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TELEFONOS DE MEXICO S A DE C V
Form SC 13D/A
June 24, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 12)*

Telefonos de Mexico, S.A. de C.V. (the "Issuer")

(Name of Issuer)

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

(Title of Class of Securities)

879403780 for L Share ADSs(1)
879403400 for A Share ADSs(2)

(CUSIP Number)

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

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

June 16, 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 ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

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

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see

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the Notes).

(Continued on the following pages)

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

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

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

Carlos Slim Helu

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS*
AF (See Item 3)

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

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico

- 7 SOLE VOTING POWER

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

- 8 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON
WITH

45,997,330 A Shares and 3,182,166,461 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

45,997,330 A Shares and 3,182,166,461 L Shares
(See Items 5(a) and 5(d))

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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46,037,330 A Shares and 3,182,266,461 L Shares (See Item 5(a))

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]

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

17.8% of A Shares and 33.5% of L Shares (See Item 5(a))

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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

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))

8 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON
WITH

45,997,330 A Shares and 3,182,166,461 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

45,997,330 A Shares and 3,182,166,461 L Shares
(See Items 5(a) and 5(d))

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

45,997,330 A Shares and 3,182,174,593 L Shares (See Item 5(a))

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

[X]

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

17.8% of A Shares and 33.5% of L Shares (See Item 5(a))

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

1 NAMES OF REPORTING PERSONS

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

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))

8 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON
WITH

45,997,330 A Shares and 3,182,166,461 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

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45,997,330 A Shares and 3,182,166,461 L Shares
(See Items 5(a) and 5(d))

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

45,997,330 A Shares and 3,182,174,593 L Shares (See Item 5(a))

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

[X]

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

17.8% of A Shares and 33.5% of L Shares (See Item 5(a))

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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

Patrick Slim Domit

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

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))

8 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON
WITH

45,997,330 A Shares and 3,182,166,461 L Shares
(See Items 5(a) and 5(b))

9 SOLE DISPOSITIVE POWER

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

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10 SHARED DISPOSITIVE POWER

45,997,330 A Shares and 3,182,166,461 L Shares
(See Items 5(a) and 5(d))

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

45,997,330 A Shares and 3,182,174,595 L Shares (See Item 5(a))

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

[X]

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

17.8% of A Shares and 33.5% of L Shares (See Item 5(a))

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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

Maria Soumaya Slim Domit

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico

7 SOLE VOTING POWER

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

8 SHARED VOTING POWER

NUMBER OF
SHARES 45,997,330 A Shares and 3,182,166,461 L Shares
BENEFICIALLY (See Items 5(a) and 5(b))
OWNED BY

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
PERSON

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

10 SHARED DISPOSITIVE POWER

45,997,330 A Shares and 3,182,166,461 L Shares
(See Items 5(a) and 5(d))

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

45,997,330 A Shares 3,182,174,595 L Shares (See Item 5(a))

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

[X]

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

17.8% of A Shares and 33.5% of L Shares (See Item 5(a))

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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

Vanessa Paola Slim Domit

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mexico

7 SOLE VOTING POWER

408,134 L Shares
(See Items 5(a) and 5(b))

8 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

45,997,330 A Shares and 3,182,166,461 L Shares
(See Items 5(a) and 5(b))

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EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER
408,134 L Shares
(See Items 5(a) and 5(d))
10 SHARED DISPOSITIVE POWER
45,997,330 A Shares and 3,182,166,461 L Shares
(See Items 5(a) and 5(d))

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
45,997,330 A Shares and 3,182,574,595 L Shares (See Item 5(a))

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
17.8% of A Shares and 33.5% of L Shares (See Item 5(a))

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF (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))

8 SHARED VOTING POWER

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NUMBER OF
SHARES 45,997,330 A Shares and 3,182,166,461 L Shares
BENEFICIALLY (See Items 5(a) and 5(b))
OWNED BY
EACH REPORTING 9 SOLE DISPOSITIVE POWER
PERSON
WITH 570,134 L Shares
(See Items 5(a) and 5(d))
10 SHARED DISPOSITIVE POWER
45,997,330 A Shares and 3,182,166,461 L Shares
(See Items 5(a) and 5(d))
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
45,997,330 A Shares and 3,182,736,595 L Shares (See Item 5(a))
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
17.8% of A Shares and 33.5% of L Shares (See Item 5(a))
14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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

