

TELEFONICA BRASIL S.A.  
Form 6-K  
May 16, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE  
SECURITIES EXCHANGE ACT OF 1934**

**For the month of May, 2013**

**Commission File Number: 001-14475**

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**TELEFÔNICA BRASIL S.A.**

**(Exact name of registrant as specified in its charter)**

**TELEFONICA BRAZIL S.A.**

**(Translation of registrant's name into English)**

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**Av. Eng° Luís Carlos Berrini, 1376 - 28° andar**

**São Paulo, S.P.**

**Federative Republic of Brazil**

(Address of principal executive office)

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Indicate by check mark whether the registrant files or will file annual reports under cover of 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):

Yes

No

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):

Yes

No

**TELEFÔNICA BRASIL S.A.**

**QUARTERLY INFORMATION**

**MARCH 31, 2013**

## **REPORT OF QUARTERLY INFORMATION REVIEW**

To the Shareholders, Board Members and Directors of

### **TELEFÔNICA BRASIL S.A.**

São Paulo - SP

### **Introduction**

We have reviewed the individual and consolidated interim accounting information of **TELEFÔNICA BRASIL S.A.** and subsidiaries, contained in the ITR (Quarterly Information Form), referring to the quarter ended on March 31, 2013, which comprises the balance sheet and related statements of income, of comprehensive income, of changes in shareholders' equity and of cash flows for the three-month period then ended, including the notes thereto.

The management is responsible for the preparation of the individual interim accounting information according to CPC Technical Pronouncement CPC 21 (R1) – Interim Statement and interim consolidated accounting information according to CPC 21 (R1) and international standard IAS 34 – Interim Financial Reporting, issued by International Accounting Standards Board – IASB, as well as for the presentation of such information according to standards issued by CVM (Brazilian SEC), applicable to the preparation of Quarterly Information - ITR. Our responsibility is to express a conclusion on this interim financial information based on our review.

### **Scope of review**

We conducted our review in accordance with the Brazilian and international standards of review of interim information (NBC TR 2410 - Revisão de Informações Intermediárias Executada pelo Auditor da Entidade e ISRE 2410 - Review of Interim Financial Information

Performed by the Independent Auditor of the Entity, respectively). A review of interim information consists of inquiries, mainly to those responsible for financial and accounting matters, and the application of analytical procedures and other review procedures.

The scope of a review is significantly less in scope than an audit and, consequently, it did not allow us to obtain assurance that we became aware of all significant matters which could be identified in an audit. Accordingly, we did not express an audit opinion.

### **Conclusion on individual interim information**

Based on our review, we are not aware of any fact which makes us believe that the individual interim accounting information included in the aforesaid quarterly information was not prepared, in all material respects, in accordance with CPC 21 (R1) applicable to the preparation of Quarterly Information (ITR) and presented in accordance with the Brazilian SEC (CVM) regulations.

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## **Conclusion on consolidated interim information**

Based on our review, we are not aware of any fact which makes us believe that the consolidated interim accounting information included in the aforesaid quarterly information was not prepared, in all material respects, in accordance with CPC 21 (R1) and IAS 34 applicable to the preparation of Quarterly Information (ITR) and presented in accordance with Brazilian SEC (CVM) regulations.

## **Emphasis**

## **Restatement of correspondent amounts**

As mentioned in Note 2, as a consequence of the change in accounting policies introduced by the adoption of IFRS 11, the correspondent amounts, individual and consolidated, related to the balance sheet of the period ended December 31, 2012 and the correspondent interim accounting information related to the statement of income, of comprehensive income, of changes in shareholders' equity, of cash flows and added value (supplementary information), related to the three-month period ended March 31, 2012, presented for comparison purposes, were adjusted and are being restatement in accordance with CPC 23 – Accounting Policies, Change in Estimate and Ratification of Error and CPC 26 (R1) – Presentation of the Financial Statements. Our conclusion is not changed regarding this matter.

## **Other matters**

## **Interim statement of value added**

We have also reviewed the individual and consolidated statement of value added (SVA), referring to the three-month period ended March 31, 2013, the presentation of which in the interim information is required according to standards issued by CVM (Brazilian SEC), regulations applicable to the preparation of the Quarterly Information – ITR and considered as

supplementary information by IFRS's standards, which do not require the presentation of the SVA. These statements were submitted to the same review procedures previously described and, based on our review, we are not aware of any fact which could make us believe that they were not prepared, in all material aspects, in accordance with individual and consolidated interim accounting information taken as a whole.

São Paulo, May 06, 2013.

**CRC Nº 2SP013002/O-3**

**Clóvis Ailton Madeira**

**CTCRC Nº 1SP106895/O-1 "S"**

**TELEFÔNICA BRASIL S. A.****Balance sheets****At March 31, 2013 and December 31, 2012****(In thousands of reais)**

ASSETS	Note	Company		Consolidated		LIABILITIES AND EQUITY	Note	Company		3
		3.31.13	12.31.12	3.31.13	12.31.12			3.31.13	12.31.12	
<b>CURRENT ASSETS</b>		<b>5,904,545</b>	<b>6,515,094</b>	<b>15,441,513</b>	<b>16,209,181</b>	<b>CURRENT LIABILITIES</b>		<b>5,827,871</b>	<b>5,910,070</b>	<b>12,84</b>
Cash and cash equivalents	3	3,021,450	3,079,282	6,750,950	7,133,485	Personnel, social charges and benefits	13	155,152	205,780	35
Trade accounts receivable, net	4	2,119,489	2,150,724	5,514,537	5,512,272	Trade accounts payable	14	2,128,565	2,191,047	5,09
Inventories	5	31,412	24,403	404,044	387,809	Taxes, charges and contributions	15	484,754	529,055	1,85
Taxes recoverable	6.1	448,825	602,328	1,900,911	2,052,421	Loans and financing	16.1	739,630	743,941	1,24
Judicial deposits and garnishments	7	-	-	131,518	126,625	Debentures	16.2	678,768	702,215	67
Derivative transactions	34	30,504	39,197	32,452	41,109	Dividends and interest on equity	17	534,730	467,831	53
Prepaid expenses	8	44,390	26,610	426,564	248,337	Provisions	18	347,808	334,852	52
Dividends and interest on equity	17	5,656	394,105	1,140	1,140	Derivative transactions	34	8,172	8,747	3
Other assets	9	202,819	198,445	279,397	705,983	Deferred income	19	63,600	69,743	71
<b>NONCURRENT ASSETS</b>		<b>50,767,359</b>	<b>51,067,347</b>	<b>53,193,109</b>	<b>54,041,911</b>	Reverse split of fractional shares		345,884	345,953	38
Short-term investments pledged as collateral		29,048	23,920	115,191	109,708	Authorization license		-	-	1,00
Trade accounts receivable, net	4	-	-	95,858	93,378	Other liabilities	20	340,808	310,906	41
Taxes recoverable	6.1	501,070	549,225	703,381	738,965	<b>Noncurrent liabilities</b>		<b>7,015,865</b>	<b>6,991,251</b>	<b>11,96</b>
Deferred taxes	6.2	-	-	840,950	1,027,888	Taxes, charges and contributions	15	29,474	30,057	50
	7	3,124,781	3,068,256	3,983,123	3,909,268	Deferred taxes	6.2	1,268,337	1,216,651	1,26



Judicial deposits and garnishments										
Derivative transactions	34	20,901	21,465	259,917	286,278	Loans and financing	16.1	477,361	582,422	3,51
Prepaid expenses	8	15,389	16,720	29,394	31,396	Debentures	16.2	2,256,100	2,253,690	2,25
Other assets	9	176,023	75,587	126,664	92,308	Provisions	18	2,529,661	2,457,632	3,55
<b>Investments</b>	10	<b>21,407,304</b>	<b>21,561,061</b>	<b>128,687</b>	<b>142,881</b>	Derivative transactions	34	-	3,733	2
<b>Property, plant and equipment, net</b>	11	<b>9,970,171</b>	<b>10,020,263</b>	<b>17,056,283</b>	<b>17,604,144</b>	Deferred income	19	37,226	39,022	29
<b>Intangible assets, net</b>	12	<b>15,522,672</b>	<b>15,730,850</b>	<b>29,853,661</b>	<b>30,005,697</b>	Post-retirement benefit plans	33	379,420	372,368	39
						Other liabilities	20	38,286	35,676	14
						<b>TOTAL EQUITY</b>		<b>43,828,168</b>	<b>44,681,120</b>	<b>43,82</b>
						<b>EQUITY</b>		<b>43,828,168</b>	<b>44,681,120</b>	<b>43,82</b>
						Capital	21	37,798,110	37,798,110	37,79
						Capital reserves	21	2,686,897	2,686,897	2,68
						Income reserves	21	1,100,000	1,100,000	1,10
						Premium on acquisition of non-controlling interest	21	(70,448)	(70,448)	(70
						Other comprehensive income	21	5,095	17,792	
						Proposed additional dividend	21	1,498,769	3,148,769	1,49
						Retained earnings	21	809,745	-	80
						<b>TOTAL LIABILITIES AND EQUITY</b>		<b>56,671,904</b>	<b>57,582,441</b>	<b>68,63</b>
<b>TOTAL ASSETS</b>		<b>56,671,904</b>	<b>57,582,441</b>	<b>68,634,622</b>	<b>70,251,092</b>					

**TELEFÔNICA BRASIL S. A.**  
**Income Statements**  
**Three-month periods ended March 31, 2013 and 2012**  
**(In thousands of reais)**

	Note	Company		Consolidated	
		2013	2012	2013	2012
<b>OPERATING REVENUE, NET</b>	22	<b>3,149,971</b>	<b>3,263,797</b>	<b>8,555,484</b>	<b>8,311,285</b>
Cost of services rendered and products sold	23	(2,063,281)	(2,023,786)	(4,409,574)	(4,249,817)
<b>GROSS PROFIT</b>		<b>1,086,690</b>	<b>1,240,011</b>	<b>4,145,910</b>	<b>4,061,468</b>
<b>OPERATING INCOME (EXPENSES)</b>		<b>(165,527)</b>	<b>(213,608)</b>	<b>(2,796,029)</b>	<b>(2,533,021)</b>
Selling expenses	24	(761,195)	(829,794)	(2,163,553)	(2,160,309)
General and administrative expenses	25	(192,581)	(199,576)	(618,024)	(556,140)
Equity pickup	10	795,367	828,464	(446)	507
Other operating income (expenses), net	26	(7,118)	(12,702)	(14,006)	182,921
<b>OPERATING INCOME BEFORE FINANCIAL INCOME (EXPENSES)</b>		<b>921,163</b>	<b>1,026,403</b>	<b>1,349,881</b>	<b>1,528,447</b>
Financial income	27	111,436	155,561	365,120	336,208
Financial expenses	27	(166,742)	(190,809)	(381,851)	(399,419)
<b>INCOME BEFORE TAXES</b>		<b>865,857</b>	<b>991,155</b>	<b>1,333,150</b>	<b>1,465,236</b>
Income and social contribution taxes	28	(55,682)	(33,705)	(522,975)	(508,658)
<b>NET INCOME FOR THE PERIOD</b>		<b>810,175</b>	<b>957,450</b>	<b>810,175</b>	<b>956,578</b>
<b>Attributable to:</b>					
Non-controlling interest		-	-	-	(872)
Controlling interest		810,175	957,450	810,175	957,450
Base and diluted earnings per common share		0.68	0.80		
Basic and diluted earnings per preferred share		0.74	0.88		

**TELEFÔNICA BRASIL S. A.**  
**Statements of changes in equity**  
**Period ended March 31, 2013**  
(In thousands of reais)

	Capital	Premium on acquisition of non-controlling interest	Special goodwill reserve	Capital reserve	Treasury stock	Income reserve	Retained earnings	Proprietary dividend
				Capital reserve		Legal reserve		
<b>Balances at December 31, 2011</b>	<b>37,798,110</b>	<b>(29,929)</b>	<b>63,074</b>	<b>2,735,930</b>	<b>(79,339)</b>	<b>877,322</b>	<b>-</b>	<b>1,950,000</b>
Expired dividends and interest on equity	-	-	-	-	-	-	4,856	-
Repurchase of shares	-	-	-	-	(1,365)	-	-	-
Other comprehensive income	-	-	-	-	-	-	-	-
Net income for the period	-	-	-	-	-	-	957,450	-
<b>Balances at March 31, 2012</b>	<b>37,798,110</b>	<b>(29,929)</b>	<b>63,074</b>	<b>2,735,930</b>	<b>(80,704)</b>	<b>877,322</b>	<b>962,306</b>	<b>1,950,000</b>
Additional dividend proposed for 2011	-	-	-	-	-	-	-	(1,950,000)
Expired dividends and interest on equity	-	-	-	-	-	-	84,836	-
Other changes in equity	-	-	-	-	-	-	(3,240)	-
Repurchase of shares	-	-	-	-	(31,403)	-	-	-
Non-controlling interest	-	(40,519)	-	-	-	-	-	-
Other comprehensive income	-	-	-	-	-	-	(46,056)	-

Net income for the year	-	-	-	-	-	-	-	3,496,123	
Allocation of income:									
Legal reserve	-	-	-	-	-	-	222,678	(222,678)	
Interim dividends	-	-	-	-	-	-	-	(1,122,522)	
Proposed additional dividend	-	-	-	-	-	-	-	(3,148,769)	3,148,769
<b>Balances at December 31, 2012</b>	<b>37,798,110</b>	<b>(70,448)</b>	<b>63,074</b>	<b>2,735,930</b>	<b>(112,107)</b>	<b>1,100,000</b>	<b>-</b>	<b>-</b>	<b>3,148,769</b>
Additional dividend proposed for 2012	-	-	-	-	-	-	-	-	(1,650,000)
Other comprehensive income	-	-	-	-	-	-	-	(430)	
Net income for the period	-	-	-	-	-	-	-	810,175	
<b>Balances at March 31, 2013</b>	<b>37,798,110</b>	<b>(70,448)</b>	<b>63,074</b>	<b>2,735,930</b>	<b>(112,107)</b>	<b>1,100,000</b>	<b>809,745</b>	<b>1,490,000</b>	<b>1,490,000</b>
<b>Outstanding shares (in thousands) VPA – equity value of Company's shares</b>									

**TELEFÔNICA BRASIL S. A.****Cash flow statements****Three-month periods ended March 31, 2013 and 2012****(In thousands of reais)**

	<b>Company</b>		<b>Consolidated</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
<b>Cash flow from operating activities</b>				
<b>Income before taxes</b>	<b>865,857</b>	<b>991,155</b>	<b>1,333,150</b>	<b>1,465,236</b>
Items not affecting cash				
<b>Expenses (revenue) not representing changes in cash</b>	<b>77,508</b>	<b>75,763</b>	<b>1,869,431</b>	<b>1,405,529</b>
Depreciation and amortization	668,409	652,628	1,397,276	1,317,945
Foreign exchange variation on loans	9,924	7,876	31,141	9,413
Monetary variation	35,895	(5,363)	45,244	(3,694)
Equity pickup	(795,367)	(828,464)	446	(507)
Gain (loss) on assets write-off/disposal	(53,996)	5,117	(53,633)	(208,107)
Provision for impairment of accounts receivable	80,152	77,944	203,086	181,860
Provision (reversal) of trade accounts payable	(7,969)	73,443	16,798	(117,199)
Provision (write-offs and reversals) for impairment of inventory	3,294	(4,776)	6,668	5,316
Pension plan and other post-retirement benefits	6,648	(1,345)	6,579	(3,603)
Provisions for tax, labor, civil and regulatory contingencies	63,881	31,122	100,166	78,334
Interest expenses	68,704	67,769	114,580	139,101
Reversal of provision for demobilization	(2,067)	(188)	(2,516)	(508)
Provision for customer loyalty programs	-	-	3,596	7,300
Other	-	-	-	(122)
<b>(Increase) decrease in operating assets:</b>	<b>(136,646)</b>	<b>202,217</b>	<b>(489,808)</b>	<b>214,478</b>
Trade accounts receivable, net	(48,917)	(58,321)	(207,831)	28,226
Inventories	(10,303)	(382)	(22,904)	31,683
Taxes recoverable	(1,239)	314,546	(174,449)	302,091
Other current assets	(8,425)	(3,474)	(35,970)	7,560
Other noncurrent assets	(67,762)	(50,152)	(48,654)	(155,082)
<b>Increase (decrease) in operating liabilities:</b>	<b>16,013</b>	<b>(384,238)</b>	<b>(481,176)</b>	<b>(1,032,259)</b>
Personnel, social charges and benefits	(50,628)	(34,274)	(63,820)	(92,754)
Trade accounts payable	6,967	(90,528)	(393,922)	(193,103)
Taxes, charges and contributions	158,013	(108,548)	522,680	(172,693)
Interest paid	(92,972)	(34,386)	(159,925)	(94,256)
Income and social contribution taxes paid	-	(9,483)	(351,863)	(274,845)
Other current liabilities	16,480	(107,531)	(10,267)	(167,372)
Other noncurrent liabilities	(21,847)	512	(24,059)	(37,236)
<b>Total cash from operating activities</b>	<b>822,732</b>	<b>884,897</b>	<b>2,231,597</b>	<b>2,052,984</b>
<b>Net cash provided by (used in) investing activities</b>				

Advance for future capital contribution in subsidiaries	(46,050)	-	-	-
Additions of PP&E and intangible assets (net of donations)	(480,723)	(632,808)	(1,127,556)	(1,494,657)
Cash received from sale of PP&E items	20,045	653	316,407	1,361
Dividends and interest on equity received	1,320,449	-	-	-
<b>Total cash from (used in) investing activities</b>	<b>813,721</b>	<b>(632,155)</b>	<b>(811,149)</b>	<b>(1,493,296)</b>
<b>Net cash from (used in) financing activities</b>				
Payment of loans, financing and debentures	(104,986)	(195,561)	(216,558)	(305,608)
Loans and debentures raised	-	-	9,493	6,966
Derivative agreements payment, net	(6,130)	(5,416)	(12,749)	(23,574)
Payments referring to grouping of shares	(68)	-	(68)	-
Dividends and interest on equity paid	(1,583,101)	-	(1,583,101)	-
Repurchase of treasury stock	-	(1,365)	-	(1,365)
<b>Total cash used in financing activities</b>	<b>(1,694,285)</b>	<b>(202,342)</b>	<b>(1,802,983)</b>	<b>(323,581)</b>
<b>Increase (decrease) in cash and cash equivalents</b>	<b>(57,832)</b>	<b>50,400</b>	<b>(382,535)</b>	<b>236,107</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>3,079,282</b>	<b>826,902</b>	<b>7,133,485</b>	<b>2,889,543</b>
<b>Cash and cash equivalents at end of period</b>	<b>3,021,450</b>	<b>877,302</b>	<b>6,750,950</b>	<b>3,125,650</b>
<b>Changes in cash and cash equivalents for the period</b>	<b>(57,832)</b>	<b>50,400</b>	<b>(382,535)</b>	<b>236,107</b>

**TELEFÔNICA BRASIL S. A.**  
**Statements of comprehensive income**  
**Three-month periods ended March 31, 2013 and 2012**  
**(In thousands of reais)**

	<b>Company</b>		<b>Consolid</b>
	<b>2013</b>	<b>2012</b>	<b>2013</b>
<b>Net income for the period</b>	<b>810,175</b>	<b>957,450</b>	<b>810,175</b>
Unrealized losses with investments available for sale	(11,258)	2,550	(11,258)
Taxes on unrealized losses with investments available for sale	3,997	(5,098)	3,997
Unrealized actuarial losses and effect of asset limitation of surplus plans	-	-	(651)
Taxes on unrealized actuarial losses and effect of asset limitation of surplus plans	-	-	221
Gains from derivative transactions	-	-	(4,464)
Taxes on gains from derivative transactions	-	-	1,518
Cumulative transaction adjustments – operations in foreign currency	(2,490)	142	(2,490)
Interest in comprehensive income of subsidiaries	(3,376)	2,148	-
<b>Net losses recognized in equity</b>	<b>(13,127)</b>	<b>(258)</b>	<b>(13,127)</b>
<b>Comprehensive income for the year</b>	<b>797,048</b>	<b>957,192</b>	<b>797,048</b>
<b>Attributable to:</b>			
Non-controlling interest	-	-	
Controlling interest	797,048	957,192	
Basic and diluted earnings per common share	0.67	0.80	
Basic and diluted earnings per preferred share	0.73	0.88	

**TELEFÔNICA BRASIL S. A.**  
**Statement of value added**  
**Three-month periods ended March 31, 2013 and 2012**  
**(In thousands of reais)**

	<b>Company</b>		<b>Consolidated</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
<b>Revenues</b>	<b>4,138,408</b>	<b>4,361,417</b>	<b>11,617,590</b>	<b>11,474,033</b>
Sale of products and services	4,156,028	4,374,387	11,674,436	11,275,098
Other revenues	62,532	64,974	146,240	380,795
Provision for impairment	(80,152)	(77,944)	(203,086)	(181,860)
<b>Inputs acquired from third parties</b>	<b>(2,125,784)</b>	<b>(1,967,407)</b>	<b>(5,038,646)</b>	<b>(4,183,609)</b>
Cost of products, goods and services sold	(1,623,983)	(1,327,792)	(3,414,178)	(2,256,786)
Materials, electric power, outsourced services and other	(558,997)	(633,767)	(1,678,979)	(1,884,313)
Loss/recovery of assets	57,196	(5,848)	54,511	(42,510)
<b>Gross value added</b>	<b>2,012,624</b>	<b>2,394,010</b>	<b>6,578,944</b>	<b>7,290,424</b>
<b>Retentions</b>	<b>(668,409)</b>	<b>(652,628)</b>	<b>(1,397,276)</b>	<b>(1,317,945)</b>
Depreciation and amortization	(668,409)	(652,628)	(1,397,276)	(1,317,945)
<b>Net value added produced</b>	<b>1,344,215</b>	<b>1,741,382</b>	<b>5,181,668</b>	<b>5,972,479</b>
<b>Value added received in transfer</b>	<b>906,803</b>	<b>984,025</b>	<b>364,674</b>	<b>336,715</b>
Equity pickup	795,367	828,464	(446)	507
Financial income	111,436	155,561	365,120	336,208
<b>Total value added to be distributed</b>	<b>2,251,018</b>	<b>2,725,407</b>	<b>5,546,342</b>	<b>6,309,194</b>
<b>Distribution of value added</b>	<b>(2,251,018)</b>	<b>(2,725,407)</b>	<b>(5,546,342)</b>	<b>(6,309,194)</b>
Personnel, social charges and benefits	(245,390)	(234,194)	(629,400)	(537,530)
Direct compensation	(142,479)	(197,080)	(376,112)	(431,349)
Benefits	(80,130)	(24,524)	(213,672)	(79,733)
Unemployment compensation fund contribution tax (FGTS)	(22,781)	(12,590)	(39,616)	(26,448)
Taxes, charges and contributions	(814,290)	(1,195,603)	(3,110,601)	(3,904,316)
Federal	(311,589)	(300,828)	(1,515,338)	(1,533,448)
State	(490,318)	(872,609)	(1,574,382)	(2,340,181)
Local	(12,383)	(22,166)	(20,881)	(30,687)
Debt remuneration	(283,243)	(293,612)	(855,316)	(823,684)
Interest	(165,300)	(196,782)	(379,856)	(398,408)
Rent	(117,943)	(96,830)	(475,460)	(425,276)
Equity remuneration	(810,175)	(957,450)	(810,175)	(957,450)
Retained profit	(810,175)	(957,450)	(810,175)	(956,578)
Other	(97,920)	(44,548)	(140,850)	(86,214)



Provisions for labor and civil contingencies, net	(97,920)	(44,548)	(140,850)	(86,214)
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**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Quarter ended March 31, 2013**

**(In thousands of reais, unless otherwise indicated)**

**1. OPERATIONS**

**a. Shareholding controlling interest**

Telefônica Brasil S.A. ("Company" or Telefônica Brasil) is headquartered at Avenida Engenheiro Luiz Carlos Berrini, nº 1376, in the capital city of the state of São Paulo, Brazil. The Company is a member of Telefonica Group (Group), the telecommunications industry leader in Spain and which is also present in several European and Latin American countries. At March 31, 2013 and December 31, 2012, Telefônica S.A., holding company of the Group, held total direct and indirect interest in the Company of 73.81%, excluding treasury shares, 91.76% of which are common shares and 64.60% are preferred shares.

**b. Operations**

The Company's main business purposes is the rendering of fixed-line telephone and data services in the state of São Paulo, under Fixed Switched Telephone Service Concession Arrangement (STFC) and authorizations, respectively. Its subsidiaries are also authorized to render STFC services in Regions I and II of the General Service Concession Plan (PGO/2008) and other telecommunications services, such as: data communication, including broadband internet (Multimedia Communication Service - SCM), mobile telephone services (Personal Mobile Services – SMP), all over the country, and pay TV services, to wit (i) by satellite all over the country; (ii) MMDS technology in the cities of São Paulo, Rio de Janeiro, Curitiba and Porto Alegre, until December 2013, as a result of the waiver signed by the Company, effects of which will become effective 18 months after June 5, 2012, as a condition for the Company to participate in the 4G auction, held on June 12 and 13, 2012; and (iii) cable in the cities of São Paulo, Curitiba, Foz do Iguaçu and Florianópolis.

Service concessions and authorizations are granted by Brazil's Telecommunications Regulatory Agency (ANATEL), under the terms of Law No. 9472, of July 16, 1997 – General Law of Telecommunications ("Lei Geral das Telecomunicações" - LGT), amended by Laws No. 9986, of July 18, 2000 and No. 12485, of September 12, 2011 (Notes 1.b.1 and 1.b.2). It operates under regulations and supplementary plans issued.

b.1) STFC service concession arrangement

The Company is a concessionaire of the STFC to render fixed line services in the local network and national long distance calls originated in sector 31 of region 3, which comprises the state of São Paulo (except for cities comprising sector 33), established in the General Service Concession Plan (PGO/2008).

The Company's current STFC service concession arrangement was executed on June 30, 2011, is effective from July 1, 2011 to December 31, 2025, and was granted for valuable consideration. This arrangement provides for the possibility of amendments on December 31, 2015 and December 31, 2020. This condition allows ANATEL to set up new requirements and goals for universal and quality of telecommunication services, considering the conditions in place at the time.

