

TELEFONOS DE MEXICO S A DE C V
Form 6-K
February 04, 2005

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of February 2005

Commission File Number: 333-13580

Teléfonos de México, S.A. de C.V.

(Exact Name of the Registrant as Specified in the Charter)

Telephones of Mexico

(Translation of Registrant's Name into English)

Parque Vía 190

Colonia Cuauhtémoc

México City 06599, México, D.F.

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.
Form 20-F....☒Form 40-F.....

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ____

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No...☒ ..

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-

Fourth Quarter 2004

Mexico City, February 3, 2005.

Consolidated Financial Results

(in 2004, the results of the subsidiaries in Latin America are consolidated)

- In the fourth quarter, revenues increased 28.5% and 12.9% for the full year
- EBITDA increased 8.7% in the quarter and 4.8% for the twelve months
- Operating income increased 10.7% compared with the fourth quarter of 2003 and 4.5% for the full year
- Earnings per share in the fourth quarter were \$0.88 pesos and \$1.56 dollars per ADR

Relevant Consolidated Figures

Since the second quarter of 2004, the results include the consolidation of the operations in Latin America, in 2003 results only consider Mexico.

(millions of Mexican constant pesos as of December 2004)	4Q2004	4Q2003	% Inc.	12 months 2004	12 months 2003	% Inc.
Revenues	40,801	31,745	28.5	138,802	122,912	12.9
EBITDA (1)	18,384	16,920	8.7	66,603	63,548	4.8
Operating income	12,353	11,157	10.7	43,656	41,781	4.5
Net income	10,427	5,874	77.5	27,497	23,615	16.4
Earnings per share (pesos) (2)	0.88	0.48	83.3	2.32	1.95	19.0
Earnings per ADR (dollars) (3)	1.56	0.82	90.2	4.13	3.30	25.1
Outstanding shares (millions) (2)	11,832	12,109	(2.3)	11,832	12,109	(2.3)
Equivalent ADRs (millions) (3)	592	605	(2.1)	592	605	(2.1)

(1) EBITDA: Defined as operating income plus depreciation and amortization. See telmex.com in the investor relations section where the calculation is shown

(2) Based on the number of shares outstanding at the end of each period

(3) One ADR represents 20 shares

Consolidated

Income Statements

Since the second quarter of 2004, the results include the consolidation of the operations in Latin America, in 2003 results only consider Mexico.

(millions of Mexican constant pesos as of December 2004)	4Q2004	4Q2003	% Inc.	12 months 2004	12 months 2003	% Inc.
Revenues						
Local	14,100	14,023	0.6	56,953	56,667	0.5
Domestic long distance	8,955	4,505	98.8	24,905	18,818	32.3
International long distance	3,529	2,570	37.3	10,675	9,112	17.2
Interconnection	4,950	4,600	7.6	19,199	18,477	3.9
Data transmission	7,110	3,843	85.0	21,101	14,355	47.0
Others	2,157	2,204	(2.1)	5,969	5,483	8.9
Total	40,801	31,745	28.5	138,802	122,912	12.9
Costs and expenses						
Cost of sales and services	8,502	7,136	19.1	30,141	28,158	7.0
Commercial, administrative and general	6,631	4,452	48.9	22,119	18,142	21.9
Transport and interconnection	7,284	3,237	125.0	19,939	13,064	52.6

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Depreciation and amortization	6,031	5,763	4.7	22,947	21,767	5.4
Total	28,448	20,588	38.2	95,146	81,131	17.3
Operating income	12,353	11,157	10.7	43,656	41,781	4.5
Comprehensive financing cost (product)						
Net interest	624	960	(35.0)	3,397	2,914	16.6
Exchange loss (gain), net	(463)	1,021	(145.3)	(26)	3,296	(100.8)
Monetary gain, net	(1,347)	(603)	123.5	(2,850)	(1,738)	64.0
Total	(1,186)	1,378	(186.0)	521	4,472	(88.3)
Income before tax and employee profit sharing	13,539	9,779	38.4	43,135	37,309	15.6
Provisions for income tax and employee profit sharing	5,243	3,864	35.7	17,669	13,506	30.8
Deferred taxes (effect of rate change)	(2,485)	-	NA	(2,485)	-	NA
Income before equity in results of affiliates and minority interest	10,781	5,915	82.3	27,951	23,803	17.4
Equity in results of affiliates	(39)	(41)	(4.9)	(115)	(188)	(38.9)
Minority interest	(315)	-	-	(339)	-	-
Net income	10,427	5,874	77.5	27,497	23,615	16.4
EBITDA	18,384	16,920	8.7	66,603	63,548	4.8
EBITDA Margin (%)	45.1	53.3	(8.2)	48.0	51.7	(3.7)
Operating Margin (%)	30.3	35.1	(4.8)	31.5	34.0	(2.5)

