.

The financial terms for the Offer were determined based upon the average closing price of the AMX Shares, the Series L TELINT Shares and the Series L TELMEX Shares (the TMX Shares) during the 10 (ten) trading-day period immediately preceding AMX's announcement of its intent to commence the procedure towards the completion of the Offer, which period ended January 12, 2010 (the Valuation Period). The price per share so determined is referred to herein the Average Price for the Valuation Period.

In particular, in the Offer (1) the price per share is equal to the Average Price for the Valuation Period of each Series L TELINT Share, and (2) the value of the shares to be subscribed is equal to the Average Price for the Valuation Period of each Series L TELINT Share, divided by the Average Price for the Valuation Period of each AMX Share.

The price of the TELECOM Shares for purposes of the TELECOM Offer was determined based upon the market value of TELECOM's primary assets, which consist of the TMX Shares and the TELINT Shares, and its net debt, which as of December 31, 2009, amounted to approximately 22 billion Pesos.

The above was determined based upon market prices. AMX determined the exchange ratio in connection with the Offer based upon the average of the closing prices of the AMX Shares and the Series L TELINT Shares during the 10 trading-day period immediately preceding AMX's announcement of its intent to conduct the Offers, which period ended January 12, 2010. The determination as of January 12, 2010, took into

consideration the following:

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Average price per TELINT Share/average price per AMX Share = exchange ratio

Average price per TELINT Share = Purchase Price

Approximate prices as of January 12, 2010:

Average price per TELINT Share during the 10 trading day period preceding the announcement of the Offer = Ps.11.66

Average price per AMX Share = Ps.31.25800 during the previous 10-trading day period

Exchange ratio = 0.373

Purchase Price = Ps.11.66

*Premium*

There is no premium payable on either the purchase price of the TELINT Shares or the subscription price of the AMX Shares in connection with the Offer. Payment of any such premium would be in violation of the applicable Mexican laws. In addition, the price/net income ratio represented by the Purchase Price for the TELINT Shares is higher than the price/net income of the AMX Shares.

AMX represents under penalty of perjury that it will not make any payment other than the consideration described in this Disclosure Statement, and that it has not undertaken any commitment or affirmative or negative covenant pursuant to Article 100 of the LMV, for the benefit of either the Issuer or the holders of the securities it intends to purchase in connection with the Offer.

*Cancellation of Registration*

Subject to the satisfaction of the applicable legal requirements, AMX intends to cancel the registration of the TELINT Shares and the TELECOM Shares with the RNV. See Section 17 Maintenance or Cancellation of the Registration.

Pursuant to the procedure set forth to such effect in Article 108(I)(b) of the LMV, the reference price for purposes of the cancellation of the registration will be the highest of the weighted average price per share during the 30 trading-day period immediately preceding the Offer, and the book value per TELECOM Share or TELINT Share, as the case may be.

Although Mexican law does not permit price distinctions among the different series of stock of an issuer, AMX has only taken into consideration the price of the Series L shares of each of TELMEX and TELINT, with the exclusion of any other series of stock thereof, because the Series L shares of each of TELMEX and TELINT are the most liquid among all the series of stock thereof. In addition, TELINT's Series AA shares are not publicly traded, and its Series A shares account for less than 2% of the aggregate number of shares outstanding, are traded infrequently, and have limited or no liquidity as with respect to its Series L shares. As a matter of fact, the BMV's Price and Quotations Index includes only the Series L shares and not the shares of any other series of stock.

