

AMERICA MOVIL SAB DE CV/

Form 424B2

June 21, 2010

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Filed Pursuant to Rule 424(b)(2)
 Registration Nos. 333-162217
 333-162217-01

Calculation of Registration Fee

Title of Each Class of Securities Offered	Aggregate Offering Price⁽¹⁾	Amount of Registration Fee⁽²⁾
2017 Euro Notes	U.S.\$ 1,238,400,000	U.S.\$ 88,297.92
2022 Euro Notes	U.S.\$ 928,800,000	U.S.\$ 66,223.44
Sterling Notes	U.S.\$ 962,910,000	U.S.\$ 68,655.48
Total	U.S.\$ 3,130,110,000	U.S.\$ 223,176.84

(1) The U.S. dollar equivalent of the aggregate offering price of the Euro Notes has been calculated using the exchange rates for June 17, 2010 of U.S.\$1.2384 = 1.00, as reported by Bloomberg. The U.S. dollar equivalent of the aggregate offering price of the Sterling Notes has been calculated using the exchange rates for June 17, 2010 of U.S.\$1.4814 = £1.00, as reported by Bloomberg.

(2) The filing fee is calculated in accordance with Rule 457(r) of the Securities Act of 1933.

PROSPECTUS SUPPLEMENT

(To Prospectus Dated September 30, 2009)

América Móvil, S.A.B. de C.V.

1,000,000,000 3.75% Senior Notes due 2017

750,000,000 4.75% Senior Notes due 2022

£650,000,000 5.75% Senior Notes due 2030

Unconditionally Guaranteed by

Radiomóvil Dipsa, S.A. de C.V.

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We are offering 1,000,000,000 aggregate principal amount of our 3.75% senior notes due 2017 (the 2017 Euro Notes), 750,000,000 aggregate principal amount of our 4.75% senior notes due 2022 (the 2022 Euro Notes and, together with the 2017 Euro Notes, the Euro Notes) and £650,000,000 aggregate principal amount of our 5.75% senior notes due 2030 (the Sterling Notes and, together with the Euro Notes, the notes).

We will pay interest on each series of notes annually on June 28 of each year, beginning on June 28, 2011. The 2017 Euro Notes will mature on June 28, 2017. The 2022 Euro Notes will mature on June 28, 2022. The Sterling Notes will mature on June 28, 2030.

Our wholly-owned subsidiary Radiomóvil Dipsa, S.A. de C.V., also known as Telcel, has irrevocably and unconditionally agreed to guarantee the payment of principal, premium, if any, interest and all other amounts in respect of the notes.

The notes will rank equally in right of payment with all of our other unsecured and unsubordinated debt obligations from time to time outstanding. The guarantees will rank equally in right of payment with all of Telcel's other unsecured and unsubordinated debt obligations from time to time outstanding.

In the event of certain changes in the applicable rate of Mexican withholding taxes on interest, we may redeem the notes of any series, in whole but not in part, at a price equal to 100% of their principal amount plus accrued interest to the redemption date. We may redeem, in whole or in part, the notes of any series at any time by paying the greater of the principal amount of the notes to be redeemed and the applicable make-whole amount, plus accrued interest to the redemption date. See Description of Notes Optional Redemption in this prospectus supplement.

Application will be made to list the notes on the Official List of the Luxembourg Stock Exchange for trading on the Euro MTF Market of such Exchange. However, even if admission to listing is obtained, we will not be required to maintain it.

Investing in the notes involves risks. See Risk Factors beginning on page S-12 of this prospectus supplement and page 4 of the accompanying prospectus.

	Price to Public ⁽¹⁾	Underwriting Discounts	Price to Underwriters	Proceeds to América Móvil ⁽¹⁾
2017 Euro Notes	99.276%	0.20%	99.076%	990,760,000
2022 Euro Notes	98.902%	0.25%	98.652%	739,890,000
Sterling Notes	99.003%	0.30%	98.703%	£ 641,569,500

(1) Plus accrued interest, if any, from June 28, 2010.

THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS ARE SOLELY OUR RESPONSIBILITY AND HAVE NOT BEEN REVIEWED OR AUTHORIZED BY THE COMISIÓN NACIONAL BANCARIA Y DE VALORES (THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION, OR CNBV). THE TERMS AND CONDITIONS OF THIS OFFER WILL BE NOTIFIED TO THE CNBV FOR INFORMATIONAL PURPOSES ONLY AND SUCH NOTICE DOES NOT CONSTITUTE A CERTIFICATION AS TO THE INVESTMENT VALUE OF THE NOTES OR OUR SOLVENCY. THE NOTES MAY NOT BE OFFERED OR SOLD IN MEXICO, ABSENT AN AVAILABLE EXCEPTION UNDER THE LEY DEL MERCADOS DE VALORES (MEXICAN SECURITIES LAW). IN MAKING AN INVESTMENT DECISION, ALL INVESTORS, INCLUDING ANY MEXICAN CITIZEN WHO MAY ACQUIRE NOTES FROM TIME TO TIME, MUST RELY ON THEIR OWN EXAMINATION OF US AND TELCEL.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Delivery of the notes will be made in book-entry form through the facilities of Clearstream Banking, société anonyme (Clearstream) and Euroclear Bank S.A./N.V. (Euroclear) on or about June 28, 2010.

Joint Book-Running Managers (Euro Notes)

Deutsche Bank

BNP PARIBAS

HSBC

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We are responsible for the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference therein. We have not authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. This document may only be used where it is legal to sell these securities. The information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference therein may only be accurate as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights key information described in greater detail elsewhere in this prospectus supplement or the accompanying prospectus, including the documents incorporated by reference. You should read carefully the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference before making an investment decision.

América Móvil

We are the largest provider of wireless communications services in Latin America based on subscribers. As of March 31, 2010, we had 206.4 million wireless subscribers in 18 countries, compared to 201.0 million at year-end 2009 and 186.6 million as of March 31, 2009. Because our focus is on Latin America, a substantial majority of our wireless subscribers are prepaid customers. We also had an aggregate of approximately 3.8 million fixed lines in Central America and the Caribbean as of March 31, 2010, making us the largest fixed-line operator in Central America and the Caribbean based on the number of subscribers.

Our principal operations are:

Mexico. Through Radiomóvil Dipsa, S.A. de C.V., which operates under the name Telcel, we provide mobile telecommunications service in all nine regions in Mexico. As of March 31, 2010, we had 60.3 million subscribers in Mexico. We are the largest provider of mobile telecommunications services in Mexico.

Brazil. With approximately 45.6 million subscribers as of March 31, 2010, we are one of the three largest providers of wireless telecommunications services in Brazil based on the number of subscribers. We operate in Brazil through our subsidiaries, Claro S.A. and Americel S.A., under the unified brand name Claro. Our network covers the main cities in Brazil (including São Paulo and Rio de Janeiro).

Southern Cone. We provide wireless services in Argentina, Paraguay, Uruguay and Chile. As of March 31, 2010, we had 22.5 million subscribers in the Southern Cone region. We operate under the Claro brand in the region.

Colombia and Panama. We provide wireless services in Colombia under the Comcel brand. As of March 31, 2010, we had 28.2 million wireless subscribers in Colombia and Panama. We are the largest wireless provider in Colombia. We began providing wireless services in Panama in March 2009.

Andean Region. We provide wireless services in Peru and Ecuador. As of March 31, 2010, we had 18.5 million subscribers in the Andean region. We operate under the Porta brand in Ecuador and under the Claro brand in Peru.

Central America. We provide fixed-line and wireless services in Guatemala, El Salvador, Honduras and Nicaragua. Our Central American subsidiaries provide wireless services under the Claro brand. As of March 31, 2010, our subsidiaries had 9.7 million wireless subscribers, over 2.3 million fixed-line subscribers in Central America and 0.3 million broadband subscribers.

United States. Our U.S. subsidiary, TracFone Wireless Inc., or Tracfone, is engaged in the sale and distribution of prepaid wireless services and wireless phones throughout the United States, Puerto Rico and the U.S. Virgin Islands. It had approximately 15.5 million subscribers as of March 31, 2010.

Caribbean. Compañía Dominicana de Teléfonos, C. por A., or Codetel, is the largest telecommunications service provider in the Dominican Republic with 5.0 million wireless subscribers, 0.8 million fixed-line subscribers and 0.2 million broadband subscribers

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as of March 31, 2010. We provide fixed-line and broadband services in the Dominican Republic under the Codetel brand and wireless services under the Claro brand.

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Puerto Rico. Telecomunicaciones de Puerto Rico, Inc., or TELPRI, through its subsidiaries, is the largest telecommunications service provider in Puerto Rico with approximately 0.8 million fixed-line subscribers and 0.8 million wireless subscribers as of March 31, 2010. We provide fixed-line and broadband services in Puerto Rico under the PRT brand and wireless services under the Claro brand.

