

Edgar Filing: AMERICA MOVIL SA DE CV/ - Form SC 13D/A

AMERICA MOVIL SA DE CV/
Form SC 13D/A
June 21, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULE 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)
(Amendment No. 10)

America Movil, S.A. de C.V. (the "Issuer")

(Name of Issuer)

American Depositary Shares ("L Share ADSs"), each representing
20 Series L Shares ("L Shares")
American Depositary Shares ("A Share ADSs"), each representing
20 Series A Shares ("A Shares")

(Title of Class of Securities)

02364W105 for L Share ADSs(1)
02364W204 for A Share ADSs(2)

(CUSIP Number)

Rafael Robles Miaja
Franck, Galicia y Robles, S.C.
Torre del Bosque
Boulevard Manuel Avila Camacho No. 24 piso 7
Mexico 11000, Distrito Federal
(525) 5540-9225

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

June 17, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G
to report the acquisition that is the subject of this Schedule 13D, and is
filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the
following box

(Continued on the following pages)

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(1) CUSIP number is for the L Share ADSs only. No CUSIP number exists for the underlying L Shares since such shares are not traded in the United States.

(2) CUSIP number is for the A Share ADSs only. No CUSIP number exists for the underlying A Shares since such shares are not traded in the United States.

CUSIP No. 02364W105 L Share ADSs 13D
02364W204 A Share ADSs

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

Carlos Slim Helu

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico

7 SOLE VOTING POWER

40,000 A Shares and 100,000 L Shares
(See Items 5(a) and 5(b))

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

8 SHARED VOTING POWER

48,139,030 A Shares and 3,525,043,569 L Shares
(See Items 5(a) and 5(b))

9 SOLE DISPOSITIVE POWER

40,000 A Shares and 100,000 L Shares
(See Items 5(a) and 5(d))

10 SHARED DISPOSITIVE POWER

48,139,030 A Shares and 3,525,043,569 L Shares
(See Items 5(a) and 5(d))

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,179,030 A Shares and 3,525,143,569 L Shares (See Item 5(a))

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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15.9% of A Shares and 36.0% of L Shares (See Item 5(a))

14 TYPE OF REPORTING PERSON

IN

CUSIP No. 02364W105 L Share ADSs 13D
02364W204 A Share ADSs

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

Carlos Slim Domit

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico

7 SOLE VOTING POWER

8,132 L Shares (See Items 5(a) and 5(b))

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

8 SHARED VOTING POWER

48,139,030 A Shares and 3,525,043,569 L Shares
(See Items 5(a) and 5(b))

9 SOLE DISPOSITIVE POWER

8,132 L Shares (See Items 5(a) and 5(d))

10 SHARED DISPOSITIVE POWER

48,139,030 A Shares and 3,525,043,569 L Shares
(See Items 5(a) and 5(d))

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,139,030 A Shares and 3,525,051,701 L Shares (See Item 5(a))

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.9% of A Shares and 36.0% of L Shares (See Item 5(a))

14 TYPE OF REPORTING PERSON

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IN

CUSIP No. 02364W105 L Share ADSs 13D
02364W204 A Share ADSs

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

Marco Antonio Slim Domit

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico

7 SOLE VOTING POWER

8,132 L Shares (See Items 5(a) and 5(b))

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

8 SHARED VOTING POWER

48,139,030 A Shares and 3,525,043,569 L Shares
(See Items 5(a) and 5(b))

9 SOLE DISPOSITIVE POWER

8,132 L Shares (See Items 5(a) and 5(d))

10 SHARED DISPOSITIVE POWER

48,139,030 A Shares and 3,525,043,569 L Shares
(See Items 5(a) and 5(d))

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,139,030 A Shares and 3,525,051,701 L Shares (See Item 5(a))

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.9% of A Shares and 36.0% of L Shares (See Item 5(a))

14 TYPE OF REPORTING PERSON

IN

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CUSIP No. 02364W105 L Share ADSs 13D
02364W204 A Share ADSs

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

Patrick Slim Domit

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico

7 SOLE VOTING POWER

8,134 L Shares (See Items 5(a) and 5(b))

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

8 SHARED VOTING POWER

48,139,030 A Shares and 3,525,043,569 L Shares
(See Items 5(a) and 5(b))

9 SOLE DISPOSITIVE POWER

8,134 L Shares (See Items 5(a) and 5(d))

10 SHARED DISPOSITIVE POWER

48,139,030 A Shares and 3,525,043,569 L Shares
(See Items 5(a) and 5(d))

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,139,030 A Shares and 3,525,051,703 L Shares (See Item 5(a))

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.9% of A Shares and 36.0% of L Shares (See Item 5(a))

14 TYPE OF REPORTING PERSON

IN

CUSIP No. 02364W105 L Share ADSs 13D
02364W204 A Share ADSs

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

Maria Soumaya Slim Domit

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico

7 SOLE VOTING POWER

8,134 L Shares (See Items 5(a) and 5(b))

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

8 SHARED VOTING POWER

48,139,030 A Shares and 3,525,043,569 L Shares
(See Items 5(a) and 5(b))

9 SOLE DISPOSITIVE POWER

8,134 L Shares (See Items 5(a) and 5(d))

10 SHARED DISPOSITIVE POWER

48,139,030 A Shares and 3,525,043,569 L Shares
(See Items 5(a) and 5(d))

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,139,030 A Shares and 3,525,051,703 L Shares (See Item 5(a))

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.9% of A Shares and 36.0% of L Shares (See Item 5(a))

14 TYPE OF REPORTING PERSON

IN

CUSIP No. 02364W105 L Share ADSs 13D
02364W204 A Share ADSs

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

Vanessa Paola Slim Domit

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico

7 SOLE VOTING POWER

498,134 L Shares (See Items 5(a) and 5(b))

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

8 SHARED VOTING POWER

48,139,030 A Shares and 3,525,043,569 L Shares
(See Items 5(a) and 5(b))

9 SOLE DISPOSITIVE POWER

498,134 L Shares (See Items 5(a) and 5(b))

10 SHARED DISPOSITIVE POWER

48,139,030 A Shares and 3,525,043,569 L Shares
(See Items 5(a) and 5(d))

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,139,030 A Shares and 3,525,541,703 L Shares (See Item 5(a))

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.9% of A Shares and 36.0% of L Shares (See Item 5(a))

14 TYPE OF REPORTING PERSON

IN

CUSIP No. 02364W105 L Share ADSs 13D
02364W204 A Share ADSs

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

Johanna Monique Slim Domit

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

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3 SEC USE ONLY

4 SOURCE OF FUNDS

AF (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico

7 SOLE VOTING POWER

570,134 L Shares (See Items 5(a) and 5(b))

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

8 SHARED VOTING POWER

48,139,030 A Shares and 3,525,043,569 L Shares
(See Items 5(a) and 5(b))

9 SOLE DISPOSITIVE POWER

570,134 L Shares (See Items 5(a) and 5(b))

