

TELEFONICA BRASIL S.A.  
Form 6-K  
November 27, 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 November, 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**

**SEPTEMBER 30, 2013**

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**CE-0853/13 ING**

**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 September 30, 2013, which comprises the balance sheet and related statements of income and of comprehensive income for the three and nine-month period then ended, and of changes in shareholders' equity and of cash flows for the nine-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 – Interim Statement and interim consolidated accounting information according to CPC 21 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 (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 and 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 applicable to the preparation of Quarterly Information (ITR) and presented in accordance with the Brazilian SEC (CVM) regulations.

## **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 and IAS 34 applicable to the preparation of Quarterly Information (ITR) and presented in accordance with Brazilian SEC (CVM) regulations.

## **Emphasis**

## **Restatement of corresponding amounts**

As mentioned in note 2, as a consequence of changes in the accounting policy introduced by the adoption of IFRS 11, the corresponding amounts, individual and consolidated, related to the balance sheet of the year ended December 31, 2012, and the interim accounting information related to the statement of income, of comprehensive income, of changes in shareholders' equity, of cash flow and of value added (supplementary information), referring to the nine-month period ended September 30, 2013, presented for comparison purposes, were adjusted and are being restated according to CPC 23 – Políticas Contábeis, Mudança de Estimativa e Retificação de Erro (Accounting Policies, Change in Estimate and Ratification of Error) and CPC 26(R1) - Apresentação das Demonstrações Contábeis (Presentation of Financial Statements). Our conclusion did not change 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 nine-month period ended September 30, 2013, the presentation of which in the interim information is required according to standards issued by CVM, 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 have no knowledge 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, November 06, 2013.

**CRC Nº 2SP013002/O-3**

**Clóvis Ailton Madeira**

**CTCRC Nº 1SP106895/O-1 "S"**

**TELEFÔNICA BRASIL S. A.****Balance sheets****At September 30, 2013 and December 31, 2012****(In thousands of reais)**

|                                              |             | Company           |                   | Consolidated      |                   |                                        |             | Company           |                  |
|----------------------------------------------|-------------|-------------------|-------------------|-------------------|-------------------|----------------------------------------|-------------|-------------------|------------------|
| <b>ASSETS</b>                                | <b>Note</b> | <b>09.30.13</b>   | <b>12.31.12</b>   | <b>09.30.13</b>   | <b>12.31.12</b>   | <b>LIABILITIES AND EQUITY</b>          | <b>Note</b> | <b>09.30.13</b>   | <b>12.31.12</b>  |
| <b>CURRENT ASSETS</b>                        |             | <b>18,192,709</b> | <b>6,515,094</b>  | <b>18,531,767</b> | <b>16,209,181</b> | <b>CURRENT LIABILITIES</b>             |             | <b>14,749,922</b> | <b>5,910,205</b> |
| Cash and cash equivalents                    | 3           | 8,505,037         | 3,079,282         | 8,630,208         | 7,133,485         | Personnel, social charges and benefits | 13          | 441,348           | 205,000          |
| Short-term investments pledged as collateral | 3           | 411,010           | -                 | 411,010           | -                 | Trade accounts payable                 | 14          | 6,073,695         | 2,191,000        |
| Trade accounts receivable, net               | 4           | 5,471,495         | 2,150,724         | 5,688,339         | 5,512,272         | Taxes, charges and contributions       | 15          | 1,520,258         | 529,000          |
| Inventories                                  | 5           | 614,509           | 24,403            | 640,604           | 387,809           | Loans, financing and lease             | 16.1        | 1,328,194         | 756,000          |
| Taxes recoverable                            | 6.1         | 2,131,226         | 602,328           | 2,160,812         | 2,052,421         | Debentures                             | 16.2        | 734,351           | 702,000          |
| Judicial deposits and garnishments           | 7           | 179,085           | -                 | 179,085           | 126,625           | Dividend and interest on equity        | 17          | 2,347,048         | 467,000          |
| Derivative transactions                      | 34          | 61,415            | 39,197            | 61,415            | 41,109            | Provisions                             | 18          | 541,835           | 334,000          |
| Prepaid expenses                             | 8           | 444,812           | 26,610            | 446,371           | 248,337           | Derivative transactions                | 34          | 56,466            | 8,000            |
| Dividend and interest on equity              | 17          | 1,140             | 394,105           | 1,140             | 1,140             | Deferred income                        | 19          | 792,674           | 69,000           |
| Other assets                                 | 9           | 372,980           | 198,445           | 312,783           | 705,983           | Reverse split of fractional shares     |             | 389,272           | 345,000          |
|                                              |             |                   |                   |                   |                   | Authorization license                  |             | 76,016            |                  |
| <b>NONCURRENT ASSETS</b>                     |             | <b>53,315,607</b> | <b>51,067,347</b> | <b>52,983,891</b> | <b>54,041,911</b> | Other liabilities                      | 20          | 448,765           | 298,000          |
| Short-term investments pledged as collateral | 3           | 119,376           | 23,920            | 119,597           | 109,708           |                                        |             |                   |                  |
| Trade accounts receivable, net               | 4           | 144,866           | -                 | 241,976           | 93,378            | <b>NONCURRENT LIABILITIES</b>          |             | <b>13,127,319</b> | <b>6,991,000</b> |
| Taxes recoverable                            | 6.1         | 382,194           | 549,225           | 382,194           | 738,965           | Taxes, charges and                     | 15          | 504,310           | 30,000           |



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|                                           |     |                   |                   |                   |                   |                                                    |      |                   |                |
|-------------------------------------------|-----|-------------------|-------------------|-------------------|-------------------|----------------------------------------------------|------|-------------------|----------------|
| Deferred taxes                            | 6.2 | -                 | -                 | 200,129           | 1,027,888         | contributions                                      | 6.2  | 705,652           | 1,216,         |
| Judicial deposits and garnishments        | 7   | 4,169,861         | 3,068,256         | 4,193,735         | 3,909,268         | Loans, financing and lease                         | 16.1 | 3,588,380         | 582,           |
| Derivative transactions                   | 34  | 375,764           | 21,465            | 375,764           | 286,278           | Debentures                                         | 16.2 | 3,562,418         | 2,253,         |
| Prepaid expenses                          | 8   | 28,042            | 16,720            | 28,678            | 31,396            | Provisions                                         | 18   | 3,923,689         | 2,457,         |
| Other assets                              | 9   | 151,924           | 75,587            | 130,100           | 92,308            | Derivative transactions                            | 34   | 12,407            | 3,             |
| <b>Investments</b>                        | 10  | <b>11,044,532</b> | <b>21,561,061</b> | <b>134,154</b>    | <b>142,881</b>    | Deferred income                                    | 19   | 265,928           | 39,            |
| <b>Property, plant and equipment, net</b> | 11  | <b>17,413,952</b> | <b>10,020,263</b> | <b>17,462,604</b> | <b>17,604,144</b> | Post-retirement benefit plans                      | 33   | 414,798           | 372,           |
| <b>Intangible assets, net</b>             | 12  | <b>19,485,096</b> | <b>15,730,850</b> | <b>29,714,960</b> | <b>30,005,697</b> | Other liabilities                                  | 20   | 149,737           | 35,            |
|                                           |     |                   |                   |                   |                   | <b>TOTAL EQUITY</b>                                |      | <b>43,631,075</b> | <b>44,681,</b> |
|                                           |     |                   |                   |                   |                   | <b>EQUITY</b>                                      |      | <b>43,631,075</b> | <b>44,681,</b> |
|                                           |     |                   |                   |                   |                   | Capital                                            | 21   | 37,798,110        | 37,798,        |
|                                           |     |                   |                   |                   |                   | Capital reserves                                   | 21   | 2,686,897         | 2,686,         |
|                                           |     |                   |                   |                   |                   | Income reserves                                    | 21   | 1,101,699         | 1,100,         |
|                                           |     |                   |                   |                   |                   | Premium on acquisition of non-controlling interest | 21   | (70,448)          | (70,4          |
|                                           |     |                   |                   |                   |                   | Other comprehensive income                         | 21   | 13,272            | 17,            |
|                                           |     |                   |                   |                   |                   | Proposed additional dividend                       | 21   | -                 | 3,148,         |
|                                           |     |                   |                   |                   |                   | Retained earnings                                  | 21   | 2,101,545         |                |
|                                           |     |                   |                   |                   |                   | <b>TOTAL LIABILITIES AND EQUITY</b>                |      | <b>71,508,316</b> | <b>57,582,</b> |
| <b>TOTAL ASSETS</b>                       |     | <b>71,508,316</b> | <b>57,582,441</b> | <b>71,515,658</b> | <b>70,251,092</b> |                                                    |      | <b>71,508,316</b> | <b>57,582,</b> |