Jamaica. Oceanic Digital Jamaica Limited, or Oceanic, provides wireless and value added services throughout Jamaica, with 0.5 million wireless subscribers as of March 31, 2010.

América Móvil, S.A.B. de C.V. is a *sociedad anónima bursátil de capital variable* organized under the laws of Mexico with its principal executive offices at Lago Alberto 366, Edificio Telcel I, Colonia Anáhuac, Delegación Miguel Hidalgo, 11320, México D.F., México. Our telephone number at this location is (5255) 2581-4449.

Acquisitions of Carso Global Telecom and Telmex Internacional

On June 16, 2010, we completed two separate but concurrent acquisitions (together, the Acquisitions):

We acquired 99.44% of the outstanding shares of Carso Global Telecom, S.A.B. de C.V. (CGT) and the related acquisition, the CGT Acquisition) in exchange for América Móvil Series L Shares (AMX L Shares). The CGT Acquisition was made by means of a public exchange offer.

We acquired 93.56% of the outstanding Series L Shares (TII L Shares) and Series A Shares (TII A Shares) of Telmex Internacional, S.A.B. de C.V. (Telmex Internacional), directly, in exchange for cash and AMX L Shares (the TII Acquisition) and, indirectly, through the CGT Acquisition. The TII Acquisition was made by means of a public tender offer and exchange offer, in which holders of TII L Shares and TII A Shares elected whether to receive cash or AMX L Shares.

Telmex Internacional provides a wide range of telecommunications services in Brazil, Colombia and other countries in Latin America. CGT is a holding company with controlling interests in Telmex Internacional and Teléfonos de México, S.A.B. de C.V. (Telmex), a leading Mexican telecommunications provider. We believe that the Acquisitions will enable us to achieve synergies between our business and that of Telmex Internacional.

Of the TII A Shares and TII L Shares (including shares represented by American Depositary Shares, or ADSs) tendered, cash elections were made with respect to approximately 2,297 million shares. On June 16, 2010, we paid approximately Ps.26,784 million (equivalent to approximately U.S.\$2,126 million, based on the June 16, 2010 exchange rate of Ps.12.5974 to U.S.\$1.00) to tendering shareholders of Telmex Internacional who elected to receive cash, and we issued approximately 1,349 million AMX L Shares (including AMX L Shares represented by ADSs) to tendering shareholders of Telmex Internacional who elected to receive shares. Tendering holders of Telmex Internacional ADSs are expected to receive cash or AMX L Shares in the form of ADSs on June 18, 2010. We also issued approximately 7,089 million AMX L Shares (including AMX L Shares represented by ADSs) to tendering shareholders of CGT.

As a result of the Acquisitions, América Móvil had 40,546,724,182 shares of capital stock outstanding as of June 16, 2010.

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Summary of the Offering

The following summary contains basic information about the notes and is not intended to be complete. It does not contain all the information that is important to you. For a more complete understanding of the notes, please refer to "Description of Notes" in this prospectus supplement and "Description of Debt Securities" in the accompanying prospectus.

Notes Being Offered	1,000,000,000 aggregate principal amount of 3.75% Senior Notes due 2017.
	750,000,000 aggregate principal amount of 4.75% Senior Notes due 2022.
	£650,000,000 aggregate principal amount of 5.75% Senior Notes due 2030.
Issuer	América Móvil, S.A.B. de C.V.
Guarantor	Radiomóvil Dipsa, S.A. de C.V. (also known as Telcel).
Issue Price	99.276%, plus accrued interest, if any, from June 28, 2010 for the 2017 Euro Notes.
	98.902%, plus accrued interest, if any, from June 28, 2010 for the 2022 Euro Notes.
	99.003%, plus accrued interest, if any, from June 28, 2010 for the Sterling Notes.
Maturity	The 2017 Euro Notes will mature on June 28, 2017.
	The 2022 Euro Notes will mature on June 28, 2022.
	The Sterling Notes will mature on June 28, 2030.
Interest Rate	The 2017 Euro Notes will bear interest at the rate of 3.75% per year from June 28, 2010.
	The 2022 Euro Notes will bear interest at the rate of 4.75% per year from June 28, 2010
	The Sterling Notes will bear interest at the rate of 5.75% per year from June 28, 2010

Interest Payment Dates

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Interest on each series of notes will be payable annually on June 28 of each year, beginning on June 28, 2011.

Currencies of Payment

All payments of principal of and interest on the Euro Notes, including any payments made upon any redemption of any Euro Notes, will be made in euro.

All payments of principal of and interest on the Sterling Notes, including any payments made upon any redemption of any Sterling Notes, will be made in pounds sterling or, if the United Kingdom adopts the euro, in euro.

Calculation of Interest

Interest will be computed on the basis of a 365-day year or 366-day year, as applicable, and the actual number of days elapsed.

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Guarantees

Payments of principal, premium, if any, interest and additional amounts due under the notes will be irrevocably and unconditionally guaranteed by Telcel.

Ranking

The notes will be our unsecured and unsubordinated obligations and will rank equally in right of payment with all of our other existing and future unsecured and unsubordinated debt. The guarantees will be unsecured and unsubordinated obligations of Telcel and will rank equally in right of payment with all other existing and future unsecured and unsubordinated debt of Telcel. The notes and the guarantees will be effectively subordinated to all of our and Telcel's existing and future secured obligations and to all existing and future indebtedness of our subsidiaries other than Telcel (including to the debt obligations of Telmex Internacional, CGT, Telmex and their respective subsidiaries). The notes do not restrict our ability or the ability of Telcel or our other subsidiaries to incur additional indebtedness in the future.

Payment of Additional Amounts

If you are not a resident of Mexico for tax purposes, payments of interest on the notes to you will generally be subject to Mexican withholding tax at a rate of 4.9% or, in certain circumstances, 10%. See "Taxation Mexican Tax Considerations" in this prospectus supplement and in the accompanying prospectus. We will pay additional amounts in respect of those payments of interest so that the amount you receive after Mexican withholding tax is paid equals the amount that you would have received if no such Mexican withholding tax had been applicable, subject to some exceptions as described under "Description of Notes Payment of Additional Amounts" in this prospectus supplement and "Description of Debt Securities Payment of Additional Amounts" in the accompanying prospectus.

Optional Redemption

We may redeem any of the notes of any series at any time, in whole or in part, by paying the greater of the principal amount of the notes to be redeemed and the applicable "make-whole" amount, plus accrued interest to the redemption date, as described under "Description of Notes Optional Redemption" in this prospectus supplement and "Description of Debt Securities Optional Redemption" in the accompanying prospectus.

Tax Redemption

If, due to changes in Mexican laws relating to Mexican withholding taxes, we are obligated to pay additional amounts on the notes of any series in excess of those attributable to a Mexican withholding tax rate of 4.9%, we may redeem the outstanding notes of that series in whole (but not in part) at any time, at a price equal to 100% of their principal amount plus accrued interest to the redemption date.

Use of Proceeds

We intend to use the net proceeds from the sale of the notes for general corporate purposes. See "Use of Proceeds" in this prospectus supplement.

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Further issuances	We may, from time to time without the consent of holders of the notes of a series, issue additional notes on the same terms and conditions as the notes of that series, which additional notes will increase the aggregate principal amount of, and will be consolidated and form a single series with, the notes of that series.
Listing	Application will be made to list the notes on the Official List of the Luxembourg Stock Exchange for trading on the Euro MTF Market. However, even if admission to listing is obtained, we will not be required to maintain it.
Form and Denomination	The Euro Notes will be issued only in registered form without coupons and in minimum denominations of 50,000 and integral multiples of 1,000 in excess thereof. The Sterling Notes will be issued only in registered form without coupons and in minimum denominations of £50,000 and integral multiples of £1,000 in excess thereof.
	Except in limited circumstances, the notes will be issued in the form of global notes. See <i>Form of Notes, Clearing and Settlement</i> in this prospectus supplement. Beneficial interests in the global notes will be shown on, and transfers of beneficial interests in the global notes will be made only through, records maintained by Clearstream and Euroclear.
Trustee, Registrar, Principal Paying Agent, and Transfer Agent	The Bank of New York Mellon.
London Paying Agent and Transfer Agent	The Bank of New York Mellon.
Luxembourg Paying Agent and Transfer Agent	The Bank of New York Mellon (Luxembourg) S.A.
Luxembourg Listing Agent	The Bank of New York Mellon (Luxembourg) S.A.
Governing Law	The base indenture, the supplemental indentures relating to the notes, and the notes and guarantees will be governed by the laws of the State of New York.
Risk Factors	Before making an investment decision, prospective purchasers of notes should consider carefully all of the information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, including, in particular, the information under <i>Risk Factors</i> beginning on page S-12 of this prospectus supplement and in the accompanying prospectus.