Consolidated Balance Sheets

Since the second quarter of 2004, the results include the consolidation of the operations in Latin America, in 2003 results only consider Mexico.

(millions of Mexican constant pesos as of December 2004)	December 2004	December 2003
Assets		
Cash and short-term investments	20,499	10,718
Other current assets	39,913	30,963
Plant, property and equipment, net	151,989	127,345
Other assets	6,172	2,796
Goodwill	3,783	86
Projected net asset	25,623	23,495
Deferred taxes	5,329	-
Total assets	253,308	195,403
Liabilities and stockholders' equity		
Current portion of long-term debt	13,194	21,314
Other current liabilities	35,613	17,861
Long-term debt	76,847	50,929
Pensions and seniority premiums	1,724	-
Deferred taxes	18,102	21,516
Total liabilities	145,480	111,620
Stockholders' equity		
	93,870	83,783

Majority stockholder equity		
Minority interest	13,958	-
Total stockholders' equity	107,828	83,783
Total liabilities and stockholders' equity	253,308	195,403

Outstanding shares at December 31, 2004: 11,832,452,155

Exchange rate used at December 31, 2004: 11.2648 peros per dollar

Comments on Consolidated Financial Statements

The analysis presented here include the results of the subsidiaries in Latin America and in 2003 results only consider Mexico.

International Operations

Company	Country	% of ownership	Acquisition date	Consolidation date
TELMEX Argentina	Argentina	100.0	February 24, 2004	March 1, 2004
Techtel	Argentina	83.4	April 19, 2004	May 1, 2004
Metrored	Argentina	83.4	June 30, 2004	July 1, 2004
TELMEX Brasil	Brazil	100.0	February 24, 2004	March 1, 2004
Embratel	Brazil	33.6	July 23, 2004	August 1, 2004
TELMEX Chile	Chile	100.0	February 24, 2004	March 1, 2004
TELMEX Corp. (Chilesat)	Chile	99.3	June 8, 2004	July 1, 2004
TELMEX Colombia	Colombia	100.0	February 24, 2004	March 1, 2004
TELMEX Peru	Peru	100.0	February 24, 2004	March 1, 2004

Revenues

: At December 31, revenues for Telefonos de Mexico and its subsidiaries in Mexico and Latin America rose to 40,801 million pesos, an increase of 28.5% compared with the same period of 2003. For the twelve months, revenues

increased 12.9%, totaling 138,802 million pesos.

Costs and Expenses:

Operating costs and expenses totaled 28,448 million pesos, 38.2% higher than the fourth quarter of the previous year. For the twelve months, operating costs and expenses increased 17.3%, totaling 95,146 million pesos.

EBITDA and Operating Income:

EBITDA rose to 18,384 million pesos in the fourth quarter, 8.7% higher than the same period of 2003 and the EBITDA margin was 45.1%. Operating income totaled 12,353 million pesos, an increase of 10.7%, and the margin was 30.3% in the quarter. For the twelve months, EBITDA and operating income totaled 66,603 million pesos and 43,656 million pesos, reflecting increases of 4.8% and 4.5%, respectively. The EBITDA margin was 48.0% and the operating margin was 31.5%.

Comprehensive Financing Cost (Product):

Comprehensive financing cost was positive by 1,186 million pesos in the quarter. This result was due to a net interest charge of 624 million pesos, partially offset by an exchange gain of 463 million pesos resulting from the 1.3% appreciation of the peso to the US dollar (11.2648 pesos per dollar in 4Q04 vs. 11.4106 pesos per dollar in 3Q04) and the 7.1% appreciation of the Brazilian real to the US dollar (2.6544 reais per dollar in 4Q04 vs. 2.8586 reais per dollar in 3Q04), as well as for a monetary gain of 1,347 million pesos. At December 31, comprehensive financing cost was 521 million pesos, 88.3% lower than the same period of 2003.