10 SHARED DISPOSITIVE POWER

48,139,030 A Shares and 3,525,043,569 L Shares
(See Items 5(a) and 5(d))

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,139,030 A Shares and 3,525,613,703 L Shares (See Item 5(a))

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.9% of A Shares and 36.0% of L Shares (See Item 5(a))

14 TYPE OF REPORTING PERSON

IN

CUSIP No. 02364W105 L Share ADSs 13D
02364W204 A Share ADSs

1 NAMES OF REPORTING PERSONS

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

America Telecom, S.A. de C.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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OO and WC (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico

7 SOLE VOTING POWER

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

48,139,030 A Shares and 3,508,671,533 L Shares
(See Items 5(a) and 5(b))

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

48,139,030 A Shares and 3,508,671,533 L Shares
(See Items 5(a) and 5(d))

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,139,030 A Shares and 3,508,671,533 L Shares (See Item 5(a))

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.9% of A Shares and 35.9% of L Shares (See Item 5(a))

14 TYPE OF REPORTING PERSON

HC

CUSIP No. 02364W105 L Share ADSs 13D
02364W204 A Share ADSs

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

Grupo Financiero Inbursa, S.A. de C.V.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC and AF (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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Mexico

- 7 SOLE VOTING POWER
- 8 SHARED VOTING POWER
- NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH
- 16,372,036 L Shares (See Items 5(a) and 5(b))
- 9 SOLE DISPOSITIVE POWER
- 10 SHARED DISPOSITIVE POWER
- 16,372,036 L Shares (See Items 5(a) and 5(d))
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 16,372,036 L Shares (See Item 5(a))
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 0.2% of L Shares (See Item 5(a))
- 14 TYPE OF REPORTING PERSON
- HC

CUSIP No. 02364W105 L Share ADSs 13D
02364W204 A Share ADSs

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- Carso Global Telecom, S.A. de C.V.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- AF (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
- Mexico

- 7 SOLE VOTING POWER
- 0-
- 8 SHARED VOTING POWER
- NUMBER OF SHARES

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON

HC

CUSIP No. 02364W105 L Share ADSs 13D
02364W204 A Share ADSs

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

Trust No. F/0008

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico

7 SOLE VOTING POWER
173,150,000 L Shares (See Items 5(a) and 5(b))

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

9 SOLE DISPOSITIVE POWER
173,150,000 L Shares (See Items 5(a) and 5(b))

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10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

173,150,000 L Shares (see Item 5(a))

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.0% of L Shares (see Item 5(a))

14 TYPE OF REPORTING PERSON

EP

CUSIP No. 02364W105 L Share ADSs 13D
02364W204 A Share ADSs

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

Trust No. F/0395

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico

7 SOLE VOTING POWER

2,385,000 L Shares (See Items 5(a) and 5(b))

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

9 SOLE DISPOSITIVE POWER

2,385,000 L Shares (See Items 5(a) and 5(b))

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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2,385,000 L Shares (see Item 5(a))

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0% of L Shares (see Item 5(a))

14 TYPE OF REPORTING PERSON

EP

CUSIP No. 02364W105 L Share ADSs 13D
02364W204 A Share ADSs

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

Fundacion Telmex, A.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |__|
(b) |__|

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) |__|

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico

7 SOLE VOTING POWER

20,000,000 L Shares (See Items 5(a) and 5(b))

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

9 SOLE DISPOSITIVE POWER

20,000,000 L Shares (See Items 5(a) and 5(b))

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,000,000 L Shares (see Item 5(a))

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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0.2% of L Shares (see Item 5(a))

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 02364W105 L Share ADSs 13D
02364W204 A Share ADSs

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

Asociacion Carso, A.C.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico

7 SOLE VOTING POWER

5,000,000 L Shares (See Items 5(a) and 5(b))

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

9 SOLE DISPOSITIVE POWER

5,000,000 L Shares (See Items 5(a) and 5(b))

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,000,000 L Shares (see Item 5(a))

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1% of L Shares (see Item 5(a))

14 TYPE OF REPORTING PERSON

PN

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Item 2. Identity and Background.

Updated information regarding the members of the Slim Family and the executive officers and directors of each of America Telecom, GFI, CGT, Fundacion Telmex and Asociacion Carso are set forth in Schedule I attached hereto.

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

In the period subsequent to the filing of Amendment No. 9 to the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on March 19, 2004 ("Amendment No. 9"), America Telecom has acquired 23,230,900 L Shares on the Mexican Stock Exchange for an aggregate amount of approximately U.S.\$41,131,440. The funds used to purchase such L Shares were obtained from the proceeds of borrowings and from the working capital of America Telecom.

Item 4. Purpose of Transaction.

As discussed in Item 4 of the Schedule 13D filed by the Reporting Persons with the SEC on May 16, 2001, CGT and SBC International, Inc. ("SBC") were parties to a series of agreements (the "AM Agreements") which govern the ownership and voting of any and all future AA Shares, no par value (collectively, the "AA Shares"), of the Issuer, owned by such persons. Pursuant to the Spin-Off, America Telecom has succeeded to the rights and obligations of CGT under the AM Agreements. As of the date hereof, America Telecom currently owns, in the aggregate, approximately 67% of the issued and outstanding AA Shares.

Through its beneficial ownership of A Shares and AA Shares America Telecom may be deemed to control the Issuer. Except as set forth in this statement, none of the Reporting Persons currently has plans or proposals, which relate to or which would result in any of the actions or transactions described in paragraphs (a) through (j) of Item 4 of the instructions to Schedule 13D. However, from time to time the Reporting Persons may evaluate the possibility of acquiring additional A Shares and L Shares, disposing of A Shares and L Shares, or entering into corporate transactions involving the Issuer (including, but not limited to, joint ventures and/or other commercial arrangements with the Issuer). The Reporting Persons reserve the right to formulate plans or proposals regarding the Issuer or any of its securities and to carry out any of the actions or transactions described in paragraphs (a) through (j) of Item 4 of the instructions to this Schedule 13D, to the extent deemed advisable by the Reporting Persons.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons have the following interests in A Shares and L Shares:

A Shares(1)		L Sh
Number	% of Class	Number

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Carlos Slim Helu(3).....	48,179,030	15.9%	3,525,143,569
Carlos Slim Domit(4).....	48,139,030	15.9%	3,525,051,701
Marco Antonio Slim Domit(5).....	48,139,030	15.9%	3,525,051,701
Patrick Slim Domit(6).....	48,139,030	15.9%	3,525,051,703
Maria Soumaya Slim Domit(7).....	48,139,030	15.9%	3,525,051,703
Vanessa Paola Slim Domit(8).....	48,139,030	15.9%	3,525,541,703
Johanna Monique Domit(9).....	48,139,030	15.9%	3,525,613,703
America Telecom(10).....	48,139,030	15.9%	3,508,671,533
GFI.....	--	--	16,372,036
CGT.....	--	--	--
Telmex Trust.....	--	--	173,150,000
Telnor Trust.....	--	--	2,385,000
Fundacion Telmex.....	--	--	20,000,000
Asociacion Carso.....	--	--	5,000,000