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PRESENTATION OF FINANCIAL INFORMATION

This prospectus supplement incorporates by reference our audited consolidated financial statements as of December 31, 2008 and 2009 and for each of the three years ended December 31, 2007, 2008 and 2009. Our consolidated financial statements have been prepared in accordance with Mexican Financial Reporting Standards (*Normas de Información Financiera Mexicanas*, or Mexican FRS) and are presented in Mexican pesos. The financial statements of our non-Mexican subsidiaries have been adjusted to conform to Mexican FRS and translated to Mexican pesos. See Note 2(a)(ii) to our audited consolidated financial statements incorporated by reference to this prospectus supplement.

Mexican FRS differs in certain respects from generally accepted accounting principles in the United States (U.S. GAAP). Note 21 to the audited consolidated financial statements provides a description of the principal differences between Mexican FRS and U.S. GAAP, as they relate to us, a reconciliation to U.S. GAAP of net income and total shareholders' equity and a cash flow statement for the year ended December 31, 2007 under U.S. GAAP.

Beginning with the year ended December 31, 2012, Mexican issuers with securities listed on a Mexican securities exchange will be required to prepare financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the International Accounting Standards Board (IASB). Issuers may voluntarily report using IFRS before the change in the reporting standards becomes mandatory. We have begun presenting financial statements in accordance with IFRS for the year ended December 31, 2010, with an official IFRS adoption date as of December 31, 2010 and a transition date to IFRS of January 1, 2009. Our first quarter 2010 unaudited condensed consolidated financial information incorporated by reference herein is presented based on the IFRS that are currently in effect, which might be different from those that are actually in effect at the December 31, 2010 adoption date. Accordingly, our first quarter 2010 unaudited condensed consolidated financial information is preliminary and subject to change, and may not be comparable to our annual financial information for 2009 and prior years. Our first quarter 2010 unaudited condensed consolidated financial information contains an analysis of the main adjustments and reclassifications made by us in order to restate in accordance with IFRS our financial information previously reported under Mexican FRS as of March 31, 2009 and December 31, 2009 and for the three-month period ended March 31, 2009 and the year ended December 31, 2009. See Risk Factors Risk Factors Relating to the Transition to IFRS.

This prospectus supplement incorporates by reference the audited consolidated financial statements of Telmex Internacional as of December 31, 2009 and 2008 and for the years ended December 31, 2009, 2008 and 2007 and unaudited interim financial information of Telmex Internacional as of and for the three-month period ended March 31, 2010. Telmex Internacional's consolidated financial statements have been prepared in accordance with Mexican FRS, which differ in certain respects from U.S. GAAP. Note 19 to Telmex Internacional's audited consolidated financial statements provides a description of the principal differences between Mexican FRS and U.S. GAAP, as they relate to it; a reconciliation to U.S. GAAP of net income and total stockholders' equity; and condensed financial statements under U.S. GAAP.

This prospectus supplement incorporates by reference the audited consolidated financial statements of Telmex as of December 31, 2009 and 2008 and for the years ended December 31, 2009, 2008 and 2007 and unaudited interim financial information of Telmex as of and for the three-month period ended March 31, 2010. Telmex's consolidated financial statements have been prepared in accordance with Mexican FRS, which differ in certain respects from U.S. GAAP. Note 17 to Telmex's audited consolidated financial statements provides a description of the principal differences between Mexican FRS and U.S. GAAP, as they relate to it; a reconciliation to U.S. GAAP of net income and total stockholders' equity; and condensed financial statements under U.S. GAAP.

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This prospectus supplement incorporates by reference the unaudited pro forma condensed combined financial information under Mexican FRS and U.S. GAAP, as indicated, as of December 31, 2009 and for the years ended December 31, 2009, 2008 and 2007 for América Móvil, assuming the completion of the Acquisitions.

References herein to Mexican pesos or Ps. are to the lawful currency of Mexico. References herein to U.S. dollars or U.S.\$ are to the lawful currency of the United States. References herein to euro or are to the lawful currency of the member states of the European Monetary Union that have adopted or that will adopt the single currency in accordance with the Treaty Establishing the European Community, as amended by the Treaty on European Union. References herein to pounds sterling or £ are to the lawful currency of the United Kingdom.

This prospectus supplement contains translations of various Mexican peso amounts into U.S. dollars at specified rates solely for your convenience. You should not construe these translations as representations by us that the nominal Mexican peso or constant Mexican peso amounts actually represent the U.S. dollar amounts or could be converted into U.S. dollars at the rate indicated. Unless otherwise indicated, we have translated U.S. dollar amounts from constant Mexican pesos at the exchange rate of Ps.12.4640 to U.S.\$1.00, which was the rate reported by Banco de México for March 31, 2010, as published in the Official Gazette of the Federation (*Diario Oficial de la Federación*, or Official Gazette).

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This prospectus supplement incorporates important business and financial information about us that is not included in or delivered with the prospectus supplement. The U.S. Securities and Exchange Commission (SEC) allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus supplement, and certain later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the following documents:

our annual report on Form 20-F for the year ended December 31, 2009, filed with the SEC on May 25, 2010 (SEC File No. 001-16269), which we refer to as the América Móvil 2009 Form 20-F ;

our report on Form 6-K, filed with the SEC on April 30, 2010 (SEC File No. 001-16269) containing our unaudited consolidated interim financial information for the three-month period ended March 31, 2010;

our report on Form 6-K, filed with the SEC on May 18, 2010 (SEC File No. 001-16269) containing our unaudited interim condensed consolidated financial statements as of March 31, 2010 and 2009 and December 31, 2009 and for the three-month periods ended March 31, 2010 and 2009 prepared in conformity with IFRS;

our report on Form 6-K, filed with the SEC on May 18, 2010 (SEC File No. 001-16269) containing our unaudited pro forma condensed combined financial statements that give pro forma effect to the Acquisitions, which we refer to as the Pro Forma 6-K ;

our press release containing the final results of the offers to acquire shares of CGT and Telmex Internacional filed with the SEC on June 16, 2010 pursuant to Rule 425 under the Securities Act of 1933, as amended;

any of our future annual reports on Form 20-F filed with the SEC after the date of this prospectus supplement and prior to the termination of the offering of the securities offered by this prospectus supplement;

any of our future reports on Form 6-K that we file with the SEC after the date of this prospectus supplement and prior to the termination of the offering of the securities offered by this prospectus supplement that are identified in such reports as being incorporated by reference in our Registration Statement on Form F-3 (SEC File No. 333-162217);

Telmex Internacional s report on Form 6-K filed with the SEC on March 24, 2010 (SEC File No. 001-34086) containing Telmex Internacional s audited consolidated financial statements as of December 31, 2009 and 2008 and for each of the years ended December 31, 2009, 2008 and 2007 and Telmex Internacional s management s discussion and analysis of financial condition and results of operations;

Telmex Internacional s report on Form 6-K, filed with the SEC on May 3, 2010 (SEC File No. 001-34086) containing Telmex Internacional s interim financial information for the three-month period ended March 31, 2010 prepared in conformity with Mexican FRS;

Telmex s report on Form 6-K filed with the SEC on March 24, 2010 (SEC File No. 001-32741) containing Telmex s audited consolidated financial statements as of December 31, 2009 and 2008 and for each of the years ended December 31, 2009, 2008 and 2007 and Telmex s management s discussion and analysis of financial condition and results of operations; and

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Telmex's report on Form 6-K, filed with the SEC on April 30, 2010 (SEC File No. 001-32741) containing Telmex's interim financial information for the three-month period ended March 31, 2010 prepared in conformity with Mexican FRS.

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Any statement contained in any of the foregoing documents shall be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

You may request a copy of any and all of the information that has been incorporated by reference in this prospectus supplement and that has not been delivered with this prospectus supplement, at no cost, by writing or telephoning us at Lago Alberto 366, Edificio Telcel I, Colonia Anáhuac, 11320, México D.F., México, Attention: Investor Relations, telephone (5255) 2581-4449.

We file reports, including annual reports on Form 20-F, and other information with the SEC pursuant to the rules and regulations of the SEC that apply to foreign private issuers. You may read and copy any materials filed with the SEC at its Public Reference Room at 100 F Street, N.E. Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Any filings we make electronically will be available to the public over the Internet at the SEC's web site at www.sec.gov.

Table of Contents**EXCHANGE RATES****U.S. Dollar/Mexican Peso**

Mexico has a free market for foreign exchange, and the Mexican government allows the Mexican peso to float freely against the U.S. dollar. There can be no assurance that the Mexican government will maintain its current policies with regard to the Mexican peso or that the Mexican peso will not depreciate or appreciate significantly in the future.

The following table sets forth, for the periods and dates indicated, the high, low, average and period-end noon buying rate in New York City for cable transfers in Mexican pesos published by the Federal Reserve Bank of New York, expressed in Mexican pesos per U.S. dollar. The rates have not been restated in constant currency units and therefore represent nominal historical figures.