The service concession arrangement establishes that all assets owned by the Company and that are indispensable to the provision of the services described in the referred to arrangement are considered reversible assets and are deemed to be part of the service concession assets. These assets will be automatically returned to ANATEL upon termination of the service concession arrangement, according to the regulation in force. At March 31, 2013, estimated residual value of reversible assets was R\$6,973,461 (R\$6,911,508 at December 31, 2012), which comprised switching and transmission equipment and public use terminals, external network equipment, energy equipment and system and operation support equipment.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Quarter ended March 31, 2013**

**(In thousands of reais, unless otherwise indicated)**

In accordance with the service concession arrangement, every two years, during the arrangement's 20-year effective term, the Company shall pay a fee which will correspond to 2% (two percent) of its prior-year STFC revenue, net of taxes and social contributions.

b.2) Authorizations and frequencies related to mobile telephone services

Vivo S.A., wholly-owned subsidiary of the Company, is authorized to render SMP services, which are also regulated by ANATEL.

Frequency authorizations granted by ANATEL for mobile telephone services may be renewed only once, for a 15-year period, through a biannually payment of fees equivalent to 2% (two percent), of the Company's prior-year revenue, net of taxes and social contributions, related to the application of the Basic and Alternative Plans of Service after the first renewal.

Information on the areas of operation (regions) and termination of radiofrequency authorizations is the same as in Note 1.b2 – "Authorizations and frequencies related to mobile telephone services", disclosed in the financial statements as of December 31, 2012.

b.3) Corporate restructuring

In order to simplify the Company's current organizational structure, and to help the Company integrate business and generate synergies from the rationalization of services provided, on March 15, 2012, the Company filed with ANATEL a request for previous approval of corporate restructuring, which became legally feasible due to legislation changes applicable to STFC operators through Law No. 12485.

The corporate restructuring proposed can only be implemented after previous approval by ANATEL, which is still analyzing the request.

**c. Subsidiaries**

The Company holds equity interest in direct and indirect subsidiaries (wholly-owned subsidiaries) and jointly controlled entities. Some information on investees is as follows.

c.1) Direct and indirect subsidiaries (wholly-owned subsidiaries)

Vivo S.A. (Vivo): Vivo is engaged in SMP services, including activities necessary or useful to the completion of such services, in accordance with authorizations granted.

A. Telecom S.A. (ATelecom): It is engaged in management of telecommunication service rendering and installation, operation and maintenance of Internet, Intranet and Extranet solutions, commercial representation, mediation, intermediation and distribution of assets, sale, representation, rental and maintenance of telecommunication and general IT systems, equipment and devices, advisory services and technical support on specification, implementation and maintenance of new voice, data and image systems, import and export of assets and services useful to the performance of the main activity and to holding interest in capital of other entities, Brazilian or foreign, as a partner, shareholder or member.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Quarter ended March 31, 2013**

**(In thousands of reais, unless otherwise indicated)**

Telefônica Data S.A. (TData): It is engaged in rendering and operating telecommunication services, as well as preparing, implementing and installing projects related to the operation of integrated corporate solutions, advisory services on telecommunications, activities related to the rendering of technical support services, sale, rental and maintenance of telecommunication equipment and networks.

Telefônica Sistema de Televisão S.A. (TSTV):

Engages in the provision of pay TV services under the Multichannel Multipoint Distribution of Signals (MMDS), besides the provision of telecommunication services in general and Internet.

Ajato Telecomunicações Ltda. (Ajato): It is engaged in the rendering of telecommunication and IT services, access to telecommunication and Internet network, through radio, including telemarketing data and image services, rental business, import, export, maintenance and repair of this equipment.

GTR-T Participações e Empreendimentos S.A. (GTR-T):

Engages in holding equity interest in other companies whose purpose is to provide cable and pay TV services, telecommunications in general, production, acquisition, licensing, import and distribution of own or third party TV programs, spare parts and equipment, management and exploration of platforms of pay TV and telecommunication services..

TVA Sul Paraná S.A. (TVA Sul): It is engaged rendering pay and cable television services, telecommunications in general, production, acquisition, licensing, import and distribution of own or third-party television programs, replacement parts and equipment, management, updating and operation of telecommunication and pay television service platforms, and editing publications.

Lemontree Participações S.A. (Lemontree):

Engages in holding equity interest in other companies whose purpose is to provide cable and pay TV services, telecommunications in general, production, acquisition, licensing, import and distribution of own or third party TV programs, spare parts and equipment, management and exploration of platforms of pay TV and telecommunication services and sale of data.

Comercial Cabo TV São Paulo S.A. (Comercial Cabo): It is engaged rendering pay and cable television services, advisory and consultancy services on telecommunications in general, production, acquisition, licensing, import and distribution of own or third-party television programs, replacement parts and equipment, management, updating and operation of telecommunication and pay television service platforms, and operation of publicity and advertising of all types.

c.2) Jointly controlled entities

Aliança Atlântica Holding B.V. (Aliança): Company headquartered in Amsterdam, Holland, with 50% interest held by Telefônica Brasil and cash generated from sale of Portugal Telecom shares in June 2010. Through May 8, 2012, the Company held equity interest in Zon Multimédia, Company of the Portugal Telecom group which renders pay television services, Internet, distribution of audiovisual contents, cinema and telecommunication services. This equity interest was disposed of on May 8, 2012.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)**

Companhia AIX de Participações (AIX): It is engaged in holding interest in Refibra consortium, and activities related to the direct and indirect operation of activities related to the construction, completion and operation of underground networks or optical fiber ducts.

Companhia ACT de Participações (ACT): It is engaged in holding interest in Refibra consortium, and activities related to the rendering of technical support services for the preparation of projects and completion of networks, by means of studies required to make them economically feasible, and monitor the progress of Consortium-related activities.

**c.3) Interest in other companies**

Direct and indirect subsidiaries and jointly controlled entities, as well as the percentage of interest held by the Company as of March 31, 2013 and December 31, 2012:

<u>Subsidiary</u>	Direct interest		Indirect interest		Total ownership interest
	Company	Ownership interest	Company	Ownership interest	
<u>Full subsidiaries</u>					
Vivo	Telefônica Brasil	100.00%	-	-	100.00%
TData	Telefônica Brasil	100.00%	-	-	100.00%
ATelecom	Telefônica Brasil	100.00%	-	-	100.00%
TSTV	Telefônica Brasil	100.00%	-	-	100.00%
Ajato	-	-	TSTV	100.00%	100.00%
GTR-T	Telefônica Brasil	100.00%	-	-	100.00%
TVA Sul		79.29%	GTR-T	20.71%	100.00%



	Telefônica Brasil				
Lemontree	Telefônica Brasil	100.00%	-	-	100.00%
Comercial Cabo	Telefônica Brasil	78.48%	Lemontree	21.52%	100.00%
<u>Jointly controlled entities</u>					
Aliança	Telefônica Brasil	50.00%	-	-	50.00%
AIX	Telefônica Brasil	50.00%	-	-	50.00%
ACT	Telefônica Brasil	50.00%	-	-	50.00%

#### d. Share trading on stock exchanges

The Company is listed in the Brazilian Securities and Exchange Commission (CVM) as a publicly-held company under category A (issuers authorized to trade any marketable securities) and has shares traded on the São Paulo Stock Exchange (BM&FBovespa). It is also listed in the US Securities and Exchange Commission (SEC), and its level II American Depositary Shares (ADS), listed in preferred shares only, are traded on the *New York Stock Exchange* (NYSE).

##### d.1) Shares traded on the BM&F Bovespa

On September 21, 1998, the Company started trading its shares on the BM&F Bovespa, under tickers TLPP3 and TLPP4, for common and preferred shares.

In the Special Shareholders' Meeting of Vivo Participações S.A. (Vivo Part.) and Telecomunicações de São Paulo S. A. (Telesp) held on October 3, 2011, merger of Vivo Part. into Telesp was approved. On the same date, its corporate name changed to Telefonica Brasil S.A., and on October 6, 2011 the Company changed its ticker codes to VIVT3 and VIVT4 for common and preferred shares, respectively, and the stock exchange code to Telefonica Brasil.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Quarter ended March 31, 2013**

**(In thousands of reais, unless otherwise indicated)**

d.2) Shares traded on the NYSE

On November 16, 1998, the Company started trading ADS on the NYSE, which, currently, has the following main characteristics:

- Type of share: preferred.
- Each ADS represents 1 (one) preferred share.
- Shares are traded as ADS under ticker "VIV" on the NYSE.
- Foreign depository bank: *The Bank of New York*.
- Custodian bank in Brazil: Banco Itaú S.A.

**e. Agreement between Telefónica S.A. and Telecom Italia (Act No. 3804, of July 7, 2009, and Act No. 68276, of October 31, 2007, both of ANATEL Board)**

In October 2007, TELCO S.p.A. (in which Telefónica S.A. holds 42.3% interest) completed the acquisition of 23.6% of Telecom Italia. Telefónica S.A. is the controlling shareholder of the Company which, in turn, is the controlling shareholder of Vivo. Telecom Italia holds interest in TIM Participações S.A. (TIM), a mobile telephone service company in Brazil. However, Telefónica S.A. and the Company are not directly involved in TIM operations. Furthermore, any transactions between the Company, its subsidiaries and TIM are ordinary telephone transactions regulated by ANATEL.

**2. BASIS FOR PREPARATION AND PRESENTATION OF QUARTERLY INFORMATION**

The Company's quarterly information (ITR) for the quarter ended March 31, 2013 is presented in thousands of reais (unless otherwise indicated) and is presented considering the Company's ability to continue as a going concern.

The Company and its subsidiaries have no seasonal operations.

This quarterly information compares the quarters ended March 31, 2013 and 2012, except for the balance sheets, which compare the Company's financial position as of March 31, 2013 to the financial position as of December 31, 2012.

Company management, in meeting held on April 29, 2013, authorized the issuance of this quarterly information, which was confirmed by the Board of Directors in meeting held on May 6, 2013.

The individual quarterly information was prepared and is presented in accordance with accounting practices adopted in Brazil, which comprise Brazilian Securities and Exchange Commission (CVM) rules and Brazilian Financial Accounting Standards Board (CPC) pronouncements, which are in compliance with the standards and procedures under the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB), except for investment in subsidiaries, which are measured using the equity method.

The consolidated quarterly information was prepared and is presented in accordance with the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB), which are not different from accounting practices adopted in Brazil, which comprise CVM rules and CPC pronouncements.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Quarter ended March 31, 2013**

**(In thousands of reais, unless otherwise indicated)**

This quarterly information was prepared in accordance with accounting principles, practices and criteria consistent with those adopted in the preparation of the financial statements for the financial year ended December 31, 2012, in addition to the new pronouncements, interpretations and amendments, as follows:

*New IFRS and International Financial Reporting Interpretations Committee (IFRIC) with no significant impact on the financial position presented in this quarterly information:*

*• IAS 1 Presentation of financial statements – presentation of Other Comprehensive Income items*

Amendments to IAS 1 change the grouping of items presented in other comprehensive income. Items that could be reclassified (or recycled) to P&L at certain time in the future (e.g.: net earnings of net investments in hedge operations, exchange gains/losses from translation of operations abroad, net changes in cash flow hedge or gains in sale of available-for-sale assets) should be presented separately from items that will never be reclassified (e.g.: actuarial gains or losses in defined benefit plans). Revisions are effective for financial years beginning on or after July 1, 2012. The application of these revisions affects presentation only, and has no impacts on the financial position or performance of the Company and its subsidiaries.

*IAS 19 Employee Benefits (Revision):* IASB has issued several amendments to IAS 19. Such amendments include from basic changes, such as exclusion of the corridor approach and the concept of expected returns on plan assets, to simple clarifications on appreciation, depreciation and reformulation. Revisions are effective for financial years beginning on or after January 1, 2013. The application of this amendment has no significant impacts on the financial position or performance of the Company and its subsidiaries.

*IAS 28 – Investments in Associates and Joint Ventures (revised in 2011):* As a result of recent IFRS 11 and IFRS 12, IAS 28 is now IAS 28 – Investments in Associates and Joint Ventures, and describes how to apply the equity method for investments in joint ventures, and investments in associates. Revisions are effective for financial years beginning on or after January 1, 2013. The application of this amendment has no significant impacts on the financial position or performance of the Company and its subsidiaries.

*IFRS 1 – Accounting for Government Grants (Revised IFRS 1):* These revisions establish the first-time application of IAS 20 Accounting for Government Grants and Disclosure requirements prospectively to government loans existing as of the transition date to IFRS. Entities may opt to retroactively apply IFRS 9 (or IAS 39, as the case may be) and IAS 20 requirements to government loans if the necessary information therefor is obtained upon initial recognition of this loan. This exception would release companies adopting the standard for the first time from the obligation to retroactively measure government loans at an interest rate lower than market rate. Revisions are effective for financial years beginning on or after January 1, 2013. Application of these revisions is expected to have no impacts on the Company and its subsidiaries for the first-time adoption period.

*IFRS 7 – Disclosures – Offsetting Financial Assets and Financial Liabilities (Revised IFRS 7):* These revisions require that an entity disclose information on offsetting rights and related agreements (such as guarantee agreement). Disclosures provide useful information for users to assess the effect of offsetting agreements on an entity's financial position. The new disclosures are required for all financial instruments recognized that are offset in accordance with IAS 32 Financial Instruments – Presentation. Disclosures are also applicable to financial instruments recognized subject to a principal offsetting contract or similar agreement, irrespective of whether they are offset or not in accordance with IAS 32. This revision became effective for financial years beginning on or after January 1, 2013. The application of these revisions affects presentation only, and has no impacts on the financial position or performance of the Company and its subsidiaries.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Quarter ended March 31, 2013**

**(In thousands of reais, unless otherwise indicated)**

*IFRS 10 Consolidated Financial Statements. IAS 27 Separated Financial Statements:* IFRS 10 replaces the part of IAS 27 – Consolidated and Separate Financial Statements addressing the recognition of consolidated financial statements. It also addresses issues mentioned in SIC-12 Consolidation – Special Purpose Entities. IFRS 10 sets forth a single control model, which is applicable to every entity, including SPE. Changes introduced by IFRS 10 will require that management exercise significant judgment to determine which entities are subsidiaries and, therefore, required to be included in the consolidation by a parent company, as in requirements contained in IAS 27. This standard became effective for financial years beginning January 1, 2013. The Company analyzed the referred to standard and identified no significant impacts on its quarterly information.

*IFRS 12 - Disclosure of Interests in Other Entities:* IFRS 12 includes all preceding disclosures contained in IAS 27 related to consolidated financial statements, as well as all disclosures previously included in IAS 31 and IAS 28. These disclosures refer to interests in subsidiaries, joint ventures, affiliates and structured entities. This standard became effective for financial years beginning on or after January 1, 2013. The application of this standard affects presentation only, and has no impacts on the financial position or performance of the Company and its subsidiaries.

*IFRS 13 – Fair Value Measurement:* IFRS 13 establishes a single source of guidance, for IFRS purposes, for all fair value measurements. IFRS 13 does not change determination when an entity is required to use the fair value, but provides guidance on how to measure fair value under the IFRS when such fair value is required or allowed. This standard became effective for financial years beginning on or after January 1, 2013. Application of this standard has no impacts on the Company for the first-time adoption period.

*IAS 34 - Interim financial statements:* This revision aligns disclosure requirements for total assets of the segment and total liabilities of the segment in the interim financial statements. This clarification also ensures that interim reporting is in line with the annual reporting. These enhancements became effective for financial years beginning on or after January 1, 2013. Application of this standard has no impacts on the Company for the first-time adoption period.

New IFRS and International Financial Reporting Interpretations Committee (IFRIC) with significant impacts on the financial position presented in this quarterly information:

IFRS 11 replaced IAS 31, *Interests in Joint Ventures*, and SIC-13 Jointly Controlled Entities – Non-Monetary Contributions by Venturers. IFRS 11 eliminated the option to account for jointly controlled entities based on proportional consolidation. Instead, jointly controlled entities qualifying for the *joint venture* definition shall be accounted for under the equity method. Application of this new standard impacted the financial position of the Company, and eliminated the proportional consolidation of Aliança, AIX and ACT. With application of this standard, investments in the aforementioned companies were accounted for based on the equity method. This standard became effective for annual periods beginning on or after January 1, 2013, and shall be retroactively applied to joint ventures held at first-time adoption date.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)**

To facilitate understanding of the effects arising from application of this standard, consolidated information of the balance sheet as of December 31, 2012 and the income statement for the quarter ended March 31, 2012, with corresponding adjustments and some reclassifications made for better presentation of the consolidated information, are as follows.

	<b>Balance sheet at 12.31.12</b>	<b>IFRS 11 adjustments and reclassifications</b>	<b>Balance sheet at 12.31.12, disclosed on 3.31.13</b>
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	7,196,079	(62,594)	7,133,485
Trade accounts receivable, net	5,513,436	(1,164)	5,512,272
Inventories	387,809	-	387,809
Dividends and interest on equity	-	1,140	1,140
Taxes recoverable	2,052,423	(2)	2,052,421
Judicial deposits and garnishments	126,625	-	126,625
Derivative transactions	41,109	-	41,109
Prepaid expenses	248,337	-	248,337
Other assets	706,124	(141)	705,983
<b>Total current assets</b>	<b>16,271,942</b>	<b>(62,761)</b>	<b>16,209,181</b>
<b>Noncurrent assets</b>			
Short-term investments pledged as collateral	109,708	-	109,708
Trade accounts receivable, net	93,378	-	93,378
Taxes recoverable	738,965	-	738,965
Deferred taxes	1,029,598	(1,710)	1,027,888
Judicial deposits and garnishments	3,909,474	(206)	3,909,268
Derivative transactions	286,278	-	286,278
Prepaid expenses	31,396	-	31,396
Other assets	140,105	(47,797)	92,308
Investments	23,683	119,198	142,881
Property, plant and equipment, net	17,610,851	(6,707)	17,604,144
Intangible assets, net	30,009,289	(3,592)	30,005,697
<b>Total noncurrent assets</b>	<b>53,982,725</b>	<b>59,186</b>	<b>54,041,911</b>
<b>Total assets</b>	<b>70,254,667</b>	<b>(3,575)</b>	<b>70,251,092</b>





## Telefônica Brasil S. A.

## NOTES TO QUARTERLY INFORMATION

Quarter ended March 31, 2013

(In thousands of reais, unless otherwise indicated)

	Balance sheet at 12.31.12	IFRS 11 adjustments and reclassifications	Balance sheet at 12.31.12, disclosed on 3.31.13
<b><u>LIABILITIES AND EQUITY</u></b>			
<b>Current liabilities</b>			
Personnel, social charges and benefits	416,355	(103)	416,252
Trade accounts payable	5,889,377	(309)	5,889,068
Taxes, charges and contributions	1,781,480	(230)	1,781,250
Loans and financing	1,255,323	-	1,255,323
Debentures	702,215	-	702,215
Dividends and interest on equity	467,831	-	467,831
Provisions	496,790	-	496,790
Derivative transactions	29,586	-	29,586
Deferred revenue	734,573	-	734,573
Reverse split of fractional shares	389,510	-	389,510
Authorization license	994,977	-	994,977
Other liabilities	379,454	(37)	379,417
<b>Total current liabilities</b>	<b>13,537,471</b>	<b>(679)</b>	<b>13,536,792</b>
<b>Noncurrent liabilities</b>			
Taxes, charges and contributions	488,749	-	488,749
Deferred taxes	1,216,651	-	1,216,651
Loans and financing	3,756,001	-	3,756,001
Debentures	2,253,690	-	2,253,690
Provisions (a)	3,846,899	(393,262)	3,453,637
Post-retirement benefit plans (a)	-	392,269	392,269
Derivative transactions	26,545	-	26,545
Deferred revenue	303,362	-	303,362
Other liabilities	144,179	(1,903)	142,276
<b>Total noncurrent liabilities</b>	<b>12,036,076</b>	<b>(2,896)</b>	<b>12,033,180</b>
<b>Equity</b>	<b>44,681,120</b>	<b>-</b>	<b>44,681,120</b>
<b>Total liabilities and equity</b>	<b>70,254,667</b>	<b>(3,575)</b>	<b>70,251,092</b>

(a) Actuarial liabilities of post-employment benefit plans were reclassified from "Provisions" to a specific line "Obligations with post-employment benefit plans."



## Telefônica Brasil S. A.

## NOTES TO QUARTERLY INFORMATION

Quarter ended March 31, 2013

(In thousands of reais, unless otherwise indicated)

	Income statements for 1Q12 disclosed on 3.31.12	IFRS 11 adjustments	Income statements for 1Q12 disclosed on 3.31.12
<b>Net operating revenue</b>	8,314,330	(3,045)	8,311,285
Cost of services rendered and products sold	(4,234,140)	(15,677)	(4,249,817)
<b>Gross profit</b>	<b>4,080,190</b>	<b>(18,722)</b>	<b>4,061,468</b>
Selling expenses	(2,174,991)	14,682	(2,160,309)
General and administrative expenses	(559,163)	3,023	(556,140)
Other operating income, net	183,008	(87)	182,921
Equity pickup	-	507	507
<b>Income before financial income (expenses)</b>	<b>1,529,044</b>	<b>(597)</b>	<b>1,528,447</b>
Financial income	336,350	(142)	336,208
Financial expenses	(399,419)	-	(399,419)
<b>Income before taxes</b>	<b>1,465,975</b>	<b>(739)</b>	<b>1,465,236</b>
Income and social contribution taxes	(509,397)	739	(508,658)
<b>Net income for the period</b>	<b>956,578</b>	<b>-</b>	<b>956,578</b>

(a) R\$14,682 refers to co-billing, which was reclassified between Cost of Services Rendered and Selling Expenses.

New IFRS and interpretations of the International Financial Reporting Interpretations Committee (IFRIC) not yet effective as of March 31, 2013

IAS 32 – Offsetting Financial Assets and Financial Liabilities – Revised IAS 32: These revisions clarify the meaning of “currently legally entitled to offsetting.” These revisions also provide clarification on the adoption of IAS 32 offsetting criteria for clearance systems (such as the clearing houses) which apply gross settlement mechanisms that are not simultaneous. These revisions are not expected to have an impact on the financial position, performance or disclosures of the Company and its subsidiaries for the first-time adoption period, and are effective for financial years beginning on or after January 1, 2014.

IFRS 9 – Financial Instruments: Classification and measurement: IFRS 9, as issued, reflects the first phase of IASB work towards replacing IAS 39, and refers to the classification and measurement of financial assets and liabilities as established by IAS 39. This standard would be effective for annual periods beginning on or after January 1, 2013. However, standard IFRS9 (R) – Effective IFRS 9 Date and Transition Disclosures, issued in December 2011, amended the date it will become mandatorily effective to January 1, 2015. In subsequent phase, IASB will address the accounting for *hedge* instruments and impairment of assets. The adoption of the first phase of IFRS 9 will have effects on the classification and measurement of the financial assets of the Company and its subsidiaries, but will have no impacts on the classification and measurement of financial liabilities. The Company will quantify the overall effect with other phases when the final standard is issued. This will include all phases.

### 3. CASH AND CASH EQUIVALENTS

	Company		Consolidated	
	3.31.13	12.31.12	3.31.13	12.31.12 -Restated
Cash and banks	15,216	18,398	161,882	94,304
Short-term investments	3,006,234	3,060,884	6,589,068	7,039,181
<b>Total</b>	<b>3,021,450</b>	<b>3,079,282</b>	<b>6,750,950</b>	<b>7,133,485</b>

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Short-term investments basically correspond to Bank Deposit Certificates (CDB), which are pegged to the Interbank Deposit Certificate (CDI) rate variation, are highly liquid and are kept with first-tier financial institutions.

**4. TRADE ACCOUNTS RECEIVABLE, NET**

	Company		Consolidated	
	3.31.13	12.31.12	3.31.13	12.31.12 -Restated
Billed amounts	1,619,037	1,622,311	4,059,380	4,032,169
Unbilled amounts	768,233	804,965	1,648,658	1,675,091
Interconnection amounts	371,483	338,014	1,040,164	977,644
<b>Gross accounts receivable</b>	<b>2,758,753</b>	<b>2,765,290</b>	<b>6,748,202</b>	<b>6,684,904</b>
Provision for impairment	(639,264)	(614,566)	(1,137,807)	(1,079,254)
<b>Total</b>	<b>2,119,489</b>	<b>2,150,724</b>	<b>5,610,395</b>	<b>5,605,650</b>
Current	2,119,489	2,150,724	5,514,537	5,512,272
Non-current	-	-	95,858	93,378

The aging list of trade accounts receivable, net of the provision for impairment, is as follows:

	Company		Consolidated	
	3.31.13	12.31.12	3.31.13	12.31.12 -Restated
Falling due	1,302,581	1,395,227	4,175,949	4,297,961
Overdue from 1 to 30 days	397,458	377,142	733,927	718,838
Overdue from 31 to 60 days	129,774	113,042	266,502	218,930
Overdue from 61 to 90 days	70,844	51,107	164,568	188,835
Overdue from 91 to 120 days	28,978	27,955	64,125	60,648

Overdue for more than 120 days	189,854	186,251	205,324	120,438
<b>Total</b>	<b>2,119,489</b>	<b>2,150,724</b>	<b>5,610,395</b>	<b>5,605,650</b>

No customer represented more than 10% of net trade accounts receivable as of March 31, 2013 and December 31, 2012.

Changes in the provision for impairment are as follows:

	Company	Consolidated
<b>Balance at December 31, 2012</b>	<b>(614,566)</b>	<b>(1,079,254)</b>
Additions (Note 24)	(80,152)	(203,086)
Write-offs	55,454	144,533
<b>Balance at March 3, 2013</b>	<b>(639,264)</b>	<b>(1,137,807)</b>

Subsidiary A.Telecom has a product called "Soluciona TI," which is the leasing of IT equipment to the small- and medium-sized companies, which receive therefor fixed installments over the lease agreement effective term. Considering the contractual terms, the Company classified this product as Finance Lease Agreement as of March 31, 2013 and December 31, 2012.

The consolidated balance of trade accounts receivable as of March 31, 2013 and December 31, 2012 had the following effects:

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	3.31.13	12.31.12
Present value of minimum payments payable	304,602	294,245
Unrealized financial income	7,755	7,757
<b>Gross investment in leases receivable</b>	<b>312,357</b>	<b>302,002</b>
Provision for impairment	(90,842)	(86,648)
<b>Total receivables, net</b>	<b>221,515</b>	<b>215,354</b>
Current	125,657	121,976
Noncurrent	95,858	93,378

Aging list as of March 31, 2013 is as follows:

	Gross investment	Present value
Falling due up to one year	208,744	208,744
Falling due up to five years	103,613	95,858
<b>Total</b>	<b>312,357</b>	<b>304,602</b>

There are no unguaranteed residual values resulting in benefits to the lessor or contingent payments recognized as revenue for the period.

