

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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.		06/04/2009	CORPORATION: SPAIN

RECEIVING PARTY DATA

Name:	TELEFONICA S.A.
Street Address:	GOYA, 24
City:	MADRID 28001
State/Country:	SPAIN
Entity Type:	CORPORATION: SPAIN

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3097565	PRONIÑO
Registration Number:	3173133	
Serial Number:	78850876	TOO
Registration Number:	2760519	MOVILINE
Registration Number:	2939029	E-MOCION
Serial Number:	75977936	MOVILINE

CORRESPONDENCE DATA

Fax Number: (212)837-6269
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2128376550
 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

OP \$165.00 3097565

TRADEMARK

900139210

REEL: 004028 FRAME: 0994

ATTORNEY DOCKET NUMBER:	079812.2800 PMK/ESP
DOMESTIC REPRESENTATIVE	
Name:	
Address Line 1:	
Address Line 2:	
Address Line 3:	
Address Line 4:	
NAME OF SUBMITTER:	PERLA M. KUHN
Signature:	/PERLA M. KUHN/
Date:	07/22/2009
Total Attachments: 3 source=merger telefonica sa#page1.tif source=merger telefonica sa#page2.tif source=merger telefonica sa#page3.tif	

THE UNDERSIGNED, REGISTRAR OF COMPANIES OF MADRID

Hereby certify: that on request by Antonio Ayala, with Tax Identification Number 50418274-C, who requests a certificate relating to the merger of TELEFONICA MOVILES and TELEFÓNICA S.A.; I have examined the files kept in my office, from which it follows:

ONE: That registry 1680a of page number M-6164, folio 117 and following, volume 20347, section 8, issued on 29 July 2006 by virtue of the first copy of the deed executed in Madrid on 28 July, 2006 before the notary María Bescos Baía, states, among other agreements adopted by the second round of the General Shareholders Assembly held on 21 June, 2006, the MERGER of the companies "TELEFÓNICA S.A." and "TELEFÓNICA MÓVILES S.A.", with the latter being acquired by the former, with the subsequent extinction of "TELEFÓNICA MÓVILES S.A.", and the single, universal transfer of its assets including all the elements comprising its assets and liabilities to "TELEFÓNICA S.A."

TWO: that in the page itself there are no subsequent notes modifying this with regard to the information requested, there being no record either of the dissolution nor the liquidation of the Company, and therefore, according to the register, continues to be valid.

In witness thereof, there being no entry in the journal related to any document referring to the company pending registry, I hereby issue this document and sign it in Madrid, on the twenty eighth day of May, two thousand and nine.

THE REGISTRAR

{Seal of Register of Companies of Madrid -- Manuel Villarroya}

{illegible signature}

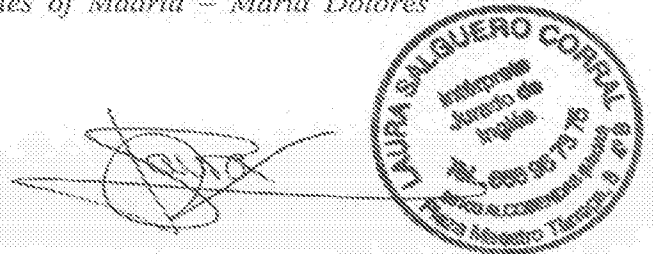
Submitted to the certification journal under entry number 16759/2009.

Fees according to bill.

Registrar of Companies of Madrid, I hereby authenticate the signature of Manua Villarroya Gil, registrar of companies of Madrid. Madrid, 4 June, 2009

{Seal of Register of Companies of Madrid -- Maria Dolores Estella Hoyos}

{illegible signature}



TRADEMARK

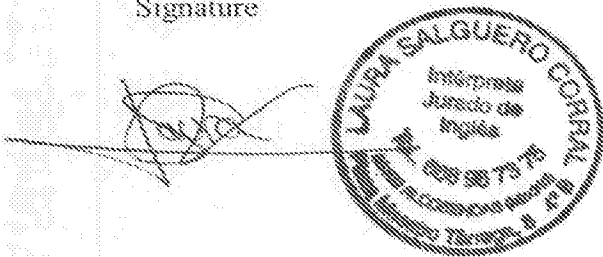
REEL: 004028 FRAME: 0996

Certification

Miss LAURA SALGUERO CORRAL, sworn translator
of ENGLISH, certifies that this is a
true and complete translation into ENGLISH
of an original document written in SPANISH.