Period	High	Low	Average⁽¹⁾	Period End
2005	11.4110	10.4135	10.8680	10.6275
2006	11.4600	10.4315	10.9023	10.7995
2007	11.2692	10.6670	10.9253	10.9169
2008	13.9350	9.9166	11.2124	13.8320
2009	15.4060	12.6318	13.5777	13.0576
2010				
January	13.0285	12.6500		13.0285
February	13.1940	12.7987		12.7575
March	12.7410	12.3005		12.3005
April	12.4135	12.1556		12.2281
May	13.1398	12.2656		12.8633
June (through June 11)	12.9195	12.6755		12.6755

(1) Average of month-end rates.

The noon buying rate published by the Federal Reserve Bank of New York on June 11, 2010 was Ps.12.6755 to U.S.\$1.00.

Table of Contents**Pound Sterling/U.S. Dollar**

The table below sets forth, for the periods and dates indicated, the high, low, average and period-end noon buying rate in New York City for cable transfers in pounds sterling as announced by the Federal Reserve Bank of New York for periods prior to 2010 and, for periods and dates thereafter, by the United States Federal Reserve for pounds sterling, expressed in U.S. dollars per pound sterling. The rates in this table are provided for your reference only.

Period	High	Low	Period Average⁽¹⁾	Period End
2005	1.9292	1.7138	1.8204	1.7188
2006	1.9794	1.7256	1.8434	1.9586
2007	2.1104	1.9235	2.0020	1.9843
2008	2.0311	1.4395	1.8545	1.4619
2009	1.6977	1.3658	1.5707	1.6167
2010:				
January 2010	1.6370	1.5912		1.6009
February 2010	1.5968	1.5201		1.5239
March 2010	1.5296	1.4884		1.5186
April 2010	1.5484	1.5160		1.5308
May 2010	1.5242	1.4344		1.4492
June 2010 (through June 11)	1.4674	1.4422		1.4545

(1) Average of month-end rates.

The noon buying rate published by the Federal Reserve Bank of New York on June 11, 2010, was U.S.\$1.4545 to £1.00.

Euro/U.S. Dollar

The table below sets forth, for the periods and dates indicated, the high, low, average and period-end noon buying rate in New York City for cable transfers of euro as announced by the Federal Reserve Bank of New York for periods prior to 2010 and, for periods and dates thereafter, by the United States Federal Reserve for euro, expressed in U.S. dollars per euro. The rates in this table are provided for your reference only.

Period	High	Low	Period Average⁽¹⁾	Period End
2005	1.3476	1.1667	1.2449	1.1842
2006	1.3327	1.1860	1.2563	1.3197
2007	1.4862	1.2904	1.3711	1.4603
2008	1.6010	1.2446	1.4726	1.3919
2009	1.5100	1.2547	1.3955	1.4332
2010:				
January 2010	1.4536	1.3870		1.3870
February 2010	1.3955	1.3476		1.3660
March 2010	1.3758	1.3344		1.3526
April 2010	1.3666	1.3130		1.3302
May 2010	1.3183	1.2224		1.2369
June 2010 (through June 11)	1.2266	1.1959		1.2077

(1) Average of month-end rates.

The noon buying rate published by the Federal Reserve Bank of New York on June 11, 2010, was U.S.\$1.2077 to 1.00.

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RISK FACTORS

*The following risk factors should be read together with the risk factors discussed under **Risk Factors** in the accompanying prospectus and **Item 3 Risk Factors** in the América Móvil 2009 Form 20-F incorporated by reference herein. You should carefully consider these risk factors as well as the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus before investing in the notes.*

Risk Factors Relating to the Notes

Creditors of our subsidiaries will have priority over the holders of the notes in claims to assets of our subsidiaries other than Telcel (including Telmex Internacional, CGT, Telmex and their respective subsidiaries)

The notes will be our obligations and will be guaranteed by Telcel. We conduct substantially all of our business and hold substantially all of our assets through our subsidiaries. Creditors of our subsidiaries other than Telcel, including trade creditors and bank and other lenders, will have priority over the holders of the notes in claims to assets of our subsidiaries other than Telcel. As of March 31, 2010 our operating subsidiaries other than Telcel had indebtedness of Ps.16,297 million (U.S.\$1,308 million) under IFRS. Telmex Internacional, CGT and Telmex, and their respective subsidiaries, which became our consolidated subsidiaries upon completion of the Acquisitions, also have substantial indebtedness. However, our creditors, including holders of the notes, will not have any claim against the assets of our subsidiaries other than Telcel (including Telmex Internacional, CGT, Telmex and their respective subsidiaries). Our ability to meet our obligations, including under the notes, will depend, in significant part, on our receipt of cash dividends, advances and other payments from our subsidiaries.

Telcel's guarantees of the notes may not be enforceable in the event of a bankruptcy of Telcel

Telcel's guarantees of the notes provide a basis for a direct claim against Telcel; however, it is possible that the guarantees may not be enforceable. While Mexican law does not prohibit the giving of a guarantee and, as a result, does not prevent Telcel's guarantees from being valid, binding and enforceable against Telcel, in the event Telcel is declared bankrupt or becomes subject to *concurso mercantil* (bankruptcy reorganization), the guarantees may be deemed to have been a fraudulent transfer and declared void, if it is determined that Telcel did not receive adequate consideration in exchange for the guarantees. If the guarantees become unenforceable, the notes will effectively be subordinated to all liabilities, including trade payables, of Telcel. As of March 31, 2010, Telcel had, on an unconsolidated basis, unsecured and unsubordinated indebtedness and guarantees of parent company and subsidiary indebtedness of approximately Ps.164,116 million (U.S.\$13,167 million) under IFRS.

Risk Factors Relating to the Acquisitions

Our consolidated indebtedness has increased substantially as a result of the Acquisitions

Our consolidated indebtedness has increased as a result of the Acquisitions. As of March 31, 2010, we had, on an unconsolidated basis (parent company only), unsecured and unsubordinated indebtedness and guarantees of subsidiary indebtedness of approximately Ps.169,107 million (U.S.\$13,569 million) under IFRS. In addition, as of March 31, 2010, CGT's indebtedness was approximately Ps.28,171 million (U.S.\$2,260 million) (excluding the indebtedness of CGT's consolidated subsidiaries Telmex Internacional and Telmex), Telmex Internacional's indebtedness was approximately Ps.31,970 million (U.S.\$2,565 million) and Telmex's indebtedness was approximately Ps.83,893 million (U.S.\$6,731 million), in each case under Mexican FRS. The indebtedness of CGT, Telmex Internacional and Telmex will be consolidated in our financial statements for future periods with our consolidated indebtedness. See **Acquisitions of Telmex Internacional and Carso Global Telecom** in this prospectus supplement.

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Our ability to complete any post-Acquisitions reorganization of the combined company will be constrained by the continuing minority share ownership in Telmex Internacional, which could reduce or delay the cost savings or revenue benefits to the combined company

Following the completion of the Acquisitions, we directly and indirectly own 93.56% of the shares of Telmex Internacional. Under Mexican law, we will not be in a position to cause the delisting of the shares of Telmex Internacional from the Mexican Stock Exchange and deregistration of such shares from the National Securities Registry (*Registro Nacional de Valores*) maintained by the CNBV until, among other things, we hold at least 95% of the issued and outstanding shares of Telmex Internacional (the level of shareholder approval required for delisting and deregistration under Mexican law).

The presence of minority shareholders at Telmex Internacional, and the continuing listing and registration of Telmex Internacional in Mexico, will generate additional expenses and may result in administrative inefficiencies. We will also be required to maintain separate audit and corporate practices committees at the boards of directors of América Móvil and Telmex Internacional, and we will be subject to separate reporting requirements with the Mexican Stock Exchange and the CNBV. In addition, transactions between Telmex Internacional and us may be subject to additional requirements under Mexican law, which may limit our ability to achieve certain savings and to conduct the joint operations as a single business unit in order to achieve our strategic objectives, such as effecting certain changes in the corporate structure of Telmex Internacional and its subsidiaries that could result in significant benefits to the combined company. As a result, it may be more difficult to effect any post-closing changes in corporate structure or to realize desired cost synergies and revenue benefits for the combined company from the Acquisitions.

We may fail to realize the business growth opportunities, revenue benefits, cost savings and other benefits anticipated from, or may incur unanticipated costs associated with, the Acquisitions, and our results of operations and financial condition may suffer

Our acquisition of Telmex Internacional may not achieve the business growth opportunities, revenue benefits, cost savings and other benefits that we anticipated from the TII Acquisition. We believe the TII Acquisition consideration is justified by these benefits we expect to achieve by combining our operations with those of Telmex Internacional. However, these benefits may not be realized and other assumptions upon which the TII Acquisition consideration was determined may prove to be incorrect.