In the fourth quarter, a credit of deferred taxes of 2,485 million pesos was charged due to the recognition of the annual gradual reduction of the income tax rate since January 2005.

Net Income:

Net income rose to 10,427 million pesos in the fourth quarter, 77.5% higher than the same period of the previous year that was mainly due to the effect of the credit of 2,485 million pesos related to deferred taxes as well as for the variation of the comprehensive financing cost of 2,564 million pesos. For the twelve months, net income totaled 27,497 million pesos, 16.4% higher than the same period of 2003. The minority interest, primarily reflecting the 66.4% minority ownership in Embratel, was 315 million pesos. Earnings per share for the fourth quarter, based on the number of shares outstanding at period end, were 0.88 pesos, and earnings per ADR were 1.56 dollars.

Debt:

Debt rose 30.8% to 7.993 billion dollars compared with 6.112 billion dollars at December 31, 2003 due to the consolidation of Embratel's debt of 1.219 billion dollars, to the syndicated bank loan that TELMEX obtained in July 2004 and the amortization of liabilities. Of total debt, 14.7% is short-term, 85.1% is in foreign currency (40.9% considering hedges), and 39.7% carries a fixed rate (53.4% considering interest rate swaps). At December 31, 2004, TELMEX carried out interest rate swaps for 12,390 million pesos, producing a new fixed rate of 9.2%, and currency hedges for 3.536 billion dollars, of which 91.1% is related to hedges of pesos to dollars and 8.9% to hedges of reais to dollars.

Of debt especially related to TELMEX Mexico, 6.2% is short-term, 88.5% is foreign denominated (40.7% considering hedges), and 39.8% carries a fixed rate (56.1% considering interest rate swaps). In the case of Embratel, 61.0% of its debt is short-term, 68.4% is foreign denominated (42.4% considering hedges) and 37.6% of the total has fixed rates.

Total Investment:

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At December 31, total investment was 1.635 billion dollars, of which 136 million dollars were used for the operations in Latin America.

Dividends:

In December 2004, the quarterly dividend payment of 17 Mexican cents was made. The amount paid was 2,013 million pesos.

Repurchase of Shares

From October 1st to December 31st, 2004 the company repurchased 140.4 million of its own shares outstanding, representing 1.2% of outstanding shares at the beginning of the fourth quarter. From January to December, 709.5 million shares were repurchased.

Net liabilities

In 2004, the company's consolidated net liabilities increased by 1.591 billion dollars. This amount includes 902 million dollars from indebtedness of the Latin American companies

The analysis of net debt in 2004 should consider the capitalization of the convertible bond for 570 million dollars, the acquisition of companies for 1.166 billion dollars, investments in the telecommunications plant for 1.499 billion dollars in Mexico and 136 million dollars in Latin America, as well as the repurchase of the company's own shares for 1.150 billion dollars and dividend payments for the equivalent of 721 million dollars.

On January 27, 2005 the company sold two series of senior notes in aggregate amount of 1.3 billion dollars in two tranches of 650 million dollars each. One series maturing in 2010 and bearing interest of 4.75% and the other series maturing in 2015 and bearing interest at 5.50%.

Mexico Operating Results

Voice Business

	4Q 2004	3Q 2004	2Q 2004	1Q 2004	4Q 2003	% inc. vs. 4Q2003
Lines in service (thousand units)	17,172	16,816	16,466	16,083	15,683	9.5
Connections	590	547	523	540	493	19.7
Disconnections	234	197	140	141	166	41.4
Gain	356	351	383	399	327	8.6
Multifon Hogar	1,188	1,015	899	796	639	85.8
Penetration (%)						
Digital services	38.2	37.4	36.5	35.9	35.0	3.2
Voice mail	42.2	40.9	39.4	35.9	34.2	8.0

Local Traffic (million units)						
Local calls	6,583	6,736	6,709	6,754	6,693	(1.7)
Interconnection minutes	8,089	7,817	7,502	6,862	6,568	23.1
Long Distance Traffic (Million minutes)						
Domestic long distance	4,190	4,322	4,158	4,030	3,763	11.3
International long distance	1,674	1,642	1,627	1,314	1,406	19.1

Lines in service

Net line gain for the quarter was 355,798 as a result of 590,389 connections and 234,591 disconnections. At December 31st, there were 17,172,278 lines in service, an annual increase of 9.5%. Of the additions during the quarter, the prepaid system generated 48.4%, bringing the total of Multifon Hogar lines to 1,187,593, 85.8% more than the previous year and representing 6.9% of lines in service.