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NUMBER OF
SHARES 45,997,330 A Shares and 3,163,744,425 L Shares
BENEFICIALLY (See Items 5(a) and 5(b))
OWNED BY
EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH
10 SHARED DISPOSITIVE POWER
45,997,330 A Shares and 3,163,744,425 L Shares
(See Items 5(a) and 5(d))

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
45,997,330 A Shares and 3,163,744,425 L Shares (See Item 5(a))

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
17.8% of A Shares and 33.3% L Shares (See Item 5(a))

14 TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Grupo Financiero Inbursa, S.A. de C.V.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC and AF (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico

7 SOLE VOTING POWER

8 SHARED VOTING POWER
NUMBER OF

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SHARES 18,422,036 L Shares
BENEFICIALLY (See Items 5(a) and 5(b))
OWNED BY
EACH REPORTING 9 SOLE DISPOSITIVE POWER
PERSON
WITH
10 SHARED DISPOSITIVE POWER
18,422,036 L Shares
(See Items 5(a) and 5(d))

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,422,036 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

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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

Trust No. F/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

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153,788,120 L Shares (See Items 5(a) and 5(b))

NUMBER OF
SHARES 8 SHARED VOTING POWER
BENEFICIALLY
OWNED BY
EACH REPORTING 9 SOLE DISPOSITIVE POWER
PERSON
WITH 153,788,120 L Shares (See Items 5(a) and 5(b))

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
153,788,120 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

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs
879403400 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))

NUMBER OF

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SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER

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
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

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs
879403400 A Share ADSs

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico

7 SOLE VOTING POWER
20,000,000 L Shares (See Items 5(a) and 5(b))

NUMBER OF SHARES 8 SHARED VOTING POWER

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER
20,000,000 L Shares (See Items 5(a) and 5(d))

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)
0.3% of L Shares (See Item 5(a))

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 879403780 L Share ADSs
879403400 A Share ADSs

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Mexico

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

NUMBER OF SHARES BENEFICIALLY OWNED BY

8 SHARED VOTING POWER

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EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 5,000,000 L Shares (See Items 5(a) and 5(d))

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

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer.

This Amendment No. 12 (the "Twelfth Amendment") amends the initial Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission (the "Commission"), as subsequently amended, by the Reporting Persons (as defined in the Schedule 13D), with respect to the L Shares and A Shares of Telefonos de Mexico, S.A. de C.V. (the "Issuer"). Capitalized terms used but not otherwise defined in this Twelfth Amendment have the meanings ascribed to such terms in the Schedule 13D, as amended.

Item 2. Identity and Background.

Updated information regarding the members of the Slim Family and the executive officers and directors of CGT and GFI are set forth in Schedule I attached hereto.

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

The aggregate amount of funds required to purchase the 23,226,000 L Shares purchased by CGT since the filing of Amendment No. 11 to the Schedule 13D filed by the Reporting Persons on June 4, 2004, is U.S.\$46,452,000. The funds used to purchase these Shares were obtained from the working capital of CGT.

Item 4. Purpose of Transaction.

As discussed in Item 4 of the Schedule 13D filed by the Reporting Persons with the SEC on June 4, 2004, CGT and SBC International, Inc. are parties to a series of agreements (the "Telmex Agreements"), which govern the ownership and voting of any and all AA Shares of the Issuer owned by such parties. As of the date hereof, CGT holds 73.8% of the issued and outstanding AA Shares.