**TELEFÔNICA BRASIL S. A.****Income statements****Nine-month periods ended September 30, 2013 and 2012****(In thousands of reais)**

|                                                            | Note | Company            |                  | Consolidated       |                    |
|------------------------------------------------------------|------|--------------------|------------------|--------------------|--------------------|
|                                                            |      | 2013               | 2012             | 2013               | 2012               |
| <b>OPERATING REVENUE, NET</b>                              | 22   | <b>14,562,788</b>  | <b>9,634,159</b> | <b>25,665,195</b>  | <b>25,012,254</b>  |
| Cost of services rendered and products sold                | 23   | (8,287,473)        | (5,721,941)      | (13,203,611)       | (12,284,293)       |
| <b>GROSS PROFIT</b>                                        |      | <b>6,275,315</b>   | <b>3,912,218</b> | <b>12,461,584</b>  | <b>12,727,961</b>  |
| <b>OPERATING INCOME (EXPENSES)</b>                         |      | <b>(3,298,820)</b> | <b>(612,545)</b> | <b>(8,976,143)</b> | <b>(7,933,874)</b> |
| Selling expenses                                           | 24   | (3,991,814)        | (2,344,813)      | (7,039,241)        | (6,528,318)        |
| General and administrative expenses                        | 25   | (838,181)          | (529,718)        | (1,680,193)        | (1,596,435)        |
| Equity pickup                                              | 10   | 1,831,343          | 2,436,034        | (4,790)            | (284)              |
| Other operating income (expenses), net                     | 26   | (300,168)          | (174,048)        | (251,919)          | 191,163            |
| <b>OPERATING INCOME BEFORE FINANCIAL INCOME (EXPENSES)</b> |      | <b>2,976,495</b>   | <b>3,299,673</b> | <b>3,485,441</b>   | <b>4,794,087</b>   |
| Financial income                                           | 27   | 856,722            | 398,637          | 1,349,681          | 831,990            |
| Financial expenses                                         | 27   | (1,030,529)        | (474,299)        | (1,480,699)        | (997,917)          |
| <b>INCOME BEFORE TAXES</b>                                 |      | <b>2,802,688</b>   | <b>3,224,011</b> | <b>3,354,423</b>   | <b>4,628,160</b>   |
| Income and social contribution taxes                       | 28   | (318,059)          | (244,688)        | (869,794)          | (1,650,229)        |
| <b>NET INCOME FOR THE PERIOD</b>                           |      | <b>2,484,629</b>   | <b>2,979,323</b> | <b>2,484,629</b>   | <b>2,977,931</b>   |
| <b>Attributable to:</b>                                    |      |                    |                  |                    |                    |
| Non-controlling interest                                   |      | -                  | -                | -                  | (1,392)            |
| Controlling interest                                       |      | 2,484,629          | 2,979,323        | 2,484,629          | 2,979,323          |
| Basic and diluted earnings per common share                |      | 2.07               | 2.49             |                    |                    |
| Basic and diluted earnings per preferred share             |      | 2.28               | 2.74             |                    |                    |



**TELEFÔNICA BRASIL S. A.****Statements of changes in equity**

Period ended September 30, 2013

(In thousands of reais)

|                                          | Capital    | Premium on acquisition of non-controlling interest | Capital reserves         |                 |                | Income reserves |                   | Retained earnings |
|------------------------------------------|------------|----------------------------------------------------|--------------------------|-----------------|----------------|-----------------|-------------------|-------------------|
|                                          |            |                                                    | Special goodwill reserve | Capital reserve | Treasury stock | Legal reserve   | Incentive reserve |                   |
| <b>Balances at December 31, 2011</b>     | 37,798,110 | (29,929)                                           | 63,074                   | 2,735,930       | (79,339)       | 877,322         | -                 | -                 |
| Additional dividend proposed for 2011    | -          | -                                                  | -                        | -               | -              | -               | -                 | -                 |
| Expired dividends and interest on equity | -          | -                                                  | -                        | -               | -              | -               | -                 | 62,340            |
| Other changes                            | -          | -                                                  | -                        | -               | -              | -               | -                 | (3,240)           |
| Repurchase of shares                     | -          | -                                                  | -                        | -               | (32,768)       | -               | -                 | -                 |
| Noncontrolling interest                  | -          | (40,519)                                           | -                        | -               | -              | -               | -                 | -                 |
| Other comprehensive income               | -          | -                                                  | -                        | -               | -              | -               | -                 | -                 |
| Net income for the period                | -          | -                                                  | -                        | -               | -              | -               | -                 | 2,979,323         |
| <b>Balance at September 30, 2012</b>     | 37,798,110 | (70,448)                                           | 63,074                   | 2,735,930       | (112,107)      | 877,322         | -                 | 3,038,423         |
| Expired dividends and interest on equity | -          | -                                                  | -                        | -               | -              | -               | -                 | 27,352            |
| Other comprehensive income               | -          | -                                                  | -                        | -               | -              | -               | -                 | (46,056)          |
| Net income for the year                  | -          | -                                                  | -                        | -               | -              | -               | -                 | 1,474,250         |

|                                                                                 |                   |                 |               |                  |                  |                  |              |                  |             |
|---------------------------------------------------------------------------------|-------------------|-----------------|---------------|------------------|------------------|------------------|--------------|------------------|-------------|
| Allocation of income:                                                           |                   |                 |               |                  |                  |                  |              |                  |             |
| Legal reserve                                                                   | -                 | -               | -             | -                | -                | 222,678          | -            | (222,678)        |             |
| Interim dividend                                                                | -                 | -               | -             | -                | -                | -                | -            | (1,122,522)      |             |
| Additional dividend proposed                                                    | -                 | -               | -             | -                | -                | -                | -            | (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>         |             |
| Additional dividend proposed for 2012                                           | -                 | -               | -             | -                | -                | -                | -            | -                | (3,148,769) |
| Expired dividends and interest on equity                                        | -                 | -               | -             | -                | -                | -                | -            | 59,045           |             |
| Tax incentives – July to September 2013                                         | -                 | -               | -             | -                | -                | -                | 1,699        | (1,699)          |             |
| Other comprehensive income                                                      | -                 | -               | -             | -                | -                | -                | -            | (430)            |             |
| Net income for the period                                                       | -                 | -               | -             | -                | -                | -                | -            | 2,484,629        |             |
| Interim interest on equity                                                      | -                 | -               | -             | -                | -                | -                | -            | (440,000)        |             |
| <b>Balance at September 30, 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>1,699</b> | <b>2,101,545</b> |             |
| <b>Outstanding shares (in thousands) VPA – equity value of Company's shares</b> |                   |                 |               |                  |                  |                  |              |                  |             |



**TELEFÔNICA BRASIL S. A.****Cash flow statements**

**Nine-month periods ended September 30, 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 generated by operating activities</b>                    |                  |                  |                     |                    |
| <b>Income before taxes</b>                                       | <b>2,802,688</b> | <b>3,224,011</b> | <b>3,354,423</b>    | <b>4,628,160</b>   |
| Items not affecting cash                                         |                  |                  |                     |                    |
| <b>Expenses (revenues) not representing changes in cash</b>      | <b>1,888,273</b> | <b>217,247</b>   | <b>5,655,164</b>    | <b>4,615,151</b>   |
| Depreciation and amortization                                    | 2,709,578        | 1,970,491        | 4,214,142           | 4,054,760          |
| Foreign exchange variation on loans                              | 33,701           | 4,424            | 61,193              | 5,226              |
| Monetary variations                                              | 42,847           | (10,723)         | 49,703              | (12,453)           |
| Equity pick-up                                                   | (1,831,343)      | (2,436,034)      | 4,790               | 284                |
| Gain (loss) on assets write-off/disposal                         | (47,192)         | 12,059           | (130,967)           | (413,829)          |
| Provision for impairment of accounts receivable                  | 313,128          | 211,155          | 569,342             | 507,740            |
| Provision (reversal) of accounts payable                         | (4,265)          | 126,092          | (88,542)            | (223,910)          |
| Provision (write-offs and reversals) for impairment of inventory | (9,381)          | (1,696)          | 908                 | 19,379             |
| Pension plans and other post-employment benefits                 | 19,881           | (3,517)          | 19,737              | (10,193)           |
| Provisions for tax, labor, civil and regulatory contingencies    | 320,076          | 167,386          | 486,879             | 302,537            |
| Interest expenses                                                | 335,885          | 184,055          | 443,033             | 387,693            |
| Reversal of provision for demobilization                         | 855              | (188)            | 17,107              | (6,969)            |
| Provisions for customer loyalty programs                         | 1,064            | -                | 7,834               | 13,505             |
| Other                                                            | 3,439            | (6,257)          | 5                   | (8,619)            |
| <b>(Increase) decrease in operating assets:</b>                  | <b>(712,481)</b> | <b>130,966</b>   | <b>(1,816,859)</b>  | <b>(335,817)</b>   |
| Trade accounts receivable                                        | (618,183)        | (285,383)        | (894,007)           | (599,485)          |
| Inventories                                                      | (134,273)        | 6,716            | (253,703)           | (11,408)           |
| Taxes recoverable                                                | (47,488)         | 590,933          | (375,759)           | 557,964            |
| Other current assets                                             | 187,722          | (36,618)         | (297,503)           | (29,433)           |
| Other noncurrent assets                                          | (100,259)        | (144,682)        | 4,113               | (253,455)          |
| <b>Increase (decrease) in operating liabilities:</b>             | <b>53,111</b>    | <b>(817,138)</b> | <b>(379,645)</b>    | <b>(2,258,649)</b> |
| Personnel, social charges and benefits                           | 25,391           | (4,550)          | 29,736              | (30,259)           |
| Trade accounts payable                                           | 70,813           | (427,130)        | 306,503             | (795,973)          |
| Taxes, charges and contributions                                 | 439,147          | (123,265)        | 703,028             | (69,753)           |
| Interest paid                                                    | (307,443)        | (150,380)        | (431,732)           | (321,332)          |
| Income and social contribution taxes paid                        | -                | (9,484)          | (807,878)           | (868,344)          |
| Other current liabilities                                        | (200,473)        | (91,294)         | (155,621)           | (98,444)           |
| Other noncurrent liabilities                                     | 25,676           | (11,035)         | (23,681)            | (74,544)           |
| <b>Total cash from operating activities</b>                      | <b>4,031,591</b> | <b>2,755,086</b> | <b>6,813,083</b>    | <b>6,648,845</b>   |
| <b>Net cash provided by (used in) investing activities</b>       |                  |                  |                     |                    |