In the fourth quarter, digital services attained market penetration of 38.2% of lines in service, 3.2 percentage points higher than the same period of the previous year. At December 31, there were 7,252,166 free voice mails (Buzon TELMEX) in operation, an increase of 35.4% compared with the previous year and representing penetration of 42.2% of lines in service.

Local

During the quarter, 6,583 million local calls were made, an annual decrease of 1.7%. For the full year, total local traffic was 26,782 million calls, 0.6% higher than the same period of 2003.

Interconnection traffic totaled 8,089 million minutes during the quarter, 23.1% more than in the same period of the previous year. For the twelve months, interconnection traffic increased 17.4% compared with the same period of last year, totaling 30,271 million minutes.

Long Distance

In the fourth quarter, DLD traffic totaled 4,190 million minutes, 11.3% higher than the same period of 2003. For the twelve months, DLD traffic totaled 16,700 million minutes, an increase of 8.6% compared with the same period of the previous year.

ILD outgoing minutes increased 6.7%, totaling 413 million minutes. Incoming ILD minutes totaled 1,261 million

minutes, 23.8% higher than the same period of 2003. The incoming-outgoing ratio was 3.1 compared with 2.6 last year. For the full year, ILD outgoing minutes totaled 1,676 million and incoming 4,580 million, providing increases of 7.9% and 54.8%, respectively, compared with the same period of 2003.

Data Transmission

	4Q 2004	3Q 2004	2Q 2004	1Q 2004	4Q 2003	% inc. vs. 4Q2003
Line equivalents 6 4 k b p s (thousands)	3,327	2,987	2,769	2,464	2,291	45.2
Internet (thousands)	1,741	1,604	1,552	1,521	1,452	19.9
Prodigy (Dial-up)	1,167	1,134	1,198	1,278	1,258	(7.2)
Infinitum (ADSL)	560	456	339	229	179	212.5
Penetration (%)	10.1	9.5	9.4	9.5	9.3	0.8

Corporate Networks

In the corporate data transmission market, 340,453 line equivalents were added during the fourth quarter, an annual increase of 45.2%, bringing the total to 3,327,293 line equivalents for data transmission at the end of December.

Internet

At December 31, Internet access accounts - both dial-up and broadband - rose to 1,741,296, an increase of 19.9% compared with the same period of the previous year. From October to December, 104,281 ADSL customers were added to the Prodigy Infinitum service. For the full year, there were 560,293 Prodigy Infinitum accounts in operation, 212.5% more than the same period of 2003.

Internet dial-up customers totaled 1,167,278 at year-end. Prodigy Hogar customers (paying for the service on a per minute basis), had 59,737 accounts.

Mexico Financial Results

Income Statements (millions of Mexican constant pesos as of December 2004)	4Q2004	4Q2003	% Inc.	12 months 2004	12 months 2003	% Inc.
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Revenues						
Voice:						
Local	13,587	14,023	(3.1)	56,027	56,667	(1.1)
Domestic long distance	4,230	4,505	(6.1)	17,212	18,818	(8.5)
International long distance	2,586	2,570	0.6	9,075	9,112	(0.4)
Interconnection	4,671	4,600	1.5	18,742	18,477	1.4
Data transmission	4,367	3,843	13.6	16,355	14,355	13.9
Others	2,119	2,204	(3.8)	5,665	5,483	3.3
Total	31,560	31,745	(0.6)	123,076	122,912	0.1
Costs and expenses						
Cost of sales and services	7,621	7,136	6.8	28,454	28,158	1.1
Commercial, administrative and general	4,333	4,452	(2.7)	18,015	18,142	(0.7)
Transport and interconnection	3,182	3,237	(1.7)	13,105	13,064	0.3
Depreciation and amortization	4,533	5,763	(21.3)	20,187	21,767	(7.3)
Total	19,670	20,588	(4.5)	79,761	81,131	(1.7)
Operating income	11,890	11,157	6.6	43,315	41,781	3.7
EBITDA	16,423	16,920	(2.9)	63,503	63,548	(0.1)