- (1) Based upon 303,320,578 A Shares outstanding as of June 14, 2004. Includes A Shares held in the form of A Share ADSs. Except as otherwise indicated, all A Shares are held in the form of A Shares.
- (2) Based upon 8,472,967,308 L Shares outstanding as of June 14, 2004. Includes L Shares held in the form of L Share ADSs. Other than in the case of the Telmex Trust, Telnor Trust, Fundacion Telmex and Asociacion Carso, L Share totals and percentages assume that all of the A Shares and 1,258,864,333 AA Shares held by the relevant Reporting Persons have been converted into L Shares in accordance with the restrictions set forth in Item 4 of Amendment No. 1 to Schedule 13D filed by the Reporting Persons with the SEC on May 16, 2001. Except as otherwise indicated, all L Shares are held in the form of L Shares.
- (3) Includes 40,000 A Shares and 100,000 L Shares owned directly by Carlos Slim Helu, as well as A Shares and L Shares beneficially owned through GFI and America Telecom by trusts for the benefit of the Slim Family (the "Family Trust Shares"). All A Shares and L Shares owned by such trusts are deemed to be beneficially owned by each member of the Slim family that is a beneficiary of such trusts. Thus, beneficial ownership of A Shares and L Shares is deemed to be shared by each member of the Slim family.
- (4) Includes 8,132 L Shares owned directly by Carlos Slim Domit, as well as the Family Trust Shares.
- (5) Includes 8,132 L Shares owned directly by Marco Antonio Slim Domit, as well as the Family Trust Shares.
- (6) Includes 8,134 L Shares owned directly by Patrick Slim Domit, as well as the Family Trust Shares.
- (7) Includes 8,134 L Shares owned directly by Maria Soumaya Slim Domit, as well as the Family Trust Shares.
- (8) Includes 498,134 L Shares owned directly by Vanessa Paola Slim Domit and her spouse, as well as the Family Trust Shares.
- (9) Includes 570,134 L Shares owned directly by Johanna Monique Slim Domit and her spouse, as well as the Family Trust Shares.

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JPMorgan Chase	March 29, 2006	219,620,000	0.6830	L
JPMorgan Chase	October 2, 2006	86,582,000	1.1550	L
Santander Central Hispano Benelux S.A.N.V.	April 10, 2008	136,800,000	0.7310	L
Santander Central Hispano Benelux S.A.N.V.	September 20, 2008	109,290,000	0.9150	L
Santander Central Hispano Benelux S.A.N.V.	October 10, 2008	86,806,000	1.1520	L
Santander Central Hispano Benelux S.A.N.V.	February 24, 2009	56,545,100	1.769	L
Dresdner Bank A.G.	March 5, 2009	55,050,940	1.817	L
Santander Central Hispano Benelux S.A. N.V.	May 5, 2009	28,571,440	1.750	L

Other than as disclosed herein and in Item 4 of this statement, there are no other contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons and between such persons and any person with respect to A Shares or L Shares.

Item 7. Material to be Filed as Exhibits.

* The Powers of Attorney filed as exhibits to Amendment No. 3 to the Schedule 13D and Amendment No. 9 to the Schedule 13D and the Joint Filing Agreement filed as an exhibit to Amendment No. 9 to the Schedule 13D filed by the Reporting Persons are hereby incorporated herein by reference.

SIGNATURE

After reasonable inquiry, and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Carlos Slim Helu

Carlos Slim Domit

Marco Antonio Slim Domit

By: /s/ Eduardo Valdes Acra

Eduardo Valdes Acra
Attorney-in-Fact
June 17, 2004

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Patrick Slim Domit

Maria Soumaya Slim Domit

Vanessa Paola Slim Domit

Johanna Monique Slim Domit

AMERICA TELECOM, S.A. DE C.V.

By: Eduardo Valdes Acra
Title: Attorney-in-Fact

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

By: Eduardo Valdes Acra
Title: Attorney-in-Fact

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

By: Eduardo Valdes Acra
Title: Attorney-in-Fact

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

By: Eduardo Valdes Acra
Title: Attorney-in-Fact

BANCO INBURSA S.A.,
INSTITUCION DE BANCA
MULTIPLE, GRUPO FINANCIERO
INBURSA, DIVISION
FIDUCIARIA, AS TRUSTEE
OF TRUST NO. F/0395

By: Eduardo Valdes Acra
Title: Attorney-in-Fact

FUNDACION TELMEX, A.C.

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By: Eduardo Valdes Acra
Title: Attorney-in-Fact

ASOCIACION CARSO, A.C.

By: Eduardo Valdes Acra
Title: Attorney-in-Fact

SCHEDULE I

All of the individuals listed below are citizens of Mexico.

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

Name -----	Principal Occupation -----
Carlos Slim Helu	Chairman Emeritus of the Board of Telefonos de Mexico, S.A. de C.V., and Chairman of the Board of America Movil, S.A. de C.V. and Carso Global Telecom, S.A. de C.V.
Carlos Slim Domit	Chairman of the Board of Telefonos de Mexico, S.A. de C.V., Chairman of Grupo Carso, S.A. De C.V. and President of Grupo Sanborns, S.A. de C.V.
Marco Antonio Slim Domit	Chairman of Grupo Financiero Inbursa, S.A. de C.V.
Patrick Slim Domit	Vice President of Commercial Markets of Telefonos de Mexico, S.A. de C.V.
Maria Soumaya Slim Domit	President of Museo Soumaya
Vanessa Paola Slim Domit	Private Investor
Johanna Monique Slim Domit	Private Investor

AMERICA TELECOM, S.A. de C.V.
Insurgentes Sur 3500, Col. Pena Pobre Tlalpan, 14060 Mexico D.F., Mexico

Name and Position -----	Principal Occupation -----
Directors	

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Carlos Slim Helu (Director and Chairman of the Board)	Chairman Emeritus of the Board of Telefonos de Mexico de C.V., and Chairman of the Board of America Movil de C.V. and Carso Global Telecom, S.A. de C.V.
Jaime Chico Pardo (Director and Vice Chairman of the Board)	President of Telefonos de Mexico, S.A. de C.V.
Claudio X. Gonzalez Laporte (Director)	Chairman of the Board of Kimberly Clark de Mexico, S.A. de C.V.
Patrick Slim Domit (Director and Vice Chairman of the Board)	Vice President of Commercial Markets of Telefonos Mexico, S.A. de C.V.
Juan Antonio Perez Simon (Director)	Vice-Chairman of Telefonos de Mexico, S.A. de C.V.
Carlos Slim Domit (Director)	Chairman of the Board of Telefonos de Mexico S.A. Chairman of Grupo Carso, S.A. de C.V. and President Sanborns, S.A. de C.V.
Executive Officers	
Daniel Hajj Aboumrad (Chief Executive Officer)	Chief Executive Officer of America Telecom, S.A. de C.V. and Chief Executive Officer of Radiomovil Dipsa, S.A. de C.V.