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|                                                            |                  |                  |                    |                    |
|------------------------------------------------------------|------------------|------------------|--------------------|--------------------|
| Advance for future capital contribution in subsidiaries    | (65,250)         | -                | -                  | -                  |
| Additions to PP&E and intangible assets (net of donations) | (2,644,160)      | (1,556,884)      | (4,657,961)        | (3,535,618)        |
| Cash received from sale of PP&E items                      | 41,268           | 6,274            | 430,085            | 596,993            |
| Cash from investing activities                             | -                | 7,551            | -                  | 10,069             |
| Capital increase in subsidiaries                           | -                | (23,638)         | -                  | -                  |
| Redemption of (short-term) investments in guarantee        | (143,195)        | -                | (386,401)          | -                  |
| Dividends and interest on equity received                  | 1,320,449        | 1,208,218        | -                  | 8,217              |
| Effect of cash and cash equivalents per merger/split-off   | 3,371,178        | -                | -                  | -                  |
| <b>Total cash from (used in) investing activities</b>      | <b>1,880,290</b> | <b>(358,479)</b> | <b>(4,614,277)</b> | <b>(2,920,339)</b> |
| <b>Net cash from (used in) financing activities</b>        |                  |                  |                    |                    |
| Payment of loans, financing and debentures                 | (444,903)        | (742,766)        | (669,566)          | (1,061,553)        |
| Loans and debentures raised                                | 1,551,019        | 2,000,000        | 1,569,015          | 2,815,302          |
| Derivative agreements payment, net                         | (7,498)          | (7,944)          | (16,788)           | (41,012)           |
| Payments referring to grouping of shares                   | (237)            | -                | (237)              | -                  |
| Dividends and interest on equity - paid                    | (1,584,507)      | (1,573,713)      | (1,584,507)        | (1,573,713)        |
| Acquisition of noncontrolling interest                     | -                | (44,172)         | -                  | (44,172)           |
| Repurchase of treasury stock                               | -                | (32,768)         | -                  | (32,768)           |
| <b>Total cash from (used in) financing activities</b>      | <b>(486,126)</b> | <b>(401,363)</b> | <b>(702,083)</b>   | <b>62,084</b>      |
| <b>Increase in cash and cash equivalents</b>               | <b>5,425,755</b> | <b>1,995,244</b> | <b>1,496,723</b>   | <b>3,790,590</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>8,505,037</b> | <b>2,822,146</b> | <b>8,630,208</b>   | <b>6,680,133</b>   |
| <b>Changes in cash and cash equivalents for the period</b> | <b>5,425,755</b> | <b>1,995,244</b> | <b>1,496,723</b>   | <b>3,790,590</b>   |

**TELEFÔNICA BRASIL S. A.****Statements of comprehensive income****Nine-month periods ended September 30, 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>Net income for the period</b>                                                                 | <b>2,484,629</b> | <b>2,979,323</b> | <b>2,484,629</b>    | <b>2,977,931</b> |
| Unrealized losses with investments available for sale                                            | (11,476)         | (5,781)          | (11,476)            | (5,781)          |
| Taxes                                                                                            | 3,902            | 1,966            | 3,902               | 1,966            |
|                                                                                                  | (7,574)          | (3,815)          | (7,574)             | (3,815)          |
| Cumulative translation adjustments – operations in foreign currency                              | 6,843            | 4,271            | 6,843               | 4,271            |
| <b>Other comprehensive income to be reclassified o gains (losses) for subsequent periods</b>     | <b>(731)</b>     | <b>456</b>       | <b>(731)</b>        | <b>456</b>       |
| Actuarial losses and limitation effect of the assets of surplus plans                            | (55)             | -                | (651)               | -                |
| Taxes                                                                                            | 19               | -                | 221                 | -                |
|                                                                                                  | (36)             | -                | (430)               | -                |
| Gains (losses) – derivative transactions                                                         | (5,741)          | -                | (5,741)             | 7,649            |
| Taxes                                                                                            | 1,952            | -                | 1,952               | (2,601)          |
|                                                                                                  | (3,789)          | -                | (3,789)             | 5,048            |
| Interest in comprehensive income of subsidiaries                                                 | (394)            | 5,048            | -                   | -                |
| <b>Other comprehensive income not to be reclassified o gains (losses) for subsequent periods</b> | <b>(4,219)</b>   | <b>5,048</b>     | <b>(4,219)</b>      | <b>5,048</b>     |
| <b>Comprehensive income for the period</b>                                                       | <b>2,479,679</b> | <b>2,984,827</b> | <b>2,479,679</b>    | <b>2,983,435</b> |
| <b>Attributable to:</b>                                                                          |                  |                  |                     |                  |
| Non-controlling interest                                                                         | -                | -                | -                   | (1,392)          |
| Controlling interest                                                                             | 2,479,679        | 2,984,827        | 2,479,679           | 2,984,827        |
| Basic and diluted earnings per common share                                                      | 2.07             | 2.49             |                     |                  |
| Basic and diluted earnings per preferred share                                                   | 2.28             | 2.74             |                     |                  |

**TELEFÔNICA BRASIL S. A.****Statements of value added****Nine-month periods ended September 30, 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>19,470,099</b>  | <b>12,850,875</b>  | <b>34,908,173</b>   | <b>33,908,114</b>   |
| Sale of products and services                            | 19,535,212         | 12,868,683         | 35,043,750          | 33,999,085          |
| Other revenues                                           | 248,015            | 193,347            | 433,765             | 416,769             |
| Provision for impairment                                 | (313,128)          | (211,155)          | (569,342)           | (507,740)           |
| <b>Inputs acquired from third parties</b>                | <b>(8,171,220)</b> | <b>(5,661,059)</b> | <b>(13,334,703)</b> | <b>(11,974,355)</b> |
| Cost of products, goods and services sold                | (5,231,630)        | (3,937,051)        | (8,033,301)         | (7,255,728)         |
| Materials, electric power, outsourced services and other | (2,980,887)        | (1,753,378)        | (5,406,127)         | (5,166,022)         |
| Loss/recovery of assets                                  | 41,297             | 29,370             | 104,725             | 447,395             |
| <b>Gross value added</b>                                 | <b>11,298,879</b>  | <b>7,189,816</b>   | <b>21,573,470</b>   | <b>21,933,759</b>   |
| <b>Retentions</b>                                        | <b>(2,709,578)</b> | <b>(1,970,491)</b> | <b>(4,214,142)</b>  | <b>(4,054,760)</b>  |
| Depreciation and amortization                            | (2,709,578)        | (1,970,491)        | (4,214,142)         | (4,054,760)         |
| <b>Net value added produced</b>                          | <b>8,589,301</b>   | <b>5,219,325</b>   | <b>17,359,328</b>   | <b>17,878,999</b>   |
| <b>Value added received in transfer</b>                  | <b>2,688,065</b>   | <b>2,834,672</b>   | <b>1,344,891</b>    | <b>831,707</b>      |
| Equity pickup                                            | 1,831,343          | 2,436,034          | (4,790)             | (284)               |
| Financial income                                         | 856,722            | 398,638            | 1,349,681           | 831,991             |
| <b>Total value added to be distributed</b>               | <b>11,277,366</b>  | <b>8,053,997</b>   | <b>18,704,219</b>   | <b>18,710,706</b>   |
| <b>Distribution of value added</b>                       | <b>11,277,366</b>  | <b>8,053,997</b>   | <b>18,704,219</b>   | <b>18,710,706</b>   |
| Personnel, social charges and benefits                   | 978,297            | 627,877            | 1,734,518           | 1,565,597           |
| Direct remuneration                                      | 655,804            | 406,712            | 1,121,573           | 1,000,119           |
| Benefits                                                 | 257,377            | 162,900            | 515,006             | 463,709             |
| Unemployment compensation fund contribution tax (FGTS)   | 65,116             | 58,265             | 97,939              | 101,769             |
| Taxes, charges and contributions                         | 5,552,035          | 3,594,480          | 10,953,195          | 11,684,761          |
| Federal                                                  | 1,733,553          | 1,057,842          | 3,803,552           | 4,563,037           |
| State                                                    | 3,774,646          | 2,491,544          | 7,062,702           | 7,046,201           |
| Municipal                                                | 43,836             | 45,094             | 86,941              | 75,523              |
| Debt remuneration                                        | 1,787,037          | 545,101            | 2,962,343           | 2,028,270           |
| Interest                                                 | 1,007,805          | 472,996            | 1,455,729           | 995,100             |
| Rent                                                     | 779,232            | 72,105             | 1,506,614           | 1,033,170           |
| Equity remuneration                                      | 2,484,629          | 2,979,323          | 2,484,629           | 2,977,931           |
| Interest on equity capital                               | 440,000            | -                  | 440,000             | -                   |
| Retained profit                                          | 2,044,629          | 2,979,323          | 2,044,629           | 2,979,323           |