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EBITDA Margin (%)	52.0	53.3	(1.3)	51.6	51.7	(0.1)
Operating Margin (%)	37.7	35.1	2.6	35.2	34.0	1.2

Balance Sheets

(millions of Mexican constant pesos as of December 2004)	December 2004	December 2003
Assets		
Cash and short-term investments	16,655	10,718
Other current assets	29,098	30,963
Investments in non-consolidated subsidiaries (1)	12,942	-
Plant, property and equipment, net	123,582	127,345
Other assets	3,451	2,882
Projected net asset	25,623	23,495
Total assets	211,351	195,403
Liabilities and stockholders' equity		
Current portion of long-term debt	4,729	21,314
Other current liabilities	23,484	17,861
Long-term debt	71,166	50,929
Deferred taxes	18,102	21,516
Total liabilities	117,481	111,620
Stockholders' equity	93,870	83,783
Total liabilities and stockholders' equity	211,351	195,403

Outstanding shares at December 31, 2004: 11,832,452,155

Exchange rate used at December 31, 2004: 11.2648 pesos per dollar

(1) Corresponds to subsidiaries in Latin America

Revenues:

In the fourth quarter of 2004, total revenues from operations in Mexico totaled 31,560 million pesos, 0.6 lower than the same period of the previous year. For the twelve months, revenues for Mexico totaled 123,076 million pesos, an annual increase of 0.1%.

- Local

: Revenues decreased 3.1%. Line increases were offset by the lack of growth in local traffic, producing a reduction in real terms in revenue per line. For the twelve months, these revenues decreased 1.1% compared with the same period of the previous year.

- DLD

: Revenues decreased 6.1% in the fourth quarter due to the reduction of the rate per minute in real terms, which was not offset by higher traffic volume. For the twelve months, the decrease was 8.5%.

- ILD

: Revenues increased 0.6% compared with the fourth quarter of 2003 due to the reduction of the rate per minute in real terms, partially offset by growth of international settlement due to more incoming traffic. For the twelve months, these revenues decreased 0.4%.

- Interconnection

: Revenues increased 1.5% in the quarter as a result of higher traffic originated by long distance and cellular operators. For the twelve months, interconnection revenues increased 1.4% compared with the same period of 2003.

- Data transmission

: Revenues related to data transmission services increased 13.6% in the fourth quarter due to the increase in the number of broadband users (Infinitum). For the twelve months, these revenues increased 13.9%.

- Corporate networks

: Revenues related to connectivity services decreased 1.5% in the fourth quarter due to lower discounts given to corporate customers. For the twelve months, these revenues increased 1.3%.

- Internet:

Internet-related revenues rose 24.8% in the fourth quarter mainly due to the increase in the number of broadband users (Infinitum). For the twelve months, these revenues increased 24.2%.

- Other:

Other revenues decreased 3.8% in the fourth quarter due to lower revenues from advertising in yellow pages. For the twelve months, these revenues increased 3.3%.

Costs and expenses:

Costs and expenses totaled 19,670 million pesos in the fourth quarter, a decrease of 4.5% compared with the same period of 2003. For the twelve months, operating costs and expenses in Mexico totaled 79,761 million pesos, a decrease of 1.7% compared with the previous year.

- Cost of sales and services:

The cost of sales and services increased 6.8% due to higher expenses originated by the expansion of the telephone plant and expenses related to maintenance of the data network. For the twelve months, these costs increased 1.1%.

- Commercial, administrative and general expenses:

Commercial, administrative and general expenses decreased 2.7% in the quarter due to lower advertising expenses, commission payments and insurance savings. For the twelve months, these expenses decreased 0.7% compared with the previous year.

- Transport and interconnection:

Transport and interconnection costs decreased 1.7% compared with the fourth quarter of the previous year, due to the decrease of termination traffic in the cellular network from Calling Party Pays that is the main component of this item. For the twelve months, these expenses increased 0.3%.

- Depreciation and Amortization:

Depreciation and amortization decreased 21.3% due to the appreciation of the peso to the US dollar compared with the third quarter of 2004 and inflation increased 5.2% for the full year. The company's depreciation policy is based on the guidelines established in the fifth document as amended of Bulletin B-10 of the Mexican Institute of Public Accountants.