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Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons have, as of June 16, 2004, the following interests in the A Shares and L Shares:

| | A Shares(1) | | L Shares(2) | |
|-------------------------------|-------------|------------|---------------|------------|
| | Number | % of Class | Number | % of Class |
| Carlos Slim Helu(3)..... | 46,037,330 | 17.8% | 3,182,266,461 | 33.5% |
| Carlos Slim Domit(4)..... | 45,997,330 | 17.8% | 3,182,174,593 | 33.5% |
| Marco Antonio Slim Domit(5) . | 45,997,330 | 17.8% | 3,182,174,593 | 33.5% |
| Patrick Slim Domit(6)..... | 45,997,330 | 17.8% | 3,182,174,595 | 33.5% |
| Maria Soumaya Slim Domit(7) . | 45,997,330 | 17.8% | 3,182,174,595 | 33.5% |
| Vanessa Paola Slim Domit(8) . | 45,997,330 | 17.8% | 3,182,574,595 | 33.5% |
| Johanna Monique Domit(9).... | 45,997,330 | 17.8% | 3,182,736,595 | 33.5% |
| CGT(10)..... | 45,997,330 | 17.8% | 3,163,744,425 | 33.3% |
| GFI..... | -- | -- | 18,422,036 | 0.2% |
| Telmex Trust..... | -- | -- | 153,788,120 | 2.0% |
| Telnor Trust..... | -- | -- | 2,385,000 | 0.0% |
| Fundacion Telmex..... | -- | -- | 20,000,000 | 0.3% |
| Asociacion Carso..... | -- | -- | 5,000,000 | 0.1% |

(1) Based upon 258,677,24 A Shares outstanding as of June 16, 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 7,827,809,454 L Shares outstanding as of June 16, 2004. On June 15, 2004, the 4.25% Convertible Senior Debentures of the Issuer (the "Debentures") matured. The Debentures were convertible into L Share ADSs (each representing 20 L Shares) at a conversion price of U.S.\$29.5762 per ADS, equal to a conversion rate of 33.8110 L Share ADSs per U.S.\$1,000 principal amount of the Debentures. At maturity, holders of approximately U.S.\$570 million of the Debentures elected to convert their Debentures into L Share ADSs, resulting in the issuance of 385,285,500 new L Shares and a corresponding increase in the number of L Shares outstanding. The total number of L Shares outstanding also includes L Shares held in the form of L Share ADSs. In addition, other than in the case of the Telmex Trust, Telnor Trust, Fundacion Telmex and Asociacion Carso, L Share totals and percentages assume that all of the A Shares and 1,633,436,525 AA Shares held by CGT, which may be deemed to be beneficially owned by the Slim Family, have been converted into L Shares. In accordance with the restrictions set forth in Item 4 of the Schedule 13D filed by the Reporting Persons on February 20, 2004, the maximum number of AA Shares that CGT could, as of the date hereof, convert to L Shares is 1,633,436,525. 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 (assuming conversion of the 40,000 A Shares) owned directly by Carlos Slim Helu, as well as A Shares and L Shares beneficially owned through GFI and CGT by trusts for the benefit of the Slim Family (the "Family Shares"). All A Shares and L Shares owned by such trusts may be deemed to be beneficially owned by each member of the Slim Family that is a beneficiary of such trusts. Thus, beneficial ownership of A Shares and L Shares may be deemed to be shared by each member of the Slim Family.

(4) Includes 8,132 L Shares owned directly by Carlos Slim Domit, as well as the Family Shares.

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- (5) Includes 8,132 L Shares owned directly by Marco Antonio Slim Domit, as well as the Family Shares.
- (6) Includes 8,134 L Shares owned directly by Patrick Slim Domit, as well as the Family Shares.
- (7) Includes 8,134 L Shares owned directly by Maria Soumaya Slim Domit, as well as the Family Shares.
- (8) Includes 408,134 L Shares owned directly by Vanessa Paola Slim Domit and her spouse, as well as the Family Shares.
- (9) Includes 570,134 L Shares owned directly by Johanna Monique Slim Domit and her spouse, as well as the Family Shares.
- (10) Includes 1,032,214,660 L Shares held in the form of L Share ADSs.

(c) All transactions in L Shares and A Shares effected by the Reporting Persons since the Eleventh Amendment are listed in Schedule II hereto.