**5. INVENTORIES**

Company		Consolidated	
3.31.13	12.31.12	3.31.13	12.31.12 -Restated



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Consumer materials	49,121	39,641	69,441	59,417
Materials for resale (a)	5,835	5,835	390,799	380,163
Other inventory items	3,637	3,835	3,770	4,005
<b>Total gross</b>	<b>58,593</b>	<b>49,311</b>	<b>464,010</b>	<b>443,585</b>
Provision for impairment and provision for obsolescence	(27,181)	(24,908)	(59,966)	(55,776)
<b>Total</b>	<b>31,412</b>	<b>24,403</b>	<b>404,044</b>	<b>387,809</b>

(a) Includes, among others, mobile telephones, IT equipment and simcard (chip) in stock.

Changes in provision for impairment and for obsolescence are as follows:

	Company	Consolidated
<b>Balance at December 31, 2012</b>	<b>(24,908)</b>	<b>(55,776)</b>
Additions	(2,273)	(42,700)
Reversals	-	38,510
<b>Balance at March 31, 2013</b>	<b>(27,181)</b>	<b>(59,966)</b>

Cost of products sold, including amounts regarding provision for impairment and obsolescence, is stated in Note 23.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION**

Quarter ended March 31, 2013

(In thousands of reais, unless otherwise indicated)

**6. DEFERRED TAXES AND TAXES RECOVERABLE****6.1 Taxes recoverable**

	Company		Consolidated	
	3.31.13	12.31.12	3.31.13	12.31.12 -Restated
Withholding taxes and contributions	114,899	106,693	146,493	141,620
Income and social contributions taxes recoverable	251,839	453,933	393,769	528,109
State value-added tax - ICMS (a)	354,407	366,211	1,621,720	1,631,088
ICMS agreement No. 39/CAT Administrative Ruling 06 (b)	180,727	178,535	284,993	288,520
PIS and COFINS	39,437	39,265	95,700	148,092
Other	8,586	6,916	61,617	53,957
<b>Total</b>	<b>949,895</b>	<b>1,151,553</b>	<b>2,604,292</b>	<b>2,791,386</b>
Current	448,825	602,328	1,900,911	2,052,421
Noncurrent	501,070	549,225	703,381	738,965

(a) Refers to credits arising from additions to property, plant and equipment, subject to offsetting in 48 months.

(b) Refers to refund request for State Value-Added Tax (ICMS) paid for invoices cancelled at a later time.

**6.2 Deferred taxes**

The Company and its subsidiaries calculate deferred income and social contribution tax assets considering the existence of taxable profit for the past five financial years and expected future taxable profit generation,

which were based on a technical feasibility study, approved by the Board of Directors.

Significant components of deferred income and social contribution taxes are as follows:

	Company		Consolidated	
	3.31.13	12.31.12	3.31.13	12.31.12 -Restated
<b>Deferred assets</b>				
Income and social contribution tax losses (a)	133,166	21,290	133,166	21,290
Merged tax credit (b)	6,307	9,461	6,307	9,461
Income and social contribution taxes on temporary differences (c)				
Provisions for labor, tax and civil contingencies	831,259	805,557	1,146,902	1,104,065
Post-retirement benefit plans	129,003	126,605	135,925	133,371
Provision for impairment - trade accounts receivable	102,408	93,442	186,312	169,434
Provision for demobilization, losses and disposal of assets	7,201	7,467	186,995	210,107
Profit sharing	15,618	34,888	34,293	62,218
Accelerated depreciation	132,570	128,070	224,155	421,768
Provision for impairment of inventory	9,242	8,469	15,380	13,951
Provision for customer loyalty programs	-	-	29,391	28,168
Derivative transactions	26,847	26,522	32,259	42,922
Trade accounts payable and other provisions	103,030	62,314	345,792	290,199
Income and social contribution taxes on temporary differences	27,095	81,926	90,087	134,460
<b>Total deferred assets</b>	<b>1,523,746</b>	<b>1,406,011</b>	<b>2,566,964</b>	<b>2,641,414</b>

## Telefônica Brasil S. A.

## NOTES TO QUARTERLY INFORMATION

Quarter ended March 31, 2013

(In thousands of reais, unless otherwise indicated)

	Company		Consolidated	
	3.31.13	12.31.12	3.31.13	12.31.12 -Restated
<b><u>Deferred liabilities</u></b>				
Merged tax credit (b)	(286,519)	(269,514)	(286,519)	(269,514)
Income and social contribution taxes on temporary differences (c)				
Technological Innovation Law	(205,660)	(209,185)	(407,928)	(416,700)
Foreign exchange variation	(3,893)	(3,383)	(3,893)	(3,383)
Customer portfolio	(525,255)	(546,383)	(525,255)	(546,383)
Trademark and patents	(501,021)	(508,178)	(501,021)	(508,178)
Licenses	(479,853)	(399,878)	(479,853)	(399,878)
Effects of goodwill generated upon merger of Vivo Part.	(400,780)	(344,927)	(400,780)	(344,927)
Goodwill of Vivo Part.	(320,244)	(266,870)	(320,244)	(266,870)
Income and social contribution taxes on temporary differences	(68,858)	(74,344)	(68,858)	(74,344)
<b>Total deferred assets</b>	<b>(2,792,083)</b>	<b>(2,622,662)</b>	<b>(2,994,351)</b>	<b>(2,830,177)</b>
<b>Total noncurrent assets (liabilities), net</b>	<b>(1,268,337)</b>	<b>(1,216,651)</b>	<b>(427,387)</b>	<b>(188,763)</b>
<b>Total noncurrent deferred assets, net</b>	<b>-</b>	<b>-</b>	<b>840,950</b>	<b>1,027,888</b>
<b>Total noncurrent deferred liabilities, net</b>	<b>(1,268,337)</b>	<b>(1,216,651)</b>	<b>(1,268,337)</b>	<b>(1,216,651)</b>

Deferred taxes were determined considering future realization, as follows:

a) Income and social contribution tax losses: represents the amount recorded by the Company and its subsidiaries which, according to the tax legislation in Brazil, can be offset up to 30% of the tax bases computed for the following years, with no expiry date. Subsidiaries TData, TSTV, Ajato, GTR-T, Lemontree, TVA Sul and Comercial Cabo did not record the potential deferred income and social contribution tax credits which would be generated for the use of income and social contribution tax losses amounting to R\$325,913 as of March 31, 2013 (R\$301,081 as of December 31, 2012), considering uncertainties, at this

moment, as to the ability of these subsidiaries to generate future taxable profits sufficient to ensure realization of these deferred taxes.

Tax credits of the Company and its subsidiaries arising from income and social contribution tax losses recognized and not recognized are as follows. During the quarter ended March 31, 2013, there was no significant change in the business of the Company and its subsidiaries indicating that a provision for losses of the referred to tax credits would be required.

	Income tax	Company Social contribution tax	Total	Income tax	Consolidated Social contribution tax	Total
Income and social contribution tax losses at 12.31.12	48,264	102,486	150,750	930,409	997,434	1,927,843
Tax credit (25% + 9%)	12,066	9,224	21,290	232,602	89,769	322,371
Tax credit recognized	12,066	9,224	21,290	12,066	9,224	21,290
Unrecognized tax credit	-	-	-	220,536	80,545	301,081
Income and social contribution tax losses at 3.31.13	373,990	440,762	814,752	1,332,447	1,399,638	2,732,085
Tax credit (25% + 9%)	93,498	39,669	133,166	333,112	125,967	459,079
Tax credit recognized	93,498	39,669	133,166	93,498	39,669	133,166
Unrecognized tax credit	-	-	-	239,614	86,299	325,913

b) Merged tax credit: Represented by tax benefits arising from corporate restructuring of goodwill for expected future profitability, whose tax use follows the limit set forth in tax legislation.

c) Income and social contribution taxes on temporary differences: Amounts may be realized upon payment of provisions, effective impairment or trade receivables, or realization of inventories, as well as upon reversal of other provisions.

Changes in deferred income and social contribution tax assets and liabilities are as follows:

## Telefônica Brasil S. A.

## NOTES TO QUARTERLY INFORMATION

Quarter ended March 31, 2013

(In thousands of reais, unless otherwise indicated)

<u>Deferred tax assets</u>	Tax loss	Company Deferred assets	Total	Tax loss	Consolidated Deferred assets	Total
<b>Balance at December 31, 2012 - Restated</b>	<b>21,290</b>	<b>1,384,721</b>	<b>1,406,011</b>	<b>21,290</b>	<b>2,620,124</b>	<b>2,641,414</b>
Additions	111,876	42,664	154,540	111,876	116,378	228,254
Write-offs and realizations	-	(36,805)	(36,805)	-	(302,704)	(302,704)
<b>Balance at March 31, 2013</b>	<b>133,166</b>	<b>1,390,580</b>	<b>1,523,746</b>	<b>133,166</b>	<b>2,433,798</b>	<b>2,566,964</b>

<u>Deferred liabilities</u>	Company	Consolidated
<b>Balance at December 31, 2012</b>	<b>(2,622,662)</b>	<b>(2,830,177)</b>
Additions	(206,719)	(206,719)
Write-offs and realizations	37,298	42,545
<b>Balance at March 31, 2013</b>	<b>(2,792,083)</b>	<b>(2,994,351)</b>

## 7. JUDICIAL DEPOSITS AND GARNISHMENTS

The Company and its subsidiaries have judicial deposits and garnishments related to civil, labor and tax claims, as follows:

a) Breakdown

Company		Consolidated	
3.31.13	12.31.12	3.31.13	12.31.12 -Restated

Judicial deposits				
Labor	861,118	830,081	971,689	933,866
Tax	1,574,155	1,549,738	2,217,139	2,182,513
Civil	676,544	667,646	878,795	866,668
<b>Total</b>	<b>3,111,817</b>	<b>3,047,465</b>	<b>4,067,623</b>	<b>3,983,047</b>
Garnishments	12,964	20,791	47,018	52,846
<b>Total</b>	<b>3,124,781</b>	<b>3,068,256</b>	<b>4,114,641</b>	<b>4,035,893</b>
Current	-	-	131,518	126,625
Noncurrent	3,124,781	3,068,256	3,983,123	3,909,268

b) Changes

	Labor	Tax	Company Civil	Garnishment	Total
<b>Balances at 12.31.12 - noncurrent assets</b>	<b>830,081</b>	<b>1,549,738</b>	<b>667,646</b>	<b>20,791</b>	<b>3,068,256</b>
Inflows	53,212	4,239	3,397	6,340	67,188
Write-offs/reversals	(32,357)	-	(3,376)	(10,327)	(46,060)
Monetary restatement	7,304	20,178	7,915	-	35,397
Transfers	2,878	-	962	(3,840)	-
<b>Balances at 3.31.13 - noncurrent assets</b>	<b>861,118</b>	<b>1,574,155</b>	<b>676,544</b>	<b>12,964</b>	<b>3,124,781</b>

## Telefônica Brasil S. A.

## NOTES TO QUARTERLY INFORMATION

Quarter ended March 31, 2013

(In thousands of reais, unless otherwise indicated)

	Labor	Tax	Consolidated Civil	Garnishment	Total
<b>Balances at 12.31.12 - Restated</b>	<b>933,866</b>	<b>2,182,513</b>	<b>866,668</b>	<b>52,846</b>	<b>4,035,893</b>
Inflows	60,375	5,475	9,568	4,319	79,737
Write-offs/reversals	(36,483)	-	(11,458)	(6,210)	(54,151)
Monetary restatement	11,053	29,151	12,958	-	53,162
Transfers	2,878	-	1,059	(3,937)	-
<b>Balances at 3.31.13</b>	<b>971,689</b>	<b>2,217,139</b>	<b>878,795</b>	<b>47,018</b>	<b>4,114,641</b>
Current	42,648	16,181	44,778	27,911	131,518
Noncurrent	929,041	2,200,958	834,017	19,107	3,983,123

At March 31, 2013, the Company and its subsidiaries had a several number of tax-related judicial deposits, amounting to R\$1,574,155 (R\$1,549,738 as of December 31, 2012) and R\$2,217,139 (R\$2,182,513 as of December 31, 2012), Company and consolidated, respectively.

In Note 18, we present further details on the matters which give rise to these deposits.

Brief description of the main tax-related judicial deposits:

- Social contribution tax on gross revenue for social integration Program (PIS) and social contribution tax on gross revenue for social security financing (COFINS)

Vivo is involved in disputes related to: (i) claim arising from overpayment of tax credits, not recognized by tax authorities; (ii) tax debt arising from underpayment due to differences in ancillary statements (Federal Tax Debt and Credit Return – DCTF); and (iii) disputes referring to changes in rates and increase in tax bases introduced by Law No. 9718/98.



At March 31, 2013, consolidated judicial deposits amounted to R\$63,964 (R\$62,924 as of December 31, 2012).

- Social Contribution Tax for Intervention in the Economic Order (CIDE)

The Company and its subsidiaries are involved in legal and administrative disputes for the exemption of CIDE levied on offshore remittances of funds arising from agreements for the transfer of technology, brand and software licensing etc.

At March 31, 2013, judicial deposits amounted to R\$5,073 (R\$5,038 as of December 31, 2012) and R\$140,055 (R\$136,211 as of December 31, 2012), Company and consolidated, respectively.

- Telecommunications Inspection Fund (FISTEL)

ANATEL collects Installation Inspection Fee (TFI) on extension of licenses granted and on radio base stations, mobile stations and radio links.

Such collection results from the ANATEL understanding that said extension would be a triggering event of TFI and that mobile stations, even if owned by third parties, are also subject to TFI. The Company and its subsidiaries understand that such collection is unjustified, and therefore challenged the aforesaid fee in court.

At March 31, 2013, judicial deposits amounted to R\$829,049 (R\$818,502 as of December 31, 2012) for the Company and consolidated.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Quarter ended March 31, 2013**

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- Withholding income tax (IRRF)

The Company and its subsidiaries were involved in disputes related to: (i) exemption of IRRF payment on offshore remittances for out-coming traffic (land-line operators); (ii) exemption of IRRF payment on interest on equity recognized (mobile operators); and (iii) IRRF levied on earnings from rentals and royalties, wage labor and fixed-income investments.

At March 31, 2013, judicial deposits amounted to R\$49,281 (R\$48,759 as of December 31, 2012) and R\$59,040 (R\$58,367 as of December 31, 2012), Company and consolidated, respectively.

- Corporate Income Tax (IRPJ)

The Company and its subsidiaries were involved in disputes related to: (i) debts stemming from offsetting of IRPJ overpayments not recognized by the Brazilian IRS; and (ii) requirement of IRPJ estimates and lack of payment – debts in the integrated system of economic and tax information (SIEF).

At March 31, 2013, judicial deposits amounted to R\$24,380 (R\$24,095 as of December 31, 2012) and R\$25,730 (R\$25,422 as of December 31, 2012), Company and consolidated, respectively.

- Contribution to Empresa Brasil de Comunicação (EBC)

Sinditelebrasil (Union of Telephony and Mobile and Personal Services) filed an injunction challenging the Contribution to Foster Public Radio Broadcasting payable to EBC, introduced by Law No. 11652/2008. The Company and its subsidiaries, as union members, made judicial deposits referring to that contribution.

At March 31, 2013, judicial deposits amounted to R\$36,386 (R\$34,765 as of December 31, 2012) and R\$383,824 (R\$370,026 as of December 31, 2012), Company and consolidated, respectively.

- Social Security, Work Accident Insurance (SAT) and Funds to Third Parties (INSS)

The Company filed an injunction in order to nullify the entry stemming from collection of SAT and third party funds on payment of " Compensatory Damages for Suspension of Benefits" due to the suspension of collective bargaining agreements of 1996/1997 and 1998/1999, and SAT rate difference (1% to 3% of work accident insurance).

At March 31, 2013, judicial deposits amounted to R\$93,843 (R\$91,915 as of December 31, 2012) for the Company and consolidated.

- Unemployment Compensation Fund (FGTS)

The Company filed an injunction in order to represent its right not to pay surtax of 0.5% and 10% for FGTS introduced by Supplementary Law No. 110/2001 levied on deposits made by employers (the proceedings did not result in any reduction of FGTS deposits made by the Company on behalf of its employees).

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**Quarter ended March 31, 2013**

**(In thousands of reais, unless otherwise indicated)**

At March 31, 2013, judicial deposits amounted to R\$67.307 (R\$66.386 as of December 31, 2012) for the Company and consolidated.

- Tax on Net Income (ILL)

The Company filed an injunction in order to represent its right to offset amounts unduly paid for ILL purposes against future IRPJ payments.

At March 31, 2013, judicial deposits amounted to R\$49,826 (R\$49,355 as of December 31, 2012) for the Company and consolidated.

- Universal Telecommunication Services Fund (FUST)

The Company and its subsidiaries petitioned for an injunction in order to have their right declared not to include expenses with interconnection (ITX) and Industrial Use of Dedicated Line (EILD) in FUST tax base for landline phone carriers and not to include revenues from ITX and EILD in FUST tax base for mobile phone carriers, according to Abridgment No. 7, of December 15, 2005, as it does not comply with the provisions contained in sole paragraph of article 6 of Law No. 9998, of August 17, 2000.

At March 31, 2013, judicial deposits amounted to R\$339,053 (R\$330,331 as of December 31, 2012) and R\$351,037 (R\$341,403 as of December 31, 2012), Company and consolidated, respectively.

- Provisional Contribution Tax on Financial Transactions (CPMF)

Given the merger of PTelecom Brasil S.A. into Vivo Part., merged into the Company in 2011, the judicial deposit balance related to the injunction filed by PTelecom Brasil S.A. was absorbed, so as to reject the

requirement for CPMF on pro forma and simultaneous foreign exchange agreements, as required by the Central Bank of Brazil to translate foreign loans into investment.

At March 31, 2013, judicial deposits amounted to R\$21,037 (R\$20,899 as of December 31, 2012) for the Company and consolidated.

- State Value-Added Tax (ICMS)

The Company and its subsidiaries were involved in disputes related to: (i) ICMS stated but not paid; (ii) ICMS not levied on communication in default; (iii) fine for late voluntary payment of ICMS; (iv) ICMS supposedly levied on access, adhesion, enabling, availability and use of services, as well as supplementary services and additional facilities; (v) right to credit from the acquisition of goods designed to Property, Plant and Equipment and electric energy; and (vi) activation cards for pre-paid services.

At March 31, 2013, judicial deposits amounted to R\$166 (R\$168 as of December 31, 2012) and R\$34,797 (R\$34,235 as of December 31, 2012), Company and consolidated, respectively.

- Other taxes, charges and contributions

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)**

The Company and its subsidiaries were involved in disputes related to: (i) Service Tax (ISS) on non-core services; (ii) Municipal Real Estate Tax (IPTU) not subject to exemption; (iii) municipal inspection, operation and publicity charges; (iv) land use fee; (v) social security contributions related to supposed failure to withhold 11% on several invoices, bills and receipts or service providers engaged for workforce assignment; and (vi) Public Price for Numbering Resource Management (PPNUM) by ANATEL.

At March 31, 2013, judicial deposits amounted to R\$58,754 (R\$59,525 as of December 31, 2012) and R\$97,630 (R\$106,868 as of December 31, 2012), Company and consolidated, respectively.

**8. PREPAID EXPENSES**

	Company		Consolidated	
	3.31.13	12.31.12	3.31.13	12.31.12
Fistel (a)	-	-	189,959	-
Advertising and publicity	5,065	817	152,417	173,688
Rent	4,890	8,738	19,350	31,207
Insurance	3,038	4,731	5,759	10,705
Software maintenance	14,917	4,496	25,278	7,872
Financial charges	-	-	3,857	3,247
Taxes, charges and contributions	13,437	343	13,526	1,654
Other	3,043	7,485	16,418	19,964
<b>Total current</b>	<b>44,390</b>	<b>26,610</b>	<b>426,564</b>	<b>248,337</b>
Advertising and publicity	-	-	107	130
Rent	10,943	11,795	18,756	20,000
Insurance	2,781	3,144	3,180	3,545
Financial charges	-	-	3,506	3,905
Other	1,665	1,781	3,845	3,816
<b>Total noncurrent</b>	<b>15,389</b>	<b>16,720</b>	<b>29,394</b>	<b>31,396</b>

(a) Refers to the Operation and Inspection Fee for 2013 paid in March 2013, which will be amortized through the end of the year.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)****9. OTHER ASSETS**

	Company		Consolidated	
	3.31.13	12.31.12	3.31.13	12.31.12 - Restated
Advances to employees and suppliers	49,700	70,888	83,915	97,152
Related-party receivables	108,141	95,916	36,069	38,033
Subsidy on handset sales	-	-	21,931	53,756
Receivables from suppliers	29,632	16,930	96,493	479,283
Other assets	15,346	14,711	40,989	37,759
<b>Total current</b>	<b>202,819</b>	<b>198,445</b>	<b>279,397</b>	<b>705,983</b>
Advance for future capital increase	46,050	-	-	-
Pension plan surplus	17,999	17,595	48,979	48,048
Receivables from suppliers	33,341	-	33,341	-
Related-party receivables	55,783	34,643	19,915	20,118
Other assets	22,850	23,349	24,429	24,142
<b>Total noncurrent</b>	<b>176,023</b>	<b>75,587</b>	<b>126,664</b>	<b>92,308</b>

**10. INVESTMENTS**

A summary of significant financial data of Company investees is as follows.

a) Information of investees – Wholly-owned subsidiaries

At March 31, 2013							
Vivo	TData	ATelecom	TSTV	TVA Sul	Lemontree		GTR-T



							Comercial Cabo	
<b>Assets</b>								
Current	9,449,542	316,045	511,034	27,601	3,240	47	23,468	802
Noncurrent	12,673,193	139,035	405,729	158,619	41,574	7,743	168,175	583
<b>Total assets</b>	<b>22,122,735</b>	<b>455,080</b>	<b>916,763</b>	<b>186,220</b>	<b>44,814</b>	<b>7,790</b>	<b>191,643</b>	<b>1,385</b>
<b>Liabilities</b>								
Current	7,338,285	172,115	223,775	30,958	5,584	444	84,503	21
Noncurrent	4,783,084	30,176	56,728	14,101	36,417	50	72,519	-
Equity	10,001,366	252,789	636,260	141,161	2,813	7,296	34,621	1,364
<b>Total liabilities</b>	<b>22,122,735</b>	<b>455,080</b>	<b>916,763</b>	<b>186,220</b>	<b>44,814</b>	<b>7,790</b>	<b>191,643</b>	<b>1,385</b>

## At December 31, 2012

	Vivo	TData	ATelecom	TSTV	TVA Sul	Lemontree	Comercial Cabo	GTR-T
<b>Assets</b>								
Current	9,877,926	358,299	498,074	40,087	2,178	6	25,435	801
Noncurrent	13,263,918	140,763	414,985	160,603	41,327	11,835	167,688	1,074
<b>Total assets</b>	<b>23,141,844</b>	<b>499,062</b>	<b>913,059</b>	<b>200,690</b>	<b>43,505</b>	<b>11,841</b>	<b>193,123</b>	<b>1,875</b>
<b>Liabilities</b>								
Current	8,213,367	174,535	218,126	34,818	9,522	437	117,652	14
Noncurrent	4,887,981	19,191	54,165	2,744	28,798	-	21,830	-
Equity	10,040,496	305,336	640,768	163,128	5,185	11,404	53,641	1,861
<b>Total liabilities</b>	<b>23,141,844</b>	<b>499,062</b>	<b>913,059</b>	<b>200,690</b>	<b>43,505</b>	<b>11,841</b>	<b>193,123</b>	<b>1,875</b>

	Vivo	TData	ATelecom	TSTV	TVA Sul	Lemontree	Comercial Cabo	GTR-T
<b>Net income/(loss)</b>								
At March 31, 2013	895,816	(52,153)	(4,472)	(21,967)	(1,880)	(4,108)	(14,926)	(497)
At March 31, 2012	898,236	(40,146)	(6,761)	(12,141)	(1,478)	(3,385)	(6,011)	(357)

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)****b) Information of investees – Jointly controlled entities**

	At March 31, 2013			At December 31, 2012		
	Aliança	AIX	ACT	Aliança	AIX	ACT
<b>Assets</b>						
Current	111,224	16,304	10	116,322	13,414	10
Noncurrent	-	116,716	-	-	120,024	-
<b>Total assets</b>	<b>111,224</b>	<b>133,020</b>	<b>10</b>	<b>116,322</b>	<b>133,438</b>	<b>10</b>
<b>Liabilities</b>						
Current	2,144	3,664	2	2,302	3,280	-
Noncurrent	-	5,920	-	-	5,792	-
Equity	109,080	123,436	8	114,020	124,366	10
<b>Total liabilities</b>	<b>111,224</b>	<b>133,020</b>	<b>10</b>	<b>116,322</b>	<b>133,438</b>	<b>10</b>
	Aliança	AIX	ACT			
Net income (loss)						
At March 31, 2013	20	(465)	(1)			
At March 31, 2012	90	419	(2)			

**c) Changes in investments**

	Balances at 12.31.12 - Restated	Equity pickup	Dividends and IOE stated and approved	Other comprehensive income	Balances at 3.31.13
<b>Ownership interest</b>	<b>11,328,398</b>	<b>795,367</b>	<b>(932,000)</b>	<b>(5,866)</b>	<b>11,185,899</b>
<b>Full subsidiaries</b>	<b>11,209,200</b>	<b>795,813</b>	<b>(932,000)</b>	<b>(3,376)</b>	<b>11,069,637</b>
A. Telecom S.A.	640,768	(4,472)	-	(36)	636,260
Telefônica Data S.A.	305,336	(52,153)	-	(394)	252,789
Telefônica Sistemas de Televisão S.A.	163,128	(21,967)	-	-	141,161

Vivo S.A.	10,040,496	895,816	(932,000)	(2,946)	10,001,366
GTR Participações e Empreendimentos S.A	1,861	(497)	-	-	1,364
Lemontree Participações S.A.	11,404	(4,108)	-	-	7,296
Comercial Cabo TV São Paulo S.A.	42,096	(14,926)	-	-	27,170
TVA Sul Paraná S.A.	4,111	(1,880)	-	-	2,231
<b>Jointly controlled entities</b>	<b>119,198</b>	<b>(446)</b>	<b>-</b>	<b>(2,490)</b>	<b>116,262</b>
Aliança Atlântica Holding B.V.	57,010	20	-	(2,490)	54,540
Companhia AIX de Participações	62,183	(465)	-	-	61,718
Companhia ACT de Participações	5	(1)	-	-	4
<b>Goodwill</b>	<b>10,208,980</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>10,208,980</b>
<b>Other interest</b>	<b>23,683</b>	<b>-</b>	<b>-</b>	<b>(11,258)</b>	<b>12,425</b>
Other investments	23,683	-	-	(11,258)	12,425
<b>Total investments in Company</b>	<b>21,561,061</b>	<b>795,367</b>	<b>(932,000)</b>	<b>(17,124)</b>	<b>21,407,304</b>
Aliança Atlântica Holding B.V.	57,010	20	-	(2,490)	54,540
Companhia AIX de Participações	62,183	(465)	-	-	61,718
Companhia ACT de Participações	5	(1)	-	-	4
Other investments (a)	23,683	-	-	(11,258)	12,425
<b>Total investments in consolidated</b>	<b>142,881</b>	<b>(446)</b>	<b>-</b>	<b>(13,748)</b>	<b>128,687</b>

(a) Investments measured at fair value.