We may be unable to implement fully our business plans and strategies for the combined company due to regulatory limitations. Each of América Móvil and Telmex Internacional is subject to extensive government regulation, and we may face regulatory restrictions in our provision of combined services in some countries in which we operate. For example, in Brazil, América Móvil's and Telmex Internacional's businesses are regulated by the Brazilian National Telecommunications Agency, or Anatel. Pending regulations by Anatel, which focus on economic groups with significant market powers, will impose new cost-based methodologies for determining interconnection fees charged by operators in Brazil. We cannot predict whether Anatel would impose specific regulations that would affect our combined operations more adversely than they would affect the prior individual operations. In Mexico, América Móvil is part of an industry-wide investigation by the Federal Economic Competition Commission (*Comisión Federal de Competencia Económica*, or Cofeco) to determine whether any operators possess substantial market power or engage in certain monopolistic practices in certain segments of the Mexican telecommunications market. CGT is the direct holder of approximately 59.4% of the outstanding capital stock of Telmex, and we acquired a controlling interest in Telmex through the CGT Acquisition. As a result of those investigations, Telmex and América Móvil have previously been found to have substantial power in certain markets in Mexico. We cannot predict whether Cofeco or other governmental entities would renew or revise its investigations to take into account the combined businesses.

Under any of these circumstances, the business growth opportunities, revenue benefits, cost savings and other benefits anticipated by us to result from the Acquisitions may not be achieved as expected, or at all, or may be delayed. To the extent that we incur higher integration costs or achieve lower revenue benefits or fewer cost savings than expected, our results of operations and financial condition may be materially and adversely affected.

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Risk Factors Relating to the Transition to IFRS

Our financial information prepared under IFRS is preliminary and subject to change

We will be reporting under IFRS for the year ended December 31, 2010, with an official IFRS adoption date as of December 31, 2010. Our first quarter 2010 unaudited condensed consolidated financial information incorporated by reference and presented in this prospectus supplement has been prepared in accordance with IFRS that are currently in effect, which might be different from those that will be in effect as of the December 31, 2010 adoption date. Accordingly, our first quarter 2010 unaudited condensed consolidated financial information is preliminary and subject to change.

Our financial information prepared under IFRS is not comparable to our financial information prepared under Mexican FRS

Our first quarter 2010 unaudited condensed consolidated financial information incorporated by reference and presented in this prospectus supplement has been prepared in accordance with IFRS. IFRS differs in certain significant respects from Mexican FRS and U.S. GAAP. An analysis of the main adjustments and reclassifications made by us in order to restate in accordance with IFRS our financial information previously reported under Mexican FRS as of March 31, 2009 and December 31, 2009 and for the three-month period ended March 31, 2009 and the year ended December 31, 2009 is set forth in Note 2(c) to our unaudited interim condensed consolidated financial statements incorporated by reference in this prospectus supplement. As a result, our first quarter 2010 unaudited condensed consolidated financial information is not comparable to our financial information as of and for the year ended December 31, 2009 prepared under Mexican FRS.

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ACQUISITIONS OF CARSO GLOBAL TELECOM AND TELMEX INTERNACIONAL

On June 16, 2010, we completed the Acquisitions as follows:

The CGT Acquisition. We acquired 99.44% of the outstanding shares of CGT in exchange for AMX L Shares. The CGT Acquisition was made by means of a public exchange offer.

The TII Acquisition. We acquired 93.56% of the outstanding TII L Shares and TII A Shares directly, in exchange for cash and AMX L Shares and, indirectly, through the CGT Acquisition. The TII Acquisition was made by means of a public tender offer and exchange offer, in which holders of TII L Shares and TII A Shares elected whether to receive cash or AMX L Shares.

Telmex Internacional provides a wide range of telecommunications services in Brazil, Colombia and other countries in Latin America. CGT is a holding company with controlling interests in Telmex Internacional and Telmex, a leading Mexican telecommunications provider. We believe that the Acquisitions will enable us to achieve synergies between our business and that of Telmex Internacional.

Of the TII A Shares and TII L Shares (including shares represented by ADSs) tendered, cash elections were made with respect to approximately 2,297 million shares. On June 16, 2010, we paid approximately Ps.26,784 million (equivalent to approximately U.S.\$2,126 million, based on the June 16, 2010 exchange rate of Ps.12.5974 to U.S.\$1.00) to tendering shareholders of Telmex Internacional who elected to receive cash, and we issued approximately 1,349 million AMX L Shares (including AMX L Shares represented by ADSs) to tendering shareholders of Telmex Internacional who elected to receive shares. Tendering holders of Telmex Internacional ADSs are expected to receive cash or AMX L Shares in the form of ADSs on June 18, 2010. We also issued approximately 7,089 million AMX L Shares (including AMX L Shares represented by ADSs) to tendering shareholders of CGT.

As a result of the Acquisitions, América Móvil had 40,546,724,182 shares of capital stock outstanding as of June 16, 2010.

Carso Global Telecom

CGT is a holding company the principal assets of which consist of shares of Telmex Internacional and shares of Telmex. Based on beneficial ownership reports filed with the SEC, CGT holds, directly or indirectly, 48.7% of the outstanding Telmex Series L Shares (TMX L Shares), 23.3% of the outstanding Telmex Series A Shares (TMX A Shares) and 73.9% of the outstanding Telmex Series AA Shares (TMX AA Shares) (in the aggregate, 59.4% of all outstanding shares of Telmex). As of February 28, 2010, CGT owned 50.9% of the outstanding TII L Shares, 23.3% of the outstanding TII A Shares and 73.9% of Telmex Internacional 's outstanding series AA shares (in the aggregate, 60.7% of all outstanding shares of Telmex Internacional). These figures take into account certain forward share purchase transactions between CGT and certain financial institutions pursuant to which CGT is obligated to purchase and the financial institutions are obligated to sell TII L Shares or TMX L Shares at fixed prices. Without taking into account the TII L Shares subject to the forward share purchase transactions, CGT owned 32.0% of the outstanding Series L shares of Telmex (in the aggregate, 50.5% of all outstanding shares of Telmex) and 33.3% of the outstanding TII L Shares (in the aggregate, 51.4% of all outstanding shares of Telmex Internacional).

As of March 31, 2010, CGT 's indebtedness was Ps.28,171 million (U.S.\$2,260 million), excluding the indebtedness of its consolidated subsidiaries Telmex and Telmex Internacional.

Telmex Internacional

Telmex Internacional is a Mexican holding company, providing through its subsidiaries in Brazil, Colombia, Argentina, Chile, Peru and Ecuador, a wide range of telecommunications services. These services include voice, data and video transmission, Internet access and integrated telecommunications solutions; pay cable and satellite television; and print and Internet-based yellow pages directories in Mexico, the United States, Argentina, Peru and Colombia.

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Telmex Internacional's principal business is in Brazil, which accounts for nearly 80% of its total revenues. Telmex Internacional operates in Brazil through Embratel Participações S.A. and its subsidiaries. We refer to Embratel Participações S.A. and, where the context requires, its consolidated subsidiaries as Embratel.

The following is a summary of Telmex Internacional's business by geographic market:

Brazil. Through Embratel, Telmex Internacional is one of the leading providers of telecommunications services in Brazil. Its principal service offerings in Brazil include domestic and international long-distance, local telephone service, data transmission, direct-to-home (DTH) satellite television services and other communications services, though Embratel is evolving from being a long-distance revenue-based company to being an integrated telecommunications provider. Through Embratel's high-speed data network, Telmex Internacional offers a broad array of products and services to a substantial number of Brazil's 500 largest corporations. In addition, through Embratel's partnership in Net Serviços de Comunicação S.A., the largest cable television operator in Brazil with a network that passes approximately 10.8 million homes, Telmex Internacional offers triple play services in Brazil.

Colombia. Telmex Internacional operates in Colombia through Telmex Colombia S.A. and several cable television subsidiaries that Telmex Internacional has acquired beginning in October 2006, with a network that passes 4.9 million homes. Telmex Internacional offers pay television, data solutions, access to the Internet and voice services. Telmex Internacional also bundles these services through double and triple play offerings.

Argentina. In Argentina, Telmex Internacional provides data transmission, Internet access and local and long-distance voice services to corporate and residential customers, data administration and hosting through two data centers and a yellow pages directory in print and on the Internet. Modular Internet and telephone access through WiMax in the 3.5 GHz frequency and GPON technologies is in the process of being deployed to service small- to medium-sized businesses.

Chile. In Chile, Telmex Internacional provides to small- and medium-sized businesses, as well as to larger corporate customers, data transmission, long-distance and local telephony, private telephony, virtual private and long-distance networks, dedicated Internet access and high capacity media services, along with other advanced services. Telmex Internacional also services the residential market with long-distance telephone services, broadband, local telephony and pay cable and digital satellite television. Telmex Internacional's nationwide wireless network in the 3.4-3.6 GHz frequency employs WiMax technology.