GRUPO FINANCIERO INBURSA, S.A. de C.V.
Paseo de las Palmas 736, Col. Lomas Chapultepec, 11000 Mexico D.F., Mexico

Name and Position -----	Principal Occupation -----
Directors	
Carlos Slim Helu (Chairman Emeritus)	Chairman Emeritus of the Board of Telefonos de Mexico S.A. de C.V., and Chairman of the Board of America Movil de C.V. and Carso Global Telecom, S.A. de C.V.
Marco Antonio Slim Domit (Chairman of the Board)	Chairman of Grupo Financiero Inbursa, S.A. de C.V.
Eduardo Valdes Acra (Vice-Chairman of the Board)	Chief Executive Officer of Inversora Bursatil, S.A. de C.V., Casa de Bolsa, Grupo Financiero Inbursa, S.A. de C.V.
Agustin Franco Macias (Director)	Chairman of Cryoinfra, S.A. de C.V.
Claudio X. Gonzalez Laporte (Director)	Chairman of the Board of Kimberly Clark de Mexico, S.A. de C.V.
Juan Antonio Perez Simon (Director)	Vice-Chairman of Telefonos de Mexico, S.A. de C.V.
David Ibarra Munoz (Director)	Independent Economist
Jose Kuri Harfush (Director)	President of Janel, S.A. de C.V.
Executive Officers	
Marco Antonio Slim Domit (President)	President of Grupo Financiero Inbursa, S.A. de C.V.

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

Insurgentes Sur 3500, Col. Pena Pobre Tlalpan, 14060 Mexico D.F., Mexico

Name and Position

Principal Occupation

Directors

Carlos Slim Helu
(Director and Chairman Emeritus of the Board)

Chairman Emeritus of the Board of Telefonos de Mexico, S.A. de C.V., and Chairman of the Board of America Movil, S.A. de C.V. and Carso Global Telecom, S.A. de C.V.

Jaime Chico Pardo
(Director and Vice Chairman of the Board)

President of Telefonos de Mexico, S.A. de C.V. and Vice President of Carso Global Telecom, S.A. de C.V.

Claudio X. Gonzalez Laporte (Director)

Chairman of the Board of Kimberly Clark de Mexico, S.A. de C.V.

C.P. Humberto Gutierrez
Olvera Zubizarreta

General Director of Grupo Carso, S.A. de C.V.

Juan Antonio Perez Simon (Director)

Vice-Chairman of Telefonos de Mexico, S.A. de C.V. and Chairman of the Board of Sanborns Hermanos, S.A. de C.V.

Carlos Slim Domit
(Director and Chairman of the Board)

Chairman of the Board of Telefonos de Mexico, S.A. de C.V. and Chairman of Grupo Carso, S.A. de C.V. and Sanborns, S.A. de C.V.

Executive Officers

Armando Ibanez (Chief Financial Officer)

Chief Financial Officer of Carso Global Telecom, S.A. de C.V.

FUNDACION TELMEX, A.C.

Vizcainas No. 16, Colonia Centro, Delegacion Cuauhtemoc, 06080
Mexico, D.F. Mexico

Name and Position

Principal Occupation

Directors

Carlos Slim Helu (Chairman)

Chairman Emeritus of the Board of Telefonos de Mexico, S.A. de C.V., and Chairman of the Board of America Movil, S.A. de C.V. and Carso Global Telecom, S.A. de C.V.

Jaime Chico Pardo (Director)

President of Telefonos de Mexico, S.A. de C.V.

Arturo Elias Ayub (Director)

Executive Officer of Telefonos de Mexico, S.A. de C.V.

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Adolfo Cerezo Perez	Chief Financial Officer of Telefonos de Mexico, S.A. de C.V.
Mario Cobo Trujillo	Executive Officer of Telefonos de Mexico, S.A. de C.V.
Sergio Rodriguez Molleda	Counsel, Telefonos de Mexico, S.A. de C.V.

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

Name and Position	Principal Occupation
 Directors	
Carlos Slim Helu	Chairman Emeritus of the Board of Telefonos de Mexico, S.A. de C.V. and Chairman of the Board of America Movil, S.A. de C.V. and Carso Global Telecom, S.A. de C.V.
Juan Antonio Perez Simon	Vice-Chairman of Telefonos de Mexico, S.A. de C.V.
C.P. Humberto Gutierrez Olvera Zubizarreta	General Director of Grupo Carso, S.A. de C.V.
Fernando Gerardo Chico Pardo	President of Promecap, S.C.
Marco Antonio Slim Domit	President of Grupo Financiero Inbursa, S.A. de C.V.
Carlos Slim Domit	Chairman of the Board of Telefonos de Mexico S.A. de C.V., Chairman of Grupo Carso, S.A. de C.V. and President of Sanborns, S.A. de C.V.
Patrick Slim Domit	Vice President of Commercial Markets of Telefonos of Mexico, S.A. de C.V.
Ignacio Cobo Gonzalez	Private Investor

SCHEDULE II-A

For the period beginning 60 days prior to the event which requires the filing of this statement and on the date of this filing, the Reporting Persons set forth below effected the following transactions in L Shares on the Mexican Stock Exchange. The prices below reflect the consideration paid or received (in US\$ based upon the Fixed Rate published by the Banco de Mexico on the day preceding the trade date) per L Share on the relevant trade date.

Reporting Person	Type of Transaction	Trade Date	Number of L Shares	Average Price Per L Share
Telmex Trust	Sale	04/19/04	10,000	1.89
Telmex Trust	Sale	04/19/04	490,000	1.89
Telmex Trust	Sale	04/19/04	225,600	1.89