## Telefônica Brasil S. A.

## NOTES TO QUARTERLY INFORMATION

Quarter ended March 31, 2013

(In thousands of reais, unless otherwise indicated)

## 11. Property, Plant and Equipment (PP&amp;E), net

a) BreakdownAt March 31, 2013:

	Company			Consolidated		
	Cost of property, plant & equipment	Accumulated depreciation	Net balance	Cost of property, plant & equipment	Accumulated depreciation	Net balance
Switching equipment	11,760,612	(10,525,864)	1,234,748	15,631,317	(13,381,351)	2,249,966
Transmission means and equipment	20,698,477	(16,276,785)	4,421,692	31,117,654	(23,941,310)	7,176,344
Terminal equipment/modems	5,458,774	(4,362,036)	1,096,738	10,081,633	(8,572,763)	1,508,870
Infrastructure	8,626,947	(6,149,961)	2,476,986	13,186,686	(9,195,608)	3,991,078
TV material and equipment	-	-	-	1,073,059	(815,273)	257,786
Other	1,379,938	(1,237,327)	142,611	3,678,020	(2,907,867)	770,153
Provisions for loss	(13,558)	-	(13,558)	(18,568)	-	(18,568)
Assets and installations in progress	610,954	-	610,954	1,120,654	-	1,120,654
<b>Total</b>	<b>48,522,144</b>	<b>(38,551,973)</b>	<b>9,970,171</b>	<b>75,870,455</b>	<b>(58,814,172)</b>	<b>17,056,283</b>

At December 31, 2012:

	Company			Consolidated - Restated		
	Cost of property, plant & equipment	Accumulated depreciation	Net balance	Cost of property, plant & equipment	Accumulated depreciation	Net balance
Switching equipment	11,688,628	(10,459,546)	1,229,082	15,533,267	(13,282,873)	2,250,394
Transmission means and equipment	20,514,733	(16,165,541)	4,349,192	30,733,907	(23,667,500)	7,066,407
Terminal equipment/modems	5,293,989	(4,219,074)	1,074,915	9,887,923	(8,319,035)	1,568,888

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Infrastructure	8,620,997	(6,103,762)	2,517,235	13,303,406	(9,041,716)	4,261,690
TV material and equipment	-	-	-	1,054,592	(861,018)	193,574
Other	1,378,888	(1,224,644)	154,244	3,669,065	(2,863,220)	805,845
Provisions for loss	(14,262)	-	(14,262)	(19,073)	-	(19,073)
Assets and installations in progress	709,857	-	709,857	1,476,419	-	1,476,419
<b>Total</b>	<b>48,192,830</b>	<b>(38,172,567)</b>	<b>10,020,263</b>	<b>75,639,506</b>	<b>(58,035,362)</b>	<b>17,604,144</b>

b) Changes

	Balance at 12.31.12	Company Additions	Write-offs, net	Transfers, net	Depreciation (c)	Balance at 3.31.13
Switching equipment	1,229,082	1,270	-	70,714	(66,318)	1,234,748
Transmission means and equipment	4,349,192	94,348	(2,480)	100,953	(120,321)	4,421,692
Terminal equipment/modems	1,074,915	164,743	-	2,086	(145,006)	1,096,738
Infrastructure	2,517,235	3,406	(7,836)	31,454	(67,273)	2,476,986
Other	154,244	1,112	(66)	-	(12,679)	142,611
Provisions for loss (a)	(14,262)	-	2,717	(2,013)	-	(13,558)
Assets and installations in progress	709,857	105,740	(1,449)	(203,194)	-	610,954
<b>Total</b>	<b>10,020,263</b>	<b>370,619</b>	<b>(9,114)</b>	<b>-</b>	<b>(411,597)</b>	<b>9,970,171</b>

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)**

	Balance at 12.31.12 - Restated	Additions	Consolidated Write-offs, net (a)	Transfers, net (b)	Depreciation (c)	Balance at 3.31.13
Switching equipment	2,250,394	1,394	-	123,158	(124,980)	2,249,966
Transmission means and equipment	7,066,407	109,096	(3,112)	309,485	(305,532)	7,176,344
Terminal equipment/modems	1,568,888	193,724	(28)	2,088	(255,802)	1,508,870
Infrastructure	4,261,690	9,640	(7,664)	(93,154)	(179,434)	3,991,078
TV material and equipment	193,574	18,467	-	78,871	(33,126)	257,786
Other	805,845	5,266	(302)	20,375	(61,031)	770,153
Provisions for loss (a)	(19,073)	(414)	2,932	(2,013)	-	(18,568)
Assets and installations in progress	1,476,419	85,117	(2,057)	(438,825)	-	1,120,654
<b>Total</b>	<b>17,604,144</b>	<b>422,290</b>	<b>(10,231)</b>	<b>(15)</b>	<b>(959,905)</b>	<b>17,056,283</b>

(a) The Company and its subsidiaries recognized a provision for potential obsolescence of materials used in PP&E maintenance, based on levels of historical use and expected future use.

(b) Balances remaining in transfers stated in the previous cart refer to transfers between PP&E and intangible assets.

(c) Additions of costs and depreciation expenses are presented in "Depreciation and Amortization" in Notes 23, 24 and 25.

c) Depreciation rates

For the quarter ended March 31, 2013, PP&E were depreciated on a straight-line basis, at the following annual rates:

Switching equipment	10.00 to 33.33
Transmission means and equipment	5.00 to 14.29
Terminal equipment and modems	10.00 to 66.67
Infrastructure	4.00 to 66.67
TV material and equipment	8.00 to 20.00
Other PP&E	10.00 to 20.00

d) PP&E items given as guarantee

At March 31, 2013, the Company and its subsidiaries had PP&E items given in guarantee for lawsuits, amounting to R\$129,507 (R\$150,194 as of December 31, 2012) and R\$227,935 (R\$235,847 at December 31, 2012), Company and consolidated, respectively.

e) Capitalization of borrowing costs

At March 31, 2013 and December 31, 2012, the Company and its subsidiaries did not capitalize borrowing costs, as there were no qualifying assets.

## 12. INTANGIBLE ASSETS, NET

a) Breakdown

	Company		Consolidated	
	3.31.13	12.31.12	3.31.13	12.31.12 - Restated
Goodwill	-	-	10,225,280	10,225,280
Other intangible assets	15,522,672	15,730,850	19,628,381	19,780,417
<b>Total</b>	<b>15,522,672</b>	<b>15,730,850</b>	<b>29,853,661</b>	<b>30,005,697</b>

Breakdown of goodwill as of March 31, 2013 and December 31, 2012 is as follows:

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)**

Ajato Telecomunicação Ltda.	149
Spanish e Figueira (incorporado da TDBH) (a)	212,058
Santo Genovese Participações Ltda. (b)	71,892
Telefônica Televisão Participações S.A. (c)	780,693
Vivo Participações S. A. (d)	7,169,577
Telemig Celular S. A. (e)	133,896
Telemig Celular Participações S. A. (e)	1,485,172
Global Telecom S. A. (e)	204,762
Tele Centro Oeste Celular Participações S. A. (e)	150,930
Ceterp Celular S. A. (e)	16,151
<b>Total</b>	<b>10,225,280</b>

(a) Goodwill from partial spin-off of the company Spanish and Figueira, which was reversed to the Company upon merger with Telefonica Data Brasil Holding S.A. (TDBH) in 2006.

(b) Goodwill generated upon acquisition of equity control over Santo Genovese Participações (controlling member or Atrium Telecomunicações Ltda.) in 2004.

(c) Goodwill generated upon acquisition of Telefonica Televisão Participações TP (formerly Navytreet) merged in 2008. This is grounded on a future profitability study.

(d) Goodwill generated upon acquisition of Vivo Part. in April 2011.

(e) Goodwill arising from Vivo Part., reversed to the Company upon merger in 2011.

Breakdown of intangible assets as of March 31, 2013 and December 31, 2012 was as follows:

At March 31, 2013:

Company

Consolidated



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	Cost of intangible assets	Accumulated amortization	Net balance	Cost of intangible assets	Accumulated amortization	Net balance
<i>Software</i>	3,263,897	(2,709,876)	554,021	9,705,753	(7,818,823)	1,886,930
Customer portfolio	1,990,278	(445,411)	1,544,867	2,114,561	(569,694)	1,544,867
Trademark and patents	1,601,408	(127,818)	1,473,590	1,643,511	(169,921)	1,473,590
Licenses	12,644,000	(696,000)	11,948,000	16,987,547	(2,435,305)	14,552,242
Other	187,711	(185,517)	2,194	290,078	(264,289)	25,789
Software in progress	-	-	-	144,963	-	144,963
<b>Total</b>	<b>19,687,294</b>	<b>(4,164,622)</b>	<b>15,522,672</b>	<b>30,886,413</b>	<b>(11,258,032)</b>	<b>19,628,381</b>

At December 31, 2012:

	Company			Consolidated - Restated		
	Cost of intangible assets	Accumulated amortization	Net balance	Cost of intangible assets	Accumulated amortization	Net balance
<i>Software</i>	3,215,274	(2,652,564)	562,710	9,516,522	(7,625,698)	1,890,824
Customer portfolio	1,990,278	(383,269)	1,607,009	2,114,561	(507,552)	1,607,009
Trademark and patents	1,601,408	(106,767)	1,494,641	1,643,511	(148,870)	1,494,641
Licenses	12,644,000	(580,000)	12,064,000	16,987,547	(2,275,703)	14,711,844
Other	187,711	(185,221)	2,490	708,577	(683,520)	25,057
Software in progress	-	-	-	51,042	-	51,042
<b>Total</b>	<b>19,638,671</b>	<b>(3,907,821)</b>	<b>15,730,850</b>	<b>31,021,760</b>	<b>(11,241,343)</b>	<b>19,780,417</b>

b) Changes

	Balance at 12.31.12	Additions	Company Write-offs, net	Amortization (b)	Balance at 3.31.13
<i>Software</i>	562,710	48,624	10	(57,323)	554,021
Customer portfolio	1,607,009	-	-	(62,142)	1,544,867
Trademark and patents	1,494,641	-	-	(21,051)	1,473,590
Licenses	12,064,000	-	-	(116,000)	11,948,000
Other	2,490	-	-	(296)	2,194
<b>Total</b>	<b>15,730,850</b>	<b>48,624</b>	<b>10</b>	<b>(256,812)</b>	<b>15,522,672</b>

## Telefônica Brasil S. A.

## NOTES TO QUARTERLY INFORMATION

Quarter ended March 31, 2013

(In thousands of reais, unless otherwise indicated)

	Consolidated					
	Balance at 12.31.12 - Restated	Additions	Write-offs, net	Transfers, net (a)	Amortization (b)	Balance at 3.31.13
<i>Software</i>	1,890,824	83,065	6	105,431	(192,396)	1,886,930
Customer portfolio	1,607,009	-	-	-	(62,142)	1,544,867
Trademark and patents	1,494,641	-	-	-	(21,051)	1,473,590
Licenses	14,711,844	-	-	-	(159,602)	14,552,242
Other	25,057	1,474	-	1,438	(2,180)	25,789
Software in progress	51,042	126,286	-	(32,365)	-	144,963
<b>Total</b>	<b>19,780,417</b>	<b>210,825</b>	<b>6</b>	<b>74,504</b>	<b>(437,371)</b>	<b>19,628,381</b>

(b) Balances remaining in transfers stated in the previous chart refer to transfers between PP&E and intangible assets.

(b) Additions of costs and depreciation expenses are presented in "Depreciation and Amortization" in Notes 23, 24 and 25.

c) Amortization rates

For the quarter ended March 31, 2013, other intangible assets were amortized on a straight-line basis, at the following annual rates:

	Company	Consolidated
<i>Software</i>	20,00	20.00 to 33.33
Customer portfolio	10,00	9.00 to 15.00
Trademark and patents	5,00	5,00
Licenses	3.60 to 20.00	3.60 to 20.00
Other intangible assets	10.00 to 20.00	10.00 to 20.00

**13. PERSONNEL, SOCIAL CHARGES AND BENEFITS**

	Company		Consolidated	
	3.31.13	12.31.12	3.31.13	12.31.12 - Restated
Salaries and wages	31,351	34,771	58,296	38,640
Social charges and benefits	91,946	81,576	226,196	204,675
Profit sharing	31,855	89,433	67,940	172,937
<b>Total</b>	<b>155,152</b>	<b>205,780</b>	<b>352,432</b>	<b>416,252</b>

**14. TRADE ACCOUNTS PAYABLE**

	Company		Consolidated	
	3.31.13	12.31.12	3.31.13	12.31.12 - Restated
Trade accounts payable, sundry	1,712,621	1,741,088	4,457,043	5,205,202
Amounts to be passed through	93,364	93,239	140,496	151,809
Interconnection / networking	322,580	356,720	494,453	532,057
<b>Total</b>	<b>2,128,565</b>	<b>2,191,047</b>	<b>5,091,992</b>	<b>5,889,068</b>

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION**

Quarter ended March 31, 2013

(In thousands of reais, unless otherwise indicated)

**15. TAXES, CHARGES AND CONTRIBUTIONS**

	Company		Consolidated	
	3.31.13	12.31.12	3.31.13	12.31.12 - Restated
<b>Income taxes</b>	-	-	<b>196,005</b>	<b>243,399</b>
Income and social contribution taxes payable (a)	-	-	196,005	243,399
<b>Indirect taxes</b>	<b>514,228</b>	<b>559,112</b>	<b>2,162,798</b>	<b>2,026,600</b>
ICMS (b)	406,566	405,103	1,536,449	1,534,750
PIS and COFINS	86,528	135,006	297,912	362,911
Fust and Funttel	10,908	11,886	32,269	34,853
Fistel	-	-	197,501	-
Other	10,226	7,117	98,667	94,086
<b>Total</b>	<b>514,228</b>	<b>559,112</b>	<b>2,358,803</b>	<b>2,269,999</b>
Current	484,754	529,055	1,857,644	1,781,250
Noncurrent	29,474	30,057	501,159	488,749

(a) Income and social contribution taxes payable are stated net of payments based on estimates.

(b) Noncurrent liabilities include R\$449,817 as of March 31, 2013 (R\$437,295 as of December 31, 2012) which refers to ICMS - Programa Paraná Mais Emprego, resulting from an agreement with the Paraná State Government, involving the deferral of ICMS payment. This agreement establishes that ICMS shall be paid on the 49<sup>th</sup> month subsequent to that for which ICMS is computed. This amount is restated based on the Annual Restatement Factor (FCA) variation.

**16. LOANS, FINANCING AND DEBENTURES****16.1 – Loans and financing**

Loans and financing are stated at fair value, where applicable.

		Annual		Company		Consolidated	
	Currency	interest rate	Maturity	3.31.13	12.31.12	3.31.13	12.31.12
Financing – BNDES	URTJLP (a)	TJLP+3.73%	15/05/15	841,263	938,063	841,263	938,063
Financing – BNDES	URTJLP (a)	TJLP+1.73%	15/05/15	45,526	50,770	45,526	50,770
Financing – BNDES	R\$	5.50%	15/01/21	1,900	1,957	1,900	1,957
Loan – Mediocrédito	US\$	1.75%	02/02/14	6,081	9,310	6,081	9,310
Loan – Resolution No. 4131	US\$	4.10%	25/10/13	322,221	326,263	322,221	326,263
Financing – BNDES	URTJLP (a)	TJLP+0% to 4.30%	15/07/19	-	-	1,838,486	1,916,737
Financing – BNDES	UMBND (b)	ECM (c) + 2.38%	15/07/19	-	-	441,132	455,296
Financing – BNDES	R\$	4.50% to 5.50%	15/10/20	-	-	141,913	146,365
Loans - BEI	US\$	4.18% to 4.47%	02/03/15	-	-	771,897	795,601
Financing – BNB	R\$	10.00%	30/10/16	-	-	312,702	338,610
BBVA commission		0.43%	28/02/15	-	-	224	241
Financing – BNDES	URTJLP (a)	TJLP+5.0%	15/01/15	-	-	1,823	2,071
Financing – BNDES	URTJLP (a)	TJLP+5.70%	15/04/16	-	-	2,132	2,312
Financing – BNDES	URTJLP (a)	TJLP+9.00%	15/04/16	-	-	1,751	1,901
Financing – BNDES	R\$	5.50% and 8.70%	15/04/16	-	-	32,272	25,471
Financing - Leasing	R\$	14.70%	09/11/13	-	-	254	356
<b>Total</b>				<b>1,216,991</b>	<b>1,326,363</b>	<b>4,761,577</b>	<b>5,011,324</b>
Current				739,630	743,941	1,247,327	1,255,323
Noncurrent				477,361	582,422	3,514,250	3,756,001

(a) Long-term interest reference unit (URTJLP) used by the Brazilian Development Bank (BNDES) as the contractual currency in financing agreements.

(b) Currency unit based on a currency basket (UMBND) used by BNDES as a contractual currency in financing agreements based on funds raised in foreign currency.

(c) The Currency Basket Charge (ECM) is a rate quarterly disclosed by BNDES.



**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Quarter ended March 31, 2013**

**(In thousands of reais, unless otherwise indicated)**

Brazilian Development Bank (BNDES)

- In October 2007, a credit facility was approved for the Company to finance investment in products and services produced domestically. All of these funds have been withdrawn and investment thereof are proven and accepted by BNDES.
- In August 2007, Vivo took out a R\$1,530,459 financing from BNDES. Funds were released for the purpose of financing investment projects for implementation and expansion of the wireless capacity all over Brazil. Credits were released in installments and, as of December 31, 2011, no more funds were available for withdrawal. The agreement is effective for seven years. Principal will be repaid in 60 consecutive monthly installments as from September 15, 2009, after a two-year grace period.
- On October 14, 2011, a R\$3,031,110 credit facility was taken out from BNDES. These funds are used in investments of expansion and improvement of the current network, implementation of the infrastructure required for new technologies, from 2011 to 2013, and construction of a *data center* in the city of Tamboré (São Paulo State) and social projects.

This agreement is effective for eight years, with its grace period ending July 15, 2014, when only interest will be paid, on a quarterly basis. After this period, interest will be paid and principal repaid within 60 consecutive monthly installments.

As the interest rates applied to two of the five sub-credit lines of this financing are lower than those prevailing in the market (TJLP and TJLP + 1.48%), this operation qualifies for the scope of IAS 20/CPC 7. Accordingly, using the effective interest method defined by IAS 39/CPC 38, the following comparison was considered: (i) total debt calculated based on rates defined in contract, and (ii) total debt calculated based on rates used in the market (fair value). The government grant by BNDES, adjusted to present value and deferred in accordance with the useful life of the financed asset item, resulted in balance amounting to R\$17,548 through March 31, 2013 (R\$18,322 as of December 31, 2012).

Through March 31, 2013 and December 31, 2012, the amount of R\$1,802,113 has been released.

- In January 2010, a R\$319,927 financing line was approved to Vivo by BNDES through its Investment Maintenance Program (BNDES PSI). Funds borrowed are used to improve the network capacity through acquisition of domestic equipment previously registered with BNDES (subject to Finame), and released as investments made are evidenced. Through December 31, 2012, the amount of R\$184,489 was released and the remaining R\$135,438 balance was canceled.

As the interest rates applied to this financing are lower than those prevailing in the market (4.5% to 5.5% p.a. fixed), this operation qualifies for the scope of IAS 20/CPC 7. Accordingly, using the effective interest method defined by IAS 39/CPC 38, the following comparison was considered: (i) total debt calculated based on rates determined in contract, and (ii) total debt calculated based on rates used in the market (fair value). The government grant by BNDES, adjusted to present value and deferred in accordance with the useful life of the financed asset item, resulted in balance amounting to R\$22,594 through March 31, 2013 (R\$23,876 as of December 31, 2012).



**Telefônica Brasil S. A.**

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**Quarter ended March 31, 2013**

**(In thousands of reais, unless otherwise indicated)**

- With the merger process, Vivo responded for the financing agreements which belonged to former Vivo Part. whose balance amounted to R\$ 25,933 as of March 31, 2013 (R\$ 26,825 at December 31, 2012).
- In November 2010 and in March 2011, BNDES approved credit facilities for Comercial Cabo TV São Paulo amounting to R\$ 40,163. On December 28, 2012, a R\$9,493 financing line was approved by BNDES, for 36 months, with six-month grace period for principal, fully released as investments made are proved. Through March 31, 2013, R\$ 41,950 (R\$ 41,950 at December, 2012) had been released. These transactions also fall into the scope of IAS 20/CPC 7 because the interest rate is lower than the market rate (2.5% p.a. and 5.5% p.a. fixed), and the subvention granted by BNDES, adjusted to present value, resulted – as of March 31, 2013 – in the amount of R\$ 2,469 (R\$ 2,404 at December 31, 2012).
- In December 2010, BNDES, through its Investment Maintenance Program (BNDES PSI), approved a R\$5,417 financing line for the Company. Through March 31, 2013, balance amounted to R\$ 1,900 (R\$ 1,946 as of December 31, 2012). This transaction also falls into the scope of IAS 20/CPC 7 because the interest rate is lower than the market rate (5.5% p.a. fixed), and the subvention granted by BNDES, adjusted to present value, resulted – as of March 31, 2013 – in the amount of R\$ 320 (R\$ 331 as of December 31, 2012).
- On December 28, 2012, R\$21,783 and R\$331,698 financing lines were approved for the Company and Vivo, respectively, by BNDES, at the rate of 2.5% p.a., for 60 months, 24 grace period for principal, which will be released as investments made are proved.

Médiocrédito

Loan taken out in 1993 by Telecomunicações Brasileiras S.A. (Telebrás) from *Instituto Centrale per il Credito a Médio Termine (Mediocredito Centrale)* amounting to US\$45,546, with semiannual repayments and maturity by 2014. This loan was taken in order to build rural telephony via satellite in the state of Mato Grosso. A derivative was taken out to hedge the Company against currency risks related to this debt and, as it is an effective hedge, the hedge accounting methodology was adopted. Therefore, as of March 31, 2013, the risk against which the Company was hedged by this instrument was recognized in the balance

sheet at its fair value as of the balance sheet date.

Banco Europeu de Investimentos - BEI

Vivo took out a €250 million (equivalent to U\$365 million) financing from BEI. Funds were released in two installments, the first of which on December 19, 2007, and the second on February 28, 2008. The agreement will be effective for seven years, with principal amount repayment in two installments, on December 19, 2014 and March 2, 2015. Interest is collected on a semiannual basis, according to each release date. This financing is secured with a *swap* agreement that converts the currency risk into a percentage of CDI variation.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)**Banco do Nordeste – BNB

- On January 29, 2007, Vivo S.A. took out a credit facility from BNB amounting to R\$ 247,240. Funds borrowed were used to expand coverage and increase mobile network capacity in the Northeastern region of Brazil. This agreement will be effective for ten years, with principal amount repaid in 96 installments, after a two-year grace period.
- On October 30, 2008, Vivo S.A. took out a credit facility from BNB amounting to R\$ 389,000. Funds borrowed were used to expand coverage and increase mobile network capacity in the Northeastern region of Brazil. This agreement will be effective for ten years, with principal amount repaid in 96 installments, after a two-year grace period.

**16.2 – Debentures**

			Company/Consolidated		
	Currency	Charges	Maturity	3.31.13	12.31.12
Debentures (4th issue) - 1st and 2nd series	R\$	106.00% to 112.00% of CDI	15/10/14	758,060	744,678
Debentures (4th issue) – 3rd series	R\$	IPCA+7.00%	15/10/14	96,808	96,249
Debentures (1st issue) – Telemig	R\$	IPCA+0.50% 100.00% of CDI	05/07/21	73,790	72,137
Debentures (3rd issue)	R\$	+ 0.75	10/09/17	2,007,757	2,044,674
Cost of issues	R\$			(1,547)	(1,833)
<b>Total</b>				<b>2,934,868</b>	<b>2,955,905</b>
Current				678,768	702,215
Noncurrent				2,256,100	2,253,690

Funds raised by Vivo Part.

4th Issue

On September 4, 2009, the Board of Directors of Vivo Part. approved the 4th public issue, by Vivo Part., of simple, registered, book-entry debentures nonconvertible into unprivileged shares of the company's issue, with a ten-year interest accrual period.

The total issue amounted was R\$810 million, basic offering of which corresponded to R\$600 million, plus R\$210 million due to full exercise of the additional debentures option.

Total 810,000 (eight hundred ten thousand) debentures were issued in three series: 98,000 debentures in the 1st series, 640,000 in the second series and 72,000 in the third series. The number of debentures allocated to each series was jointly decided in an agreement between Vivo Part. and the leading coordinator of the offer after completion of the blockbuilding procedure.

Remuneration of the 1st series was 108.00% of CDI, of the 2nd series was 112.00% of CDI, and of the 3rd series was a coupon of 7.00% p.a. on face value restated based on Brazil's Extended Consumer Price Index (IPCA) variation. These debentures accrue interest payable on a semiannual basis in the 1st and 2nd series and annual basis in the 3rd series.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Quarter ended March 31, 2013**

**(In thousands of reais, unless otherwise indicated)**

The funds raised from the issue of the offering were used for full payment of the debt relating to the 6th issue of commercial promissory notes of Vivo Part. and to support its working capital.

Transaction costs in connection with this issue, amounting to R\$ 607 as of March 31, 2013 (R\$ 840 as of December 31, 2012), were allocated to a liabilities reducing account as deferred cost and are recorded as financial expenses, pursuant to the contractual terms of this issue. The effective rate this issue, considering transaction costs, is 112.13% of CDI.

Debenture holders, in meeting held on July 29, 2011 (first call), decided to approve transfer of 4th Public Distribution debentures issued by Vivo Part. to Telefonica Brasil with no changes to terms and conditions, and the correspondent amendment of the indenture in order to reflect change in issuer's ownership.

On July 24, 2012, the Company's Board of Directors approved the proposal to reschedule the 1st series of 4th issue, amounting to R\$98 million at 106% CDI.

On October 15, 2012, the Company renegotiated the 1st series of the 4th debenture issuance under the conditions approved by the Board of Directors in a meeting held on July 24, 2012. Total value renegotiated was R\$93,150 and the Company redeemed debentures held by dissenting debenture holders in the amount of R\$4,850, and kept them in treasury for later cancellation.