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|                                                   |         |         |         |         |
|---------------------------------------------------|---------|---------|---------|---------|
| Noncontrolling shareholder interest               | -       | -       | -       | (1,392) |
| Other                                             | 475,368 | 307,216 | 569,534 | 454,147 |
| Provisions for labor and civil contingencies, net | 475,368 | 307,216 | 569,534 | 454,147 |

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

**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 city of São Paulo, 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 September 30, 2013 and December 31, 2012, Telefónica S.A., holding company of the Group, held total direct and indirect interest in the Company of 73.81%, excluding treasury stock, 91.76% of which are common shares and 64.60% are preferred shares.

**b. Subsidiaries**

Information on investees is as follows:

Vivo S.A. (Vivo): Until June 30, 2013, Vivo was engaged in SMP services, including activities necessary or useful for the performance of said services, in conformity with the authorizations granted to it. This entity was spun off and the portions thereof were merged into the Company and TData on July 1, 2013 (Note 1c).

A. Telecom S.A. (ATelecom): Until June 30, 2013, ATelecom was 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. This entity was spun off and the portions thereof were merged into the Company and TData on July 1, 2013 (Note 1c).

Telefônica Data S.A. (TData): This entity 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. (TST): Until June 30, 2013, this entity was engaged in the provision of the Multichannel Multipoint Distribution Service (MMDS) type pay television services, in addition to general telecommunication and Internet services. TST was merged into the Company on July 1, 2013 (Note 1c).

Ajato Telecomunicações Ltda. (Ajato): Until June 30, 2013, Ajato was engaged in the rendering of telecommunication and IT services, sale, rental business, import, export, maintenance and repair of this equipment. This entity was merged into TST on July 1, 2013 (Note 1c).

GTR-T Participações e Empreendimentos S.A. (GTR-T): Until June 30, 2013, GTR-T was engaged in holding interest in other companies engaged in 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 and operation of telecommunication and pay television service platforms. This entity was merged into TST on July 1, 2013 (Note 1c).

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

TVA Sul Paraná S.A. ( Sul Paraná): Until June 30, 2013, Sul Paraná was engaged in 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. Sul Paraná was merged into TST on July 1, 2013 (Note 1c).

Lemontree Participações S.A. (Lemontree): Until June 30, 2013, Lemontree was engaged in holding interest in other companies engaged in 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 management and sale of data. This entity was merged into TST on July 1, 2013 (Note 1c).

Comercial Cabo TV São Paulo S.A. (CaTV): Until June 30, 2013, CaTV was 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. This entity was merged into TST on July 1, 2013 (Note 1c).

Aliança Atlântica Holding B.V. (Aliança): Entity 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.

Companhia AIX de Participações (AIX): This entity 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): This entity 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.

Direct and indirect subsidiaries and jointly controlled entities, as well as the percentage of interest held by the Company as of September 30, 2013 and December 31, 2012 are as follows:



**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)**September 30, 2013

| <u>Investees</u>                   | Direct ownership interest |               | Indirect ownership interest |               | Total interest held |
|------------------------------------|---------------------------|---------------|-----------------------------|---------------|---------------------|
|                                    | Investor                  | Interest held | Investor                    | Interest held |                     |
| <u>Wholly-owned subsidiaries</u>   |                           |               |                             |               |                     |
| TData                              | Telefônica<br>Brasil      | 100.00%       | -                           | -             | 100.00%             |
| <u>Jointly controlled entities</u> |                           |               |                             |               |                     |
| Aliança                            | Telefônica<br>Brasil      | 50.00%        | -                           | -             | 50.00%              |
| AIX                                | Telefônica<br>Brasil      | 50.00%        | -                           | -             | 50.00%              |
| ACT                                | Telefônica<br>Brasil      | 50.00%        | -                           | -             | 50.00%              |

December 31, 2012

| <u>Investees</u>                 | Direct ownership interest |               | Indirect ownership interest |               | Total interest held |
|----------------------------------|---------------------------|---------------|-----------------------------|---------------|---------------------|
|                                  | Investor                  | Interest held | Investor                    | Interest held |                     |
| <u>Wholly-owned subsidiaries</u> |                           |               |                             |               |                     |
| Vivo                             | Telefônica<br>Brasil      | 100.00%       | -                           | -             | 100.00%             |
| TData                            | Telefônica<br>Brasil      | 100.00%       | -                           | -             | 100.00%             |
| ATelecom                         | Telefônica<br>Brasil      | 100.00%       | -                           | -             | 100.00%             |
| TST                              | Telefônica<br>Brasil      | 100.00%       | -                           | -             | 100.00%             |
| Ajato                            | -                         | -             | TSTV                        | 100.00%       | 100.00%             |
| GTR-T                            | Telefônica<br>Brasil      | 100.00%       | -                           | -             | 100.00%             |
| Sul Paraná                       | Telefônica<br>Brasil      | 79.29%        | GTR-T                       | 20.71%        | 100.00%             |
| Lemontree                        |                           | 100.00%       | -                           | -             | 100.00%             |

|                                    |                                              |        |           |        |         |
|------------------------------------|----------------------------------------------|--------|-----------|--------|---------|
| CaTV                               | Telefônica<br>Brasil<br>Telefônica<br>Brasil | 78.48% | Lemontree | 21.52% | 100.00% |
| <u>Jointly controlled entities</u> |                                              |        |           |        |         |
| Aliança                            | Telefônica<br>Brasil                         | 50.00% | -         | -      | 50.00%  |
| AIX                                | Telefônica<br>Brasil                         | 50.00% | -         | -      | 50.00%  |
| ACT                                | Telefônica<br>Brasil                         | 50.00% | -         | -      | 50.00%  |

### c. Corporate Restructuring

In order to simplify the Company's current organizational structure, the rationalization of services provided by its subsidiaries and concentration of service provision on two operating entities, namely the Company and its wholly-owned subsidiary, TData, 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 Fixed Switched Telephone Service Concession Arrangement (STFC) operators through Law No. 12485.

This corporate restructuring was approved by ANATEL under the Act No. 3043, of May 27, 2013, published in the Federal Official Gazette (DOU) of May 29, 2013, with the conditions thereunder.

The Board of Directors' meeting of June 11, 2013 approved the terms and conditions of the corporate restructuring involving the wholly-owned subsidiaries and subsidiaries of the Company.

The corporate restructuring was accomplished through spin-offs and mergers of subsidiaries and companies directly or indirectly controlled by the Company, so that the economic activities other than telecommunications services, including the provision of Value Added Services as defined in article 61 of the General Law of Telecommunications - LGT (such activities, jointly and generally, referred to as SVAs), provided by the various wholly owned subsidiaries/subsidiaries were concentrated in TData and telecommunication services were unified in the Company.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

The partial or total spin-offs, as the case may be, and the incorporation of net assets of the companies involved all occurred on the same date and had the same base date (April 30, 2013), as follows: the Company merged (i) the spun-off net assets of TData acquisition, arising from its partial spin-off, corresponding to the activities related to the provision of service of Multimedia Communication Service (SCM); (ii) the spun-off net assets of Vivo, arising from their total spin off, corresponding to the use of SMP, SCM and STFC in local, domestic and international long distance calls in regions I and II of the General Service Concession Plan (PGO); (iii) the spun-off net assets of ATelecom, arising from their total spin off, corresponding to the activities related to the provision of conditional access services (SEAC) (through the DTH technology) and SCM; and (iv) TST, which concentrated the activities related to the provision of SEAC and SCM before its merger with the Company.