EBITDA and Operating Income:

EBITDA and operating income totaled 16,423 million pesos and 11,890 million pesos, respectively, reflecting a decrease of 2.9% in EBITDA and an increase of 6.6% in operating income compared with 2003. In the quarter, the EBITDA margin decreased 1.3 percentage points and the operating margin increased 2.6 percentage points, reaching 52.0% and 37.7%, respectively.

For the full year, the EBITDA margin was 51.6%, similar to the previous year and totaled 63,503 million pesos, 0.1% lower than in 2003. The operating margin increased 1.2 percentage points to 35.2%, reflecting operating income of 43,315 million pesos, 3.7% higher than in 2003.

International Operations

Results based on Continuing Operations

The financial information presented here is calculated in the currency of each country, according to generally accepted accounting principles of the country where each subsidiary in Latin America operates and are based on continuing operations

The figures of the results include the adjustments by registered valuation since the acquisition date, that are considered in goodwill in TELMEX's Consolidated Financial Statements.

Brazil

Revenues from the operations in Brazil during the fourth quarter totaled 1,895.4 million reais, 1.0 lower than in 2003, of which 64% was related to long distance, mainly from Embratel, that decreased 7.8% in the quarter and 24% to data transmission services that increased 2.1%. Revenues from local services increased 82.7% compared with the fourth quarter of 2003 due to the incorporation of Vesper. Costs and expenses were 1,832.7 million reais in the fourth quarter, 6.2% higher than in 2003. Transport and termination of traffic represented 47% of total costs and expenses that decreased 2.6% in the quarter. In Embratel contingencies for 214 million reais were recognized related to labor, civil and fiscal contingencies. Additionally, At year-end, the probable contingencies balance was 477 million reais compared with a balance of 74 million reais last year. Also, income before income tax decreased 65 million reais due to other charges and credits related to the agreements with telecommunications operators, Brasil Telecom and Telemar, the impairment of Vesper's telephone plant and an adjustment in the pension fund of the company. Specifically, depreciation of TELMEX Brasil was due to an impairment of the value of the telephone plant of 200.7 million reais. This charge was reflected in the income statement below the operating profit line. Operating income in the quarter was 62.6 million reais producing an operating margin of 3.3%. EBITDA for the quarter was 346.4 million reais, 29.2% lower than the same period of 2003, representing a margin of 18.3%.

Income Statements (millions of reais of each period)	4Q2004	4Q2003	% Inc.	12 months 2004	12 months 2003	% Inc.
Revenues						
Local	154.4	84.5	82.7	614.4	142.3	331.9
Long distance	1,211.3	1,313.3	(7.8)	4,807.7	4,932.0	(2.5)
Interconnection	2.1	2.6	(19.1)	10.3	4.1	150.6
Data	460.5	451.0	2.1	1,795.4	1,856.3	(3.3)
Other	67.1	62.4	7.5	246.1	254.5	(3.3)
Total	1,895.4	1,913.8	(1.0)	7,474.0	7,189.2	4.0
Costs and expenses						

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Cost of sales and services	140.7	136.3	3.2	671.4	519.8	29.2
Commercial, administrative and general	545.6	402.6	35.5	1,980.7	1,566.5	26.4
Transport and interconnection	862.7	885.5	(2.6)	3,413.5	3,288.9	3.8
Depreciation and amortization	283.8	301.1	(5.7)	1,177.5	1,200.9	(1.9)
Total	1,832.7	1,725.5	6.2	7,243.1	6,576.2	10.1
Operating income	62.6	188.3	(66.7)	230.9	613.0	(62.3)
EBITDA	346.4	489.4	(29.2)	1,408.4	1,813.9	(22.4)
EBITDA margin (%)	18.3	25.6	(7.3)	18.8	25.2	(6.4)
Operating margin (%)	3.3	9.8	(6.5)	3.1	8.5	(5.4)

Argentina

Revenues from the operations in Argentina during the fourth quarter totaled 70.0 million Argentinean pesos, 26.8% higher than in 2003. Specifically, the data business increased 23.0%; the voice business increased 12.1%. Operating costs and expenses increased 3.0% and totaled 71.0 million Argentinean pesos in the quarter. In particular, depreciation in the quarter decreased 44.5% due to an impairment of the value of the telephone plant of 289.4 million Argentinean pesos. This charge was reflected in the income statement below the operating profit line. In the quarter, there was an operating loss of 1.0 million Argentinean pesos. EBITDA for the quarter was 9.3 million Argentinean pesos, 92.9% higher than the same period of 2003 producing a margin of 13.2%.