Peru. In Peru, Telmex Internacional provides data transmission, Internet access, fixed-line telephony including domestic and international long-distance, public telephony, application-managed services for residential and corporate clients, virtual private networks, pay television as well as a yellow pages directory in print and on the Internet. Through its acquisition of cable television capabilities in Peru, Telmex Internacional has a network that passes approximately 300,000 homes. Telmex Internacional recently began offering wireless telephony using CDMA 450 MHz technology in the interior provinces of the country. Telmex Internacional also employs a WiMax platform in the 3.5 GHz frequency.

Yellow pages. Telmex Internacional's yellow pages business operates in five countries and it publishes a total of 179 directories. 124 of these directories are published in Mexico with presence in all of the states and Mexico City, 36 directories are published in 23 states of the United States with particular focus on Hispanic markets, two directories are published in Peru in the city of Lima, and two directories are published in Argentina in the city of Buenos Aires. In Colombia, operations began in 2009 with two directories published in the city of Cali.

Ecuador. Telmex Internacional entered the telecommunications market in Ecuador in March 2007 as a competitive alternative to local incumbents in the residential and business segments, and it offers a wide array of voice, data, and Internet services, as well as pay television.

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Uruguay. In Uruguay, Telmex Internacional provides data solutions, Internet access, international long-distance, data center services and international managed voice, data and video services to corporate and residential customers.

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Telmex Internacional is a *sociedad anónima bursátil de capital variable* organized under the laws of Mexico, with its principal executive offices at Avenida de los Insurgentes 3500, Colonia Peña Pobre, Delegación Tlalpan, 14060 México, D.F., México. The telephone number of Telmex Internacional at this location is 52 (55) 5223-3200.

Telmex

Telmex is a *sociedad anónima bursátil de capital variable* organized under the laws of Mexico. Substantially all of Telmex's operations are conducted in Mexico. Telmex owns and operates a fixed-line telecommunications system in Mexico, where it is the only nationwide provider of fixed-line telephone services. Telmex also provides other telecommunications and telecommunications-related services such as corporate networks, Internet access services, information network management, telephone and computer equipment sales and interconnection services to other carriers.

In September 2000, Telmex transferred its Mexican wireless business and foreign operations at the time to América Móvil in an *escisión*, or split-up. Beginning in 2004, Telmex expanded its operations outside Mexico through a series of acquisitions in Brazil, Argentina, Chile, Colombia, Peru, Ecuador and the United States. In December 2007, Telmex transferred its Latin American and yellow pages directory businesses to Telmex Internacional in a second *escisión*.

The Acquisitions

The purpose of the Acquisitions is to permit us to combine our wireless communications services with Telmex Internacional's voice, data and video transmission, Internet access and other telecommunications services in Brazil, Colombia and the Latin American countries other than Mexico where both companies conduct operations. We also acquired a controlling interest in Telmex.

We believe that the telecommunications industry has evolved in recent years, resulting in integrated technological platforms that provide combined voice, data and video services. Also, recent developments in software applications, functionality and equipment are paving the way for a significant increase in demand for data services throughout Latin America. We believe that we would be in a position to offer integrated telecommunications services to our customers in those countries in Latin America in which both we and Telmex Internacional operate, regardless of the technological platform that generates the demand at any given time.

We expect to be able to achieve synergies and pursue growth opportunities throughout Latin America and particularly in Brazil, Chile, Argentina, Colombia, Peru, Ecuador and Uruguay. The combination will permit a more efficient use of the networks, information systems, management and personnel of the operating companies, and will enable us to offer more integrated and universal services to our customers. We also expect the combined businesses will be in a stronger position in negotiations with major suppliers and will be better able to implement new technologies.

We cannot provide any assurances that any synergies will result from the Acquisitions. The creditors of us and Telcel, including the holders of the notes, will not have any claim against the assets or cash flows of CGT, Telmex, Telmex Internacional or any of their subsidiaries.

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SELECTED HISTORICAL AND PRO FORMA FINANCIAL DATA

América Móvil Selected Historical Audited Consolidated Financial Data

This prospectus supplement incorporates by reference our audited consolidated financial statements as of December 31, 2008 and 2009 and for each of the three years ended December 31, 2007, 2008 and 2009. Our consolidated financial statements have been prepared in accordance with Mexican FRS and are presented in Mexican pesos. The financial statements of our non-Mexican subsidiaries have been adjusted to conform to Mexican FRS and translated to Mexican pesos. See Note 2(a)(ii) to our audited consolidated financial statements.

Mexican FRS differs in certain respects from U.S. GAAP. Note 21 to the audited consolidated financial statements provides a description of the principal differences between Mexican FRS and U.S. GAAP, as they relate to us, a reconciliation to U.S. GAAP of net income and total shareholder s equity and a cash flow statement for the year ended December 31, 2007 under U.S. GAAP.

Under Mexican FRS, our financial statements for periods ending prior to January 1, 2008 recognized the effects of inflation on financial information. Inflation accounting under Mexican FRS had extensive effects on the presentation of our financial statements through 2007. See Note 2f to our audited consolidated financial statements.

Beginning with the year ended December 31, 2012, Mexican issuers with securities listed on a Mexican securities exchange will be required to prepare financial statements in accordance with IFRS as adopted by the IASB. Issuers may voluntarily report using IFRS before the change in the reporting standards becomes mandatory. We have begun presenting financial statements in accordance with IFRS for the year ended December 31, 2010, with an official IFRS adoption date as of December 31, 2010 and a transition date to IFRS of January 1, 2009. The first quarter 2010 unaudited condensed consolidated financial information incorporated by reference herein is presented based on the IFRS that are currently in effect, which might be different from those that are actually in effect at the December 31, 2010 adoption date. Accordingly, our first quarter 2010 unaudited condensed consolidated financial information is preliminary and subject to change.

On December 13, 2006, our shareholders approved the merger of América Telecom, S.A.B. de C.V., or Amtel, our then controlling shareholder, and its subsidiary Corporativo Empresarial de Comunicaciones, S.A. de C.V., or Corporativo, with us. As a result of the merger, we assumed assets and liabilities based on Amtel s unaudited financial statements as of October 31, 2006. In accordance with Mexican FRS, the merger with Amtel has been accounted for on a historical basis similar to a pooling of interest basis and we have adjusted our financial information and selected financial information presented in this prospectus supplement to include the consolidated assets, liabilities and results of operations of Amtel for periods presented up to December 31, 2006.

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The selected financial and operating information set forth below has been derived in part from our audited consolidated financial statements, which have been reported on by Mancera S.C., a member practice of Ernst & Young Global, an independent registered public accounting firm. The selected financial and operating information should be read in conjunction with, and is qualified in its entirety by reference to, our audited consolidated financial statements and the notes thereto incorporated by reference in this prospectus supplement.

	As of and for the year ended December 31, ⁽¹⁾					2009 (millions of U.S. dollars) ^(*)
	2005 ⁽¹⁰⁾⁽¹²⁾ (2009 and 2008 in millions of Mexican pesos, previous years in millions of constant Mexican pesos as of December 31, 2007) ⁽²⁾	2006 ⁽¹⁰⁾⁽¹²⁾	2007 ⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	2008 ⁽¹⁰⁾⁽¹²⁾	2009 ⁽¹⁰⁾	
Income Statement Data:						
<i>Mexican FRS</i>						
Operating revenues	Ps.196,638	Ps.243,005	Ps.311,580	Ps.345,655	Ps.394,711	U.S.\$ 30,225
Operating costs and expenses	159,928	181,971	226,386	250,109	290,502	22,246
Depreciation and amortization	22,955	27,884	40,406	41,767	53,082	4,065
Operating income	36,710	61,034	85,194	95,546	104,209	7,980
Comprehensive financing (income) cost	2,790	28	387	13,865	2,982	228
Net income	33,127	44,509	58,697	59,575	76,998	5.896
Earnings per share:						
Basic ⁽³⁾	0.92	1.25	1.67	1.74	2.35	0.18
Diluted ⁽³⁾	0.92	1.25	1.67	1.74	2.35	0.18
Dividends declared per share ⁽⁴⁾	0.37	0.10	1.20	0.26	0.80	0.06
Dividends paid per share ⁽⁵⁾	0.37	0.12	1.20	0.26	0.80	0.06
Weighted average number of shares outstanding (millions) ⁽⁶⁾ :						
Basic	35,766	35,459	35,149	34,220	32,738	
Diluted	35,766	35,459	35,149	34,220	32,738	
<i>U.S. GAAP</i>						
Operating revenues ⁽⁷⁾	Ps.183,417	Ps.231,509	Ps.299,335	Ps.330,712	Ps.377,589	U.S.\$ 28,915
Operating costs and expenses	149,415	172,170	220,294	237,737	275,392	21,089
Depreciation and amortization	25,037	30,020	46,698	43,961	55,139	4,222
Operating income	34,002	59,339	79,041	92,975	102,198	7,826
Comprehensive financing (income) cost	(140)	(1,084)	(267)	19,629	2,864	219
Net income	33,102	40,726	55,529	54,252	74,360	5,694
Earnings per share:						
Basic ⁽³⁾	0.92	1.15	1.58	1.58	2.27	0.17
Diluted ⁽³⁾	0.92	1.15	1.58	1.58	2.27	0.17