The corporate structure before the corporate restructuring is summarized as follows:

Below, we briefly describe the steps of spin offs and mergers of companies involved in the Company's corporate restructuring process.

- Merger of Lemontree, GTR-T, Ajato, CaTV and Sul Paraná by TST: Immediately before the merger of TST by the Company, however on the same date, TST merged its subsidiary Ajato and entities Lemontree and GTR-T, the Company's wholly-owned subsidiaries and respective subsidiaries, Sul Paraná and CaTV. These entities were evaluated under the provisions of article 227 of Law No. 6404/76, based on respective book values as at April 30, 2013, *ad referendum* of TST general meeting. Merger thereof resulted in a capital increase by R\$102,512 in TST, under the terms of the Merger Protocol of these entities and of TST. After merged into TST, Lemontree, GTR-T, Ajato, CaTV and Sul Paraná ceased to exist. Except for the Company and TST, aforementioned companies did not have any shareholders; therefore, the merger of these companies did not result in any refund to or protection of noncontrolling shareholders of the companies involved.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

- Merger of TST by the Company: TST was evaluated under the provisions of article 227 of Law No. 6404/76, based on the corresponding book values at April 30, 2013. Considering the merger of Lemontree, GTR-T, Ajato, CaTV and Sul Paraná by TST immediately before the merger of TST by the Company, the total amount of net assets of TST (corresponding to the sum of net assets of TST and net assets of the companies merged into it) incorporated by the Company totaled R\$226,106.
- Merger of spun-off net assets of TData: TData was spun-off in order to segregate the net asset related to the SCM portion from its equity. The portion of the net assets of TData merged by the Company was evaluated under the terms of article 227 of Law No. 6404/76, based on respective book values at April 30, 2013, *ad referendum* of the Company's general meeting. TData net assets spun-off totaled R\$34,724.
- Merger of the portion of spun-off net assets of Vivo: Vivo was fully spun off, in order to segregate the exploration activities of SMP, SCM and STFC in local, domestic and international long distance calls in regions I and II of PGO, whose net asset were merged by the Company. The SVAs and other services not considered telecommunication services were merged by TData and Vivo ceased to exist. The portion of the net assets of Vivo merged into the Company was evaluated under the terms of article 227 of Law No. 6404/76, based on respective book values at April 30, 2013, *ad referendum* of the Company's general meeting. Referred to portion of net assets totaled R\$10,228,352.
- Merger of the portion of spun-off net assets of ATelecom: ATelecom was fully spun off in order to segregate corresponding net assets related to the SVAs provided by ATelecom, which were merged by TData. The net assets of ATelecom's remaining activities were merged into the Company and ATelecom ceased to exist. The portion of the net assets of ATelecom transferred to the Company was evaluated under the terms of article 227 of Law No. 6404/76, based on respective book values at April 30, 2013, *ad referendum* of the Company's general meeting. Referred to portion of net assets totaled R\$348,624.

The merger of companies and net assets previously described did not result in capital increase or issue of new Company shares; accordingly, the corporate restructuring did not result in any changes in the current

interest held by Company shareholders.

There is no question of substituting shares of noncontrolling shareholders of the spun-off companies with shares of the merging company, since the Company was, upon the merger of net assets and/or companies, as the case may be, the sole shareholder of the companies to be spun off/ merged. Accordingly, an equity valuation report at market price was not prepared for calculating the substitution ratio of shares held by noncontrolling shareholders provided for by article 264 of Law No. 6404/76 and item VI, paragraph 1, article 2 of CVM Ruling No. 319/99, as recent understanding of the Brazilian Securities and Exchange Commission (CVM) already demonstrated in the consultations drawn up in similar restructuring processes as CVM Rule No. 559, of November 18, 2008.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

The mergers of companies and spun-off portions as previously described were carried out without interruption in relation to operations and telecommunication services provided to their customers, and such services were entirely succeeded by the Company.

Company General Shareholders' Meeting held on July 1, 2013 approved aforementioned corporate restructuring and the organization chart is now as follows:

**d. Operations**

The Company is primarily engaged in the rendering of land-line telephone and data services in the state of São Paulo, under Fixed Switched Telephone Service Concession Arrangement (STFC) and authorizations, respectively. Also, the Company is 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, through December 2013, as a result of the waiver signed by the Company, the 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.c.1 and 1.c.2). Operation thereof is subject to regulations and supplementary plans issued.

d.1) STFC service concession arrangement

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

The Company is an STFC operator to render land-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 referred to arrangement are considered reversible assets and 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 September 30, 2013, estimated residual value of reversible assets was R\$7,392,817 (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.

In accordance with the service concession arrangement, every two years, during the arrangement's 20-year 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.

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

Frequency authorizations granted by ANATEL for mobile telephone services may be renewed only once, over a 15-year period, through 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.

In August 2013, the Company and ANATEL executed the authorization terms for the nonexclusive use of radiofrequency blocks, on a primary basis, as a result of the realignment of the “L” band in sub-bands from 1,975 MHz to 1,980 MHz for the mobile station transmission and from 2,165 MHz to 2,170 MHz for nodal station transmission.

These authorizations were issued for the remaining terms established under item 1.9 of Public Notice No. 002/2007/SPV-Anatel, of October 23, 2007, for valuable consideration, associated to the authorization for the rendering of SMP, amendment No. 01 to authorization No. 078/2012/PVCP/SPV-Anatel of August 14, 2013, published in the Federal Official Gazette of August 16, 2013, effective until April 29, 2023, and may be extended only once, over a 15-year period. Effectiveness of these authorizations is subject to the compliance with the requirements provided for in the agreements.

The Company paid R\$450,974 for referred to authorizations, which were recorded under intangible assets (Note 12) and will be amortized over the remaining periods of the licenses.

**e. Share trading on stock exchanges**

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

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), backed by preferred shares only, are traded on the *New York Stock Exchange* (NYSE).

e.1) Shares traded on 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, respectively.

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, the 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.

e.2) Shares traded on NYSE

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

- Type of shares: preferred
- Each ADS represents 1 (one) preferred share.
- Shares are traded as ADS under tickle "VIV" on NYSE.

- Foreign depositary bank: *Citibank N.A.*
- Custodian bank in Brazil: *Citibank N.A.*

**f. Agreement between Telefónica S.A. and Telecom Italia**

TELCO S.p.A. (in which Telefónica S.A. held 46.2% interest) has 22.4% interest with voting rights in Telecom Italia and is the controlling shareholder of this company.

On September 24, 2013, Telefónica S.A. and the other TELCO S.p.A. shareholders entered into an agreement, under which Telefónica S.A. subscribed and paid in a capital increase amounting to 324 million Euros in TELCO S.p.A., receiving class “C” shares with no voting rights, thus increasing the total interest held by Telefónica S.A. to 66%, but maintaining the 46.2% interest held in shares with voting rights.

In the second phase of this agreement, Telefónica S.A. will contribute capital amounting to 117 million Euros in TELCO S.p.A., receiving class “C” shares with no voting rights, thus increasing the total interest held by Telefónica S.A. to 70%, but maintaining the 46.2% interest held in shares with voting rights.

As from January 2014, subject to approvals provided by regulatory agencies and antitrust authorities in significant markets (including Brazil and Argentina), Telefónica S.A. will be able to choose whether to (i) fully or partly convert the shares with no voting rights into common class C shares with voting rights, and (ii) purchase the remaining shares with voting rights of TELCO S.p.A. held by other shareholders. As such, Telefónica S.A. will be able to hold 100% interest in TELCO S.p.A. and become the controlling shareholder of Telecom Italia, holding 22.4% interest with voting rights.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

Telefónica S.A. holds indirect interest in the Company and Telecom Italia holds indirect interest in TIM S.A. (TIM), a telecommunications company in Brazil. Neither Telefónica S.A., nor the Company or any other affiliate of Telefónica S.A. interfere in, are involved with or have decision-making power over TIM operations in Brazil and are lawfully and contractually forbidden to exert any type of political power derived from indirect interest held as concerns operations in Brazil, directly related to TIM operations. TIM (Brazil) and the Company compete in all markets in which they operate in Brazil under permanent competitive tension and, in this context, as well as in relation to the other economic agents in the telecommunications industry, referred to entities maintain usual and customary contractual relations with one another (many of which are regulated and inspected by ANATEL) and/or which, when applicable, are informed to ANATEL and Brazil's Administrative Council for Economic Defense (CADE), concerning the commitments assumed before these agencies so as to guarantee total independence of their operations.