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Telmex Trust	Sale	04/19/04	7,000	1.89
Telmex Trust	Sale	04/19/04	4,800	1.89
Telmex Trust	Sale	04/19/04	262,600	1.88
Telmex Trust	Sale	04/20/04	200,000	1.90
Telmex Trust	Sale	04/20/04	2,500	1.90
Telmex Trust	Sale	04/20/04	50,000	1.90
Telmex Trust	Sale	04/20/04	20,000	1.90
Telmex Trust	Sale	04/20/04	21,700	1.90
Telmex Trust	Sale	04/20/04	5,800	1.90
Telmex Trust	Sale	04/20/04	2,500	1.91
Telmex Trust	Sale	04/20/04	7,500	1.91
Telmex Trust	Sale	04/20/04	190,000	1.91
Telmex Trust	Sale	04/20/04	10,000	1.91
Telmex Trust	Sale	04/20/04	10,000	1.91
Telmex Trust	Sale	04/20/04	180,000	1.91
Telmex Trust	Sale	04/20/04	300,000	1.91
Telmex Trust	Sale	04/21/04	260,000	1.90
Telmex Trust	Sale	04/21/04	250,000	1.88
Telmex Trust	Sale	04/21/04	200,000	1.89
Telmex Trust	Sale	04/21/04	150,000	1.88
Telmex Trust	Sale	04/21/04	140,000	1.88
Telmex Trust	Sale	04/22/04	200,000	1.89
Telmex Trust	Sale	04/22/04	5,100	1.89
Telmex Trust	Sale	04/22/04	294,900	1.89
Telmex Trust	Sale	04/22/04	200,000	1.89
Telmex Trust	Sale	04/22/04	300,000	1.89
Telmex Trust	Sale	04/23/04	20,000	1.90
Telmex Trust	Sale	04/23/04	9,000	1.90
Telmex Trust	Sale	04/23/04	171,000	1.90
Telmex Trust	Sale	04/23/04	5,000	1.90
Telmex Trust	Sale	04/23/04	4,800	1.91
Telmex Trust	Sale	04/23/04	4,500	1.91
Telmex Trust	Sale	04/23/04	85,700	1.91
Telmex Trust	Sale	04/23/04	100,000	1.91
Telmex Trust	Sale	04/23/04	300,000	1.92
Telmex Trust	Sale	04/23/04	500	1.91
Telmex Trust	Sale	04/23/04	299,500	1.91
Telmex Trust	Sale	04/26/04	150,000	1.88
Telmex Trust	Sale	04/26/04	100,000	1.89
Telmex Trust	Sale	04/26/04	150,000	1.89
Telmex Trust	Sale	04/26/04	100,000	1.88
Telmex Trust	Sale	04/26/04	5,000	1.88
Telmex Trust	Sale	04/26/04	195,000	1.88
Telmex Trust	Sale	04/26/04	1,900	1.88
Telmex Trust	Sale	04/26/04	298,100	1.88
Telmex Trust	Sale	04/27/04	200,000	1.88
Telmex Trust	Sale	04/27/04	100,000	1.88
Telmex Trust	Sale	04/27/04	5,000	1.88
Telmex Trust	Sale	04/27/04	95,000	1.88
Telmex Trust	Sale	04/27/04	100,000	1.88
Telmex Trust	Sale	04/27/04	100,000	1.88
Telmex Trust	Sale	04/27/04	200,000	1.89
Telmex Trust	Sale	04/27/04	150,000	1.88
Telmex Trust	Sale	04/27/04	50,000	1.90
GFI	Sale	04/28/04	350,000	1.91
GFI	Sale	04/28/04	95,700	1.89
GFI	Sale	04/28/04	104,300	1.90
GFI	Sale	04/28/04	200,000	1.86
Telmex Trust	Sale	04/28/04	95,000	1.92
Telmex Trust	Sale	04/28/04	105,000	1.92
Telmex Trust	Sale	04/28/04	250,000	1.92
Telmex Trust	Sale	04/28/04	300,000	1.92

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Telmex Trust	Sale	04/29/04	300,000	1.78
Telmex Trust	Sale	04/29/04	200,000	1.76
Telmex Trust	Sale	05/03/04	300,000	1.78
Telmex Trust	Sale	05/03/04	200,000	1.75
Telmex Trust	Sale	05/04/04	150,000	1.80
Telmex Trust	Sale	05/04/04	10,000	1.80
Telmex Trust	Sale	05/04/04	190,000	1.80
Telmex Trust	Sale	05/04/04	150,000	1.81
Telmex Trust	Sale	05/05/04	7,500	1.80
Telmex Trust	Sale	05/05/04	7,100	1.80
Telmex Trust	Sale	05/05/04	135,400	1.80
Telmex Trust	Sale	05/05/04	238,900	1.79
Telmex Trust	Sale	05/05/04	10,500	1.78
Telmex Trust	Sale	05/05/04	600	1.78
Telmex Trust	Sale	05/05/04	15,000	1.78
Telmex Trust	Sale	05/05/04	285,000	1.78
Telmex Trust	Sale	05/05/04	300,000	1.76
Telmex Trust	Sale	05/05/04	250,000	1.77
Telmex Trust	Sale	05/05/04	150,000	1.77
Telmex Trust	Sale	05/05/04	100,000	1.76
America Telecom	Purchase	05/10/04	19,500	1.61
America Telecom	Purchase	05/10/04	15,000	1.61
America Telecom	Purchase	05/10/04	14,000	1.61
America Telecom	Purchase	05/10/04	42,700	1.61
America Telecom	Purchase	05/10/04	7,300	1.61
America Telecom	Purchase	05/10/04	7,600	1.61
America Telecom	Purchase	05/10/04	12,300	1.61
America Telecom	Purchase	05/10/04	30,100	1.61
America Telecom	Purchase	05/10/04	49,900	1.61
America Telecom	Purchase	05/10/04	1,600	1.61
America Telecom	Purchase	05/10/04	50,000	1.61
America Telecom	Purchase	05/10/04	50,000	1.60
America Telecom	Purchase	05/10/04	20,000	1.60
America Telecom	Purchase	05/10/04	30,000	1.60
America Telecom	Purchase	05/10/04	41,500	1.60
America Telecom	Purchase	05/10/04	8,500	1.60
America Telecom	Purchase	05/10/04	22,000	1.60
America Telecom	Purchase	05/10/04	17,600	1.60
America Telecom	Purchase	05/10/04	10,400	1.60
America Telecom	Purchase	05/10/04	100,000	1.60
America Telecom	Purchase	05/10/04	47,100	1.60
America Telecom	Purchase	05/10/04	2,900	1.60
America Telecom	Purchase	05/10/04	30,000	1.60
America Telecom	Purchase	05/10/04	70,000	1.60
America Telecom	Purchase	05/10/04	12,300	1.59
America Telecom	Purchase	05/10/04	87,700	1.59
America Telecom	Purchase	05/10/04	50,000	1.59
America Telecom	Purchase	05/10/04	17,300	1.59
America Telecom	Purchase	05/10/04	32,700	1.59
America Telecom	Purchase	05/10/04	42,400	1.59
America Telecom	Purchase	05/10/04	7,600	1.59
America Telecom	Purchase	05/10/04	50,000	1.59
America Telecom	Purchase	05/10/04	43,000	1.59
America Telecom	Purchase	05/10/04	7,000	1.59
America Telecom	Purchase	05/10/04	5,900	1.59
America Telecom	Purchase	05/10/04	25,500	1.59
America Telecom	Purchase	05/10/04	18,600	1.59
America Telecom	Purchase	05/10/04	1,400	1.59
America Telecom	Purchase	05/10/04	32,000	1.59
America Telecom	Purchase	05/10/04	16,600	1.59
America Telecom	Purchase	05/10/04	5,000	1.59
America Telecom	Purchase	05/10/04	1,600	1.59