* The Powers of Attorney and Joint Filing Agreement filed as exhibits to the Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on February 20, 2004, are hereby incorporated by reference.

SIGNATURE

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

Carlos Slim Helu

Carlos Slim Domit

Marco Antonio Slim Domit

Patrick Slim Domit

Maria Soumaya Slim Domit

Vanessa Paola Slim Domit

By: /s/ Eduardo Valdes Acra

Eduardo Valdes Acra
Attorney-in-Fact
June 23, 2004

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Johanna Monique Slim Domit

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.

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

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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 |

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 Herbol, 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. |

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Executive Officers

Armando Ibanez (Chief Financial Officer)

Chief Financial Officer of Carso Global T
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
S.A. de C.V., and Chairman of the Board of Amer
S.A. de C.V. and Carso Global Telecom, S.A. de

Marco Antonio Slim Domit
(Chairman of the Board)

Chairman of Grupo Financiero Inbursa, S.A. de C

Eduardo Valdes Acra
(Vice-Chairman of the Board)

Chief Executive Officer of Inversora Bursatil,
de C.V., Casa de Bolsa, Grupo Financial Inbursa

Agustin Franco Macias (Director)

Chairman of Cryoinfra, S.A. de C.V.

Claudio X. Gonzalez Laporte (Director)

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

Juan Antonio Perez Simon (Director)

Vice-Chairman of Telefonos de Mexico, S.A. de C

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

SCHEDULE II

During the past 60 days, excluding transactions previously reported on the most recent filing on Schedule 13D, CGT effected the following purchases of L Shares on the Mexican Stock Exchange. The prices below reflect the average price paid (in US\$ based upon the Exchange Rate published by the Banco de Mexico on the day of the trade date) per L Share on the relevant trade date.

| Reporting Person | Type of transaction | Trade Date | Number of L Shares | Price per share (U.S.Dollars) |
|------------------|---------------------|------------|--------------------|-------------------------------|
|------------------|---------------------|------------|--------------------|-------------------------------|

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| | | | | |
|----------------------|----------|--------------|---------|------|
| Carso Global Telecom | Purchase | June 1, 2004 | 100,000 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 26,700 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 65,000 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 8,300 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 11,700 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 88,300 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 75,900 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 11,700 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 12,400 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 13,600 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 86,400 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 13,600 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 2,100 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 84,300 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 100,000 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 2,000 | 1.67 |
| Carso Global Telecom | Purchase | June 1, 2004 | 198,000 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 40,700 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 900 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 10,000 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 48,400 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 47,300 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 52,700 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 47,300 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 2,000 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 700 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 20,000 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 80,000 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 50,000 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 67,000 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 33,000 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 7,000 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 9,300 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 100,000 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 83,700 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 100,000 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 100,000 | 1.68 |
| Carso Global Telecom | Purchase | June 1, 2004 | 2,900 | 1.67 |
| Carso Global Telecom | Purchase | June 1, 2004 | 100,000 | 1.67 |
| Carso Global Telecom | Purchase | June 1, 2004 | 16,300 | 1.67 |
| Carso Global Telecom | Purchase | June 1, 2004 | 75,000 | 1.67 |
| Carso Global Telecom | Purchase | June 1, 2004 | 5,800 | 1.67 |
| Carso Global Telecom | Purchase | June 2, 2004 | 100,000 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 40,000 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 60,000 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 10,000 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 18,000 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 82,000 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 50,000 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 40,000 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 4,000 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 1,500 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 137,800 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 94,500 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 62,200 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 100,000 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 40,000 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 60,000 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 40,000 | 1.68 |
| Carso Global Telecom | Purchase | June 2, 2004 | 60,000 | 1.68 |
| Carso Global Telecom | Purchase | June 3, 2004 | 50,000 | 1.66 |
| Carso Global Telecom | Purchase | June 3, 2004 | 50,000 | 1.66 |