**2. BASIS OF PREPARATION AND PRESENTATION OF INTERIM FINANCIAL STATEMENTS**

Company interim financial statements for the nine-month period ended September 30, 2013 are presented in thousands of reais (unless otherwise stated) and were prepared under a going concern assumption.

These interim financial statements compare the quarters ended September 30, 2013 and 2012, except for the balance sheets, which compare Company financial position as of September 30, 2013 to the financial position as of December 31, 2012.

Authorization to issue these interim financial statements was provided by Company management in a meeting held on October 28, 2013, which was approved by the Board of Directors in a meeting held on November 6, 2013.

The individual and consolidated interim financial statements were prepared and are presented in accordance with Technical Pronouncement CPC 21 (R1) – Interim Financial Reporting and IAS 34 – Interim Financial Reporting, issued by the Brazilian Financial Accounting Standards Board (CPC) and the International Accounting Standards Board (IASB), respectively.

For the individual interim financial statements, CPC practices differ from IFRS solely with respect to measurement of investments in the subsidiary under the equity method, while such investments would be measured at cost or fair value for IFRS purposes.

The Company and its subsidiary have no seasonal operations.

These financial statements were 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 these interim financial statements:*

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

IAS 1 – Presentation of financial statements – Presentation of items in Other Comprehensive Income: IAS 1 Revisions changed the grouping of items recorded in Other comprehensive income. Items potentially reclassifiable (or “recycled”) to profit or loss subsequently (for instance, net gains from hedge transactions of net investments, exchange rate variation differences due to translation of foreign transactions, net changes in cash flow hedge or gains from sale of assets classified as held for sale) should be disclosed separately from items which will never be reclassified (for instance, actuarial gains or losses in defined benefit plans). These amendments became effective for annual periods beginning on or after July 1, 2012 and only affect presentation. There are no impacts on the financial position or performance of the Company and its subsidiary.

IAS 19 Employee benefits (Revision): The IASB issued revisions to IAS 19, which 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. This amendment became effective for annual periods beginning on or after July 1, 2013 and has no significant impact on the financial position or performance of the Company and its subsidiary.

IAS 28 Investments in Associates and Joint Ventures (as revised in 2011): As a consequence of the new IFRS 11 and IFRS 12, IAS 28 has been renamed IAS 28 Investments in Associates and Joint Ventures, and describes the application of the equity method to investments in joint ventures in addition to investments in associates. This amendment became effective for annual periods 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 subsidiary.

IFRS 1 – Accounting for Government Grants (Revised IFRS 1): These revisions establish 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, had the information required for that purpose been obtained upon initial recognition of these loans. 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. These amendments became effective for annual periods beginning on or after January 1, 2013. These revisions have no impacts on the financial position or performance of the Company and its subsidiary upon first-time application.

*IFRS 7 - Disclosures - Offsetting a Financial Asset and a Financial Liability* – IFRS 7 revisions require entities to disclose information on enforceable rights to offset and related agreements (guarantee agreements, among others). Disclosures provide users with useful information so as to assess the effect of offsetting agreements on an entity’s financial position. The new disclosures are required for all recognized financial instruments which are offset in accordance with IAS 32 Financial Instruments – Presentation. The new disclosures are also required for recognized financial instruments which are subject to a principal offset agreement or a similar agreement, whether or not they are offset in accordance with IAS 32. This revision came into effect for annual periods beginning on or after January 1, 2013. Referred to amendments only affect presentation and will have no impacts on the financial situation or performance of the Company and its subsidiary.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

*IFRS 10 Consolidated Financial Statements, IAS 27 Separate Financial Statements:* IFRS 10 replaces part of IAS 27 - Consolidated and Separate Financial Statements, which deals with the accounting of consolidated financial statements. Amended IAS 27 addresses the matters raised in Interpretation SIC-12 Consolidation – Special Purpose Entities. IFRS 10 establishes a sole control model, applicable to all entities, including special purpose entities. The changes introduced by IFRS 10 will require that Management make use of significant judgment so as to determine which entities are subsidiaries and, therefore, mandatorily consolidated by a parent company, comparatively to the requisites of IAS 27. This standard became effective for annual periods beginning on or after January 1, 2013. The Company analyzed IFRS 10 and did not identify any significant impacts on the quarterly financial information.

*IFRS 12 Disclosure of interest in other entities:* IFRS 12 includes all requirements previously included in IAS 27 relating to consolidated financial statements, as well as all the disclosure requirements previously included in IAS 31 Interests in Joint Ventures and IAS 28 Investments in Associates. These requirements are related to the interest held by an entity in subsidiaries, joint arrangements, associates and structured entities. This standard became effective for annual periods beginning on or after January 1, 2013, only affects presentation and will have no significant impact on the financial position or performance of the Company and its subsidiary.

*IFRS 13 – Fair Value Measurement:* IFRS 13 provides a sole guideline in IFRS for all fair value measurements. IFRS 13 does not change the requirement regarding when an entity should mandatorily use fair value, but rather it provides guidance on how to measure fair value under IFRS, when fair value is required or allowed. This standard became effective for annual periods beginning on or after January 1, 2013 and has no significant impact on the Company upon first-time application.

*IAS 34 Interim Financial Statements:* This change aligns the disclosure requirements for total assets of the segment with total liabilities of the interim financial statement segment. This explanation also ensures the alignment of interim disclosures with annual disclosures. These improvements are applicable to annual periods beginning on or after January 1, 2013 and have no significant impact on the Company upon



first-time application.

New IFRS and International Financial Reporting Interpretations Committee (IFRIC) with significant impact on the financial position presented in these interim financial statements:

IFRS 11 superseded IAS 31, Reporting of Interests in Joint Ventures and SIC-13, Jointly Controlled Entities (JCE) - Nonmonetary Contributions by Venturers. IFRS 11 ruled out the possibility to account for jointly controlled entities (JCE) based on proportionate consolidation. Instead, JCEs which fall into the *joint venture* definition shall be accounted for under the equity method. This standard will have no impact on Company financial position, and eliminated the proportional consolidation of Aliança, AIX and ACT. With application of this standard, the investments of the Entity in aforementioned entities are recorded based on the equity method. This standard became effective for annual periods beginning on or after January 1, 2013 and shall be retrospectively applied to joint arrangements held at the date of first-time application.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)**

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 nine-month period ended September 30, 2012, with corresponding adjustments and some reclassifications made for better presentation of the consolidated information, are as follows:

|                                              | <b>Balance sheet<br/>disclosed as<br/>of December<br/>31, 2012</b> | <b>Adjustments for<br/>adoption of IFRS<br/>11 and<br/>Reclassifications</b> | <b>Balance sheet<br/>as of<br/>December 31,<br/>2012,<br/>disclosed as<br/>of September<br/>30, 2013</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                                                                                                  |
| Dividend 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

Nine-month period ended September 30, 2013

(In thousands of reais, unless otherwise stated)

|                                                    | Balance sheet<br>disclosed as<br>of December<br>31, 2012 | Adjustments for<br>adoption of IFRS<br>11 and<br>Reclassifications | Balance sheet<br>as of<br>December 31,<br>2012,<br>disclosed as<br>of September<br>30, 2013 |
|----------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------|
| <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, financing and lease (a)                     | 1,255,323                                                | 14,799                                                             | 1,270,122                                                                                   |
| Debentures                                         | 702,215                                                  | -                                                                  | 702,215                                                                                     |
| Dividend and interest on equity                    | 467,831                                                  | -                                                                  | 467,831                                                                                     |
| Provisions                                         | 496,790                                                  | -                                                                  | 496,790                                                                                     |
| Derivative transactions                            | 29,586                                                   | -                                                                  | 29,586                                                                                      |
| Deferred income                                    | 734,573                                                  | -                                                                  | 734,573                                                                                     |
| Reverse split of fractional shares                 | 389,510                                                  | -                                                                  | 389,510                                                                                     |
| Authorization license                              | 994,977                                                  | -                                                                  | 994,977                                                                                     |
| Other liabilities (a)                              | 379,454                                                  | (14,836)                                                           | 364,618                                                                                     |
| <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, financing and lease (a)                     | 3,756,001                                                | 18,460                                                             | 3,774,461                                                                                   |
| Debentures                                         | 2,253,690                                                | -                                                                  | 2,253,690                                                                                   |
| Provisions (b)                                     | 3,846,899                                                | (393,262)                                                          | 3,453,637                                                                                   |
| Liabilities with post-retirement benefit plans (b) | -                                                        | 392,269                                                            | 392,269                                                                                     |
| Derivative transactions                            | 26,545                                                   | -                                                                  | 26,545                                                                                      |
| Deferred income                                    | 303,362                                                  | -                                                                  | 303,362                                                                                     |
| Other liabilities (a)                              | 144,179                                                  | (20,363)                                                           | 123,816                                                                                     |
| <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) Finance lease amounts were reclassified from "Other obligations" to the specific account "Loans, financing and finance lease".