In Madrid, on the 24th June 2009

Signature



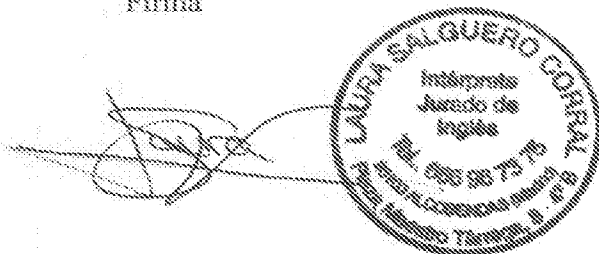
A handwritten signature in black ink is written over a circular stamp. The stamp contains the following text: "LAURA SALGUERO CORRAL" around the top edge, "Intérprete Jurado de Inglés" in the center, and "Tel. 996 96 75 76" and "C/Alfonso Thompson, 8. 28014 Madrid" around the bottom edge.

Certificación

Doña LAURA SALGUERO CORRAL, intérprete jurado
de INGLÉS, certifica que la que antecede es
traducción fiel y completa al INGLÉS
de un documento original redactado en ESPAÑOL.

En Madrid, a 24 de junio de 2009

Firma



A handwritten signature in black ink is written over a circular stamp. The stamp contains the following text: "LAURA SALGUERO CORRAL" around the top edge, "Intérprete Jurado de Inglés" in the center, and "Tel. 996 96 75 76" and "C/Alfonso Thompson, 8. 28014 Madrid" around the bottom edge.

EL QUE SUSCRIBE, REGISTRADOR MERCANTIL DE MADRID.

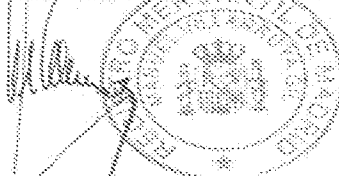
CERTIFICO: Que a petición expresa de Antonio Ayala, con número de N.I.F. 50418274-C, solicitando certificación referente a la fusión de TELEFÓNICA MÓVILES y TELEFÓNICA S.A.; he examinado los Libros del Archivo de mi cargo de los cuales resulta:

PRIMERO: Que en la inscripción 1.680ª de la hoja número M-6.164, folio 117 y siguientes del tomo 20.347 de la sección 8ª, extendida el 29 de Julio de 2.006 en virtud de primera copia de la escritura otorgada en Madrid el 28 de Julio de 2.006 ante su Notario Doña María Bescos Bala, consta inscrita, entre otros acuerdos adoptados por la Junta General Ordinaria de Accionistas celebrada en segunda convocatoria de fecha 21 de Junio de 2006, la **FUSIÓN** de las Sociedades "**TELEFÓNICA S.A.**" y "**TELEFÓNICA MÓVILES S.A.**", mediante la absorción de la segunda por la primera, con la consiguiente extinción de "**TELEFÓNICA MÓVILES S.A.**", y la transmisión en bloque, a título universal, de su patrimonio, comprendiendo todos los elementos que integran su activo y pasivo, a "**TELEFÓNICA S.A.**".

SEGUNDO: Y que en la propia hoja, no figura inscripciones posteriores que la modifiquen en cuanto a los particulares solicitados, no figurando inscrita la disolución ni liquidación de la Sociedad de la que se certifica, por lo que continua vigente, según el Registro.

Y para que conste, no existiendo en el Libro diario asiento alguno relativo a documento pendiente de inscripción que se refiera a la sociedad de la que se certifica, expido la presente, y la firmo en Madrid, a veintiocho de mayo de dos mil nueve.

EL REGISTRADOR



Presentada en el Libro Diario de certificaciones con el asiento número 16759/2009.

Honos, s/m.

Registrador Mercantil - Encargado de Madrid, legítimo
la firma de D. MANUEL VILLARROYA GIL
..... Registrador Mercantil de Madrid
Madrid, Y CE 28 de Mayo de 2009