Income Statements (millions of Argentinean pesos of each period)	4Q2004	4Q2003	% Inc.	12months 2004	12 months 2003	% Inc.
Revenues						

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Voice:	36.2	32.3	12.1	126.6	111.5	13.5
Data:	28.0	22.8	23.0	99.6	85.4	16.6
Other:	5.8	0.1	*	7.3	0.3	*
Total	70.0	55.2	26.8	233.5	197.2	18.4
Costs and expenses						
Cost of sales and services	6.4	6.9	(6.4)	40.7	37.6	8.3
Commercial, administrative and general	17.6	11.8	48.4	60.7	53.0	14.6
Transport and interconnection	36.7	31.7	15.8	114.9	96.6	18.9
Depreciation and amortization	10.3	18.6	(44.5)	41.1	74.2	(44.6)
Total	71.0	69.0	3.0	257.5	261.4	(1.5)
Operating income	(1.0)	(13.7)	NA	(24.0)	(64.2)	NA
EBITDA	9.3	4.8	92.9	17.1	10.0	71.5
EBITDA margin (%)	13.2	8.7	4.5	7.3	5.1	2.2
Operating margin (%)	(1.5)	(24.8)	23.3	(10.3)	(32.6)	22.3

*Percentage higher than 1,000%

Chile

family:times;">(Signed) Edward J. Ryan
Chief Executive Officer (Signed) Allan Brett
Chief Financial Officer
On behalf of the Board of Directors
(Signed) John Walker

Director

(Signed) Eric Demirian

Director

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DOCUMENTS FILED AS PART OF THE REGISTRATION STATEMENT

The following documents have been filed with the SEC as part of the registration statement of which this Prospectus is a part: (i) the documents referred to under "Documents Incorporated By Reference"; (ii) the consent of Deloitte LLP, Independent Registered Public Accounting Firm; (iii) the consent of KPMG LLP, Chartered Professional Accountants, Licensed Public Accountants; and (iii) powers of attorney from directors and officers of the Registrant.

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PART II
INFORMATION NOT REQUIRED TO BE DELIVERED TO OFFEREES OR PURCHASERS

Indemnification

Under the *Canada Business Corporations Act* (the "CBCA"), the Registrant may indemnify its current or former directors or officers or another individual who acts or acted at the Registrant's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of his or her association with the Registrant or another entity, and the individual seeking indemnity shall have a right to such indemnity if such individual was not judged by the court or other competent authority to have committed any fault or omitted to do anything that such individual ought to have done.

The CBCA also provides that the Registrant may advance monies to such an individual for the costs, charges and expenses of such a proceeding, provided that, such individual must repay the monies advanced if the individual does not fulfill the conditions in the following paragraph. The CBCA also provides that the Registrant may, with the approval of a court, indemnify such an individual or advance monies against all costs, charges and expenses reasonably incurred by the individual in connection with an action by or on behalf of the Registrant or other entity to procure a judgment in its favor, to which the individual is made a party because of the individual's association with the Registrant or other entity at the Registrant's request.

However, indemnification under any of the foregoing circumstances is prohibited under the CBCA unless the individual:

acted honestly and in good faith with a view to the Registrant's best interests, or the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Registrant's request; and

in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

The Registrant's by-laws provide that the Registrant will indemnify a director or officer, a former director or officer or another individual who acts or acted at the Registrant's request as a director or officer (or an individual acting in a similar capacity) of another entity, and their heirs and legal representatives, against all costs, charges and expenses, including, without limitation, an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Registrant or other entity.

The Registrant's by-laws provide that the Registrant may advance monies to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to above. That person must repay the monies if the person does not fulfill the conditions in the following paragraph.

The Registrant's by-laws provide that the Registrant will not indemnify a person referred to above unless the person: (a) acted honestly and in good faith with a view to the best interests of the Registrant or, as the case may be, to the best interests of the other entity for which the person acted as a director or officer or in a similar capacity at the Registrant's request; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the person's conduct was lawful.

The Registrant's by-laws provide that the Registrant also has the right to indemnify a person referred to above in such other circumstances as the CBCA or law permits or requires. The Registrant's by-laws do not limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of the Registrant's by-laws.