(Footnotes on following page)

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	As of and for the year ended December 31, ⁽¹⁾					2009
	2005 ⁽¹⁰⁾⁽¹²⁾	2006 ⁽¹⁰⁾⁽¹²⁾	2007 ⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	2008 ⁽¹⁰⁾⁽¹²⁾	2009 ⁽¹⁰⁾	(millions of U.S. dollars) ^(*)
	(2009 and 2008 in millions of Mexican pesos, previous years in millions of constant Mexican pesos as of December 31, 2007) ⁽²⁾					
Balance Sheet Data:						
<i>Mexican FRS</i>						
Property, plant and equipment, net	Ps.120,734	Ps.143,090	Ps.167,084	Ps.209,897	Ps.227,049	U.S.\$ 17,387
Total assets	249,171	328,325	349,121	435,455	453,008	34,690
Short-term debt and current portion of long-term debt	22,176	26,214	19,953	26,731	9,168	702
Long-term debt	68,346	89,038	84,799	116,755	101,741	7,791
Total shareholders' equity ⁽⁸⁾	77,909	113,747	126,858	144,925	177,906	13,624
Capital stock	36,565	36,555	36,552	36,532	36,524	2,797
Number of outstanding shares (millions) ⁽⁶⁾⁽⁹⁾						
AA Shares	10,915	10,859	11,712	11,712	11,712	
A Shares	761	571	547	480	451	
L Shares	23,967	23,872	22,638	21,058	20,121	
<i>U.S. GAAP</i>						
Property, plant and equipment, net	Ps.136,871	Ps.156,449	Ps.177,424	Ps.212,264	Ps.227,349	U.S.\$ 17,410
Total assets	268,479	349,564	363,075	443,544	459,164	35,161
Short-term debt and current portion of long-term debt	22,176	26,213	19,953	26,731	9,168	702
Long-term debt	68,346	89,037	84,799	116,755	101,741	7,791
Capital stock	37,026	37,017	37,014	36,994	36,986	2,832
Total equity	Ps. 93,359	Ps.125,593	Ps.137,660	Ps.151,895	Ps.190,051	14,553
Subscriber Data:						
Number of subscribers (in thousands)	93,329	124,776	157,287	186,568	204,761	
Subscriber growth	52.70%	33.70%	23.20%	18.60%	9.8%	

(*) We have translated U.S. dollar amounts from Mexican pesos at the exchange rate of Ps.13.0587 to U.S.\$1.00, which was the rate reported by Banco de México for December 31, 2009, as published in the Official Gazette.

- (1) In accordance with Mexican FRS, the merger with Amtel has been accounted for on a historical basis similar to a pooling of interest basis and we have adjusted our financial information and selected financial information presented in this prospectus to include the consolidated assets, liabilities and results of operations of Amtel for periods presented up to December 31, 2006.
- (2) Except per share, share capital and subscriber data.
- (3) We have not included earnings or dividends on a per American depositary share (ADS) basis. Each América Móvil Series L ADS represents 20 AMX L Shares and each América Móvil Series A ADS represents 20 América Móvil Series A Shares.
- (4) Nominal amounts. Figures provided represent the annual dividend declared at the general shareholders' meeting and for 2005, 2007 and 2009 include special dividends of Ps. 0.30 per share, Ps. 1.0 per share and Ps. 0.50 per share, respectively.
- (5) Nominal amounts (except for 2009). For more information on dividends paid per share translated into U.S. dollars, see "Financial Information - Dividends" in the América Móvil 2009 Form 20-F. Amount in U.S. dollars translated at the exchange rate on each of the respective payment dates.

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- (6) All L Share figures have been adjusted retroactively to reflect a reduction in AMX L Shares as a result of our merger with Amtel. The increase in América Móvil Series AA shares (AMX AA Shares) between 2006 and 2007 was due to the exchange of shares of Amtel for our shares in connection with our merger with Amtel. Subject to certain restrictions, the shareholders of Amtel were free to elect to receive AMX L Shares or AMX AA Shares.
- (7) The differences between our Mexican FRS and U.S. GAAP operating revenues include the reclassification of (1) the application of ASC 605-50, Customer Payments and Incentives, which we have applied to all periods presented in this table and which resulted in a reclassification of certain commissions paid to distributors from commercial, administrative and general expenses under Mexican FRS to reductions in operating revenues under U.S. GAAP, and (2) the application of ASC 605-25, Multiple Element Arrangements, which addresses certain aspects of accounting for sales that involved multiple revenue generating products and/or services sold under a single contractual agreement. See Note 21 to our audited consolidated financial statements.
- (8) Includes non-controlling interest.
- (9) As of year-end.
- (10) Note 2z.3 to our audited consolidated financial statements describes new accounting pronouncements under Mexican FRS that came into force in 2008 and 2009. The pronouncements that became effective on January 1, 2008 and 2009, were fully implemented in the financial statements included in this prospectus supplement. These new accounting pronouncements were applied on a prospective basis. As a result, the financial statements of prior years, which are presented for comparative purposes, have not been modified and may not be comparable to our financial statements for 2009 and 2008.
- (11) Beginning in 2007, we capitalize interest under Mexican FRS.
- (12) Net income and shareholder s equity information for prior years were retrospectively adjusted for presentation and disclosure purposes, in accordance with amendments to Accounting Standards Codification (ASC) 810, *Consolidation*. ASC 810 states that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements, and requires consolidated net income to be reported at amounts that include the amounts attributable to both the parent and the noncontrolling interest.

América Móvil Historical Unaudited Condensed Consolidated Interim Financial Data

This prospectus supplement incorporates by reference our unaudited interim condensed consolidated financial statements as of March 31, 2010 and 2009 and for the three-month periods ended March 31, 2010 and 2009 prepared in conformity with IFRS. The first quarter 2010 and 2009 unaudited condensed consolidated financial information incorporated by reference herein is presented based on the IFRS that are currently in effect, which might be different from those that are actually in effect at the December 31, 2010 adoption date. Accordingly, our first quarter 2010 and 2009 unaudited condensed consolidated financial information is preliminary and subject to change.

IFRS differs in certain significant respects from Mexican FRS and U.S. GAAP. As a result, our financial information presented under IFRS is not comparable to our financial information presented under Mexican FRS as of December 31, 2009. An analysis of the main adjustments and reclassifications made by us in order to restate in accordance with IFRS our financial information previously reported under Mexican FRS as of March 31, 2009 and December 31, 2009 and for the three-month period ended March 31, 2009 and the year ended December 31, 2009 is set forth in Note 2(c) to our unaudited interim condensed consolidated financial statements incorporated by reference in this prospectus supplement.

Table of Contents**Income Statement Data (under IFRS)**

	For the three-month period ended March 31,		
	2009 (in thousands of Mexican pesos, except for earnings per share)	2010	2010 (in millions of U.S. dollars)*
Operating revenues:			
Net service revenues	Ps.80,279,107	Ps. 87,641,061	U.S.\$ 7,032
Net sale of equipment and accessories	9,587,544	11,038,613	886
Total net revenues	89,866,651	98,679,674	7,917
Operating costs and expenses:			
Cost of terminal equipment and accessories	17,473,670	17,958,029	1,441
Cost of services	20,636,631	23,178,012	1,860
Commercial, administrative and general expenses	14,153,007	15,259,569	1,224
Depreciation and amortization	11,133,363	12,885,737	1,034
Total operating costs and expenses	63,396,671	69,281,347	5,559
Operating profit	26,469,980	29,398,327	2,359
Financing cost:			
Interest income	501,154	550,909	44
Interest expense	(2,160,588)	(1,887,221)	(151)
Exchange gain (loss), net	(2,229,155)	2,164,612	174
Other financing (costs) income, net	593,510	(2,863,879)	(230)
Total financing cost	(3,295,079)	(2,035,579)	(163)
Equity interest in net profit of associate	60,087	11,207	1
Profit before income tax	23,234,988	27,373,955	2,196
Income tax expense	6,656,238	10,484,637	841
Profit for the period	16,578,750	16,889,318	1,355
Other comprehensive income items:			
Effect of translation of foreign entities	(2,205,356)	(10,433,878)	(837)
Total other comprehensive income items for the Period	(2,205,356)	(10,433,878)	(837)
Total comprehensive income for the period	Ps.14,373,394	Ps. 6,455,440	U.S.\$ 518
Profit for the period attributable to:			
Equity holders of the parent	Ps.16,559,613	Ps. 16,873,962	U.S.\$ 1,354
Non-controlling interests	19,137	15,356	1
	Ps.16,578,750	Ps. 16,889,318	U.S.\$ 1,355
Comprehensive income for the period attributable to:			
Equity holders of the parent	Ps.14,366,131	Ps. 6,468,965	U.S.\$ 519
Non-controlling interests	(7,263)	(13,525)	(1)