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The exchange ratio for purposes of the Offer and the TELECOM Offer has been determined by AMX based upon the above methodology and not pursuant to Article 108(I)(b) of the LMV, considering:

*The Public Interest:* The basis for the determination of the exchange ratio in the Offer and the TELECOM Offer fully ensures the protection of the public's interest;

*Liquidity Factors:* the exchange ratio is justified by the fact that it takes into consideration the price of the more liquid Series L shares of each of TELMEX and TELINT;

*Corporate Approvals:* The exchange ratio has been approved by the boards of directors of AMX, TELINT and TELECOM. The Purchase Price was approved by the boards of directors of TELINT

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and TELECOM based upon a recommendation issued by their respective audit and corporate governance committees in reliance upon an independent expert opinion as to the fairness of the Purchase Price from a financial standpoint;

*Confirmation:* The Purchase Price of Ps.11.66 will be ratified by TELINT's Board of Directors and Audit and Corporate Governance Committee, and by TELINT's shareholders upon approval of the cancellation of the registration of the TELINT Shares subject to its authorization by the CNBV;

*Improvement Over the Statutory Ratio:* The exchange ratio, as determined by AMX taking into consideration the date of announcement of its intention to commence the Offer, is higher than the product obtained from the application of the methodology set forth in the LMV. The two benchmarks referred to in Article 108 of the LMV, i.e., the book value per share according to the financial statements published prior to the Offer, and the average trading price prior to the announcement of the Offer by AMX's Board of Directors, are both lower than the exchange ratio. In addition, the Purchase Price has been approved as described in Corporate Approvals above;

*Uncertainty:* The commencement of the exclusion offer, as the case may be, is uncertain. See Section 17 of this Disclosure Statement, Maintenance or Cancellation of the Registration .

As described above, subject to the satisfaction of the applicable requirements AMX intends to cancel the registration of the TELINT Shares and the TELECOM Shares with the RNV. Such cancellation is subordinated to the primary purpose of the Offer and the TELECOM Offer, which is for AMX to acquire up to 100% (one hundred percent) of the outstanding shares of TELINT and TELECOM. In other words, in conducting the Offer and the TELECOM Offer, AMX does not primarily seek to obtain the cancellation of the registration of the TELINT Shares and the TELECOM Shares with the RNV, and such cancellation will be a consequence of the acquisition of the TELINT Shares and the TELECOM Shares by AMX and will be subject to the satisfaction of all applicable legal requirements and the receipt of all the requisite corporate approvals.

The above, on the understanding that unless otherwise approved by the CNBV, if the cancellation of the registration of the TELINT Shares is approved by the affirmative vote of the holders of 95% (ninety five percent) of the TELINT Shares, but the other requirements set forth in Article 8 of the General Rules are not satisfied, including the requirement to the effect that the purchase price payable in respect of the remaining TELINT Shares be less than 300,000 UDIs, TELINT would be required to establish a trust to purchase such shares in accordance with the applicable law.

**f. Aggregate Amount of the Offer**

It will depend upon the number of purchased shares and up to 2,638,509,332 Series L shares, representing AMX capital stock which are currently held as treasury shares, assuming TELECOM will not participate in the Offer, as it has announced, and the remaining TELINT shareholders elect to receive AMX's Series L shares; and up to approximately Ps.82.5 billion, assuming TELECOM will not participate in the Offer, as it has announced, and the remaining TELINT shareholders elect to receive cash.

**g. Recent Price/Book Value Multiples**

2.19x the TELINT's book value per share, or its majority stockholders' equity as of December 31, 2009.

**h. Recent Price/Net Income Multiples**

23.07x the Issuer's majority net income according to its income statement as of December 31, 2009.





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### **i. Market Multiples**

The offering price is equal to 1.02x the closing price of Ps.11.40 per TELINT Share on the BMV on January 13, 2010.

### **j. AMX Multiples**

<b>Multiples Prior to the Offer</b>	<b>AMX</b>
Price/profit multiple	13.10
Price/book value	6.59
Price/EBITDA	5.45

AMX's multiples following the Offer will be included in the disclosure statement to be filed with the CNBV upon completion of the Offer.

### **k. Offering Period**

The Offering Period will be 20 (twenty) days beginning as of the Commencement Date, unless extended pursuant to Section 5(k)(iii) of this Disclosure Statement, The Offer Exchange Procedure Extension of the Offering Period.