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

|                                                  | <b>Income<br/>statement for<br/>the 3Q12,<br/>disclosed as of<br/>September 30,<br/>2012</b> | <b>Adjustments for<br/>adoption of IFRS<br/>11 and<br/>Reclassifications</b> | <b>Income<br/>statement for<br/>the 3Q12,<br/>disclosed as of<br/>September 30,<br/>2013</b> |
|--------------------------------------------------|----------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| <b>Net operating revenue</b>                     | 25,021,083                                                                                   | (8,829)                                                                      | 25,012,254                                                                                   |
| Cost of sales (a)                                | (12,283,715)                                                                                 | (578)                                                                        | (12,284,293)                                                                                 |
| <b>Gross profit</b>                              | <b>12,737,368</b>                                                                            | <b>(9,407)</b>                                                               | <b>12,727,961</b>                                                                            |
| Selling expenses                                 | (6,528,318)                                                                                  | -                                                                            | (6,528,318)                                                                                  |
| General and administrative expenses              | (1,604,454)                                                                                  | 8,019                                                                        | (1,596,435)                                                                                  |
| Other operating income, net                      | 191,005                                                                                      | 158                                                                          | 191,163                                                                                      |
| Equity pickup                                    | -                                                                                            | (284)                                                                        | (284)                                                                                        |
| <b>Income before financial income (expenses)</b> | <b>4,795,601</b>                                                                             | <b>(1,514)</b>                                                               | <b>4,794,087</b>                                                                             |
| Financial income                                 | 832,324                                                                                      | (334)                                                                        | 831,990                                                                                      |
| Financial expenses                               | (997,917)                                                                                    | -                                                                            | (997,917)                                                                                    |
| <b>Income before taxes</b>                       | <b>4,630,008</b>                                                                             | <b>(1,848)</b>                                                               | <b>4,628,160</b>                                                                             |
| Income and social contribution taxes             | (1,652,077)                                                                                  | 1,848                                                                        | (1,650,229)                                                                                  |
| <b>Net income for the period</b>                 | <b>2,977,931</b>                                                                             | <b>-</b>                                                                     | <b>2,977,931</b>                                                                             |

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)**

New IFRS and International Financial Reporting Interpretations Committee (IFRIC) not yet effective as of September 30, 2013:

IAS 32 Offsetting a Financial Asset and a Financial Liability – IAS 32 Revisions These revisions explain the meaning of the term “currently has a legally enforceable right to offset”. Also, these revisions clarify the adoption of IAS 32 offsetting criteria for settlement systems (such as settlement systems through clearing houses) that apply mechanisms for gross settlement that are not simultaneous. These revisions are expected to have no impacts on the financial position or performance of the Company and its subsidiary upon first-time application and became effective for annual periods beginning on or after January 1, 2014.

IFRS 9 - Financial Instruments: Classification and Measurement: IFRS 9, as issued, reflects the first phase of the work carried out by the IASB referring to replacement of IAS 39 and applies to the classification and measurement of financial assets and financial liabilities, as defined in IAS 39. This standard was initially effective for annual periods beginning as from January 1, 2013; however, the Amendments to IFRS9 – Mandatory Effective Date and Transition Disclosures, issued in December 2011, changed the mandatory effective date to January 1, 2015. In subsequent stages, the IASB will focus on the accounting procedures for *hedge* instruments and impairment of financial assets. Adoption of the first IFRS 9 phase will have effects on the classification and measurement of the financial assets of the Company and its subsidiary, but will have no impacts on the classification and measurement of the financial liabilities. The Company will quantify said effect in conjunction with the other phases, upon issue of the final standard, which will comprise all phases.

**3. CASH AND CASH EQUIVALENTS**

|                        | Company          |                  | Consolidated     |                        |
|------------------------|------------------|------------------|------------------|------------------------|
|                        | 09.30.13         | 12.31.12         | 09.30.13         | 12.31.12 -<br>Restated |
| Cash and banks         | 47,789           | 18,398           | 50,883           | 94,304                 |
| Short-term investments | 8,457,248        | 3,060,884        | 8,579,325        | 7,039,181              |
| <b>Total</b>           | <b>8,505,037</b> | <b>3,079,282</b> | <b>8,630,208</b> | <b>7,133,485</b>       |

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.

In addition, not included in the amounts above, the Company has short-term investments amounting to R\$411,010 in current assets and amounting to R\$119,597 in noncurrent assets given in guarantee for judicial claims and loans taken out by the Company and by Telefónica Group companies.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)****4. TRADE ACCOUNTS RECEIVABLE, NET**

|                                  | Company          |                  | Consolidated     |                        |
|----------------------------------|------------------|------------------|------------------|------------------------|
|                                  | 09.30.13         | 12.31.12         | 09.30.13         | 12.31.12 -<br>Restated |
| Billed amounts                   | 3,921,557        | 1,622,311        | 4,270,496        | 4,032,169              |
| Unbilled amounts                 | 1,758,710        | 804,965          | 1,876,244        | 1,675,091              |
| Interconnection amounts          | 1,035,805        | 338,014          | 1,021,605        | 977,644                |
| <b>Gross accounts receivable</b> | <b>6,716,072</b> | <b>2,765,290</b> | <b>7,168,345</b> | <b>6,684,904</b>       |
| Provision for impairment         | (1,099,711)      | (614,566)        | (1,238,030)      | (1,079,254)            |
| <b>Total</b>                     | <b>5,616,361</b> | <b>2,150,724</b> | <b>5,930,315</b> | <b>5,605,650</b>       |
| Current                          | 5,471,495        | 2,150,724        | 5,688,339        | 5,512,272              |
| Noncurrent                       | 144,866          | -                | 241,976          | 93,378                 |

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

|                                | Company          |                  | Consolidated     |                        |
|--------------------------------|------------------|------------------|------------------|------------------------|
|                                | 09.30.13         | 12.31.12         | 09.30.13         | 12.31.12 -<br>Restated |
| Falling due                    | 4,031,186        | 1,395,227        | 4,290,024        | 4,297,961              |
| Overdue from 1 to 30 days      | 775,286          | 377,142          | 787,873          | 718,838                |
| Overdue from 31 to 60 days     | 292,330          | 113,042          | 295,752          | 218,930                |
| Overdue from 61 to 90 days     | 221,966          | 51,107           | 225,004          | 188,835                |
| Overdue from 91 to 120 days    | 82,639           | 27,955           | 88,012           | 60,648                 |
| Overdue for more than 120 days | 212,954          | 186,251          | 243,650          | 120,438                |
| <b>Total</b>                   | <b>5,616,361</b> | <b>2,150,724</b> | <b>5,930,315</b> | <b>5,605,650</b>       |

At September 30, 2013 and December 31, 2012, no customer represented more than 10% of net trade accounts receivable.



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)                  | (313,128)          | (569,342)          |
| Write-offs                           | 339,223            | 410,566            |
| Merger/split as of July 1, 2013      | (511,240)          | -                  |
| <b>Balance at September 30, 2013</b> | <b>(1,099,711)</b> | <b>(1,238,030)</b> |

TData has a product called "Soluciona TI," which consists of leasing IT equipment to small- and medium-sized enterprises, for which TData receives fixed installments over the lease term. Considering the contractual terms, the Company classified this product as Finance Lease. There are no unguaranteed residual values resulting in benefits to the lessor or contingent payments recognized as revenue for the period.