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America Telecom	Purchase	05/10/04	22,200	1.59
America Telecom	Purchase	05/10/04	21,200	1.60
America Telecom	Purchase	05/10/04	71,200	1.59
America Telecom	Purchase	05/10/04	28,800	1.59
America Telecom	Purchase	05/10/04	2,000	1.60
America Telecom	Purchase	05/10/04	10,000	1.60
America Telecom	Purchase	05/10/04	50,000	1.60
America Telecom	Purchase	05/10/04	10,000	1.60
America Telecom	Purchase	05/10/04	28,000	1.60
America Telecom	Purchase	05/10/04	20,000	1.60
America Telecom	Purchase	05/10/04	80,000	1.60
America Telecom	Purchase	05/11/04	100,000	1.67
America Telecom	Purchase	05/11/04	100,000	1.67
America Telecom	Purchase	05/11/04	26,100	1.67
America Telecom	Purchase	05/11/04	73,900	1.67
America Telecom	Purchase	05/11/04	7,300	1.67
America Telecom	Purchase	05/11/04	500	1.67
America Telecom	Purchase	05/11/04	9,500	1.67
America Telecom	Purchase	05/11/04	82,700	1.67
America Telecom	Purchase	05/11/04	4,000	1.67
America Telecom	Purchase	05/11/04	60,000	1.67
America Telecom	Purchase	05/11/04	36,000	1.67
America Telecom	Purchase	05/11/04	100,000	1.67
America Telecom	Purchase	05/11/04	25,000	1.68
America Telecom	Purchase	05/11/04	50,000	1.68
America Telecom	Purchase	05/11/04	3,000	1.68
America Telecom	Purchase	05/11/04	20,000	1.68
America Telecom	Purchase	05/11/04	100,000	1.68
America Telecom	Purchase	05/11/04	2,000	1.68
America Telecom	Purchase	05/11/04	71,400	1.68
America Telecom	Purchase	05/11/04	5,000	1.68
America Telecom	Purchase	05/11/04	23,600	1.68
America Telecom	Purchase	05/11/04	100,000	1.68
America Telecom	Purchase	05/11/04	78,400	1.68
America Telecom	Purchase	05/11/04	2,000	1.68
America Telecom	Purchase	05/11/04	19,600	1.68
America Telecom	Purchase	05/11/04	200	1.68
America Telecom	Purchase	05/11/04	40,000	1.68
America Telecom	Purchase	05/11/04	10,000	1.68
America Telecom	Purchase	05/11/04	49,800	1.68
America Telecom	Purchase	05/11/04	100,000	1.68
America Telecom	Purchase	05/11/04	100,000	1.68
America Telecom	Purchase	05/11/04	5,000	1.68
America Telecom	Purchase	05/11/04	50,000	1.68
America Telecom	Purchase	05/11/04	200	1.68
America Telecom	Purchase	05/11/04	44,800	1.68
America Telecom	Purchase	05/12/04	16,000	1.67
America Telecom	Purchase	05/12/04	84,000	1.67
America Telecom	Purchase	05/12/04	32,100	1.67
America Telecom	Purchase	05/12/04	1,000	1.68
America Telecom	Purchase	05/12/04	1,000	1.68
America Telecom	Purchase	05/12/04	2,000	1.68
America Telecom	Purchase	05/12/04	60,000	1.68
America Telecom	Purchase	05/12/04	3,900	1.68
America Telecom	Purchase	05/12/04	10,100	1.68
America Telecom	Purchase	05/12/04	60,000	1.68
America Telecom	Purchase	05/12/04	29,900	1.68
America Telecom	Purchase	05/12/04	50,300	1.68
America Telecom	Purchase	05/12/04	25,000	1.68
America Telecom	Purchase	05/12/04	24,700	1.68
America Telecom	Purchase	05/12/04	50,000	1.67
America Telecom	Purchase	05/12/04	5,900	1.68

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America Telecom	Purchase	05/12/04	400	1.68
America Telecom	Purchase	05/12/04	11,800	1.68
America Telecom	Purchase	05/12/04	391,900	1.68
America Telecom	Purchase	05/12/04	1,300	1.67
America Telecom	Purchase	05/12/04	20,000	1.68
America Telecom	Purchase	05/12/04	18,700	1.68
America Telecom	Purchase	05/12/04	30,900	1.68
America Telecom	Purchase	05/13/04	100,000	1.69
America Telecom	Purchase	05/13/04	100,000	1.69
America Telecom	Purchase	05/13/04	100,000	1.69
America Telecom	Purchase	05/13/04	1,800	1.69
America Telecom	Purchase	05/13/04	77,400	1.69
America Telecom	Purchase	05/13/04	20,800	1.69
America Telecom	Purchase	05/13/04	42,200	1.69
America Telecom	Purchase	05/13/04	57,800	1.69
America Telecom	Purchase	05/13/04	100,000	1.69
America Telecom	Purchase	05/13/04	100,000	1.69
America Telecom	Purchase	05/13/04	20,000	1.69
America Telecom	Purchase	05/13/04	80,000	1.69
America Telecom	Purchase	05/13/04	100,000	1.68
America Telecom	Purchase	05/13/04	9,600	1.68
America Telecom	Purchase	05/13/04	39,700	1.68
America Telecom	Purchase	05/13/04	50,000	1.68
America Telecom	Purchase	05/13/04	700	1.68
America Telecom	Purchase	05/13/04	25,000	1.69
America Telecom	Purchase	05/13/04	75,000	1.69
America Telecom	Purchase	05/13/04	25,000	1.69
America Telecom	Purchase	05/13/04	75,000	1.69
America Telecom	Purchase	05/13/04	5,100	1.68
America Telecom	Purchase	05/13/04	60,000	1.68
America Telecom	Purchase	05/13/04	100,000	1.68
America Telecom	Purchase	05/13/04	34,900	1.68
America Telecom	Purchase	05/13/04	25,100	1.68
America Telecom	Purchase	05/13/04	74,900	1.68
America Telecom	Purchase	05/14/04	15,000	1.69
America Telecom	Purchase	05/14/04	101,400	1.69
America Telecom	Purchase	05/14/04	83,600	1.69
America Telecom	Purchase	05/14/04	21,300	1.69
America Telecom	Purchase	05/14/04	78,700	1.69
America Telecom	Purchase	05/14/04	70,000	1.69
America Telecom	Purchase	05/14/04	30,000	1.69
America Telecom	Purchase	05/14/04	22,700	1.69
America Telecom	Purchase	05/14/04	77,300	1.69
America Telecom	Purchase	05/14/04	4,100	1.69
America Telecom	Purchase	05/14/04	15,500	1.69
America Telecom	Purchase	05/14/04	84,000	1.69
America Telecom	Purchase	05/14/04	96,400	1.69
America Telecom	Purchase	05/14/04	31,200	1.69
America Telecom	Purchase	05/14/04	68,800	1.69
America Telecom	Purchase	05/14/04	200,000	1.69
America Telecom	Purchase	05/14/04	1,000	1.68
America Telecom	Purchase	05/14/04	199,000	1.68
America Telecom	Purchase	05/14/04	51,000	1.68
America Telecom	Purchase	05/14/04	49,000	1.68
America Telecom	Purchase	05/14/04	1,300	1.68
America Telecom	Purchase	05/14/04	117,000	1.68
America Telecom	Purchase	05/14/04	53,700	1.68
America Telecom	Purchase	05/14/04	20,000	1.68
America Telecom	Purchase	05/14/04	2,000	1.68
America Telecom	Purchase	05/14/04	6,000	1.69
America Telecom	Purchase	05/17/04	36,700	1.64
America Telecom	Purchase	05/17/04	40,000	1.64