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Subject to the CBCA, the Registrant may purchase and maintain insurance for the benefit of any individual referred to above as the board of directors of the Registrant may from time to time determine. The Registrant has purchased and maintains such an insurance policy. The Registrant has entered into standard indemnification agreements with its directors and executive officers.

Under agreements which may be entered into by the Registrant, underwriters, dealers and agents who participate in the distribution of the Securities may be entitled to indemnification by Registrant against certain liabilities, including liabilities arising out of any misrepresentation in this Registration Statement and the documents incorporated by reference herein, other than liabilities arising out of any misrepresentation made by underwriters, dealers or agents who participate in the offering of the Securities.

Insofar as indemnification for liabilities under the United States Securities Act of 1933, as amended, may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the U.S. Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933, as amended, and is therefore unenforceable.

Exhibits

Exhibit Number	Description
4.1*	Annual Information Form of the Registrant dated April 7, 2016 for the year ended January 31, 2016 (incorporated by reference to Exhibit 99.1 to the Registrant's Annual Report on Form 40-F for the year ended January 31, 2016, as filed with the Securities and Exchange Commission on April 7, 2016 (File No. 000-29970)).
4.2*	Audited consolidated financial statements for the year ended January 31, 2016 together with the notes thereto (incorporated by reference to the Registrant's Annual Report to Shareholders filed as Exhibit 99.2 to the Registrant's Form 40-F, as filed with the Securities and Exchange Commission on April 7, 2016 (File No. 000-29970)).
4.3*	Management's discussion and analysis of financial condition and results of operations for the year ended January 31, 2016 (incorporated by reference to the Registrant's Annual Report to Shareholders filed as Exhibit 99.2 to the Registrant's Form 40-F, as filed with the Securities and Exchange Commission on April 7, 2016 (File No. 000-29970)).
4.4*	Management Information Circular of the Registrant dated April 28, 2015 prepared in connection with the Registrant's Annual Meeting of Shareholders held on May 28, 2015 (incorporated by reference to Exhibit 99.1 to the Registrant's Form 6-K, as filed with the Securities and Exchange Commission on May 4, 2015 (File No. 000-29970)).
5.1	Consent of Deloitte LLP.
5.2	Consent of KPMG LLP.
6.1*	Powers of Attorney (contained on the signature page of the original filing of the Registration Statement on Form F-10 filed with the Commission on April 11, 2016).

*

Previously filed or furnished to the Commission.

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PART III
UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

Item 1. Undertaking

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities registered pursuant to this Form F-10/A or to transactions in said securities.

Item 2. Consent to Service of Process

At the time of the original filing of this Registration Statement on Form F-10 with the Commission on April 11, 2016, the Registrant filed a written irrevocable consent and power of attorney on Form F-X. Any change to the name or address of the agent for service of the Registrant shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of this Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-10 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waterloo, Province of Ontario, Canada, on April 18, 2016.

THE DESCARTES SYSTEMS GROUP INC.

/s/ J. SCOTT PAGAN

Name: J. Scott Pagan
Title: *President and Chief Operating Officer*

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities indicated.

Signature	Title	Date
*		
_____ Edward J. Ryan	Chief Executive Officer, Director	April 18, 2016
*		
_____ Allan Brett	Chief Financial Officer	April 18, 2016
*		
_____ Eric Demirian	Chairman of the Board	April 18, 2016
*		
_____ David Anderson	Director	April 18, 2016
*		
_____ Deborah Close	Director	April 18, 2016
*		
_____ Chris Hewat	Director	April 18, 2016
*		
_____ David I. Beatson	Director	April 18, 2016

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Signature	Title	Date
<hr/> *		
Jane O'Hagan	Director	April 18, 2016
<hr/> *		
John J. Walker	Director	April 18, 2016

*By: /s/ J. SCOTT PAGAN

Name: J. Scott Pagan
Attorney-in-Fact

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AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, as amended, the undersigned has signed this Amendment No. 1 to the Registration Statement, solely in the capacity of the duly authorized representative of The Descartes Systems Group Inc. in the United States, on the 18th day of April, 2016.

DESCARTES SYSTEMS (USA) LLC

By: Descartes U.S. Holdings, Inc.,
Sole Member

By: /s/ MICHAEL VERHOEVE

Name: Michael Verhoeve
Title: *Secretary*

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