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| | | | | |
|----------------------|----------|--------------|---------|------|
| Carso Global Telecom | Purchase | June 4, 2004 | 22,300 | 1.68 |
| Carso Global Telecom | Purchase | June 4, 2004 | 27,700 | 1.68 |
| Carso Global Telecom | Purchase | June 4, 2004 | 49,100 | 1.68 |
| Carso Global Telecom | Purchase | June 4, 2004 | 900 | 1.68 |
| Carso Global Telecom | Purchase | June 4, 2004 | 50,000 | 1.68 |
| Carso Global Telecom | Purchase | June 4, 2004 | 100,000 | 1.68 |
| Carso Global Telecom | Purchase | June 4, 2004 | 100,000 | 1.68 |
| Carso Global Telecom | Purchase | June 7, 2004 | 50,000 | 1.73 |
| Carso Global Telecom | Purchase | June 7, 2004 | 44,100 | 1.73 |
| Carso Global Telecom | Purchase | June 7, 2004 | 5,900 | 1.73 |
| Carso Global Telecom | Purchase | June 7, 2004 | 93,600 | 1.73 |
| Carso Global Telecom | Purchase | June 7, 2004 | 13,000 | 1.73 |
| Carso Global Telecom | Purchase | June 7, 2004 | 100,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 24,200 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 3,400 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 10,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 5,800 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 600 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 49,400 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 100,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 50,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 50,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 50,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 50,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 50,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 87,500 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 12,500 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 50,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 10,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 10,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 20,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 10,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 47,800 | 1.75 |
| Carso Global Telecom | Purchase | June 7, 2004 | 2,200 | 1.75 |
| Carso Global Telecom | Purchase | June 7, 2004 | 50,000 | 1.75 |
| Carso Global Telecom | Purchase | June 7, 2004 | 50,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 27,600 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 22,400 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 42,600 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 4,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 3,400 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 50,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 47,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 3,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 50,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 50,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 9,900 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 90,100 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 89,900 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 10,100 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 50,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 200 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 99,800 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 100,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 100,000 | 1.74 |
| Carso Global Telecom | Purchase | June 7, 2004 | 50,000 | 1.74 |
| Carso Global Telecom | Purchase | June 8, 2004 | 5,000 | 1.74 |
| Carso Global Telecom | Purchase | June 8, 2004 | 5,000 | 1.74 |
| Carso Global Telecom | Purchase | June 8, 2004 | 90,000 | 1.74 |
| Carso Global Telecom | Purchase | June 8, 2004 | 100,000 | 1.74 |
| Carso Global Telecom | Purchase | June 8, 2004 | 100,000 | 1.74 |
| Carso Global Telecom | Purchase | June 8, 2004 | 100,000 | 1.74 |

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|----------------------|----------|--------------|---------|------|
| Carso Global Telecom | Purchase | June 8, 2004 | 100,000 | 1.74 |
| Carso Global Telecom | Purchase | June 8, 2004 | 13,000 | 1.74 |
| Carso Global Telecom | Purchase | June 8, 2004 | 10,000 | 1.74 |
| Carso Global Telecom | Purchase | June 8, 2004 | 61,200 | 1.74 |
| Carso Global Telecom | Purchase | June 8, 2004 | 15,800 | 1.74 |
| Carso Global Telecom | Purchase | June 8, 2004 | 100,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 100,000 | 1.74 |
| Carso Global Telecom | Purchase | June 8, 2004 | 50,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 50,000 | 1.74 |
| Carso Global Telecom | Purchase | June 8, 2004 | 50,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 100,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 50,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 50,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 50,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 28,800 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 71,200 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 35,400 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 14,600 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 3,900 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 46,100 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 41,500 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 8,500 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 50,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 50,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 50,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 25,400 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 10,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 15,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 40,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 40,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 5,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 64,600 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 36,400 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 40,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 3,300 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 10,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 100,000 | 1.73 |
| Carso Global Telecom | Purchase | June 8, 2004 | 10,300 | 1.73 |
| Carso Global Telecom | Purchase | June 9, 2004 | 50,000 | 1.72 |
| Carso Global Telecom | Purchase | June 9, 2004 | 36,000 | 1.72 |
| Carso Global Telecom | Purchase | June 9, 2004 | 14,000 | 1.72 |
| Carso Global Telecom | Purchase | June 9, 2004 | 10,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 39,500 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 40,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 10,500 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 20,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 30,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 17,600 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 20,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 62,400 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 17,400 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 32,600 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 46,900 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 3,100 | 1.71 |