Rescheduling of the 2<sup>nd</sup> and 3<sup>rd</sup> series is provided for as follows: 2<sup>nd</sup> series, on October 15, 2013, 3<sup>rd</sup> series, on October 15, 2014.

The balance of this account at March 31, 2013 was R\$854,868 (R\$840,927 at December 31, 2012).

Fund raised by Telemig Celular S.A.(Telemig. company merged into Vivo Part. as of June 1, 2010)

1<sup>st</sup> Issue

Abiding by the SMP Service Agreement, in compliance with Public Selection No. 001/07, the state of Minas Gerais, through the State Department for Economic Development, has undertaken to subscribe debentures issued by Telemig, within the scope of the “Minas Comunica” Program, using proceeds from the Fund for Universal Access to Telecommunications Services (Fundo de Universalização do Acesso a Serviços de Telecomunicações) – FUNDOMIC. Under the terms of this program, Telemig would make SMP services available to 134 locations in the areas registered under No. 34, No. 35 and No. 38.

Also according to the program, 5,550 simple, registered, book-entry debentures nonconvertible into unprivileged shares, with no stock certificates issued, would be issued in up to five series.

In consideration for the certification by the State Department of Economic Development of the service to be provided to 15 locations, 621 debentures were issued in the 1st series of the 1st issue, amounting to R\$ 6,210 in December 2007. In March 2008, for the service in 42 locations, 1,739 debentures were issued in the 2nd series of the 1st issue, amounting to R\$ 17,390. At December 31, 2008, for the service in 77 locations, 3,190 debentures were issued in the 3rd series of the 1st issue, amounting to R\$ 31,900, thus completing the program for providing services to 134 locations inside the state of Minas Gerais.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Quarter ended March 31, 2013**

**(In thousands of reais, unless otherwise indicated)**

The balance of this account at March 31, 2013 was R\$73,790 (R\$72,137 at December 31, 2012).

Fund raised by the Company

3<sup>rd</sup> Issue

On July 24, 2012, the Company's Board of Directors approved a proposal to raise funds from local financial market through issue of simple debentures nonconvertible into shares of the Company, amounting up to R\$2 billion, with a maximum seven-year term and firm underwriting.

On September 10, 2012, total 200,000 (two hundred thousand) simple, registered, book-entry debentures nonconvertible into unprivileged shares of the Company's issue were issued in a single series, with unit face value of R\$10,000.00 (ten thousand reais), totaling R\$2 billion, under the terms of CVM Rule No. 476, of January 16, 2009, with public distribution and limited placement efforts.

Remuneration is 100.00% of CDI, plus *spread* of 0.75% p.a., based on 252 working days. These debentures yield interest with semiannual payments, with interest accrual period of five years, maturing on September 10, 2017. Unit face value of each debenture will be fully repaid in a lump sum, on the maturity date.

Debentures are not subject to rescheduling.

Funds obtained through this limited offering were allocated to: (i) direct investment in 4th generation (4G) wireless phone services, specifically to settle the authorization price obtained by Vivo in the 4G auction;

and (ii) sustaining liquidity and extension of other debts already incurred by the Company.

Transaction costs in connection with this issue, amounting to R\$ 940 as of March 31, 2013 (R\$ 993 as of December 31, 2012), were allocated to a liabilities reducing account as deferred cost and are recorded as financial expenses, pursuant to the contractual terms of this issue.

The balance of this account at March 31, 2013 was R\$2,007,757 (R\$2,044,674 at December 31, 2012).

### **16.3 – Payment schedule**

Breakdown of noncurrent loans, financing and debentures as of March 31, 2013 by year of maturity is as follows:



**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)**

<u>Year</u>	Company	Consolidated
2014	488,360	1,074,589
2015	170,193	1,151,924
2016	283	434,526
2017	2,000,283	2,388,108
2018 onwards	74,342	721,203
<b>Total</b>	<b>2,733,461</b>	<b>5,770,350</b>

**16.4 – Covenants**

The Company and Vivo have loans and financing taken out from BNDES, the balance of which as of March 31, 2013 was R\$ 3,166,407 (R\$ 3,360,866 as of December 31, 2012). In accordance with the agreements, there are financial and economic indexes that should be considered on a semiannual and annual basis. At this same date, all economic and financial indexes for the agreements in effect were met.

4th issue debentures, net of issue costs, as of March 31, 2013 amounted to R\$ 853,321 (R\$ 839,094 as of December 31, 2012) and have economic and financial indexes that should be calculated on a quarterly basis. At this same date, all economic and financial indexes for the agreements were met.

Telemig's (company merged into Vivo Part. as of June 1, 2010) agreement with the State Department of Economic Development referring to debentures – amounting to R\$ 73,790 as of March 31, 2013 (R\$ 72,137 at December 31, 2012) – includes covenants as for in-court and out-of-court reorganization, liquidation, spin-off, insolvency, voluntary bankruptcy or bankruptcy, lack of payment, non-compliance with non-fiduciary commitments and compliance with certain financial indexes. On the same date, all these covenants were met.

**16.5 - Guarantees**

At March 31, 2013, guarantees were given for part of loans and financing of the Company and Vivo, as follows:

<u>Banks</u>	<u>Loan/financing balance</u>	<u>Guarantees</u>
Brazilian Development Bank (BNDES)	R\$1,838,486 (URTJLP)	<ul style="list-style-type: none"> <li>• Agreement (2007). R\$ 437,340: Guarantee in receivables referring to 15% of the higher of debt balance or 4 (four) times the highest installment.</li> <li>• Agreement (PSI). R\$141,913: disposal of financed asset items.</li> </ul>
	R\$441,132 (UMBND)	<ul style="list-style-type: none"> <li>• Agreement (2011). R\$ 1,842,278: Guarantee in receivables referring to 15% of the higher of debt balance or 4 (four) times the highest installment.</li> </ul>
	R\$141,913 (PSI - Vivo)	<ul style="list-style-type: none"> <li>• Telefonica Brasil is the intervening guarantor</li> </ul>
European Investment Bank (BEI)	R\$771,897	<ul style="list-style-type: none"> <li>• Commercial risk guaranteed by Banco BBVA Spain.</li> </ul>
		<ul style="list-style-type: none"> <li>• Bank guarantee provided by Banco Bradesco S.A. amounting to approximately 100% of the financing obtained.</li> </ul>
BNB - BNB	R\$312,702	<ul style="list-style-type: none"> <li>• Establishing a liquid fund comprising short-term investments at amounts equivalent to 3 (three) repayment installments by reference to the average post-grace period installment.</li> </ul>
		<ul style="list-style-type: none"> <li>• Telefonica Brasil is the intervening guarantor</li> </ul>

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION**

Quarter ended March 31, 2013

(In thousands of reais, unless otherwise indicated)

**17. Dividends and interest on equity (IOE)**

Dividends and interest on equity receivable and payable.

a) Breakdown of receivables:

	Company		Consolidated	
	3.31.13	12.31.12	3.31.13	12.31.12 - Restated
Vivo	2,298	390,747	-	-
Aliança	1,140	1,140	1,140	1,140
ATelecom	2,218	2,218	-	-
<b>Total</b>	<b>5,656</b>	<b>394,105</b>	<b>1,140</b>	<b>1,140</b>

b) Changes in receivables:

	Company	Consolidated
<b>Balance at 12.31.12 - Restated</b>	<b>394,105</b>	<b>1,140</b>
Supplementary dividends in 2012	932,000	-
Dividends and IOE received	(1,320,449)	-
<b>Balance at 3.31.13</b>	<b>5,656</b>	<b>1,140</b>

For the cash flow statement, interest on shareholder's equity and dividends received from subsidiaries are allocated to the Investing Activity group.

c) Breakdown of payables:

	Company/Consolidated	
	3.31.13	12.31.12
Non-controlling shareholders	534,730	467,831
<b>Total</b>	<b>534,730</b>	<b>467,831</b>

d) Changes in payables:

	Company / Consolidated
<b>Balance at 12.31.12</b>	<b>467,831</b>
Supplementary dividends in 2012	1,650,000
Dividends and IOE received	(1,583,101)
<b>Balance at 3.31.13</b>	<b>534,730</b>

Interest on shareholder's equity and dividends not yet claimed by shareholders expire in three years from the date payment commences. Should dividends and interest on shareholder's equity expire, these amounts are recorded against equity and then distributed.

For the cash flow statement, interest on shareholders' equity and dividends paid to shareholders are allocated to the Financing Activity group.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)****18. PROVISIONS**a) Breakdown:

	Company		Consolidated	
	3.31.13	12.31.12 - Restated	3.31.13	12.31.12 - Restated
Provision for judicial and administrative proceedings				
Labor	629,271	598,733	751,093	717,247
Tax	1,358,370	1,336,071	1,987,911	1,952,050
Civil and regulatory	598,993	568,225	843,231	795,294
<b>Subtotal</b>	<b>2,586,634</b>	<b>2,503,029</b>	<b>3,582,235</b>	<b>3,464,591</b>
Contingent liabilities (a)	267,967	264,520	267,967	264,520
Provision for demobilization (b)	22,868	24,935	229,687	221,316
<b>Total</b>	<b>2,877,469</b>	<b>2,792,484</b>	<b>4,079,889</b>	<b>3,950,427</b>
Current	347,808	334,852	521,111	496,790
Noncurrent	2,529,661	2,457,632	3,558,778	3,453,637

(a) Arising from PPA generated in acquisition of the controlling interest of Vivo Part. in 2011.

(b) Refers to costs to be incurred to return the *sites* (locations for installation of base radio, equipment and real estate) to their respective owners in the same state as they were at the time of execution of the initial lease agreement.

The Company, as an entity and also as successor to the merged companies, and its subsidiaries are a party in labor, tax and civil claims filed in different courts. The management of the Company and its subsidiaries, based on the opinion of its legal counsel, recognized provisions for those cases in which an unfavorable outcome is considered probable.

b) Changes:

	Company					
	Provision for contingencies					Provision for demobilization
	Labor	Tax	Civil and regulatory	Contingent liabilities (PPA)		
<b>Balances at 12.31.12 - Restated</b>	<b>598,733</b>	<b>1,336,071</b>	<b>568,225</b>	<b>264,520</b>	<b>24,935</b>	<b>2,792,484</b>
Inflows	105,083	4,460	29,140	1,334	-	140,017
Write-offs by reversal	(63,021)	-	(12,674)	(441)	(2,067)	(78,203)
Write-offs by payment	(18,851)	-	(7,075)	-	-	(25,926)
Monetary restatement	7,327	17,839	21,377	2,554	-	49,097
<b>Balances at 3.31.13</b>	<b>629,271</b>	<b>1,358,370</b>	<b>598,993</b>	<b>267,967</b>	<b>22,868</b>	<b>2,877,469</b>
Current	38,642	-	309,166	-	-	347,808
Noncurrent	590,629	1,358,370	289,827	267,967	22,868	2,529,661

	Consolidated					
	Provision for contingencies					Provision for demobilization
	Labor	Tax	Civil and regulatory	Contingent liabilities (PPA)		
<b>Balances at 12.31.12 - Restated</b>	<b>717,247</b>	<b>1,952,050</b>	<b>795,294</b>	<b>264,520</b>	<b>221,316</b>	<b>3,950,427</b>
Inflows	115,138	9,886	64,662	1,334	10,755	201,775
Write-offs by reversal	(65,352)	(2,146)	(22,915)	(441)	(2,516)	(93,370)
Write-offs by payment	(23,397)	(2,459)	(17,563)	-	-	(43,419)
Monetary restatement	7,457	30,580	23,753	2,554	132	64,476
<b>Balances at 3.31.13</b>	<b>751,093</b>	<b>1,987,911</b>	<b>843,231</b>	<b>267,967</b>	<b>229,687</b>	<b>4,079,889</b>
Current	80,885	23,616	416,610	-	-	521,111
Noncurrent	670,208	1,964,295	426,621	267,967	229,687	3,558,778

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)****18.1 Labor contingencies and provisions**

<u>Risk</u>	Company		Amount	
	03.31.13	12.31.12	03.31.13	12.31.12
Probable	629,271	598,733	751,093	717,247
Possible	50,979	61,756	277,279	274,156

Provisions and labor contingencies refer to labor claims filed by former's employees and employees at outsourced companies (the later alleging joint or subsidiary liability) claiming for, among others, overtime, equal pay for like work, post-retirement salary supplements, job hazard premium, additional for unhealthy work conditions and claims related to outsourced services.

The Company is also defendant in labor claims filed by retired former employees regarding the Medical Care Plan for Retired Employees (PAMA), which require, among other issues, the annulment of the change occurred in such plan. The claims await the decision by the Regional Labor Court of São Paulo. Based on the opinion of its legal advisors and the current jurisdictional benefits, management considers this claim as a possible risk. No amount has been assigned for these claims, since in the case of loss, estimating the corresponding amount payable by the Company is not practicable at this time.

Additionally, the Company is part to public civil actions filed by the Department of Labor, in respect of the decision to restrain the Company to continue hiring outsourced companies to carry out the Company's main activities. No amounts were assigned to the possible likelihood of an unfavorable outcome related to these public civil actions in the table above, since in these phases, in the event of loss, it is not possible to estimate the monetary loss for the Company.

**18.2 Tax contingencies and provisions**

<u>Risk</u>	Amount			
	Company		Consolidated	
	03.31.13	12.31.12	03.31.13	12.31.12
Probable	1,358,370	1,336,071	1,987,911	1,952,050
Possible	7,276,884	6,955,316	14,222,644	13,738,155

**Tax provisions***Federal taxes*

At March 31, 2013, the Company was party to lawsuits and administrative proceedings related to (i) Unemployment Compensation Fund (FGTS) required by INSS on deposits made by employers (the discussion does not result in the reduction of part of FGTS deposits made by the Company on behalf of employees); (ii) letters of protest resulting from the non-approval of compensation and refund requests, formulated by the Company; (iii) social contributions regarding alleged lack of payment of 11% over the value of several contractor's invoices and receipts for transfer of labor; (iv) CIDE levied on the remittance of funds abroad relating to technical services, administrative assistance and to services of similar nature, as well as royalties; (e) fixed: non-inclusion of interconnection expenses and industrial application of dedicated line (EILD) in the FUST tax base and Mobile operations: non-inclusion of revenues from interconnection in the FUST tax base; (vi) contribution to *Empresa Brasileira de Comunicação*, created by Law No. 11652/08; (vii) TFI/TFF on mobile stations; (viii) IRRF on Interest on Equity; (ix) Public Price for Numbering Resources Management (PPNUM) by ANATEL introduced by Resolution No. 451/06; (x) IRPJ/PIS/COFINS resulting from the non-approval of the companies' offset and refund requests; (xi) Social Investment Fund (Finsocial) offset amounts; (xii) lack of withholding social contribution levied on services rendered, remuneration, salaries and other salary bases; (xiii) COFINS – Requirement resulting from non-inclusion of financial income into the tax base; (xiv) increase in PIS and COFINS tax bases, and increase in COFINS rates, required by Law No. 9718/98, and (xv) Tax on Net Income (ILL). At March 31, 2013, total provisions amounted to R\$1,345,541 (R\$1,323,434 at December 31, 2012) for Company and R\$1,890,746 (R\$1,860,803 at December 31, 2012) for consolidated.



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State taxes

At March 31, 2013, the Company and its subsidiaries had administrative and judicial proceedings in progress referring to (i) ICMS credits on electric power and credits without documentation; (ii) ICMS not levied on telecommunication services; (iii) disallowance of ICMS tax incentives for cultural projects; (iv) ICMS on TV subscription, and (v) environmental administrative fine. At March 31, 2013, total provisions amounted to R\$39 (R\$36 at December 31, 2012) for Company and R\$72,078 (R\$67,426 at December 31, 2012) for consolidated.

Municipal taxes

At March 31, 2013, the Company and its subsidiaries were parties to various tax legal claims at municipal level, which, based on the opinion of their legal advisers, are classified as a probable loss. At March 31, 2013, total provisions amounted to R\$12,790 (R\$12,601 at December 31, 2012) for Company and R\$16,896 (R\$16,648 at December 31, 2012) for consolidated.

The referred to claims comprise: (i) Municipal real property tax (IPTU); (ii) ISS levied on chattel lease services and secondary and complementary activities, (iii) Surveillance, Control and Inspection Fee (TVCF).

Other provisions

At March 31, 2013, the Company and its subsidiaries recorded other provisions, relating to legal claims, both in the administrative and in the judicial sphere, related to ISS on effective provision of services of lease, sublease, right of way or use right, shared or not, of railway, highway, poles, cables, ducts and conducting wires of any kind. At March 31, 2013, the consolidated provisioned amounts totaled R\$8,191

(R\$7,173 at December 31, 2012).

**Tax contingencies**

*Federal taxes*

At March 31, 2013, the Company and its subsidiaries were parties to various administrative and judicial proceedings in the federal sphere, which are pending judgment at various court levels. At March 31, 2013, total amount was R\$1,396,399 (R\$1,430,670 at December 31, 2012) for Company and R\$3,129,025 (R\$3,146,736 at December 31, 2012) for consolidated.

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Key proceedings refer to: (i) protest letters due to non-ratification of compensation requests made by the Company; (ii) fine for distribution of dividends even in view of the alleged existence of outstanding debts payable to the federal government; (iii) social security contribution (INSS) on compensation payment for salary devaluation arising from losses caused by “Plano Verão” (Summer Plan) and “Plano Bresser” (Bresser Plan), SAT (Occupational Accident Insurance), Social Security and payables to third parties (INCRA and SEBRAE), supply of meals to employees, 11% retention (labor assignment); (iv) IRRF on the funds remittance abroad related to technical services and to administrative support and similar services, as well as royalties; (v) PIS levied on *roaming*; (vi) CPMF levied on operations resulting from the technical cooperation agreement with the National Treasury Department (STN) (offsetting through the Integrated System of Federal Government Financial Administration - SIAFI) and on foreign-exchange contracts required by the Brazilian Central Bank; (vii) IRPJ and CSLL related to deductions on revenues from reversal of provisions; (viii) IRPJ and CSLL - disallowance of costs and sundry expenses not evidenced; (ix) deductions of COFINS from loss in swap transactions; (x) PIS / COFINS accrual basis versus cash basis; (xi) IRPJ payable in connection with allocation of excess funds to Northeast Investment Fund (FINOR), Amazon Region Investment Fund (FINAM) or Economic Recovery Fund of the State of Espírito Santo (FUNRES); (xii) IRPJ on derivative operations; (xiii) IRPJ and CSLL – disallowance of expenses related to the goodwill paid in the acquisition of Celular CRT S.A., goodwill arising from the privatization process and Vivo’s corporate restructuring, and (xiv) Contribution to Empresa Brasileira de Comunicação, created by Law No. 11652/08.

According to Management and the Company’s legal advisers, the likelihood of loss in these proceedings is possible.

State taxes

At March 31, 2013, the Company and its subsidiaries were parties to various administrative and judicial proceedings related to ICMS, in the state level, which are pending judgment at various court levels. At March 31, 2013, total amount was R\$4,361,054 (R\$4,014,790 at December 31, 2012) for Company and R\$6,311,462 (R\$5,870,365 at December 31, 2012) for consolidated.

Main proceedings refer to: (i) provision of facility, utility and convenience services and rental of the “Speedy” service modem; (ii) international calls (DDI); (iii) undue credit related to the acquisition of items intended to property, plant and equipment and lack of proportionate credit reversal referring to the acquisition of property, plant and equipment items; (iv) amounts unduly appropriated as ICMS tax credits; (v) service provided outside São Paulo state with ICMS paid to São Paulo State; (vi) co-billing; (vii) tax substitution with a fictitious tax base (tax guideline); (viii) use of credits related to acquisition of electric power; (ix) secondary activities, value added and supplementary services (Agreement 69/98); (x) tax credits related to opposition/challenges referring to telecommunications services not provided or mistakenly charged (Agreement 39/01); (xi) shipment of goods with prices lower than acquisition prices (unconditional discounts); (xii) deferred collection of ICMS-interconnection (DETRAF – Traffic and Service Provision Document); (xiii) credits derived from tax benefits granted by other states; (xiv) disallowance of tax incentives related to cultural projects; (xv) transfers of assets among business units owned by the Company; (xvi) communications service tax credits used in provision of services of the same nature; (xvii) card donation for prepaid service activation; (xviii) reversal of credit from return and free lease in connection with assignment of networks (used by the Company itself and exemption from public bodies); (xix) Detraf fine; (xx) ICMS on own consumption; (xxi) ICMS on exemption from public bodies; (xxii) issue of invoices with negative ICMS, and (xxiii) rewriting of tax book with no previous approval by tax authorities.

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According to Management and the Company's legal advisers, the likelihood of loss in these proceedings is possible.

Municipal taxes

At March 31, 2013, the Company and its subsidiaries were parties to various administrative and judicial proceedings at the municipal level, which are pending judgment at various court levels. At March 31, 2013, total amount was R\$380,416 (R\$383,397 at December 31, 2012) for Company and R\$546,292 (R\$544,323 at December 31, 2012) for consolidated.

Main proceedings refer to: (i) ISS – secondary activities, value added and supplementary services; (ii) withholding ISS; (iii) IPTU; (iv) land use fee; (v) sundry municipal fees; (vi) tariff for Use of Mobile Network (TUM), infrastructure lease; (vii) advertising services; (viii) services provided by third parties; (ix) business management consulting services provided by Telefonica Internacional (TISA), and (x) ISS tax levied on caller ID services and on cell phone activation.

According to Management and the Company's legal advisers, the likelihood of loss in these proceedings is possible.

ANATEL

Universal Telecommunication Services Fund (FUST)

Injunction petitioned separately by landline and wireless carriers for acknowledgement of their right to:  
Landline phone carriers: not include interconnection and EILD expenses in the FUST base and Wireless carriers: not include interconnection revenue in the FUST base, pursuant to Abridgement No. 7, of December 15, 2005, since it disagrees with the provisions of the sole paragraph, article 6, of Law No. 9998/00, which are waiting to be tried in the court of appeals.

A number of delinquency notices referring to debit entry issued by ANATEL in the administrative level to set up the tax credit related to interconnection, EILD and other revenues that are not earned from the provision of telecommunications services.

At March 31, 2013, total amount was R\$893,848 (R\$883,771 at December 31, 2012) for Company and R\$1,996,900 (R\$1,970,800 at December 31, 2012) for consolidated.

According to Management and the Company's legal advisers, the likelihood of loss in these proceedings is possible.

Telecommunications Technology Development Fund (FUNTTEL)

At March 31, 2013, the Company and its subsidiaries were parties to administrative and judicial proceedings which are pending judgment at the lower administrative court and the court of appeals. At March 31, 2013, total amount was R\$197,108 (R\$195,126 at December 31, 2012) for Company and R\$623,011 (R\$614,314 at December 31, 2012) for consolidated.

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Such proceedings concern the collection of contributions to FUNTTEL on other revenues (not related to telecom services), as well as on income and expenses transferred to other operators (interconnection).

According to Management and the Company's legal advisers, the likelihood of loss in these proceedings is possible.

*Telecommunications Inspection Fund (FISTEL)*

Because extension of the effective license period to use telephone switches in connection with use of STFC (landline phone carriers) and extension of the right to use radiofrequency in connection with wireless service (wireless carriers), ANATEL charges the Installation Inspection Fee (TFI).

This collection is based on ANATEL's understanding that such extension would represent a taxable event for TFI. The Company and its subsidiaries understand that such collection is unjustified, and separately challenged the aforesaid fee in court. At March 31, 2013, total amount was R\$48,059 (R\$197,666 at December 31, 2012) for the Company, with deposit in full, and R\$1,613,794 (R\$1,589,479 at December 31, 2012) for consolidated, without the respective deposit in full.

According to Management and the Company's legal advisers, the likelihood of loss in these proceedings is possible.

*Public Price for Numbering Resources Management (PPNUM)*

Vivo, along with other wireless carriers in Brazil, are challenging in court the tariff charged by ANATEL for use by such carriers of the numbering resources managed by the agency. When charged by ANATEL, Vivo made a judicial deposit referring to the amounts payable. On April 23, 2009, the carriers received a favorable sentence and the lawsuit is currently waiting to be tried at the court of appeals. At March 31, 2013, total amount was R\$ 2,160 (R\$ 2,138 at December 31, 2012).

According to Management and the Company's legal advisers, the likelihood of loss in these proceedings is possible.

### 18.3 Civil and regulatory contingencies and provisions

Risk	Company		Amount	
	03.31.13	12.31.12	03.31.13	12.31.12
Probable	598,993	568,225	843,231	795,294
Possible	2,045,410	2,012,725	2,700,765	2,656,850

#### Provisions for civil contingencies

- The Company is party to various claims related to rights to receive additional shares calculated vis-à-vis network expansion plans after 1996 (share supplement processes). Such claims are at several stages: Lower court, Justice and Higher Court of Justice. Considering the likelihood of an unfavorable outcome as probable as of March 31, 2013, the Company set up a provision amounting to R\$32,914 (R\$31,260 as of December 31, 2012).



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- The Company and its subsidiaries are parties to civil proceedings in the administrative and judicial sphere, the object of which is the provision of services. This proceedings are filed by individual consumers, civil associations representing consumer rights, PROCON, as well as the State and Federal Public Prosecutor's Offices. Similarly, the Company and its subsidiaries are defendants or plaintiffs in other proceedings having as object matters other than those related to the normal course of business. At March 31, 2013, provisions amounted to R\$207,419 (R\$193,216 at December 31, 2012) for Company and R\$404,307 (R\$377,649 at December 31, 2012) for consolidated.

- The Company is also involved in various lawsuits filed by individual consumers, with similar characteristics, which individually are not considered to be material, based on provision analysis, the historical average of losses in similar proceedings. At March 31, 2013, provision set up amounted to R\$80,672 (R\$78,711 at December 31, 2012).

**Provision for regulatory contingencies**

At March 31, 2013, the Company and its subsidiaries were parties in administrative proceedings against ANATEL, which were filed based on alleged noncompliance with obligations set forth in industry regulations, as well as in legal claims discussing sanctions by ANATEL at the administrative level. The likelihood of an unfavorable outcome for these proceedings was rated as probable. Therefore, as of March 31, 2013, provisions were set up at R\$277,988 (R\$265,038 as of December 31, 2012) for the Company, and R\$325,338 (R\$307,674 as of December 31, 2012) for consolidated.

**Civil contingencies**

- Community Telephone Plan (PCT): Refers to a Public Interest Suit to which the Company is a party and which is related to the PCT, a plan that allows purchasers of telephone line expansion plans who did not receive shares for their financial investment to claim indemnity rights, in the city of Mogi das Cruzes. The total amount is approximately R\$ 248,737 (R\$236,236 as of December 31, 2012). The likelihood of

loss in this proceeding was deemed as possible by legal counsels. The São Paulo State Court of Justice (TJSP) has reversed the decision and deemed that claim groundless. The carriers association of Mogi das Cruzes (plaintiff) filed a special appeal to reverse that decision, which is currently waiting for a decision.