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	Ps.14,373,394	Ps. 6,455,440	U.S.\$	518
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Earnings per share (basic and diluted in Mexican pesos and U.S. dollars)	Ps.	0.50	Ps.	0.52	U.S.\$	0.0417
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(Footnotes on following pages)

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Table of Contents**Balance Sheet Data (under IFRS)**

	As of March 31,	
	2010	2010
	(in thousands of Mexican pesos)	(in millions of U.S. dollars) ^(*)
Assets		
Current assets:		
Cash and cash equivalents	Ps. 114,016,836	U.S.\$ 9,148
Accounts receivable, net	50,556,041	4,056
Related parties ⁽¹⁾	709,338	57
Inventories	19,677,090	1,580
Other current assets, net	7,230,638	580
Total current assets	192,189,943	15,420
Non-current assets:		
Property, plant and equipment ⁽²⁾	210,017,174	16,850
Licenses	37,773,863	3,031
Trademarks	3,661,791	294
Goodwill	45,860,626	3,679
Investment in associate and others	968,778	78
Deferred taxes	15,235,442	1,222
Other non-current assets, net	6,847,206	549
Total assets	Ps. 512,554,823	U.S.\$ 41,123
Liabilities and equity		
Current liabilities:		
Short-term debt and current portion of long-term debt ⁽³⁾	Ps. 7,346,922	U.S.\$ 589
Accounts payable and accrued liabilities	87,403,730	7,012
Taxes payable	18,752,042	1,504
Derivative financial instruments ⁽⁴⁾	1,865,542	150
Related parties ⁽¹⁾	865,933	69
Deferred revenues	17,288,547	1,387
Total current liabilities	133,522,716	10,713
Long-term debt ⁽³⁾	173,065,719	13,885
Deferred taxes	14,967,742	1,201
Employee benefits	10,823,512	868
Total liabilities	332,379,689	26,667
Equity ⁽⁵⁾ :		
Capital stock	26,745,804	2,146
Retained earnings:		
Prior years	133,004,664	10,671
Profit for the period	16,873,962	1,354
Total retained earnings	149,878,626	12,025
Effect of translation of foreign entities	2,831,790	227
Equity attributable to equity holders of the parent	179,456,220	14,398
Non-controlling interests	718,914	58
Total equity	180,175,134	14,456

Total liabilities and equity	Ps.512,554,823	U.S.\$ 41,123
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(Footnotes on following page)

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- (*) We have translated U.S. dollar amounts from Mexican pesos at the exchange rate of Ps. 12.4640 to U.S.\$1.00, which was the rate reported by the Banco de México for March 31, 2010, as published in the Official Gazette.
- (1) See Note 6 to our unaudited interim condensed consolidated financial statements incorporated by reference to this prospectus supplement.
- (2) See Note 3 to our unaudited interim condensed consolidated financial statements incorporated by reference to this prospectus supplement.
- (3) See Note 5 to our unaudited interim condensed consolidated financial statements incorporated by reference to this prospectus supplement.
- (4) See Note 4 to our unaudited interim condensed consolidated financial statements incorporated by reference to this prospectus supplement.
- (5) See Note 7 to our unaudited interim condensed consolidated financial statements incorporated by reference to this prospectus supplement.

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Telmex Internacional Selected Historical Consolidated Financial Data

This prospectus supplement incorporates by reference the audited consolidated financial statements of Telmex Internacional as of December 31, 2009 and 2008 and for the years ended December 31, 2009, 2008 and 2007. Telmex Internacional's audited consolidated financial statements have been prepared in accordance with Mexican FRS, which differ in certain respects from U.S. GAAP. Note 19 to Telmex Internacional's audited consolidated financial statements provides a description of the principal differences between Mexican FRS and U.S. GAAP, as they relate to it; a reconciliation to U.S. GAAP of net income and total stockholders' equity; and condensed financial statements under U.S. GAAP.

This prospectus supplement incorporates by reference Telmex Internacional's interim financial information as of and for the three-month period ended March 31, 2010 prepared in conformity with Mexican FRS.

Due to the adoption of Mexican FRS B-10, effective January 1, 2008, Telmex Internacional ceased to recognize the effects of inflation on its financial information. Prior to 2008, inflation accounting had extensive effects on the presentation of Telmex Internacional's financial statements. Telmex Internacional's financial information for periods prior to December 31, 2007 is presented in constant pesos as of December 31, 2007, while its financial information for 2009 and 2008 is presented in nominal pesos. See Note 2(c) to Telmex Internacional's audited consolidated financial statements. In Telmex Internacional's financial information for 2009 and 2008, inflation adjustments for prior periods have not been removed from stockholders' equity, and the re-expressed amounts for non-monetary assets at December 31, 2007 became the accounting basis for those assets beginning on January 1, 2008 and for subsequent periods, as required by Mexican FRS.

Telmex Internacional was established on December 26, 2007, pursuant to a procedure under Mexican law called an *escisión*, or the *Escisión*, which spun off the Latin American and yellow pages businesses of Telmex. The audited consolidated financial statements and the summary financial data provided below for the dates and periods prior to the effective date of the *Escisión*, which was December 26, 2007, under Mexican FRS, include the historical operations of the entities transferred by Telmex to Telmex Internacional in the *Escisión* that established Telmex Internacional. See Note 1 to Telmex Internacional's audited consolidated financial statements.

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The selected consolidated financial data set forth below have been derived from Telmex Internacional's audited consolidated financial statements for each of the five years in the period ended December 31, 2009, which have been reported on by Mancera, S.C., a member practice of Ernst & Young Global, an independent registered public accounting firm. The selected consolidated financial data should be read in conjunction with, and are qualified in their entirety by reference to, Telmex Internacional's audited consolidated financial statements and notes thereto incorporated by reference in this prospectus.

As of and for the year ended December 31,
2005 **2006⁽²⁾** **2007** **2008⁽¹⁾** **2009⁽¹⁾**
(2009 and 2008 in millions of Mexican pesos, previous years in millions of
constant Mexican pesos as of December 31, 2007, except share and per
share data)

Income Statement Data:

Mexican FRS:

Operating revenues	Ps.61,346	Ps. 65,520	Ps. 67,760	Ps. 76,005	Ps. 92,540
Operating costs and expenses	54,177	62,204	57,430	67,082	81,488
Operating income	7,169	3,316	10,330	8,923	11,052
Net income	4,586	3,018	7,014	5,631	9,563
Majority interest	3,180	2,353	6,464	5,535	9,105
Earnings per share ⁽³⁾	0.14	0.11	0.33	0.30	0.50
Weighted average number of shares outstanding (millions)	22,893	20,948	19,766	18,596	18,157

U.S. GAAP:

Operating revenues	Ps.46,349	Ps. 53,924	Ps. 67,760	Ps. 76,005	Ps. 92,540
Operating costs and expenses	41,169	51,641	58,172	67,716	82,313
Operating income	5,180	2,283	9,588	8,288	10,227
Net income ⁽⁴⁾	2,955	1,702	5,739	3,277	8,587
Earnings per share ⁽³⁾	0.13	0.08	0.29	0.18	0.46
Dividends per share ⁽⁵⁾				0.15	0.17

Balance Sheet Data:

Mexican FRS:

Plant, property and equipment, net	Ps.44,198	Ps. 47,271	Ps. 50,494	Ps. 58,479	Ps. 80,124
Total assets	94,119	108,181	129,281	131,513	174,301
Short-term debt and current portion of long-term debt	1,711	4,932	4,713	14,728	12,667
Long-term debt	9,196	12,558	11,269	10,895	21,130
Total stockholders' equity	61,898	61,697	85,534	80,125	99,485
Capital stock			17,829	17,173	16,978

U.S. GAAP:

Plant, property and equipment, net	Ps.34,657	Ps. 42,053	Ps. 58,672	Ps. 65,349	Ps. 88,449
Total assets	67,470	89,340	136,177	135,141	186,841
Short-term debt and current portion of long-term debt	1,711	4,932	4,713	14,728	12,667
Long-term debt	6,645	9,923	10,855	10,411	20,677
Total equity ⁽⁴⁾	44,504	51,956	91,563	85,837	111,948
Capital stock			17,829		