### **l. Exchange Procedure**

- (1) Any TELINT shareholder who may wish to participate in the Offer and who may be holding his/her TELECOM shares through a Custodian with an account at Indeval must, within the Offering Period give to such Custodian written notice of his/her decision to accept the Offer and instruct such Custodian to sell his/her TELINT shares and his/her election to either (i) allocate, concurrently, the proceeds of such sale to subscribe the Series L shares of AMX, or (ii) receive the Purchase Price, for each TELINT share tendered by them. The Custodians will consolidate all the instructions received from their clients and deliver to Inbursa a duly completed Acceptance Letter identifying the TELINT Shares being tendered by each of them, in the manner prescribed in the following paragraph. All Acceptance Letters must be duly completed, signed and delivered via courier, return receipt requested, to Inbursa's offices located at Paseo de las Palmas 736, Colonia Lomas de Chapultepec, Delegación Miguel Hidalgo, 11000 Mexico D.F., Att.: Mr. Gilberto Pérez Jiménez, telephone +(5255) 5625-4900 ext. 1547, fax +(5255) 5259-2167. Business hours for purposes of such delivery shall be from 9:00 a.m. to 2:00 p.m., and from 4:00 p.m. to 6:00 p.m., Mexico City time during all business days of the Offering Period, except for the Expiration Date, in which business hours shall be from 9:00 a.m. to 4:00 pm., Mexico City time.
- (2) Custodians must transfer all relevant TELINT Shares to account No. 2501, maintained by Inbursa at Indeval, not later than by 4:00 p.m. (Mexico City time) on May [ ], 2010. Any shares transferred or delivered to such account after such time shall be excluded from the Offer.
- (3) Any TELINT shareholder who may be holding his/her TELINT shares in the form of physical certificates must make arrangements with the Custodian of his/her choice for purposes of participating in the Offer, or surrender his/her duly endorsed stock certificates at

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Inbursa's offices located at Paseo de las Palmas 736, Colonia Lomas de Chapultepec, Delegación Miguel Hidalgo, 11000 Mexico D.F., Att.: Mr. Gilberto Pérez Jiménez, during the hours set forth in the paragraph 1 above and not later than by 11:00 a.m. (Mexico City time) on May [ ], 2010.

- (4) On May [ ], 2010, Inbursa will transfer to each Custodian's account at Indeval, (i) the number of AMX Series L shares issued in exchange for the TELINT shares received from or transferred by them as set forth hereinabove, or (ii) the Purchase Price.
- (5) The acceptance of the Offer as evidenced by the transfer of any TELINT shares to account No. 2501 at Indeval as described above, shall for all applicable purposes become irrevocable as of May [ ], 2010. As a result, no such shares may be withdrawn from such account subsequent to their transfer thereto.

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In order to participate in the Offer, the holders of the TELINT Series AA shares will be required to first convert such shares into TELINT Series L shares, unless on the Expiration Date the BMV shall allow for the trading and exchange of shares at the reference price determined for purposes of the Offer.

(i) Transfer Period and Acceptance Letter Delivery Period  
April [ ], 2010, through 4:00 p.m. on May [ ], 2010.