- Class actions filed by SISTEL Members Association in the State of São Paulo (ASTEL), whereby SISTEL members in São Paulo State challenge changes made in the health care plan for retired employees (PAMA), and claim that former conditions are restored. The claim is still in the evidentiary stage, and no decision was issued in any court level. The likelihood of loss in this proceeding was deemed as possible by legal counsels. The amount is not measurable and the claims are uncertain due to their unenforceability, since it would be necessary to restore the plan to its previous conditions.

- Public Interest Suits filed by ASTEL in São Paulo State and FENAPAS - National Federation of Associations of Retirees, Pensioners and Pension Funds Members of the Telecommunications Industry, both against SISTEL, the Company and other carriers, seeking annulment of PBS pension plan spin-off, claiming “the dismantling of SISTEL Foundation supplementary pension system”, which originated several specific PBS-mirrors plans, and respective allocation of resources deriving from technical surplus and tax contingencies at the time of the spin-off. The likelihood of loss in this proceeding was deemed as possible by legal counsels. The amount is not measurable and the claims are uncertain due to their unenforceability, since it would be necessary to restore SISTEL's spun-off fund related to carriers of the former Telebrás System.

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- The Public Prosecutor's Office of the State of São Paulo commenced a class action claiming moral and property damages suffered by all consumers of telecommunications services from 2004 to 2009 due to the bad quality of services and failures of the communications system. The Public Prosecutor's Office suggested that the indemnification to be paid should be R\$ 1 billion. The decision handed down on April 20, 2010 imposes the payment of indemnification for damages caused to all consumers who have filed a suit for such damages.

Conversely, in the event that the number of claiming consumers is not in line with the gravity of damages, after the lapsing of one year, the judge determined that the amount of R\$ 60 million should be deposited in the Special Expenses Fund to Recover Natural Rights Damages (Fundo Especial de Despesa de Reparação de Interesses Difusos Lesados). It is not possible to estimate the number of consumers who will individually file suits nor the amounts claimed thereby. The parties filed an appeal on the merits of the case. The judgment effects are in abeyance. No amount has been assigned to the possible likelihood of an unfavorable outcome in connection with this action, since in the case of loss, estimating the corresponding amount payable by the Company is not practicable at this time. Likewise, establishing a provision for contingency equivalent to the amount sought is not possible.

- The Company and its subsidiaries are involved in other civil claims, at several levels, related to service rendering. Such claims have been filed by individual consumers, civil associations representing consumer rights or by the Bureau of Consumer Protection (PROCON), as well as by the Federal and State Public Ministry. They are also involved in other claims of several types related to the normal course of business. Total contingency amounts to R\$ 671,382 (R\$643,432 as of December 31, 2012) for the Company and R\$ 1,277,943 (R\$ 1,236,312 as of December 31, 2012) for consolidated, whose likelihood of an unfavorable outcome has been assessed by their legal advisers as possible.

- The Company and its subsidiaries have received fines regarding the noncompliance of "SAC Decree". The Company and its subsidiaries are currently parties to several administrative proceedings and lawsuits, whose likelihood of an unfavorable outcome has been rated as possible by their legal advisers, amounting to R\$4,110 as of March 31, 2013 (R\$7,550 as of December 31, 2012) for the Company and R\$15,888 (R\$19,314 as of December 31, 2012) consolidated.

- Intellectual Property: Lune Projetos Especiais Telecomunicação Comércio e Ind. Ltda (Lune), a Brazilian company, proposed the lawsuit on November 20, 2001 against 23 wireless carriers claiming to own the patent for caller ID and the trademark "Bina". The purpose of that lawsuit is to interrupt provision of such service by carriers and to seek indemnification equivalent to the amount paid by consumers for using the service.

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An unfavorable sentence was passed determining that Vivo should refrain from selling mobile phones with Caller ID service (Bina), subject to a daily fine of R\$ 10,000 in case of noncompliance. Furthermore, according to the sentence passed, Vivo must pay indemnification for *royalties* to be calculated in settlement. Motions for Clarification were opposed by all parties and Lune's motions for clarification were accepted since an injunctive relief in this stage of the proceedings was deemed applicable. An interlocutory appeal petition was filed given this decision, which suspended the interim relief, and rendered the unfavorable decision ineffective until a final decision is awarded to such appeal. An appeal was filed given the decision pending judgment. The likelihood of an unfavorable outcome has been assessed by legal advisors as possible. There is no way to determine the extent of potential liabilities with respect to this claim.

- Validity of prepaid plan: Vivo and other wireless carriers are defendants in several lawsuits filed by the Public Prosecutor's Office and consumer associations to challenge imposition of a period to use prepaid minutes. The plaintiffs allege that the prepaid minutes should not expire after a specific period. Conflicting decisions were handed down by courts on the matter. Although we believe that our criteria for the period determination comply with ANATEL standards, the likelihood of an unfavorable outcome has been assessed by legal advisers as possible, except for collective actions against Telemig, for which the likelihood of an unfavorable outcome in relation to this claim is deemed remote, also based on the opinion of our legal advisers.

**Regulatory contingencies**

- The Company and its subsidiaries are parties to administrative proceeding filed by ANATEL alleging noncompliance with the obligations set forth in industry regulations, as well as legal claims which discuss the sanctions applied by ANATEL at administrative level. The likelihood of an unfavorable outcome was rated as possible for the consolidated amount of R\$1,158,197 (R\$1,121,181 for the Company, of which R\$890,597 refers to administrative proceedings, R\$184,419 for administrative proceedings in court, and R\$46,165 for other legal claims) as of March 31, 2013, and R\$1,164,988 (R\$1,125,507 for the Company, of which R\$903,926 refers to administrative proceedings, R\$177,736 for administrative proceedings in court, and R\$43,845 for other legal claims) as of December 31, 2012.

- Administrative proceedings discussing payment of 2% charge on revenue from interconnection services due to the extension of right of use of SMP-related radiofrequencies. Under clause 1.7 of the Authorization Terms that grant right of use of SMP-related radiofrequencies, the extension of right of use of such frequencies entails payment every two years, during the extension period (15 years), of a 2% charge calculated on net revenue from the basic and alternative service plans of the service company, determined in the year before that of payment.

However, ANATEL determined that the 2% charge should be calculated on revenue from service plans and also on revenue from interconnection services, which is not provided for by clause 1.7 of the referred to Authorization Terms.

For considering, based on the provisions of the Authorization Terms, that revenue from interconnection services should not be included in the calculation of the 2% charge for radiofrequency use right extension, Vivo filed administrative proceedings challenging these charges, based on ANATEL's position.

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Legal advisers rated the likelihood of a favorable outcome in these proceedings as possible.

- Administrative Proceeding No. 08012.008501/2007-91: It is a proceeding filed at the level of the Brazilian System for Competition Defense (SBDC) by Global Village Telecom Ltda (GVT), Intelig Telecomunicações Ltda (Intelig), Transit do Brasil Ltda. and Easytone Telecomunicações Ltda. on August 6, 2007 against Claro S.A. (Claro), Tim Brasil Serviços e Telecomunicações S.A. (TIM), TNL SCS S.A. (Oi) and Vivo, for supposed trust and *price squeeze* practices, with the objective of increasing VUM tariff, thus increasing the costs of competitors. Due to the proceeding filed on August 21, 2008, the Department for Economic Right (SDE) started an administrative proceeding against the defendants in order to evaluate whether the practices adopted would fit into (i) items I, III and IV, article 20 combined with items V, article 21 and (ii) items I, III and IV, article 20 combined with items I and V, all of Law No. 8,884/94, to wit trust and *price squeeze*.

On March 25, 2010, SDE issued a technical note whereby: (i) dismissed the accusation of trust against all the defendants, recommending filing of such accusation; (ii) suggested excluding Oi from the group of defendants in the investigation of *price squeeze* for considering that its economic group would be responsible for paying VUM and for lack of evidence of recurrent practices of prices below VUM; (iii) recommended condemning Vivo, TIM and Claro, based on article 20, items I, III and IV, and article 21, item V, all of Law No. 8884/94, for the increase in costs of competitors (*price squeeze*). On November 7, 2012, the Federal Public Prosecutor's Office issued an opinion under the same terms of SDE Note and, on March 12, 2013, the Attorney General of the Brazilian Antitrust Enforcement Agency (CADE) decided to file all charges.

The proceeding is in the finding of facts process at CADE, for future decision.

The Company's legal advisers consider that Administrative Proceeding No. 08012.008501/2007-91 involves possible unfavorable outcome, therefore no related provision has been set up. If CADE hands down a sentence against defendants only for *price squeeze*, the fine estimated for this case may range from 0.1% to 0.5% of Vivo's gross income for 2006. However, in the remote case that CADE accepts the hypothesis of trust, initially dismissed by SDE and the Federal Public Prosecutor's Office, fines may range from 10% to 15% of Vivo's gross income for 2006.

It is worth highlighting that Law No. 12529/12 became effective on May 29, 2012 and there is not a significant number of former cases for which CADE has handed down a decision based on the new criteria. This estimate is based on a proportional calculation that took into consideration former court decisions and the criteria set forth by the new Law.

#### 18.4 Guarantees

At March 31, 2013, the Company and its subsidiaries granted guarantees for tax, civil and labor claims, as follows:

	Property and equipment	Company Judicial deposits and garnishments	Letter of guarantee	Property and equipment	Consolidated Judicial deposits and garnishments	Letter of guarantee
Civil, labor and tax	129,507	3,124,781	1,051,796	227,935	4,114,641	1,918,966
<b>Total</b>	<b>129,507</b>	<b>3,124,781</b>	<b>1,051,796</b>	<b>227,935</b>	<b>4,114,641</b>	<b>1,918,966</b>



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At March 31, 2013, in addition to the guarantees presented above, the Company and its subsidiaries had garnishments (except for loan-related investments) amounting to R\$54,965 (R\$49,728 as of December 31, 2012).

**19. DEFERRED REVENUES**a) Breakdown

	Company		Consolidated	
	3.31.13	12.31.12	3.31.13	12.31.12
Activation revenue (a)	54,624	57,581	54,624	57,581
Payphone cards	5,353	9,948	5,353	9,948
Services and goods (b)	-	-	540,349	558,165
Government grants (d)	44	44	8,480	8,294
Customer loyalty program (e)	-	-	86,443	82,848
Other revenues	3,579	2,170	19,426	17,737
<b>Total current</b>	<b>63,600</b>	<b>69,743</b>	<b>714,675</b>	<b>734,573</b>
Activation revenue (a)	33,435	31,786	33,435	31,786
Services and goods (b)	-	-	35,543	38,742
Disposal of PP&E (c)	-	-	170,280	171,174
Equipment donations (f)	-	-	14,880	16,235
Government grants (d)	276	287	34,451	36,639
Other revenues	3,515	6,949	5,883	8,786
<b>Total noncurrent</b>	<b>37,226</b>	<b>39,022</b>	<b>294,472</b>	<b>303,362</b>

a) Refers to the deferral of fee revenue (fixed) recognized in income over the estimated period of duration of the customer plant.

b) Refers to the balances of agreements of prepaid services revenue and multi-element operations, which are recognized in income to the extent that services are provided to customers.

- c) Refers to net balance of the residual value from disposal of non-strategic towers and *rooftops* owned by Vivo, to be transferred to income upon compliance of conditions for recognition in books.
- d) Refers to government grant deriving from funds raised with BNDES in a specific credit line (PSI Program), used in the acquisition of domestic equipment and registered at BNDES (Finame) and applied in projects to expand the network capacity, which have been amortized by the useful life of equipment.
- e) Refers to the fidelity points program that Vivo maintains, which allows customers to accumulate points when paying their bills referring to use of services offered. The balance represents the Company's estimate of customers' exchanging points for goods and/or services in the future.
- f) Refers to the balances of network equipment donations from suppliers, which are amortized by the useful life of the referred to equipment.

b) Changes

	Company	Consolidated
<b>Balance at 12.31.12</b>	<b>108,765</b>	<b>1,037,935</b>
Inflows	18,469	14,995,530
Write-offs	(26,408)	(15,024,318)
<b>Balance at 3.31.13</b>	<b>100,826</b>	<b>1,009,147</b>
Current	63,600	714,675
Noncurrent	37,226	294,472

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	Company		Consolidated	
	3.31.13	12.31.12	3.31.13	12.31.12 - Restated
Consignments on behalf of third parties	63,794	56,929	140,947	139,120
Amounts to be refunded to subscribers	39,379	38,742	39,818	45,627
Lease (a)	8,813	12,430	11,182	14,799
Liabilities with related parties	106,763	103,573	53,592	50,147
Charges payable - license renewal	100,544	83,991	141,854	106,877
Other payables	21,515	15,241	25,312	22,847
<b>Total current</b>	<b>340,808</b>	<b>310,906</b>	<b>412,705</b>	<b>379,417</b>
Lease (a)	-	-	17,863	18,460
Liabilities with related parties	7,276	7,168	7,150	7,201
Personnel, social charges and benefits	14,082	13,179	14,084	13,224
Charges payable - license renewal	-	-	87,564	87,564
Other payables	16,928	15,329	17,062	15,827
<b>Total noncurrent</b>	<b>38,286</b>	<b>35,676</b>	<b>143,723</b>	<b>142,276</b>

(a) Vivo and ATelecom have finance lease agreements for use of IT equipment and transmission towers.

b) Lease

	Consolidated	
	3.31.13	12.31.12 - Restated

Lease future gross payments	46,307	51,025
Unrealized financial expense	(17,262)	(17,766)
<b>Present value of minimum payments payable</b>	<b>29,045</b>	<b>33,259</b>
Current	11,182	14,799
Noncurrent	17,863	18,460

The consolidated lease maturity date is as follows:

	Consolidated	
	Gross investment	Present value
Falling due up to one year	14,799	11,182
Falling due within more than one year	31,508	17,863
<b>Total</b>	<b>46,307</b>	<b>29,045</b>

There are neither unsecured residual values that produce benefits to the lessor nor contingent payments recognized as revenues for the quarter ended March 31, 2013.

c) Commitments and guarantees (rentals)

The Company rents equipment and facilities, and the subsidiary Vivo has undertaken commitments with lessors of several stores, administrative buildings, and sites where the radio-base stations are located through several operating agreements maturing on different dates, with monthly payments. At March 31, 2013, total amount equivalent to full contractual period is R\$5,141,732 and R\$9,800,165, for Company and consolidated, respectively.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)**

The aging list of commitments referring to rental of stores, administrative buildings and sites under non-cancellable contracts is as follows:

	Company	Consolidated
Up to one year	457,840	1,192,289
From one to five years	2,145,253	4,672,266
More than five years	2,538,639	3,935,610
<b>Total</b>	<b>5,141,732</b>	<b>9,800,165</b>

**21. EQUITY**a. Capital

Paid-in capital as of March 31, 2013 and December 31, 2012 amounts to R\$ 37,798,110. Subscribed and paid-in capital is divided into shares without par value, as follows:

<u>Total capital in shares</u>	
Common shares	381,587,111
Preferred shares	744,014,819
<b>Total</b>	<b>1,125,601,930</b>
<u>Treasury stock</u>	
Common shares	(251,440)
Preferred shares	(2,081,246)
<b>Total</b>	<b>(2,332,686)</b>
<u>Outstanding shares</u>	
Common shares	381,335,671
Preferred shares	741,933,573

<b>Total</b>	<b>1,123,269,244</b>
<b>Book value per outstanding share – R\$</b>	
At March 31, 2013	39.02
At December 31, 2012	39.78

According to its bylaws, the Company is authorized to increase its capital up to the limit of 1,350,000,000 (one billion three hundred and fifty million) shares, common or preferred. The capital increase and consequent issue of new shares are to be approved by the Board of Directors, subject to the authorized capital limit. However, the Brazilian Corporation Law – Law No. 6404/76, article 166, IV – establishes capital may be increased through a Special Shareholders' Meeting resolution held to decide about amendments to the Articles of Incorporation, if authorized capital increase limit has been reached.

Capital increases do not necessarily have to observe the proportion between the numbers of shares of each type. However, the number of preferred shares, nonvoting or with restricted voting, must not exceed 2/3 of the total shares issued.

Preferred shares are nonvoting, but have priority in the reimbursement of capital, without premium, and are entitled to dividends 10% higher than those paid on common shares, as per article 7 of the Company's bylaws and clause II, paragraph 1, article 17, of Law No. 6404/76.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Quarter ended March 31, 2013**

**(In thousands of reais, unless otherwise indicated)**

b. Bonus paid on acquisition of interest from non-controlling shareholders

In accordance with the accounting practices adopted in Brazil previously to the adoption of the IFRS/CPC, goodwill was recorded when shares were acquired at a higher value than their book value, generated by the difference between the book value of shares acquired and the transaction's fair value. With the adoption of IAS 27R/CPC 35 and 36, the effects of all acquisition of shares from non-controlling shareholders are recorded under equity when there is no change in the shareholding. Consequently, these transactions no longer generate goodwill or income, and the goodwill previously generated from acquisition from non-controlling shareholders, including expenses inherent to these transactions, were adjusted based on the Company's equity. The acquisition of shares from non-controlling shareholders of Lemontree and GTR totaled R\$40,519. The balance of this account at March 31, 2013 was R\$70,448.

c. Capital reserves

Special goodwill reserve

This represents the tax benefit generated by the incorporation of Telefonica Data do Brasil Ltda. which will be capitalized annually in favor of the controlling shareholders to the extent tax credits are realized under the terms of CVM Ruling No. 319/99. The balance of this account at March 31, 2013 and December 31, 2012 was R\$63,074.

Other capital reserves

This reserve arises from merger of holdings TBS Celular Participações Ltda, Portelcom Participações S.A. and PTelecom Brasil S.A. into Vivo Part., which was therefore recorded in Company after merger of Vivo Part. This reserve, amounting to R\$47,723, may be used for future capital increase by the Company. The

balance of this account at March 31, 2013 and December 31, 2012 was R\$2,735,930.

### Treasury shares

These represent the Company's treasury shares arising from: i) merger of TDBH (in 2006); ii) merger of Vivo Part. shares (in 2011), and iii) repurchase of common and preferred shares. At March 31, 2013 and December 31, 2012, balance in this account amounted to R\$ 112,107.

On November 5, 2012, the Company informed its shareholders and the market that the members of the Company's Board of Directors approved the acquisition of common and preferred shares issued by the Company, without capital reduction, for subsequent cancellation, disposal or maintenance in treasury for the purpose of increasing shareholder value. The repurchase will be made through the use of part of the existing capital reserve as of October 31, 2012, except for the reserves referred in Article 7 subsection (a) to (d) of CVM Ruling No. 10/80. This repurchase will begin from the deliberation date of the Board of Directors, remaining in force until November 3, 2013, the acquisitions being carried out in BM&FBOVESPA at market prices and is responsibility of Management to decide the moment and number of shares to be acquired, whether in a single operation, whether in a series of operations, as well as to define the parameters for carrying out the repurchase, within legal limits, until a maximum of 2,894,534 common shares and 24,257,777 preferred shares.



**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)**d. Income reserveLegal reserve

This reserve is mandatorily set up by the Company considering 5% of the net income for the year, up to the limit of 20% of the paid-up capital. Legal reserve may only be used to increase capital or to offset accumulated losses. Balance in this account at March 31, 2013 and December 31, 2012 amounted to R\$1,100,000.

e. Interim and proposed dividends

On January 10, 2013, the Company's Board of Directors approved the allocation of interim dividends amounting to R\$1,650,000, based on income existing on the quarterly balance as of September 30, 2012, to common and preferred shareholders enrolled with the Company through the end of January 21, 2013. Payment of these interim dividends started on February 18, 2013.

**22. NET OPERATING REVENUE**

	Company		Consolidated	
	2013	2012	2013	2012 - Restated
Telephone service	2,754,289	3,074,478	6,549,458	6,588,249
Use of network	334,361	219,946	1,056,267	1,145,082
Data and SVA	1,352,625	1,295,852	3,854,114	3,392,045

Cable TV services	-	-	182,277	214,095
Other services (a)	183,082	190,697	322,350	313,103
Sale of goods and equipment	-	-	888,588	571,922
<b>Gross operating income</b>	<b>4,624,357</b>	<b>4,780,973</b>	<b>12,853,054</b>	<b>12,224,496</b>
ICMS	(838,257)	(933,219)	(2,577,181)	(2,453,247)
PIS and COFINS	(162,129)	(171,701)	(530,275)	(499,178)
ISS	(5,671)	(5,673)	(11,497)	(11,389)
Discounts and devolutions	(468,329)	(406,583)	(1,178,617)	(949,397)
<b>Deductions from gross operating income</b>	<b>(1,474,386)</b>	<b>(1,517,176)</b>	<b>(4,297,570)</b>	<b>(3,913,211)</b>
<b>Net operating income</b>	<b>3,149,971</b>	<b>3,263,797</b>	<b>8,555,484</b>	<b>8,311,285</b>

(a) Vivo's contracted amounts of *swap* and infrastructure, within the concept of agent and principal (CPC 30 and IAS 18), which are not disclosed as costs and revenues for the quarters ended March 31, 2013 and 2012 were R\$16,778 and R\$8,091, respectively (Note 23).

There is no customer who contributed with more than 10% of gross operating income for the quarters ended March 31, 2013 and 2012.

All amounts in net income are included in income and social contribution tax bases.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)****23. COST OF GOODS AND SERVICES**

	Company		Consolidated	
	2013	2012	2013	2012 - Restated
Depreciation and amortization	(535,598)	(519,635)	(1,062,973)	(999,492)
Personnel	(69,993)	(81,382)	(136,164)	(139,630)
Interconnection	(839,130)	(850,684)	(951,396)	(1,068,741)
Third-party services	(445,785)	(404,247)	(886,757)	(789,117)
Rentals, insurance, condominium and means of connection (a)	(106,311)	(86,684)	(356,197)	(296,972)
Taxes, fees and contributions	(39,008)	(43,917)	(404,200)	(465,996)
Charges payable - license renewal	(16,553)	(24,755)	(34,977)	(40,812)
Other	(10,903)	(12,482)	(17,167)	(38,693)
<b>Total cost of services</b>	<b>(2,063,281)</b>	<b>(2,023,786)</b>	<b>(3,849,831)</b>	<b>(3,839,453)</b>
<b>Cost of goods sold</b>	<b>-</b>	<b>-</b>	<b>(559,743)</b>	<b>(410,364)</b>
<b>Total</b>	<b>(2,063,281)</b>	<b>(2,023,786)</b>	<b>(4,409,574)</b>	<b>(4,249,817)</b>

(a) Vivo's contracted amounts of *swap* and infrastructure, within the concept of agent and principal (CPC 30 and IAS 18), which are not disclosed as costs and revenues for the quarters ended March 31, 2013 and 2012 were R\$16,778 and R\$8,091, respectively (Note 22).

**24. SELLING EXPENSES**

	Company		Consolidated	
	2013	2012	2013	2012 - Restated
Depreciation and amortization	(119,815)	(117,846)	(219,296)	(224,657)
Personnel	(110,354)	(146,434)	(340,962)	(376,769)
Third-party services	(423,302)	(429,184)	(1,139,952)	(1,033,197)
Provision for impairment (Note 4)	(80,152)	(77,944)	(203,086)	(181,860)
Rentals/insurance/condominium	(2,533)	(1,520)	(32,849)	(26,050)
Advertising and publicity	(21,812)	(45,798)	(160,766)	(216,133)
Donations and sponsorship	-	-	(39,977)	(74,539)

Other	(3,227)	(11,068)	(26,665)	(27,104)
<b>Total</b>	<b>(761,195)</b>	<b>(829,794)</b>	<b>(2,163,553)</b>	<b>(2,160,309)</b>

**25. GENERAL AND ADMINISTRATIVE EXPENSES**

	Company		Consolidated	
	2013	2012	2013	2012 - Restated
Depreciation and amortization	(12,996)	(15,147)	(115,007)	(93,796)
Personnel	(95,131)	(90,338)	(215,861)	(197,446)
Third-party services	(73,198)	(82,743)	(217,138)	(204,497)
Rentals/insurance/condominium and other expenses	(11,256)	(11,348)	(70,018)	(60,401)
<b>Total</b>	<b>(192,581)</b>	<b>(199,576)</b>	<b>(618,024)</b>	<b>(556,140)</b>

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)****26. OTHER OPERATING INCOME (EXPENSES), NET**

	Company		Consolidated	
	2013	2012	2013	2012 - Restated
Fines and expenses recovered	35,654	41,131	84,419	94,342
Labor, tax, civil provisions - net	(97,920)	(61,549)	(140,850)	(102,838)
Net income on disposal/loss of assets	57,196	10,023	54,511	208,107
(a)				
Administrative technical services	7,007	8,784	5,414	7,784
Other income (expenses)	(9,055)	(11,091)	(17,500)	(24,474)
<b>Total</b>	<b>(7,118)</b>	<b>(12,702)</b>	<b>(14,006)</b>	<b>182,921</b>
Other operating income	118,707	64,974	177,514	380,874
Other operating expenses	(125,825)	(77,676)	(191,520)	(197,953)
<b>Total</b>	<b>(7,118)</b>	<b>(12,702)</b>	<b>(14,006)</b>	<b>182,921</b>

(a) In the 1Q2012, Vivo sold 800 non-strategic transmission towers for R\$277,180. After this transaction, Vivo leased back part of the towers disposed of to continue the data transmission required for its mobile telephone services.

This transaction was considered a sale and leaseback transaction, as under IAS 17. Leaseback of each asset sold was analyzed by management and classified as operating lease, considering the qualitative and quantitative requirements set forth in IAS 17.

The risks and benefits of such towers were transferred to buyers, except for towers whose transfer of risks and benefits rely on physical inspections and the corresponding technical acceptance of buyer. For such items, R\$27,924 (R\$23,825 net of residual values) was recognized as deferred income (Note 19). For other assets, R\$249,256 (R\$216,910 net of residual values) was recognized as operating income in virtue of disposal of the towers.