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America Telecom	Purchase	05/17/04	23,300	1.64
America Telecom	Purchase	05/17/04	100,000	1.64
America Telecom	Purchase	05/17/04	100,000	1.63
America Telecom	Purchase	05/17/04	6,000	1.63
America Telecom	Purchase	05/17/04	3,900	1.63
America Telecom	Purchase	05/17/04	8,300	1.63
America Telecom	Purchase	05/17/04	43,500	1.63
America Telecom	Purchase	05/17/04	30,000	1.63
America Telecom	Purchase	05/17/04	16,600	1.63
America Telecom	Purchase	05/17/04	91,700	1.63
America Telecom	Purchase	05/17/04	37,100	1.63
America Telecom	Purchase	05/17/04	40,000	1.63
America Telecom	Purchase	05/17/04	22,000	1.63
America Telecom	Purchase	05/17/04	900	1.64
America Telecom	Purchase	05/17/04	40,100	1.64
America Telecom	Purchase	05/17/04	30,000	1.64
America Telecom	Purchase	05/17/04	29,900	1.64
America Telecom	Purchase	05/17/04	18,700	1.64
America Telecom	Purchase	05/17/04	30,000	1.64
America Telecom	Purchase	05/17/04	30,000	1.64
America Telecom	Purchase	05/17/04	40,000	1.64
America Telecom	Purchase	05/17/04	10,000	1.64
America Telecom	Purchase	05/17/04	50,000	1.64
America Telecom	Purchase	05/17/04	21,300	1.64
America Telecom	Purchase	05/17/04	64,000	1.64
America Telecom	Purchase	05/17/04	5,500	1.64
America Telecom	Purchase	05/17/04	3,000	1.64
America Telecom	Purchase	05/17/04	6,000	1.64
America Telecom	Purchase	05/17/04	21,500	1.64
America Telecom	Purchase	05/17/04	100,000	1.64
America Telecom	Purchase	05/17/04	7,500	1.64
America Telecom	Purchase	05/17/04	92,500	1.64
America Telecom	Purchase	05/17/04	100,000	1.63
America Telecom	Purchase	05/17/04	95,300	1.63
America Telecom	Purchase	05/17/04	4,700	1.63
America Telecom	Purchase	05/17/04	99,500	1.63
America Telecom	Purchase	05/17/04	500	1.63
America Telecom	Purchase	05/18/04	33,000	1.67
America Telecom	Purchase	05/18/04	50,000	1.67
America Telecom	Purchase	05/18/04	2,000	1.67
America Telecom	Purchase	05/18/04	600	1.67
America Telecom	Purchase	05/18/04	5,000	1.67
America Telecom	Purchase	05/18/04	9,400	1.67
America Telecom	Purchase	05/18/04	42,000	1.67
America Telecom	Purchase	05/18/04	25,000	1.67
America Telecom	Purchase	05/18/04	33,000	1.67
America Telecom	Purchase	05/18/04	1,000	1.67
America Telecom	Purchase	05/18/04	82,100	1.67
America Telecom	Purchase	05/18/04	17,000	1.67
America Telecom	Purchase	05/18/04	59,000	1.67
America Telecom	Purchase	05/18/04	20,000	1.67
America Telecom	Purchase	05/18/04	4,000	1.67
America Telecom	Purchase	05/18/04	16,900	1.67
America Telecom	Purchase	05/18/04	1,000	1.68
America Telecom	Purchase	05/18/04	52,900	1.68
America Telecom	Purchase	05/18/04	42,000	1.68
America Telecom	Purchase	05/18/04	4,100	1.68
America Telecom	Purchase	05/18/04	7,000	1.68
America Telecom	Purchase	05/18/04	2,000	1.68
America Telecom	Purchase	05/18/04	91,000	1.68
America Telecom	Purchase	05/18/04	1,000	1.68
America Telecom	Purchase	05/18/04	67,800	1.68

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America Telecom	Purchase	05/18/04	9,000	1.68
America Telecom	Purchase	05/18/04	10,000	1.68
America Telecom	Purchase	05/18/04	12,000	1.68
America Telecom	Purchase	05/18/04	200	1.68
America Telecom	Purchase	05/18/04	2,800	1.68
America Telecom	Purchase	05/18/04	4,000	1.68
America Telecom	Purchase	05/18/04	2,000	1.68
America Telecom	Purchase	05/18/04	1,000	1.68
America Telecom	Purchase	05/18/04	1,000	1.68
America Telecom	Purchase	05/18/04	1,000	1.68
America Telecom	Purchase	05/18/04	2,000	1.68
America Telecom	Purchase	05/18/04	2,500	1.68
America Telecom	Purchase	05/18/04	2,000	1.68
America Telecom	Purchase	05/18/04	2,000	1.68
America Telecom	Purchase	05/18/04	1,000	1.68
America Telecom	Purchase	05/18/04	7,300	1.68
America Telecom	Purchase	05/18/04	1,000	1.68
America Telecom	Purchase	05/18/04	2,000	1.68
America Telecom	Purchase	05/18/04	2,000	1.68
America Telecom	Purchase	05/18/04	3,000	1.68
America Telecom	Purchase	05/18/04	2,000	1.68
America Telecom	Purchase	05/18/04	2,100	1.68
America Telecom	Purchase	05/18/04	10,000	1.68
America Telecom	Purchase	05/18/04	3,000	1.68
America Telecom	Purchase	05/18/04	2,000	1.68
America Telecom	Purchase	05/18/04	2,000	1.68
America Telecom	Purchase	05/18/04	5,000	1.68
America Telecom	Purchase	05/18/04	37,300	1.68

SCHEDULE II-B

The purchases listed below were inadvertently excluded from Schedule II to Amendment No. 9.