(ii) Conditions for the Acceptance of the Shares

- (1) Any TELINT shareholder who may wish to participate in the Offer and who may be holding his/her TELECOM shares through a Custodian with an account at Indeval must, within the Offering Period give to such Custodian written notice of his/her decision to accept the Offer and instruct such Custodian to sell his/her TELINT shares and his/her election to either (i) allocate, concurrently, the proceeds of such sale to subscribe the Series L shares of AMX, or (ii) receive the Purchase Price, for each TELINT share tendered by them. The Custodians will consolidate all the instructions received from their clients and deliver to Inbursa a duly completed Acceptance Letter identifying the TELINT Shares being tendered by each of them, in the manner prescribed in the following paragraph. All Acceptance Letters must be duly completed, signed and delivered via courier, return receipt requested, to Inbursa's offices located at Paseo de las Palmas 736, Colonia Lomas de Chapultepec, Delegación Miguel Hidalgo, 11000 Mexico D.F., Att.: Mr. Gilberto Pérez Jiménez, telephone +(5255) 5625-4900 ext. 1547, fax +(5255) 5259-2167. Business hours for purposes of such delivery shall be from 9:00 a.m. to 2:00 p.m., and from 4:00 p.m. to 6:00 p.m., Mexico City time during all business days of the Offering Period, except for the Expiration Date of the Offer, in which business hours will be from 9:00 a.m. to 4:00 p.m., Mexico City time.
- (2) Custodians must transfer all relevant TELINT Shares to account No. 2501, maintained by Inbursa at Indeval, not later than by 4:00 p.m. (Mexico City time) on May [ ], 2010. Any shares transferred or delivered to such account after such time shall be excluded from the Offer.
- (3) Any TELINT shareholder who may be holding his/her TELINT shares in the form of physical certificates must make arrangements with the Custodian of his/her choice for purposes of participating in the Offer, or surrender his/her duly endorsed stock certificates at Inbursa's offices located at Paseo de las Palmas 736, Colonia Lomas de Chapultepec, Delegación Miguel Hidalgo, 11000 Mexico D.F., Att.: Mr. Gilberto Pérez Jiménez, during the hours set forth in the paragraph 1 above and not later than by 11:00 a.m. (Mexico City time) on May [ ], 2010.
- (4) On May [ ], 2010, Inbursa will transfer to each Custodian's account at Indeval, (i) the number of AMX Series L shares issued in exchange for the TELINT shares received from or transferred by them as set forth hereinabove, or (ii) the Purchase Price.
- (5)

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The acceptance of the Offer as evidenced by the transfer of any TELINT shares to account No. 2501 at Indeval as described above, shall for all applicable purposes become irrevocable as of May [ ], 2010 after 4:00 p.m., Mexico City time. As a result, no such shares may be withdrawn from such account subsequent to their transfer thereto.

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### **(iii) Extension of the Offering Period**

Pursuant to the applicable laws, the offering period is subject to extension on one or more occasions at AMX's sole discretion and/or in the event of any material change in the terms of the Offer; provided, that the period of any extension as a result of any such change shall be not less than five (5) business days. In addition, the Offer may be extended by resolution of the CNBV pursuant to the last paragraph of Article 101 of the LMV.

### **(iv) Acceptance, Proration and Over-allotment procedure**

The acceptance procedure is described in the section hereof relating to the conditions for the acceptance of securities. Because the Offer is for 100% (one hundred percent) of TELINT's shares, there are no prorating or over-allotment procedures in place.

### **m. Settlement Date**

The settlement will occur three (3) business days following the date of registration with the BMV; provided that, subject to the successful completion of both the Offer and the TELINT Offer, AMX intends to settle both transactions concurrently in Mexico and the United States.

### **n. Summary Resolutions of the Board of Directors of AMX in Connection with the Commencement of the Offer**

On January 13, 2010, all members of the Board of Directors of AMX, with the exception of Messrs. Patrick Slim Domit and Daniel Hajj Aboumradi, who abstained from voting thereon but accepted the outcome of the voting proceedings, adopted, among others, the following resolutions:

*It is hereby resolved to commence the procedures towards the potential completion of two voluntary, simultaneous and conditional public purchase and concurrent subscription offers, the first such offer for up to all of the shares of stock of Carso Global Telecom, S.A.B. de C.V., and the second such offer for up to all of the outstanding shares of stock of TELMEX Internacional, S.A.B. de C.V. not presently held by Carso Global Telecom, S.A.B. de C.V., and to approve Mr. García Moreno's proposal to retain a recognized investment banking institution as independent expert advisor for purposes of the issuance of an opinion as to the fairness of the proposed exchange ratio for the purchase and concurrent subscription of shares in connection with the aforementioned offers. The above, in order to provide the shareholders of the aforementioned entities with additional elements based upon which to make a decision with respect to such offers.*