**27. FINANCIAL INCOME (EXPENSES)**

	Company		Consolidated	
	2013	2012	2013	2012 - Restated
Financial income				
Income from short-term investments	51,349	22,788	117,801	75,993
Gains on derivative transactions	8,683	28,320	47,845	40,672
Interest receivable	23,503	30,490	84,555	42,704
Monetary/foreign exchange variation gains	16,647	65,501	75,242	155,275
Other financial income	11,254	8,462	39,677	21,564
	<b>111,436</b>	<b>155,561</b>	<b>365,120</b>	<b>336,208</b>
Financial expenses				
Interest payable	(95,329)	(96,338)	(180,906)	(165,605)
Losses on derivative transactions	(19,749)	(35,697)	(97,347)	(72,272)
Monetary/foreign exchange variation losses	(41,245)	(41,999)	(71,721)	(105,101)
Other financial expenses	(10,419)	(16,775)	(31,877)	(56,441)
	<b>(166,742)</b>	<b>(190,809)</b>	<b>(381,851)</b>	<b>(399,419)</b>
<b>Financial income and expenses, net</b>	<b>(55,306)</b>	<b>(35,248)</b>	<b>(16,731)</b>	<b>(63,211)</b>

**28. INCOME AND SOCIAL CONTRIBUTION TAXES**

The Company and its subsidiaries recognize income and social contribution taxes on a monthly basis, under the accrual basis of accounting, and pay the taxes based on estimates, in accordance with the trial balance for suspension or reduction. Taxes calculated on profit until the month of the financial statements are recorded in liabilities or assets, as applicable.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)**Reconciliation of tax expense and statutory tax rates

Reconciliation of the reported tax charges to the amounts calculated by applying 34% (income tax of 25% and social contribution tax of 9%) at March 31, 2013 and 2012 is as follows.

	Company		Consolidated	
	2013	2012	2013	2012 - Restated
Income before taxes	865,857	991,155	1,333,150	1,465,236
Income and social contribution taxes expenses - at 34% rate	(294,391)	(336,993)	(453,271)	(498,180)
<u>Permanent differences</u>				
Equity pickup	270,425	281,678	(151)	172
Interest on equity - expenses	-	-	-	-
Temporary differences – subsidiaries	-	-	(35,023)	-
Non-deductible expenses, gifts and incentives	(1,989)	(918)	(18,247)	(9,750)
Other (additions) exclusions	(29,727)	22,528	(16,283)	(900)
<b>Tax expenses</b>	<b>(55,682)</b>	<b>(33,705)</b>	<b>(522,975)</b>	<b>(508,658)</b>
Effective rate	6.4%	3.4%	39.2%	34.7%
Current IRPJ and CSLL	-	12,930	(279,529)	(297,592)
Deferred IRPJ and CSLL	(55,682)	(46,635)	(243,446)	(211,066)

For the quarters ended March 31, 2013 and 2012, the amounts referring to changes in consolidated deferred assets and liabilities totaled R\$238,624 and R\$210,072, in Company and consolidated, respectively, net of other changes.

Breakdown of gains and losses of deferred income and social contribution taxes on temporary differences is shown in Note 6.2.

## 29. EARNINGS (LOSS) PER SHARE

Basic and diluted earnings per share were calculated by dividing income attributable to Company's shareholders by the weighted average of the number of outstanding common and preferred shares for the year. No transactions were carried out that could have potential shares issued through the date of issuance of the consolidated financial statements; therefore, there are no adjustments of diluting effects inherent in the potential issue of shares.

Calculation of earnings per share for the quarters ended March 31, 2013 and 2012 is as follows:



**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)**

	2013	2012
Net income for the period attributable to shareholders:	810,175	957,450
Common shares	258,003	304,745
Preferred shares	552,172	652,705
Number of shares:		
Weighted average of common outstanding shares for the period	1,123,269	1,123,857
Weighted average of preferred outstanding shares for the period	381,336	381,344
	741,933	742,513
Basic and diluted earnings per share:		
Common shares	0.68	0.80
Preferred shares	0.74	0.88

**30. RELATED-PARTY TRANSACTIONS AND BALANCES**30.a) Terms and conditions of related-party transactions

a) Landline and mobile telephone services: landline and mobile telephone services provided by companies of Telefonica Group;

b) Lease of buildings and disposal of call center assets: lease of buildings owned by the Company where the call center structure is installed and disposal of fixed assets used in call center activities to Atento Brasil, Telefonica Serviços Empresariais do Brasil and Telefonica Transportes e Logística;

c) Support service by the customer support service, collection, back office and sales people: provided by Atento Brasil;

- d) Expenses Charged: these are charged to the Company by Media Networks Latin and Telefónica Del Peru;
- e) Digital TV services: provided by Media Networks Latin;
- f) Lease and maintenance of safety equipment: provided by Telefonica Engenharia e Segurança do Brasil;
- g) Corporate services: these are passed through at the cost effectively incurred on those services;
- h) Systems development and maintenance services: provided by Telefonica Global Technology;
- i) International transmission infrastructure for a number of data circuit and connection services: provided by Telefónica International Wholesale Brasil, Telefónica International Wholesale Services and Telefónica USA;
- j) Administrative management services: financial, equity, accounting and human resources services provided by Telefonica Serviços Empresariais do Brasil;
- k) Logistics and courier services: provided by Telefonica Transportes e Logística;
- l) Voice portal content provider services: provided by Terra Networks Brasil;

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)**

m) Data communications and integrated solution services: Provided to Telefônica International Wholesale Services and Telefônica USA;

n) Long-distance calls and international roaming services: provided by companies of Telefonica Group;

o) Refund of expenses: from advisory service fees, expenses with salaries and other expenses paid by the Company to be refunded by companies of the Telefonica Group, and

p) Brand Fee: assignment of rights to use the brand paid to Telefônica.

A summary of significant related-party transactions and balances is as follows:

	Nature of transaction	Balance Sheet - Assets					
		3.31.13		12.31.12			
		Current assets		Noncurrent assets	Current assets		Noncurrent assets
	Accounts receivable, net	Other assets	Other assets	Accounts receivable, net	Other assets	Other assets	
<b><u>Companies</u></b>							
<b><u>Parent companies</u></b>							
SP Telecomunicações Participações Telefônica	o)	1	19	556	1	19	545
Internacional Telefônica	o)	-	114	17,549	-	149	17,393
	o)	-	409	177	-	54	137
		<b>1</b>	<b>542</b>	<b>18,282</b>	<b>1</b>	<b>222</b>	<b>18,075</b>
<b><u>Other companies of the group</u></b>							

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Telefónica Usa	m)	1,663	-	-	1,925	-	-
Telefónica da Argentina	n)	2,822	-	-	2,462	-	-
Telefónica de España	n)	1,904	-	-	2,476	-	-
Telefónica Del Peru	d) / n)	1,565	1,339	-	1,764	3,216	236
Telefônica Engenharia de Segurança do Brasil	a) / g) / o)	946	1,987	337	556	1,915	293
Telefónica International Wholesale Services Brasil	a) / g) / o)	2,169	128	85	641	218	22
Telefónica International Wholesale Services Espanha	m)	11,200	-	-	7,072	-	-
Telefónica Moviles España	n)	5,039	-	-	3,239	-	-
Telefônica Serviços Empresariais do Brasil	a) / b) / g) / o)	2,224	15,829	976	1,770	15,605	1,009
Telefónica Transportes e Logística	a) / b) / g) / o)	167	144	31	206	102	7
Terra Networks Brasil	a) / g) / o)	1,929	5,808	79	3,286	6,054	13
Other	a) / d) / g) / n)	17,134	10,292	125	15,624	10,701	463
		<b>48,762</b>	<b>35,527</b>	<b>1,633</b>	<b>41,021</b>	<b>37,811</b>	<b>2,043</b>
<b>Total</b>		<b>48,763</b>	<b>36,069</b>	<b>19,915</b>	<b>41,022</b>	<b>38,033</b>	<b>20,118</b>

## Balance Sheet – Liabilities and Equity

Companies	Nature of transaction	3.31.13			12.31.12		
		Current liabilities		Noncurrent liabilities	Current liabilities		Noncurrent liabilities
		Trade accounts payable	Other liabilities	Other liabilities	Trade accounts payable	Other liabilities	Other liabilities
<b>Parent companies</b>							
SP Telecomunicações Participações	g) / o)	10,764	11,717	4,689	2,685	4,028	4,689
Telefónica Internacional	o)	701	1,212	-	601	1,086	-
Telefónica	p)	4,654	34,433	-	3,168	35,162	-
		<b>16,119</b>	<b>47,362</b>	<b>4,689</b>	<b>6,454</b>	<b>40,276</b>	<b>4,689</b>
<b>Other companies of the group</b>							
Telefónica Usa	i)	7,930	6	104	1,051	6,680	106
Telefónica da Argentina	n)	2,100	-	-	1,577	-	-

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Telefónica de España	n)	1,885	-	-	2,158	-	-
Telefónica Del Peru	n)	72	-	-	49	-	-
Telefônica Engenharia de Segurança do Brasil	f)	4,754	-	8	3,828	-	8
Telefónica International Wholesale Services Brasil	i)	94,508	-	305	68,552	-	305
Telefónica International Wholesale Services Espanha	i)	1,721	2,422	-	869	2,342	-
Telefónica Mviles Espana	n)	4,674	-	-	4,196	-	-
Telefônica Serviços Empresariais do Brasil	j) / o)	17,699	52	1,427	17,783	36	1,521
Telefônica Transportes e Logistica	k)	35,276	272	270	32,648	272	165
Terra Networks Brasil	l)	409	19	291	1,366	19	291
Other	e) / h) / n)	9,440	3,459	56	15,096	522	116
		<b>180,468</b>	<b>6,230</b>	<b>2,461</b>	<b>149,173</b>	<b>9,871</b>	<b>2,512</b>
<b>Total</b>		<b>196,587</b>	<b>53,592</b>	<b>7,150</b>	<b>155,627</b>	<b>50,147</b>	<b>7,201</b>

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)**

	Nature of transaction	Income Statements – Revenue (Costs and Expenses)			
		2013		2012	
<b>Companies</b>		Revenues	Costs and expenses	Revenues	Costs and expenses
<b>Parent companies</b>					
SP Telecomunicações					
Participações	o)	-	(17,078)	3	(1,671)
Telefónica Internacional	o)	-	(558)	1	(2,130)
Telefónica	o) / p)	2,139	(34,688)	3,392	(36,917)
		<b>2,139</b>	<b>(52,324)</b>	<b>3,396</b>	<b>(40,718)</b>
<b>Other companies of the group</b>					
Atento Brasil	a) / b) / c)	-	-	12,732	(278,185)
Telefónica Usa	i) / m)	621	(156)	-	-
Telefónica da Argentina	n)	572	(523)	-	-
Telefónica de España	n)	817	(700)	1,483	(838)
Telefónica Del Peru	d) / n)	-	(227)	803	-
Telefônica Engenharia de Segurança do Brasil	a) / f) / g) / o)	601	(1,483)	384	(1,664)
Telefónica Internacional Wholesale Services Brasil	a) / g) / i) / o)	1,663	(30,303)	2,185	(27,578)
Telefónica Internacional Wholesale Services Espanha	i) / m)	6,062	(4,340)	4,270	(3,084)
Telefónica Mviles España	n)	356	(4,570)	1,884	(3,710)
Telefônica Serviços Empresariais do Brasil	a) / b) / g) / j) / o)	1,815	(20,713)	1,257	(21,304)
Telefônica Transportes e Logística	a) / b) / g) / k) / o)	224	(20,499)	187	(21,103)
Terra Networks Brasil	a) / g) / l) / o)	1,027	(1,061)	1,826	(665)
Other	a) / d) / e) / g) / h) / n)	2,675	-	9,729	(6,753)
		<b>16,433</b>	<b>(84,575)</b>	<b>36,740</b>	<b>(364,884)</b>
<b>Total</b>		<b>18,572</b>	<b>(136,899)</b>	<b>40,136</b>	<b>(405,602)</b>

**30.b) Key management personnel compensation**

Consolidated key management personnel compensation paid by the Company to its Board of Directors and Executive Board for the quarters ended March 31, 2013 and 2012 amounted to approximately R\$16,525 and R\$6,016, respectively. Of this amount, R\$15,313 as of March 31, 2013 (R\$4,834 as of March 31, 2012) correspond to salaries, benefits and social charges and R\$1,212 (R\$1,182 as of March 31, 2012) to variable compensation.

These amounts were carried as personnel expenses, according to the function in the groups of Costs of Services Rendered, Selling Expenses and G&A Expenses (Notes 23, 24 and 25).

For the quarters ended March 31, 2013, our Directors and Officers did not receive any benefit related to pension, retirement pension or other similar benefits.

### **31. INSURANCE**

The policy of the Company and its subsidiaries, as well as of Telefonica Group, includes maintenance of insurance coverage for all assets and liabilities involving significant and high-risk amounts, based on management's judgment and following Telefónica S.A.'s corporate program guidelines. Risk assumptions adopted, given their nature, are not included in the financial statements audit scope and, as a result, were not reviewed by our independent auditor.

Significant assets, liabilities or interests covered by insurance and their respective amounts are as follows:

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Quarter ended March 31, 2013**

**(In thousands of reais, unless otherwise indicated)**

<u>Line</u>	Maximum indemnification limit
Operating risks (loss of profit)	1,095,420
General civil liability (RCG)	40,293
ANATEL Guarantee Insurance	24,644

**32. SHARE-BASED COMPENSATION PLANS**

The Company's controlling shareholder, Telefónica S.A., has different share-based payment plans, which were also offered to management and employees of its subsidiaries, among which, Telefônica Brasil and its subsidiaries.

Fair value of options is estimated on the grant date, based on the binomial model for pricing options which considers terms and conditions of instrument grant.

The Company refunds Telefónica S.A. for the fair value of the benefit granted to management and employees on grant date.

Significant plans effective as of March 31, 2012 and December 31, 2012 are detailed below:

a) Share incentive plan of Telefónica S.A.: "Performance Share Plan" or "PSP"

The General Shareholders' Meeting of Telefónica S.A., held on June 21, 2006, approved adoption of a long-term incentive plan to executives of Telefónica S.A. and its subsidiaries, which consists of granting them, after fulfillment of the requirements set forth in the plan, with a given number of shares of Telefónica S.A., as variable compensation.



Initially, the plan is expected to remain effective for seven years. The plan is divided into five cycles, of three years each, each starting on July 1 ("Start Date") and ending on June 30 of the third year following the Start Date ("End Date"). At the beginning of each cycle, the number of shares to be granted to plan beneficiaries will be determined based on fulfillment of objectives set. Shares will be granted, as the case may be, after the End Date of each cycle. Cycles are independent, with the first one starting on July 1, 2006 (with shares granted on July 1, 2009), and the fifth cycle, on July 1, 2010 (with shares granted, as the case may be, as from July 1, 2013).

Granting of shares is conditional upon:

- Beneficiaries staying with the company for the three years of each cycle, subject to certain special conditions in relation to terminations.
- The actual number of shares granted at the end of each cycle will depend on the level of success and maximum number of shares granted to each executive. The level of success is based on the comparison of the evolution of shareholder remuneration considering price and dividends (Total Shareholder Return - TSR) of Telefónica share, vis-à-vis the evolution of TSRs corresponding to a number of companies quoted in the telecommunications industry, which correspond to the Comparison Group. Each employee enrolled with the plan is granted, at the beginning of each cycle, a maximum number of shares, and the actual number of shares granted at the end of the cycle is calculated by multiplying this number by the maximum level of success on the date. This will be 100% if the evolution of Telefonica's TSR is equal to or greater than the third quartile of the Comparison Group, and 30% if this evolution is equal to the median. If the evolution is maintained between the two values, a linear interpolation will be made, and, if below the median, nothing will be granted.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)**

On June 30, 2011 and 2012, the third and fourth cycles of this incentive plan ended, and the following number of shares were distributed to executives of Telefonica Brasil and its subsidiaries:

Cycles	Number of shares	Unit value in Euros	End date
3 <sup>rd</sup> cycle: July 1, 2008	186,186	8.39	June 30, 2011
4 <sup>th</sup> cycle: July 1, 2009	169,323	8.41	June 30, 2012

Following the end of the third and fourth cycles, in July 2011 and 2012, total 186,186 and zero shares were granted to all officers of Telefonica Brasil and its subsidiaries that were included in those cycles, respectively. In the fourth cycle, no shares were granted as the minimum level of success established in the program for the TSR was not achieved.

The maximum number of outstanding shares attributed to the cycle as of March 31, 2013 is as follows:

Cycles	Number of shares	Unit value in Euros	End date
5 <sup>th</sup> cycle: July 1, 2010	164,854	9.08	June 30, 2013

b) Performance & Investment Plan (PIP)

The General Shareholders' Meeting of Telefónica S.A., held on May 18, 2011, approved a long-term program to acknowledge the commitment, differentiated performance and high potential of its executives at global level, by granting them with Telefónica S.A. shares.

Participants of the plan need not pay for the shares initially granted to them and may increase the number of shares to be possible received by the end of the plan if they decide for a joint investment in their PIP. Co-investment requires that the participant buy and maintain, to the end of the cycle, a number equivalent to 25% of shares initially granted thereto by Telefónica S.A.. On participant's co-investment, Telefónica S.A. will increase initial shares by 25%.

Initially, the plan is expected to remain effective for three years. The cycle began on July 1, 2011 and will be effective to July 30, 2014. The number of shares is reported at the beginning of the cycle and, after three years of grant date, shares are transferred to the participant if goals are achieved.

Granting of shares is conditional upon:

- maintenance of active employment relationship within the Telefónica Group on the cycle consolidation date;
- achievement, by Telefónica, of results representing fulfillment of the objectives established for the plan: the level of success is based on the comparison of the evolution or shareholder compensation, obtained through (TSR) to the evolution of the TSRs of the previously defined Comparison Group companies.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)**

Ø 100% are granted if the TSR of Telefónica S.A. exceeds the TSR of companies representing 75% of capitalization on the Comparison Group stock exchange.

Ø 30% are granted if the TSR of Telefónica S.A. is equivalent to the TSR of companies representing 50% of capitalization on the Comparison Group stock exchange.

Ø determined by linear interpolation if the TSR of Telefónica S.A. ranges from 50% to 75% of the capitalization of the Comparison Group stock exchange.

Ø No shares are granted if the TSR of Telefónica S.A. is below the TSR of companies representing 50% of capitalization on the Comparison Group stock exchange.

The maximum number of outstanding shares attributed to cycles one and two as of March 31, 2013 is as follows:

Cycle	Number of shares	Unit value in Euros	End date
1 <sup>st</sup> cycle: July 1, 2011	416,384	8.28	June 30, 2014
2 <sup>nd</sup> cycle: July 1, 2012	520,325	8.28	June 30, 2015

c) Global share incentive plan of Telefónica S.A.: “Global Employee Share Plan” or “GESP”

The General Shareholders’ Meeting of Telefónica S.A. held on May 18, 2011, approved the second round of the share option incentive plan of Telefónica S.A. for Telefonica Group’s employees, on a global level, including employees of Telefonica Brasil and its subsidiaries. Through this plan, they are offered the possibility of acquiring shares of Telefónica S.A., which agrees to freely grant participants with a certain number of its shares, whenever certain requirements are fulfilled.

Initially, the plan is expected to remain effective for two years. Employees enrolled with the plan could acquire Telefónica S.A. shares through monthly contributions of up to 100 Euros (or equivalent in local currency), with maximum of 1,200 Euros over twelve months (vesting period). Shares will be granted, as the case may be, after the vesting period, beginning December 1, 2014, and is conditional upon:

- Beneficiaries staying with the company for the two years of the program (vesting period), subject to certain special conditions in relation to terminations.

- The exact number of shares to be granted at the end of the vesting period will rely upon the number of shares acquired and held by employees. Thus, employees enrolled with the plan, continuing with the Group, and who have held the shares acquired for additional twelve months after the vesting period, are entitled to receive one free share for each share they have acquired and held through the end of the vesting period.

The vesting period started in November 2012 and, as of March 31, 2013, employees of Telefônica Brasil and its subsidiaries enrolled with the plan totaled 1,885.

The Company and its subsidiaries recorded personnel expenses referring to share-based compensation plans for the quarters ended March 31, 2013 and 2012, as follows:

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION**

Quarter ended March 31, 2013

(In thousands of reais, unless otherwise indicated)

<u>Plan</u>	2013	2012
PSP	349	569
PIP	2,958	2,252
GESP	544	342
<b>Total</b>	<b>3,851</b>	<b>3,163</b>

**33. POST-RETIREMENT BENEFIT PLANS**

The plans sponsored by the Company and related benefits types are as follows:

<b>Plan</b>	<b>Type (1)</b>	<b>Entity</b>	<b>Sponsorship</b>
PBS-A	BD	Sistel	Telefonica Brasil and Vivo together with the other carriers resulting from the privatization of Telebras System
PAMA / PCE	Health care	Sistel	Telefonica Brasil and Vivo together with the other carriers resulting from the privatization of Telebras System
CTB	BD	Telefonica Brasil	Telefonica Brasil
PBS	BD/Hybrid	VisãoPrev	Telefonica Brasil and Vivo
PREV	Hybrid	VisãoPrev (2)	Vivo
VISÃO	CD/Hybrid	VisãoPrev	A. Telecom, Telefonica Data, Telefonica Brasil, Vivo and Visão Prev Companhia de Previdência Complementar

(1) BD = Defined benefit plan;

CD = Defined Contribution Plan;

Hybrid = Plan that offers both BD and CD-type benefits.

<sup>(2)</sup> Except for plan CELPREV, managed by Sistel.

The Company and its subsidiaries, together with other companies from former Telebrás System, sponsor private pension plans and post-employment medical benefits, as follows: i) PBS-A; ii) PAMA; iii) CTB ; iv) PBS-Telefonica, PBS-Telesp Celular, PBS-TCO, PBS Tele Sudeste Celular and PBS Tele Leste Celular; v) Plano TCP Prev, TCO Prev and CelPrev; and vi) Plano de Benefícios Visão Telefônica and Visão Celular – Celular CRT, Telerj Celular, Telest Celular, Telebahia Celular and Telergipe Celular.

The Company and its subsidiaries individually sponsor defined benefit retirement plans - Plano PBS, managed by Visão Prev. In addition, a multiemployer plan (PBS-A) and health care plan (PAMA) are provided by the Company and its subsidiaries to retired employees and their dependents (managed by Fundação Sistel, with constituted fund and participants contributions), at shared costs. Contributions to the PBS Plans are determined based on actuarial valuations prepared by independent actuaries, in accordance with the rules in force in Brazil. The funding procedure is the capitalization method and the sponsor's contribution is a fixed percentage of payroll of employees covered by the plan, as described below:

<u>Plan</u>	<u>%</u>
PBS Telesp	11.47%
PBS Telesp Celular	10.68%
PBS Tele Sudeste Celular	11.73%
PBS Telemig Celular	6.11%
PAMA	1.5%

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Quarter ended March 31, 2013**

**(In thousands of reais, unless otherwise indicated)**

For other employees of the Company and its subsidiaries, there are individual defined contribution plans - Visão Benefit Plan, which is managed by Visão Previdência Complementar. The other Plans are funded by contributions made by members (employees) and by sponsors, which are credited to members' individual accounts. The Company and its subsidiaries are responsible for bearing all administrative and maintenance expenses of such plans, including members' death and disability risks. The contributions made by the Company and its subsidiaries to those plans are equal to those of the employees, varying from 2% to 9% of the contribution salary for members belonging to Telefonica Brasil, and from 0% to 8% of the contribution salary for those members belonging to Vivo, based on the percentage chosen by the member.

Additionally, the Company supplements the retirement benefits of certain employees of the former Companhia Telefônica Brasileira (CTB).

Vivo also sponsors the CelPrev. The participant may contribute to the plan in three ways, to wit: (a) normal basic contribution: percentage ranging from 0% to 2% of their participation salary; (b) normal additional contribution: percentage ranging from 0% to 6% of part of their participation salary exceeding 10 Standard Reference Units of the Plan, and (c) volunteer contribution: percentage freely chosen by the participant, and applied on their participation salary. The sponsor may contribute in four ways, to wit: (a) normal basic contribution: contribution equal to the normal basic contribution of the participant, less contribution to fund the health allowance benefit and administrative expenses; (b) normal additional contribution: equal to the normal additional contribution of the participant, less administrative expenses; (c) volunteer contribution: volunteer contribution and with frequency determined by the sponsor, and (d) special contribution: contribution solely to sponsor's employees not belonging to PBS and who enrolled with the plan 90 days from the day CelPrev became effective.

All revenues and expenses relating to defined benefit plans and benefit plans hybrids, such as employer contributions, the current service costs, interest costs and expected return on plan assets are recognized directly in the operating income of the Company and its subsidiaries.

Gains and losses relating to defined benefit plans and benefit plans hybrids, in addition to recoverability limitations of surpluses for refund or reduction in future contributions are immediately recognized in other comprehensive income, causing no impact on the operating income of the Company and its subsidiaries.



Actuarial liabilities recorded by the Company and its subsidiaries as of March 31, 2013 and December 31, 2012 are as follows:

	Company		Consolidated	
	3.31.13	12.31.12	3.31.13	12.31.12 - Restated
CTB	50,433	50,651	50,433	50,652
PAMA	328,987	321,717	349,346	341,617
<b>Total</b>	<b>379,420</b>	<b>372,368</b>	<b>399,779</b>	<b>392,269</b>

For the surplus plans, the net actuarial assets were recorded by the Company and its subsidiaries at March 31, 2013 and December 31, 2012, in the group of other assets (Note 9).

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)****34. FINANCIAL INSTRUMENTS**

The Company and its subsidiaries made a valuation of their financial assets and liabilities in relation to market values based on available information and appropriate valuation methodologies. However, both interpretation of market information and selection of methodologies require considerable judgment and reasonable estimates in order to produce adequate realizable values. As a result, estimates presented do not necessarily indicate the amounts that may be realized in current market. The use of different market approaches and/or methodologies may have a significant effect on the estimated realizable values.