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|----------------------|----------|---------------|---------|------|
| Carso Global Telecom | Purchase | June 9, 2004 | 6,900 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 43,100 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 7,200 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 39,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 3,800 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 99,000 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 1,000 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 50,000 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 29,800 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 20,200 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 10,000 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 20,000 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 10,000 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 10,000 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 11,900 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 15,000 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 23,100 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 63,500 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 36,500 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 100,000 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 40,900 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 9,100 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 41,500 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 800 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 7,700 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 2,000 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 48,000 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 10,600 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 2,000 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 40,000 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 47,400 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 37,200 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 900 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 111,900 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 10,100 | 1.70 |
| Carso Global Telecom | Purchase | June 9, 2004 | 89,900 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 26,000 | 1.71 |
| Carso Global Telecom | Purchase | June 9, 2004 | 100,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 29,700 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 20,300 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 13,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 37,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 2,600 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 47,400 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 25,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 25,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 25,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 20,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 5,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 45,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 5,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 10,100 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 39,900 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 10,000 | 1.71 |

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|----------------------|----------|---------------|---------|------|
| Carso Global Telecom | Purchase | June 10, 2004 | 40,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 30,100 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 19,900 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 40,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 10,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 50,000 | 1.71 |
| Carso Global Telecom | Purchase | June 10, 2004 | 50,000 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 29,100 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 900 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 40,000 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 10,000 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 20,000 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 30,000 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 20,000 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 2,500 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 47,500 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 1,400 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 6,000 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 42,600 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 50,000 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 44,600 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 50,000 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 4,000 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 51,400 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 50,000 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 19,700 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 7,400 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 20,000 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 10,000 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 25,000 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 17,900 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 5,800 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 94,200 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 99,800 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 100,200 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 99,800 | 1.70 |
| Carso Global Telecom | Purchase | June 10, 2004 | 200 | 1.70 |
| Carso Global Telecom | Purchase | June 14, 2004 | 100,000 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 13,500 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 86,500 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 29,500 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 70,500 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 100,000 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 20,000 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 80,000 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 20,000 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 80,000 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 10,000 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 90,000 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 61,200 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 38,800 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 60,000 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 100,000 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 100,000 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 40,000 | 1.69 |
| Carso Global Telecom | Purchase | June 14, 2004 | 14,500 | 1.68 |
| Carso Global Telecom | Purchase | June 14, 2004 | 35,500 | 1.68 |
| Carso Global Telecom | Purchase | June 14, 2004 | 27,700 | 1.68 |
| Carso Global Telecom | Purchase | June 14, 2004 | 22,300 | 1.68 |
| Carso Global Telecom | Purchase | June 14, 2004 | 27,700 | 1.68 |

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|----------------------|----------|---------------|---------|------|
| Carso Global Telecom | Purchase | June 16, 2004 | 50,000 | 1.66 |
| Carso Global Telecom | Purchase | June 16, 2004 | 10,800 | 1.66 |
| Carso Global Telecom | Purchase | June 16, 2004 | 89,200 | 1.66 |
| Carso Global Telecom | Purchase | June 16, 2004 | 50,000 | 1.66 |
| Carso Global Telecom | Purchase | June 16, 2004 | 100,000 | 1.66 |
| Carso Global Telecom | Purchase | June 16, 2004 | 90,500 | 1.66 |
| Carso Global Telecom | Purchase | June 16, 2004 | 9,500 | 1.66 |
| Carso Global Telecom | Purchase | June 16, 2004 | 100,000 | 1.66 |
| Carso Global Telecom | Purchase | June 16, 2004 | 100,000 | 1.66 |
| Carso Global Telecom | Purchase | June 16, 2004 | 100,000 | 1.66 |