

**FORM OF TRANSFER CERTIFICATES
FOR TRANSFER FROM REGULATION S GLOBAL
NOTE OR UNRESTRICTED GLOBAL NOTE
TO RESTRICTED GLOBAL NOTE
(Transfers Pursuant to § 203(b)(iii)
of the Supplemental Indenture)**

[Transferor Certificate]

Citibank N.A.,
as Trustee

Re: 8.25% Senior Notes due 2006 of
Teléfonos de México, S.A. de C.V. (the "Notes")

Reference is hereby made to the First Supplemental Indenture, dated January 26, 2001 (the "Supplemental Indenture"), among Teléfonos de México, S.A. de C.V. and Citibank N.A., as Trustee. Capitalized terms used but not defined herein shall have the meanings given to them in the Supplemental Indenture.

This letter relates to \$ _____ principal amount of Notes which are evidenced by one or more Regulation S Global Notes (CUSIP No. P9048DAK5) and held with the Depository through [Euroclear] [Clearstream] (Common Code: 012389957; ISIN: USP9048DAK56) in the name of [INSERT NAME OF TRANSFEROR] (the "Transferor"). The Transferor has requested a transfer of such beneficial interest in the Notes to a person that will take delivery thereof (the "Transferee") in the form of an equal principal amount of Notes evidenced by one or more Restricted Global Notes (CUSIP No. 879403AG8).

In connection with such request and in respect of such Notes, the Transferor does hereby certify that:

(1) Such transfer is being effected in accordance with all applicable securities laws of any state of the United States or any other jurisdiction;

(2) the Notes are being transferred in accordance with Rule 144A to a transferee whom the Transferor reasonably believes is a qualified institutional buyer within the meaning of Rule 144A and is purchasing the Notes for its own account or any

account with respect to which the transferee exercises sole investment discretion, in each case in a transaction meeting the requirements of Rule 144A; and

(3) it has notified the transferee that it has relied on Rule 144A as a basis for the exemption from the registration requirements of the Securities Act used in connection with the transfer.

This certificate and the statements contained herein are made for your benefit and the benefit of the Company and the underwriters and initial purchasers, if any, of the Notes being transferred.

[Insert Name of Transferor]

By: _____
Name:
Title:

Dated: _____

cc: Teléfonos de México, S.A. de C.V.