Breakdown of financial assets and liabilities as of March 31, 2013 and December 31, 2012 is as follows:

At March 31, 2013:

<u>Financial assets</u>	Measured at fair value through profit or loss	Fair value		Company Amortized cost		Level 2 Estimates based on other market data	Total book value	Total fair value
		Coverage	Available for sale	Loans and receivables	Level 1 Market price			
Current								
Cash and cash equivalents (Note 3)	-	-	-	3,021,450	-	-	3,021,450	3,021,450
Derivative transactions (Note 34)	312	30,192	-	-	-	30,504	30,504	30,504
Noncurrent	-	-	128,687	-	128,687	-	128,687	128,687

Equity interest (Note 10)								
Derivative transactions (Note 34)	-	20,901	-	-	-	20,901	20,901	20,901
<b>Total financial assets</b>	<b>312</b>	<b>51,093</b>	<b>128,687</b>	<b>3,021,450</b>	<b>128,687</b>	<b>51,405</b>	<b>3,201,542</b>	<b>3,201,542</b>

	Measured at fair value through profit or loss	Amortized cost	Coverage	Company Level 2 Estimates based on other market data	Total book value	Total fair value
<u>Financial liabilities</u>						
Current						
Loans and financing (Note 16.1)	328,302	411,328	-	328,302	739,630	776,602
Debentures (Note 16.2)	6,101	672,667	-	6,101	678,768	836,731
Derivative transactions (Note 34)	124	-	8,048	8,172	8,172	8,172
Noncurrent						
Loans and financing (Note 16.1)	-	477,361	-	-	477,361	435,485
Debentures (Note 16.2)	90,707	2,165,393	-	90,707	2,256,100	2,106,812
<b>Total financial liabilities</b>	<b>425,234</b>	<b>3,726,749</b>	<b>8,048</b>	<b>433,282</b>	<b>4,160,031</b>	<b>4,163,802</b>

	Measured at fair value through profit or loss	Fair value Coverage	Available for sale	Consolidated Amortized cost Loans and receivables	Level 1 Market price	Level 2 Estimates based on other market data	Total book value	Total fair value
<u>Financial assets</u>								
Current								
Cash and cash equivalents (Note 3)	-	-	-	6,750,950	-	-	6,750,950	6,750,950

Derivative transactions (Note 34)	312	32,140	-	-	-	32,452	32,452	32,452
Noncurrent Equity interest (Note 10)	-	-	128,687	-	128,687	-	128,687	128,687
Derivative transactions (Note 34)	-	259,917	-	-	-	259,917	259,917	259,917
<b>Total financial assets</b>	<b>312</b>	<b>292,057</b>	<b>128,687</b>	<b>6,750,950</b>	<b>128,687</b>	<b>292,369</b>	<b>7,172,006</b>	<b>7,172,006</b>

## Telefônica Brasil S. A.

## NOTES TO QUARTERLY INFORMATION

Quarter ended March 31, 2013

(In thousands of reais, unless otherwise indicated)

	Measured at fair value through profit or loss	Amortized cost	Consolidated Coverage	Level 2 Estimates based on other market data	Total book value	Total fair value
<b><u>Financial liabilities</u></b>						
Current						
Loans and financing (Note 16.1)	357,261	890,066	-	357,261	1,247,327	1,421,800
Debentures (Note 16.2)	6,101	672,667	-	6,101	678,768	836,731
Derivative transactions (Note 34)	477	-	35,975	36,452	36,452	36,452
Noncurrent						
Loans and financing (Note 16.1)	975,621	2,538,629	-	975,621	3,514,250	3,272,607
Debentures (Note 16.2)	90,707	2,165,393	-	90,707	2,256,100	2,106,812
Derivative transactions (Note 34)	-	-	25,890	25,890	25,890	25,890
<b>Total financial liabilities</b>	<b>1,430,167</b>	<b>6,266,755</b>	<b>61,865</b>	<b>1,492,032</b>	<b>7,758,787</b>	<b>7,700,292</b>

At December 31, 2012:

	Fair value Coverage	Company Amortized cost	Level 2
<b><u>Financial assets</u></b>			

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	Available for sale	Loans and receivables	Level 1 Market price	Estimates based on other market data	Total book value	Total fair value	
Current Cash and cash equivalents (Note 3)	-	-	3,079,282	-	-	3,079,282	3,079,282
Derivative transactions (Note 34)	39,197	-	-	-	39,197	39,197	39,197
Noncurrent Equity interest (Note 10)	-	142,881	-	142,881	-	142,881	142,881
Derivative transactions (Note 34)	21,465	-	-	-	21,465	21,465	21,465
<b>Total financial assets</b>	<b>60,662</b>	<b>142,881</b>	<b>3,079,282</b>	<b>142,881</b>	<b>60,662</b>	<b>3,282,825</b>	<b>3,282,825</b>

	Measured at fair value through profit or loss	Amortized cost	Company Coverage	Level 2 Estimates based on other market data	Total book value	Total fair value
<u>Financial liabilities</u>						
Current						
Loans and financing (Note 16.1)	332,518	411,423	-	332,518	743,941	792,682
Debentures (Note 16.2)	6,013	696,202	-	6,013	702,215	811,919
Derivative transactions (Note 34)	455	-	8,292	8,747	8,747	8,747
Noncurrent						
Loans and financing (Note 16.1)	3,055	579,367	-	3,055	582,422	541,622
Debentures (Note 16.2)	90,235	2,163,455	-	90,235	2,253,690	2,158,008
Derivative transactions (Note 34)	-	-	3,733	3,733	3,733	3,733
<b>Total financial liabilities</b>	<b>432,276</b>	<b>3,850,447</b>	<b>12,025</b>	<b>444,301</b>	<b>4,294,748</b>	<b>4,316,711</b>



## Telefônica Brasil S. A.

## NOTES TO QUARTERLY INFORMATION

Quarter ended March 31, 2013

(In thousands of reais, unless otherwise indicated)

	Fair value		Consolidated Amortized cost		Level 1 Market price	Level 2 Estimates based on other market data	Total book value	Total fair value
	Coverage	Available for sale	Loans and receivables					
<u>Financial assets</u>								
Current								
Cash and cash equivalents (Note 3)	-	-	7,133,485	-	-	-	7,133,485	7,133,485
Derivative transactions (Note 34)	41,109	-	-	-	-	41,109	41,109	41,109
Noncurrent								
Equity interest (Note 10)	-	142,881	-	142,881	-	-	142,881	142,881
Derivative transactions (Note 34)	286,278	-	-	-	-	286,278	286,278	286,278
<b>Total financial assets</b>	<b>327,387</b>	<b>142,881</b>	<b>7,133,485</b>	<b>142,881</b>	<b>327,387</b>	<b>327,387</b>	<b>7,603,753</b>	<b>7,603,753</b>

	Measured at fair value through profit or loss		Consolidated		Level 2 Estimates based on other market data	Total book value	Total fair value
		Amortized cost	Coverage				
<u>Financial liabilities</u>							
Current							



Loans and financing (Note 16.1)	365,192	890,131	-	365,192	1,255,323	1,456,466
Debentures (Note 16.2)	6,013	696,202	-	6,013	702,215	811,919
Derivative transactions (Note 34)	470	-	29,116	29,586	29,586	29,586
Noncurrent Loans and financing (Note 16.1)	1,009,673	2,746,328	-	1,009,673	3,756,001	3,581,630
Debentures (Note 16.2)	90,235	2,163,455	-	90,235	2,253,690	2,158,008
Derivative transactions (Note 34)	-	-	26,545	26,545	26,545	26,545
<b>Total financial liabilities</b>	<b>1,471,583</b>	<b>6,496,116</b>	<b>55,661</b>	<b>1,527,244</b>	<b>8,023,360</b>	<b>8,064,154</b>

### Fair value hierarchy

The Company and its subsidiaries use the following hierarchy to determine and disclose the fair value of financial instruments by the valuation technique:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: other techniques for which all data that have significant effect on the fair value recorded are directly or indirectly observable;

Level 3: techniques that use data that have significant effect on fair value recorded, not based on observable market data.

For the quarter ended March 31, 2013, no transfers of assessments of fair value between level 1 and level 2, nor level 3 and level 2 were made. The Company and its subsidiaries do not have financial instruments with fair value level 3 assessments.

### Capital management

The purpose of the Company and its subsidiaries' Capital management is to ensure that a solid credit *rating* is sustained with the institutions, as well as an optimum capital ratio, in order to support the Company's businesses and maximize the value to its shareholders.

The Company and its subsidiaries manage their capital structure by making adjustments and adapting to the current economy conditions. For this purpose, the Company and its subsidiaries may pay dividends, raise new loans, issue promissory notes and contract derivative transactions. For the quarter ended March 31, 2013, there were no changes in the Company's objectives, policies or capital structure processes.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Quarter ended March 31, 2013**

**(In thousands of reais, unless otherwise indicated)**

Net debt structure of the Company and its subsidiaries includes: loans, financing, derivative operations, less cash and cash equivalents.

**Risk management policy**

The Company and its subsidiaries are exposed to various market risks as a result of its commercial operations, debts obtained to finance its activities and debt-related financial instruments.

The main market risk factors that affect the business of the Company and its subsidiaries are detailed below.

a. Currency risk

This risk arises from the possibility that the Company may incur losses due to exchange rate fluctuations, which would increase the financial expenses stemming from loans denominated in foreign currency.

At March 31, 2013, 20.0% (19.9% at December 31, 2012) of the financial debt was denominated in foreign currency. The Company and its subsidiaries have entered into derivative transactions (exchange rate hedge) with financial institutions to protect itself against exchange rate variation on its gross debt in foreign currency (R\$1,541,556 at March 31, 2013 and R\$1,586,711 at December 31, 2012). In view of this, total debt was covered by asset positions on currency *hedge* transactions (*swap* for CDI) on those dates.

There is also the exchange rate risk related to non-financial assets and liabilities in foreign currency, which can lead to a lower amount receivable or higher amount payable, depending on exchange rate variation in the period.

As from May 2010, hedge transactions were contracted to minimize the exchange rate risk related to these non-financial assets and liabilities in foreign currency. This balance is subject to daily changes due to business dynamics, however, the Company aims to cover the net balance of these rights and obligations (US\$26,723 and €2,720 payable at March 31, 2013 and US\$ 16,130 and €4,140 payable at December 31, 2012) to minimize the related currency risk.

b. Interest rate and inflation risk

This risk arises from the possibility of the Company and its subsidiaries incurring losses due to an unfavorable change in domestic interest rates, which may negatively affect financial expenses connected with part of debentures pegged to CDI and liability positions in derivatives (exchange rate hedge and IPCA) contracted at floating interest rates (CDI).

The debt taken out from BNDES is indexed by the TJLP (Long Term Interest Rate) quarterly set by the National Monetary Council, which was kept at 6.0% p.a. from July 2009 to June 2012. From July to December 2012, the TJLP was 5.5% p.a., and reduced to 5.0% p.a. as from January 2013.

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The risk of inflation arises from the debentures of Telemig (merged into Vivo Part. on June 1, 2010), indexed by the IPCA, which may adversely affect our financial expenses in the event of an unfavorable change in this index.

To reduce exposure to local floating interest rates (CDI), the Company and its subsidiaries invest cash surplus of R\$6,589,068 (R\$7,039,181 at December 31, 2012), mainly in short-term financial investments (Bank Deposit Certificates) based on CDI variation. The book value of these instruments approximates market value, since they are redeemable within a short term.

c. Liquidity risk

Liquidity risk derives from the possibility that the Company and its subsidiaries do not have sufficient resources to meet their commitments according to the different currencies and terms of execution/settlement of their rights and obligations.

The Company and its subsidiary structure the maturity dates of the non-derivative financial agreements, as shown in note 16, and their respective derivatives as shown in the payments schedule disclosed in the referred note, in such manner as not to affect its liquidity.

The control of the Company's and its subsidiaries' liquidity and cash flow is monitored daily by Management, in such way as to ensure that the operating cash generation and the available lines of credit, as necessary, are sufficient to meet its schedule of commitments, not generating liquidity risks.

d. Credit risk

This risk arises from the possibility that the Company and its subsidiaries may incur losses due to the difficulty in receiving amounts billed to its customers and sales of handsets and pre-activated pre-paid cards to the distributor's network.

The credit risk on accounts receivable is dispersed and minimized by a strict control of the customer base. The Company and its subsidiaries constantly monitor the level of accounts receivable of post-paid plans and limit the risk of past-due accounts, interrupting access to telephone lines for past due bills. At Vivo, the customer base predominantly uses the prepaid system, which requires prior charging and consequently entails no credit risk. Exceptions are made for telecommunication services that must be maintained for security or national defense reasons.

The credit risk in the sale of handsets and "pre-activated" prepaid cards is managed under a conservative credit policy, by means of modern management methods, including the application of "*credit scoring*" techniques, analysis of financial statements and information, and consultation to commercial data bases, in addition to request of guarantees.

At March 31, 2013 and December 31, 2012, the customer portfolio of the Company and its subsidiaries had no subscribers whose receivables were individually higher than 1% of total accounts receivable from services.

The Company and its subsidiaries are also subject to credit risk arising from short-term investments, letters of guarantee received as collateral in connection with certain transactions and receivables from derivative transactions. The Company and its subsidiaries control the credit limit granted to all counterparties and diversifies such exposure among top tier financial institutions, according to credit policy of financial counterparties in force.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Quarter ended March 31, 2013**

**(In thousands of reais, unless otherwise indicated)**

**Derivatives and risk management policy**

All the Company's and its subsidiaries' derivative instruments have the objective of providing a hedge against the risk of variation in exchange rates arising from assets and liabilities in foreign currency and against inflation risk from its debenture indexed to IPCA (inflation rate) with shorter term. As such, any changes in risk factors generate an opposite effect on the hedged end. Therefore, there are no derivative instruments for speculative purposes and the Company is hedged against currency risk.

The Company and its subsidiaries have internal controls over their derivative instruments, which, according to management, are appropriate to control the risks associated with each market strategy. The Company's results derived from its derivative financial instruments indicate that the risks have been adequately managed.

The Company and its subsidiaries determine the effectiveness of the derivative instruments entered into to hedge its financial liabilities upon origination and on an ongoing basis (quarterly). At March 31, 2013 and December 1, 2012, derivative instruments taken out were effective for the hedged debts. Provided that these derivative contracts qualify as hedge accounting, the hedged risk may also be adjusted at fair value, according to hedge accounting rules.

The Company and its subsidiaries entered into *swap* contracts in foreign currency at different exchange rates hedging their assets and liabilities in foreign currency.

At March 31, 2013 and December 31, 2012, the Company and its subsidiaries had no embedded derivatives agreements.

Fair value of financial instruments

The discounted cash flow method was used to determine the fair value of financial liabilities (when applicable) and derivative instruments, considering expected settlement of liabilities or realization of assets and liabilities at the market rates prevailing at balance sheet date.

Fair values are calculated by projecting future operating flows, using BM&FBovespa curves, and discounting to present value through market DI rates for *swaps*, as informed by BM&FBovespa.

The market values of exchange rate derivatives were obtained through market currency rates in force at the balance sheet date and projected market rates were obtained from currency coupon curves. The coupon for positions indexed to foreign currencies was determined using the 360-calendar-day straight-line convention; the coupon for positions indexed by CDI was determined using the 252-workday exponential convention.

The consolidated derivative financial instruments shown below are registered with CETIP. All of them are classified as *swaps* and do not require margin deposits.



## Telefônica Brasil S. A.

## NOTES TO QUARTERLY INFORMATION

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(In thousands of reais, unless otherwise indicated)

Description	Index	Reference value (notional)		Consolidated Fair value		Accumulated balance Amount receivable (payable)	
		3.31.13	12.31.12	3.31.13	12.31.12	3.31.13	12.31.12
<b>Swap contracts Receivable</b>							
<u>Foreign currency (a)</u>							
		1,371,117	1,329,065	1,671,100	1,672,895	224,622	253,189
Citibank	USD	181,230	181,230	212,911	216,270	35,157	39,617
Votorantim Banco do Brasil	USD	5,047	7,744	6,081	9,311	-	-
Bradesco Itaú	USD	258,900	258,900	322,221	326,263	29,726	38,576
JP Morgan	USD	463,883	415,464	551,822	519,481	28,542	32,931
	USD	18,850	22,520	19,079	22,239	238	-
	USD	443,207	443,207	558,986	579,331	130,959	142,065
<u>Foreign currency (b)</u>							
		12,655	11,773	12,612	11,772	1	-
Bradesco	EUR	12,141	2,613	12,097	2,613	-	-
Itaú	EUR	514	9,160	515	9,159	1	-
<u>Foreign currency (c)</u>							
		179,533	179,533	231,670	238,422	46,378	52,112
Bradesco	LIBOR USD	179,533	179,533	231,670	238,422	46,378	52,112
<u>Inflation rates</u>							
		72,000	72,000	96,808	96,249	21,368	22,086
	Brazil's Extended Consumer Price Index (IPCA)						
Itaú		72,000	72,000	96,808	96,249	21,368	22,086
<u>Floating rate (c)</u>							
		28,830	-	28,880	-	-	-
Bradesco	CDI	15,739	-	15,792	-	-	-

Itaú	CDI	13,091	-	13,088	-	-	-	
<b>Payable</b>								
<u>Floating rate</u>								
(a)		(1,455,771)	(1,412,838)	(1,550,157)	(1,509,659)	(61,133)	(55,545)	
Citibank	CDI	(181,230)	(181,230)	(183,248)	(180,418)	(5,494)	(3,765)	
Votorantim	CDI	(5,047)	(7,744)	(14,129)	(21,336)	(8,048)	(12,025)	
Banco do								
Brasil	CDI	(258,900)	(258,900)	(292,496)	(287,686)	-	-	
Bradesco	CDI	(476,023)	(418,077)	(522,577)	(463,910)	(32,706)	(26,273)	
Itaú	CDI	(91,364)	(103,680)	(94,871)	(105,893)	(76)	(333)	
JP Morgan	CDI	(443,207)	(443,207)	(442,836)	(450,416)	(14,809)	(13,149)	
<u>Foreign</u>								
<u>currency (b)</u>								
Bradesco	LIBOR USD	(179,533)	(179,533)	(231,670)	(238,422)	(872)	(586)	
		(179,533)	(179,533)	(231,670)	(238,422)	(872)	(586)	
<u>Floating rate</u>								
(b)		-	(72,000)	-	-	-	-	
Itaú	IPCA	-	(72,000)	-	-	-	-	
<u>Foreign</u>								
<u>currency (c)</u>								
Bradesco	EUR	(19,575)	-	(3,867)	-	(19)	-	
Itaú	EUR	(15,739)	-	-	-	-	-	
		(3,836)	-	(3,867)	-	(19)	-	
<u>Foreign</u>								
<u>currency (d)</u>								
Itaú	USD	(9,255)	-	(25,351)	-	(318)	-	
Bradesco	USD	(9,255)	-	(9,246)	-	(5)	-	
		-	-	(16,105)	-	(313)	-	
						292,369	327,387	
						Payable	(62,342)	(56,131)
						<b>Amount receivable, net</b>	<b>230,027</b>	<b>271,256</b>

a) *Swaps* of foreign currency (USD) x CDI (R\$1,595,785) – *swap* transactions contracted with different maturity dates until 2019, to hedge against foreign exchange variation for loans in USD (financial debt book value of R\$1,541,556).

b) Swap of foreign currency (Euro and Dollar) and (CDI x EUR) (R\$58,262 - *swap* contracts entered into with maturities until March 1, 2013, to hedge against foreign exchange variation for net amounts payable in Euro and Dollar (book value of R\$53,815 in dollars and R\$7,039 in Euro).

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## NOTES TO QUARTERLY INFORMATION

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c) Swap IPCA x CDI percentage (R\$96,808) – swap transactions with maturity dates until 2014 to hedge against the cash flow identical to the debentures (4th issuance – 3rd series) pegged to the IPCA (market value R\$96,808).

The expected maturities of *swap* contracts as of March 31, 2013 are as follows:

<u>Swap contracts</u>	Maturity				Amount receivable (payable) at
	2013	2014	2015	2016 onward	
Foreign currency vs. CDI	9,019	3,842	132,294	63,840	3.31.13 208,995
VOTORANTIM	(4,166)	(3,882)	-	-	(8,048)
BRADESCO	(9,440)	(14,393)	1,335	63,840	41,342
JP MORGAN	(3,852)	(10,957)	130,959	-	116,150
BANCO DO BRASIL	29,726	-	-	-	29,726
CITIBANK	(3,411)	33,074	-	-	29,663
ITAÚ	162	-	-	-	162
CDI vs. foreign currency	(336)	-	-	-	(336)
ITAÚ	(23)	-	-	-	(23)
BRADESCO	(313)	-	-	-	(313)
IPCA vs. CDI	467	20,901	-	-	21,368
ITAÚ	467	20,901	-	-	21,368
<b>Total</b>	<b>9,150</b>	<b>24,743</b>	<b>132,294</b>	<b>63,840</b>	<b>230,027</b>

For the purpose of preparing the financial statements, the Company and its subsidiaries adopted *hedge* accounting for its foreign currency X CDI and IPCA x CDI swap transactions providing financial debt hedge. Under this methodology, both the derivative and the risk covered are stated at fair value.

At March 31, 2013 and December 31, 2012, ineffectiveness amounted to R\$1,271 and R\$2,188, respectively.

For the quarters ended March 31, 2013 and 2012, derivative transactions generated a consolidated losses of R\$49,502 and R\$31,600, respectively, according to Note 27.

At March 31, 2013, the Company and its subsidiaries recorded R\$292,369 as assets and R\$62,342 as liabilities in order to recognize the derivatives position as of that date.

Sensitivity analysis of the Company's risk variables

CVM Rule No. 604/09 requires listed companies to disclose, in addition to the provisions of Technical Pronouncement CPC No. 40 - Financial Instruments: Disclosure (equivalent to IFRS 7), a table showing the sensitivity analysis of each type of market risk inherent in financial instruments considered significant by management and to which the Company is exposed at the closing date of each reporting period, including all transactions involving derivative financial instruments.

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In compliance with the foregoing, all the transactions involving derivative financial instruments were evaluated considering a probable scenario and two scenarios that may adversely impact the Company.

The assumption taken into consideration under the probable scenario was to keep, the maturity date of each transaction, what has been signaled by the market through BM&FBovespa market curves (currencies and interest rates). Accordingly, the probable scenario does not provide for any impact on the fair value of the derivative financial instruments mentioned above. For scenarios II and III, risk variables contemplated 25% and 50% deterioration, respectively, pursuant to the applicable CVM ruling.

Considering that the Company and Vivo has derivative instruments only to cover its assets and liabilities in foreign currency, the changes in scenarios are offset by changes in the related hedged items, thus indicating that the effects are practically null. For these transactions, the Company reported the value of the hedged item and of the derivative financial instrument on separate rows in the sensitivity analysis table in order to provide information on the Company's and Consolidated net exposure for each of the three mentioned scenarios, as shown below:

Sensitivity analysis – Net exposure

<u>Transaction</u>	<u>Risk</u>	Consolidated Probable	Deterioration
Hedge (receivable)	Derivatives (Risk of USD devaluation)	1,100,200	1,383
Debt in USD	Debts (Risk of UDS appreciation)	(1,100,200)	(1,383)
	Net exposure	-	
Hedge (receivable)	Derivatives (Risk of EUR devaluation)	8,745	10
Accounts payable in EUR	Accounts payable in EUR (Risk of EUR appreciation)	(18,183)	(22)
Accounts receivable in EUR	Accounts payable in EUR (Risk of EUR devaluation)	11,144	13
	Net exposure	1,706	2
Hedge (receivable)	Derivatives (Risk of USD devaluation)	49,516	62
Accounts payable in USD	Debts (Risk of UDS appreciation)	(76,159)	(95)
Accounts receivable in USD	Debts (Risk of UDS appreciation)	22,344	27

	Net exposure	(4,299)	(5)
Hedge (receivable)	Derivatives (Risk of IPCA devaluation)	96,808	97
Debt in IPCA	Debts (Risk of IPCA appreciation)	(96,808)	(97)
	Net exposure	-	
Hedge (receivable)	Derivatives (Risk of UMBNDES devaluation)	496,034	633
Debt in UMBNDES	Debts (Risk of UMBNDES appreciation)	(490,681)	(626)
	Net exposure	5,353	6
Hedge (CDI - receivable)	Derivatives (Risk of CDI appreciation)		
Hedge USD (payable)	Derivatives (Risk of CDI appreciation)	(932,708)	(957)
Hedge USD and EUR (payable and receivable)	Derivatives (Risk of CDI appreciation)	(58,427)	(58)
Hedge UMBND (payable)	Derivatives (Risk of CDI appreciation)	(454,702)	(492)
Hedge IPCA (payable)	Derivatives (Risk of CDI appreciation)	(75,439)	(77)
	Net exposure	(1,521,276)	(1,586)
<b>Total net exposure in each scenario</b>		<b>(1,518,516)</b>	<b>(1,582)</b>
<b>Net effect in the variation of current fair value</b>		<b>-</b>	<b>(64)</b>

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Quarter ended March 31, 2013****(In thousands of reais, unless otherwise indicated)**Assumptions for sensitivity analysis

<u>Risk variable</u>	Probable	Deterioration 25%	Deterioration 50%
USD	2.0138	2.5173	3.0207
EUR	2.5787	3.2233	3.868
IPCA	6.67%	8.34%	10.01%
CDI	7.01%	8.76%	10.52%

To determine the net exposure of the sensitivity analysis, all derivatives were considered at market value and only hedged elements classified under the hedge accounting method were also considered at fair value.

The fair values shown in the table above are based on the status of the portfolio as of March 31, 2013, not reflecting an estimated realization in view of the market dynamics, always monitored by the Company. The use of different assumptions may significantly impact estimates.

**37. SUBSEQUENT EVENTS**Issue of debentures

On April 11, 2013, the Company's Board of Directors approved the proposal for fund raising in the local financial market through issue of simple non-convertible debentures, amounting to R\$1.3 billion, so as to guarantee Company's liquidity for future commitments.

These funds will be used by the Company to amortize future debt, investments in Capex of projects developed and in reinforcement of liquidity.

Total 130,000 (one hundred thirty thousand) debentures will be issued, at par value of R\$10,000.00 (ten thousand reais) each. Debentures have a maturity of five years from the issue date (April 25, 2013), i.e., April 25, 2018. Par value of each debenture will not be monetarily restated. The outstanding balance of the face value of each debenture bears interest corresponding to 100% (one hundred percent) of accumulated daily rates for interbank deposits (DI) per day, "extra-group", expressed in the form percentage per year of 252 working days, calculated and published daily by the OTC Clearing House (CETIP SA) in the daily report available on its website, plus a spread equal to 0.68% (zero point sixty-eight percent) for a year of 252 working days (remuneration). Remuneration will be calculated exponentially and cumulatively *pro rata temporis* per day elapsed since the issue date or the payment date immediately before, as the case may be, until the date of actual payment. Leading coordinator will be Banco Itaú BBA S.A.

Approval of additional dividends proposed as of December 31, 2012

On April 16, 2013, the Annual Shareholders' Meeting approved the allocation of additional dividends proposed referring to remaining balance of P&L for 2012, amounting to R\$1,498,769, plus provided for in the proposal for allocation of income to common and preferred shareholders recorded by the Company up to April 16, 2013.



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Value per share (VPA) of these dividends is R\$1.251620356588 and R\$1.376782392246 for common and preferred shares, respectively.

Dividends will be paid until December 21, 2013, on a date to be defined by the Company's Executive Board and timely communicated to the market.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 16, 2013

**TELEFÔNICA BRASIL S.A.**  
By: /s/ Luis Carlos da Costa Plaster  
Name: Luis Carlos da Costa Plaster  
Title: Investor Relations Director

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