

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 07/28/2006 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--------------------------|----------|----------------|--------------------|
| TELEFONICA MOVILES, S.A. | | 09/26/2006 | CORPORATION: SPAIN |

RECEIVING PARTY DATA

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|-----------------|--------------------|
| Name: | TELEFONICA, S.A. |
| Street Address: | GRAN VIA, 28 |
| City: | 28013 MADRID |
| State/Country: | SPAIN |
| Entity Type: | CORPORATION: SPAIN |

PROPERTY NUMBERS Total: 4

| Property Type | Number | Word Mark |
|----------------------|----------|----------------|
| Serial Number: | 78817776 | MOVISTAR |
| Serial Number: | 78919128 | MUNDO MOVISTAR |
| Registration Number: | 2930460 | MOVISTAR |
| Registration Number: | 3045306 | MOVISTAR |

CORRESPONDENCE DATA

Fax Number: (212)837-6269
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212 837-6550
 Email: kuhn@hugheshubbard.com
 Correspondent Name: Perla M. Kuhn
 Address Line 1: Hughes Hubbard & Reed LLP
 Address Line 2: One Battery Park Plaza
 Address Line 4: NEW YORK, NEW YORK 10004-1482

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|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 79621.02800 PMK/ESP |
|-------------------------|---------------------|

OP \$115.00 78817776

DOMESTIC REPRESENTATIVE

Name: Perla M. Kuhn
Address Line 1: Hughes Hubbard & Reed LLP
Address Line 2: One Battery Park Plaza
Address Line 4: New York, NEW YORK 10004-1482

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|--------------------|-----------------|
| NAME OF SUBMITTER: | Perla M. Kuhn |
| Signature: | /Perla M. Kuhn/ |
| Date: | 09/11/2007 |

Total Attachments: 6
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DECLARATION

I the undersigned, ROBIN BERN SIMON, a legal resident of Spain at Avda. Ramón y Cajal, 78 /28043 Madrid (Spain), being a translator into the English language, do hereby solemnly declare that according to my best knowledge the attached document is a true and accurate translation of the Certified notarial certification dated 18 July, 2007.

Madrid, this 16 day of August of 2007

By: Robin Bern Simon

Robin Bern Simon

TRANSLATION

STATE SEAL
05/2007

0.15 Euro Attestation Stamp

Two Seals of the Notary Public's Office of Mr. Francisco-Javier Monedero San Martin - Notary Public - Eduardo Dato 2 - Telephone nos. 447-9454-58-62 - Fax no.: 447-9453 28010 - MADRID

I, FRANCISCO JAVIER MONEDERO SAN MARTIN, NOTARY PUBLIC OF MADRID, -----

ATTEST: That the interested party has shown me a certification from the Commercial Registry of Madrid, issued by Mr. Manuel Villarroya Gil, on the 26th of September 2006, from which the following results: -----

FIRST.- The merger of the companies "TELEFÓNICA, S.A." and "TELEFÓNICA MÓVILES, S.A.", by means of the absorption of the latter by the former, with the subsequent liquidation of "TELEFÓNICA MÓVILES, S.A." and the transmission in bloc , on the universal level of its equity, that comprises all the elements that comprise its assets and liabilities to "TELEFONICA, S.A.", by virtue of the first copy of the deed executed before the Notary Public of Madrid, Ms. Maria Bescos Baia, on 28th July 2006, under his protocol no. 1,260. -----

A first copy of said deed was recorded in the Commercial Registry of Madrid, in Volume 20, 347, Folio 117 and following ones, Page M-6164, 1680 recordal. -----

SECOND.- That "TELEFÓNICA, S.A." succeeds the dissolved Company "TELEFÓNICA MÓVILES, S.A.", in all the legal relationships and in the same legal status. ---

LIKEWISE I ATTEST: That, in accordance with Spanish legislation, all of the equity, in other words, all the assets and liabilities of "TELEFÓNICA MÓVILES, S.A. has been integrated into "TELEFÓNICA, S.A.", in such a way that the latter is the current owner of all the equity and rights of the former. -----

Specifically, that the Assets logically comprise ownership of any equity and, therefore, the intellectual property rights and the trademarks. -----

...O...