*It is hereby acknowledged that the aforementioned public offers will be subject to various conditions customary for these types of transactions, and to certain special conditions given the nature of such transactions. Among other things, both offers will be conditioned upon the receipt of all the requisite governmental, corporate and third-party approvals, and to their concurrent closing and settlement. In addition, the voluntary purchase of the shares of stock of TELMEX Internacional, S.A.B. de C.V. will be conditioned upon the successful acquisition of not less than 51% of the shares of stock of Carso Global Telecom, S.A.B. de C.V. The aforementioned transactions will be structured as efficiently as practicable, taking into consideration, among other things, various corporate, tax and regulatory considerations.*

*It is hereby resolved to authorize the secretary of the Board of Directors to call one or more shareholders' meetings to approve all the necessary procedures and amendments to the bylaws so as to implement the exchange and/or conversion of shares entailed by the offers described in the immediately preceding resolution, and to publish any and all necessary notices to such effect. The above, on the understanding that such shareholders' meetings will consider, among other things, the confirmation of the transactions hereby approved, and any necessary amendments to the bylaws, including, among others, the amendment of the Company's nationality clause.*



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*...It is hereby resolved to authorize the Company, through its officers and/or legal representatives and/or the secretary of the Board of Directors, to give notice of its intent to purchase the aforementioned shares through a public purchase and concurrent subscription offer, in the terms set forth herein, to the shareholders and/or boards of directors of Carso Global Telecom, S.A.B. de C.V. and TELMEX Internacional, S.A.B. de C.V., respectively.*

*...It is hereby resolved to authorize Messrs. Daniel Hajj Aboumrada, Carlos José García Moreno and Alejandro Cantú Jiménez, to exercise the authority heretofore granted to them by the Company, to execute all the agreements, contracts and other documents pertaining to the transactions hereby approved, and to carry out any such acts and give to any domestic and/or foreign authorities any such notices as they may deem necessary or appropriate for purposes of the transactions hereby approved. It is further resolved to authorize the Company, through its officers and/or legal representatives, to commence such procedures as they may deem necessary or appropriate for the consummation of the public purchase offers hereby approved, including, among other things, to prepare such information memorandums and other documents and information required pursuant to the Securities Market Law and the General Provisions Applicable to Issuers and Other Participants in the Securities Market.*

*...It is expressly resolved to ratify each and all acts heretofore carried out by the aforementioned legal representatives in connection with the matters approved pursuant to the preceding resolutions.*

*...It is expressly resolved that the Company will hold each of the principal and alternate members of its Board of Directors, its Chief Executive Officer, Secretary and Alternate Secretary, each of its executive officers, employees and legal representatives, and each of the delegates appointed pursuant to the foregoing resolutions, free and harmless from any claim by or liability to any person or authority as a result of the performance and enforcement of the resolutions contained hereinabove. The Company expressly assumes any and all liabilities arising as a result of any claim or action of any nature whatsoever, and to reimburse each such person for any and all of the expenses incurred thereby in connection therewith, including attorneys' fees and other expenses.*

### **o. Withdrawal Rights**

Any shareholder who may have accepted the Offer will have the right to withdraw his/her acceptance at any time prior to 4:00 p.m., Mexico City time on the Expiration Date (without being subject to any penalty), including as a result of any material change in the terms of the Offer or the existence of a competing offer (i) providing for the payment of a cash and/or in-kind consideration to the holders of the TELINT Shares, higher than the consideration contemplated by the Offer, and (ii) which is reasonably determined by TELINT's Board of Directors, acting in good faith after due consideration of the terms and conditions thereof, to provide for better conditions than the Offer. To implement such withdrawal, the relevant Custodian shall give the Underwriter, prior to the Expiration Date, written notice of the exercise of the Withdrawal Right by such shareholder. The relevant acceptance will be deemed withdrawn upon receipt of such notice by the Underwriter. Notices of exercise of the Withdrawal Rights are not subject to revocation and, accordingly, the shares so withdrawn will not be included in the Offer.

Notwithstanding the above, any TELINT shares so withdrawn may be subsequently retendered in