Reporting Person	Type of Transaction	Trade Date	Number of L Shares	Average Price Per L Share
America Telecom	Purchase	03/15/04	25,000	1.77
America Telecom	Purchase	03/15/04	10,000	1.77
America Telecom	Purchase	03/15/04	10,000	1.77
America Telecom	Purchase	03/15/04	40,000	1.77
America Telecom	Purchase	03/15/04	25,000	1.77
America Telecom	Purchase	03/15/04	1,000	1.77
America Telecom	Purchase	03/15/04	2,000	1.77
America Telecom	Purchase	03/15/04	2,900	1.77
America Telecom	Purchase	03/15/04	44,200	1.77
America Telecom	Purchase	03/15/04	24,900	1.77
America Telecom	Purchase	03/15/04	25,100	1.77
America Telecom	Purchase	03/15/04	34,900	1.77
America Telecom	Purchase	03/15/04	3,000	1.77
America Telecom	Purchase	03/15/04	25,000	1.77
America Telecom	Purchase	03/15/04	30,000	1.77
America Telecom	Purchase	03/15/04	12,000	1.77
America Telecom	Purchase	03/15/04	60,000	1.77
America Telecom	Purchase	03/15/04	16,000	1.76
America Telecom	Purchase	03/15/04	64,000	1.76
America Telecom	Purchase	03/15/04	10,000	1.76
America Telecom	Purchase	03/15/04	2,000	1.77
America Telecom	Purchase	03/15/04	20,000	1.77

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America Telecom	Purchase	03/15/04	25,000	1.77
America Telecom	Purchase	03/15/04	13,000	1.77
America Telecom	Purchase	03/15/04	17,600	1.77
America Telecom	Purchase	03/15/04	1,700	1.77
America Telecom	Purchase	03/15/04	40,700	1.77
America Telecom	Purchase	03/15/04	9,300	1.77
America Telecom	Purchase	03/15/04	30,700	1.77
America Telecom	Purchase	03/15/04	4,300	1.77
America Telecom	Purchase	03/15/04	50,000	1.77
America Telecom	Purchase	03/15/04	100,000	1.77
America Telecom	Purchase	03/15/04	45,700	1.77
America Telecom	Purchase	03/15/04	50,000	1.77
America Telecom	Purchase	03/15/04	11,000	1.77
America Telecom	Purchase	03/15/04	14,000	1.77
America Telecom	Purchase	03/15/04	3,000	1.77
America Telecom	Purchase	03/15/04	72,000	1.77
America Telecom	Purchase	03/15/04	11,700	1.77
America Telecom	Purchase	03/15/04	50,000	1.78
America Telecom	Purchase	03/15/04	10,000	1.78
America Telecom	Purchase	03/15/04	100,000	1.78
America Telecom	Purchase	03/15/04	1,000	1.79
America Telecom	Purchase	03/15/04	19,000	1.79
America Telecom	Purchase	03/15/04	4,000	1.79
America Telecom	Purchase	03/15/04	28,600	1.79
America Telecom	Purchase	03/15/04	60,000	1.79
America Telecom	Purchase	03/15/04	2,300	1.79
America Telecom	Purchase	03/15/04	38,800	1.79
America Telecom	Purchase	03/15/04	19,400	1.79
America Telecom	Purchase	03/15/04	5,200	1.79
America Telecom	Purchase	03/15/04	40,000	1.79
America Telecom	Purchase	03/15/04	34,800	1.79
America Telecom	Purchase	03/15/04	2,600	1.79
America Telecom	Purchase	03/15/04	22,600	1.79
America Telecom	Purchase	03/15/04	15,000	1.79
America Telecom	Purchase	03/15/04	63,000	1.79
America Telecom	Purchase	03/15/04	22,000	1.79
America Telecom	Purchase	03/15/04	100,000	1.79
America Telecom	Purchase	03/15/04	23,500	1.78
America Telecom	Purchase	03/15/04	26,500	1.78
America Telecom	Purchase	03/15/04	13,500	1.78
America Telecom	Purchase	03/15/04	40,000	1.78
America Telecom	Purchase	03/15/04	40,000	1.78
America Telecom	Purchase	03/15/04	6,500	1.78
America Telecom	Purchase	03/15/04	71,500	1.78
America Telecom	Purchase	03/15/04	2,500	1.78
America Telecom	Purchase	03/15/04	26,000	1.78
America Telecom	Purchase	03/15/04	45,000	1.78
America Telecom	Purchase	03/15/04	55,000	1.78
America Telecom	Purchase	03/16/04	29,000	1.79
America Telecom	Purchase	03/16/04	9,700	1.79
America Telecom	Purchase	03/16/04	40,000	1.79
America Telecom	Purchase	03/16/04	21,000	1.79
America Telecom	Purchase	03/16/04	300	1.79
America Telecom	Purchase	03/16/04	100,000	1.79
America Telecom	Purchase	03/16/04	100,000	1.79
America Telecom	Purchase	03/16/04	35,400	1.79
America Telecom	Purchase	03/16/04	50,000	1.79
America Telecom	Purchase	03/16/04	14,600	1.79
America Telecom	Purchase	03/16/04	75,000	1.80
America Telecom	Purchase	03/16/04	25,000	1.80
America Telecom	Purchase	03/16/04	45,000	1.80
America Telecom	Purchase	03/16/04	55,000	1.80

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America Telecom	Purchase	03/16/04	40,000	1.79
America Telecom	Purchase	03/16/04	7,200	1.79
America Telecom	Purchase	03/16/04	40,000	1.79
America Telecom	Purchase	03/16/04	12,800	1.79
America Telecom	Purchase	03/16/04	32,200	1.79
America Telecom	Purchase	03/16/04	50,000	1.79
America Telecom	Purchase	03/16/04	2,600	1.79
America Telecom	Purchase	03/16/04	10,000	1.79
America Telecom	Purchase	03/16/04	5,200	1.79
America Telecom	Purchase	03/16/04	72,600	1.79
America Telecom	Purchase	03/16/04	27,400	1.79
America Telecom	Purchase	03/16/04	100,000	1.79
America Telecom	Purchase	03/16/04	59,500	1.79
America Telecom	Purchase	03/16/04	40,000	1.79
America Telecom	Purchase	03/16/04	500	1.79
America Telecom	Purchase	03/16/04	97,500	1.79
America Telecom	Purchase	03/16/04	700	1.79
America Telecom	Purchase	03/16/04	1,800	1.79
America Telecom	Purchase	03/16/04	100,000	1.79
America Telecom	Purchase	03/16/04	99,500	1.79
America Telecom	Purchase	03/16/04	500	1.79
America Telecom	Purchase	03/16/04	12,500	1.79
America Telecom	Purchase	03/16/04	87,500	1.79
America Telecom	Purchase	03/16/04	27,500	1.78
America Telecom	Purchase	03/16/04	36,100	1.78
America Telecom	Purchase	03/16/04	36,400	1.78
America Telecom	Purchase	03/16/04	3,600	1.78
America Telecom	Purchase	03/16/04	90,000	1.78
America Telecom	Purchase	03/16/04	1,300	1.78
America Telecom	Purchase	03/16/04	500	1.78
America Telecom	Purchase	03/16/04	4,600	1.78
America Telecom	Purchase	03/16/04	100,000	1.78
America Telecom	Purchase	03/16/04	5,000	1.78
America Telecom	Purchase	03/16/04	13,100	1.78
America Telecom	Purchase	03/16/04	27,700	1.78
America Telecom	Purchase	03/16/04	1,600	1.78
America Telecom	Purchase	03/16/04	1,200	1.78
America Telecom	Purchase	03/16/04	3,600	1.78
America Telecom	Purchase	03/16/04	11,000	1.78
America Telecom	Purchase	03/16/04	3,800	1.78
America Telecom	Purchase	03/16/04	33,000	1.78
America Telecom	Purchase	03/16/04	94,000	1.78
America Telecom	Purchase	03/16/04	6,000	1.78