THE ABOVE CITED agrees well and fully with the document shown to me and which I return. And for the Company "TELEFÓNICA, S.A.", I issue the present notarial certification on this single sheet of notarial paper, plus a sheet of the same paper, number for notes which I mark, sign, flourish and stamp, in Madrid, on the eighteenth of August of two thousand and seven.

Illegible signature

Seal of the Notary Public's Office of Mr. Francisco Javier Monedero San Martin -
Madrid

Seal of the General Council of Notary Publics' Offices of Spain
Notary Publics' Offices of Europe

05/2007

STATE SEAL

0.15 €

Seal of the Notary Public's Office of Mr. Francisco Javier Monedero San Martin – Madrid

TRADEMARK

REEL: 003618 FRAME: 0683

PAPIL EXCLUSIVO PARA DOCUMENTOS NOTARIALES



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05/2007



FRANCISCO-JAVIER MONEDERO SAN MARTIN

NOTARIO

EDUARDO DATO, 2
Teléfs. 91 447 94 54 - 56 - 62
Fax: 91 447 94 53
28010 - MADRID

YO, FRANCISCO JAVIER MONEDERO SAN MARTÍN, NOTARIO DE MADRID, -----

DOY FE: Que por parte interesada se me exhibe una certificación del Registro Mercantil de Madrid, expedida por Don Manuel Villarroya Gil, el día 26 de septiembre de 2006, de la cual resulta lo siguiente. -----

PRIMERO.- La fusión de las sociedades "TELEFÓNICA, S.A." Y "TELEFONICA MOVILES, S.A.", mediante la absorción de la segunda por la primera, con la consiguiente extinción de "TELEFÓNICA MOVILES, S.A.", y la transmisión en bloque, a título universal, de su patrimonio, que comprende todos los elementos que integran su activo y pasivo, a "TELEFONICA, S.A.", en virtud de primera copia de la escritura otorgada ante la Notaria de Madrid, Doña Maria Bescos Baia, el 28 de julio de 2006, bajo el número 1.260 de orden de su protocolo. -----

Primera copia de dicha escritura fue inscrita en el Registro Mercantil de Madrid, al Tomo 20.347, Folio 117 y siguientes, Hoja M-6164, Inscripción 1680. -----

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SEGUNDO.- Que "TELEFÓNICA, S.A.", sucede a la Sociedad disuelta "TELEFÓNICA MOVILES, S.A.", en todas las relaciones jurídicas y en igual posición jurídica. -----

ASIMISMO DOY FE: Que, de conformidad con la legislación Española, la totalidad del patrimonio, es decir, todo el Activo y el Pasivo, de "TELEFÓNICAS MOVILES, S.A.", se ha integrado en "TELEFÓNICA, S.A.", de tal modo que ésta es el actual titular de todos los bienes y derechos de aquélla. ----

En concreto, que el Activo comprende lógicamente la propiedad de cualesquiera bienes y, por tanto, los derechos de propiedad intelectual y las marcas. -----

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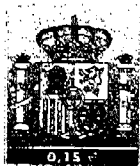
LO ANTERIORMENTE RELACIONADO concuerda bien y fielmente con el documento que se me exhibe y devuelvo. Y para la Sociedad "TELEFÓNICA, S.A.", expedido el presente testimonio sobre este único folio de papel timbrado notarial, mas un folio del mismo papel, número 8B.4.100.057 para notas, que signo, firmo, rubrico y sello, en Madrid, a dieciocho de julio de dos mil siete.



Handwritten signature and a horizontal line below it.

PAPEL EXCLUSIVO PARA DOCUMENTOS NOTARIALES

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