At September 30, 2013, noncurrent consolidated accounts receivable includes R\$144,866 referring to the new business model of goods for resale to legal entities, whose term for receipt is up to 24 months.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)**

The consolidated balance of trade accounts receivable described above, comprises the following effects:

|                                  | Consolidated   |                |
|----------------------------------|----------------|----------------|
|                                  | 09.30.13       | 12.31.12       |
| Present value of receivables     | 481,179        | 294,245        |
| Unrealized financial income      | 22,149         | 7,757          |
| <b>Gross accounts receivable</b> | <b>503,328</b> | <b>302,002</b> |
| Provision for impairment         | (100,871)      | (86,648)       |
| <b>Net accounts receivable</b>   | <b>402,457</b> | <b>215,354</b> |
| Current                          | 160,481        | 121,976        |
| Noncurrent                       | 241,976        | 93,378         |

At September 30, 2013, the aging list of trade accounts receivable is as follows:

|                              | Consolidated                        |                |
|------------------------------|-------------------------------------|----------------|
|                              | Trade accounts<br>receivable, gross | Present value  |
| Falling due up to one year   | 239,203                             | 239,203        |
| Falling due up to five years | 264,125                             | 241,976        |
| <b>Total</b>                 | <b>503,328</b>                      | <b>481,179</b> |

**5. INVENTORIES**

|                                              | Company        |               | Consolidated   |                |
|----------------------------------------------|----------------|---------------|----------------|----------------|
|                                              | 09.30.13       | 12.31.12      | 09.30.13       | 12.31.12       |
| Consumer materials                           | 72,831         | 39,641        | 75,017         | 59,417         |
| Materials for resale (a)                     | 604,234        | 5,835         | 635,487        | 380,163        |
| Other inventory items                        | 8,269          | 3,835         | 8,269          | 4,005          |
| <b>Total gross</b>                           | <b>685,334</b> | <b>49,311</b> | <b>718,773</b> | <b>443,585</b> |
| Provision for impairment and<br>obsolescence | (70,825)       | (24,908)      | (78,169)       | (55,776)       |

|              |                |               |                |                |
|--------------|----------------|---------------|----------------|----------------|
| <b>Total</b> | <b>614,509</b> | <b>24,403</b> | <b>640,604</b> | <b>387,809</b> |
|--------------|----------------|---------------|----------------|----------------|

(a) This includes, among others, mobile telephones, simcards (chip) and IT equipment in stock.

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

|                                      | Company         | Consolidated    |
|--------------------------------------|-----------------|-----------------|
| <b>Balance at December 31, 2012</b>  | <b>(24,908)</b> | <b>(55,776)</b> |
| Additions                            | (32,244)        | (114,681)       |
| Reversals                            | 21,004          | 92,288          |
| Merger/split as of July 1, 2013      | (34,677)        | -               |
| <b>Balance at September 30, 2013</b> | <b>(70,825)</b> | <b>(78,169)</b> |

Cost of goods sold, which includes amounts regarding provision for impairment and obsolescence, is stated in Note 23.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)****6. DEFERRED TAXES AND TAXES RECOVERABLE****6.1 Taxes recoverable**

|                                                           | Company          |                  | Consolidated     |                        |
|-----------------------------------------------------------|------------------|------------------|------------------|------------------------|
|                                                           | 09.30.13         | 12.31.12         | 09.30.13         | 12.31.12 -<br>Restated |
| Taxes withheld at source                                  | 119,638          | 106,693          | 123,212          | 141,620                |
| Income and social contribution<br>taxes recoverable       | 370,031          | 453,933          | 375,388          | 528,109                |
| ICMS (a)                                                  | 1,714,292        | 366,211          | 1,717,419        | 1,631,088              |
| ICMS agreement No. 39/CAT<br>Administrative Ruling 06 (b) | 199,774          | 178,535          | 199,774          | 288,520                |
| PIS and COFINS                                            | 99,535           | 39,265           | 107,001          | 148,092                |
| Other                                                     | 10,150           | 6,916            | 20,212           | 53,957                 |
| <b>Total</b>                                              | <b>2,513,420</b> | <b>1,151,553</b> | <b>2,543,006</b> | <b>2,791,386</b>       |
| Current                                                   | 2,131,226        | 602,328          | 2,160,812        | 2,052,421              |
| Noncurrent                                                | 382,194          | 549,225          | 382,194          | 738,965                |

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

(b) This 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 subsidiary 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     |                        |
|---------------------------------------------------------------------|------------------|------------------|------------------|------------------------|
|                                                                     | 09.30.13         | 12.31.12         | 09.30.13         | 12.31.12 -<br>Restated |
| <b><u>Deferred tax assets</u></b>                                   |                  |                  |                  |                        |
| Income and social contribution tax losses (a)                       | 16,956           | 21,290           | 188,499          | 21,290                 |
| Merged tax credit (b)                                               | -                | 9,461            | -                | 9,461                  |
| Income and social contribution taxes on temporary differences (c)   |                  |                  |                  |                        |
| Provisions for labor, tax and civil contingencies                   | 1,292,590        | 805,557          | 1,297,526        | 1,104,065              |
| Post-retirement benefit plans                                       | 141,031          | 126,605          | 141,031          | 133,371                |
| Provision for impairment - accounts receivable                      | 233,795          | 93,442           | 236,850          | 169,434                |
| Provision for modem and other PP&E item losses                      | 178,658          | 7,467            | 181,282          | 210,107                |
| Profit sharing                                                      | 52,974           | 34,888           | 53,450           | 62,218                 |
| Accelerated accounting depreciation                                 | 232,060          | 128,070          | 232,060          | 421,768                |
| Provision for impairment – inventories                              | 13,886           | 8,469            | 16,383           | 13,951                 |
| Provisions for customer loyalty program                             | 30,832           | -                | 30,832           | 28,168                 |
| Derivative transactions                                             | 17               | 26,522           | 17               | 42,922                 |
| Trade accounts payable and other provisions                         | 107,460          | 62,314           | 124,819          | 290,199                |
| Income and social contribution taxes on other temporary differences | 366,889          | 81,926           | 366,365          | 134,460                |
| <b>Total deferred tax assets</b>                                    | <b>2,667,148</b> | <b>1,406,011</b> | <b>2,869,114</b> | <b>2,641,414</b>       |

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)****Deferred tax liabilities**

|                                                                     |                    |                    |                    |                    |
|---------------------------------------------------------------------|--------------------|--------------------|--------------------|--------------------|
| Merged tax credit (b)                                               | (320,530)          | (269,514)          | (320,530)          | (269,514)          |
| Income and social contribution taxes on temporary differences (c)   |                    |                    |                    |                    |
| Technological Innovation Law                                        | (384,931)          | (209,185)          | (384,931)          | (416,700)          |
| Exchange variation                                                  | -                  | (3,383)            | -                  | (3,383)            |
| Customer portfolio                                                  | (482,999)          | (546,383)          | (482,999)          | (546,383)          |
| Trademarks and patents                                              | (486,706)          | (508,178)          | (486,706)          | (508,178)          |
| Licenses                                                            | (639,804)          | (399,878)          | (639,804)          | (399,878)          |
| Effects of goodwill generated upon merger of Vivo Part.             | (512,485)          | (344,927)          | (512,485)          | (344,927)          |
| Vivo Part. goodwill                                                 | (426,991)          | (266,870)          | (426,991)          | (266,870)          |
| Income and social contribution taxes on other temporary differences | (118,354)          | (74,344)           | (120,191)          | (74,344)           |
| <b>Total deferred tax liabilities</b>                               | <b>(3,372,800)</b> | <b>(2,622,662)</b> | <b>(3,374,637)</b> | <b>(2,830,177)</b> |
| <b>Total noncurrent assets (liabilities), net</b>                   | <b>(705,652)</b>   | <b>(1,216,651)</b> | <b>(505,523)</b>   | <b>(188,763)</b>   |
| <b>Total noncurrent deferred tax assets</b>                         | <b>-</b>           | <b>-</b>           | <b>200,129</b>     | <b>1,027,888</b>   |
| <b>Total noncurrent deferred tax liabilities</b>                    | <b>(705,652)</b>   | <b>(1,216,651)</b> | <b>(705,652)</b>   | <b>(1,216,651)</b> |

Deferred taxes were determined considering future realization, as under:

a) Income and social contribution tax losses: this represents the amount recorded by the Company and its subsidiary which, in accordance with Brazilian tax legislation, may be offset to the limit of 30% of the tax bases computed for the following years, with no expiry date.

Tax credits of the Company and its subsidiary arising from income and social contribution tax losses recognized and not recognized are as follows. During the six-month period ended September 30, 2013, there was no significant change in the business of the Company and its subsidiary 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 December 31, 2012 (restated) | 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 September 30, 2013           | 23,773     | 122,364                         | 146,137 | 528,218    | 627,166                              | 1,155,384 |
| Tax credit (25% + 9%)                                                     | 5,943      | 11,013                          | 16,956  | 132,055    | 56,445                               | 188,499   |
| Tax credit recognized                                                     | 5,943      | 11,013                          | 16,956  | 132,055    | 56,445                               | 188,499   |

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 will 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

Nine-month period ended September 30, 2013

(In thousands of reais, unless otherwise stated)

|                                                | Tax           | Company          |                  | Tax            | Consolidated     |                  |
|------------------------------------------------|---------------|------------------|------------------|----------------|------------------|------------------|
| <u>Deferred tax assets</u>                     | losses        | Deferred         | Total            | losses         | Deferred         | Total            |
|                                                |               | tax assets       |                  |                | tax assets       |                  |
| <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> |
| Establishment (reversal), net in P&L           | (4,334)       | 223,100          | 218,766          | 167,209        | 60,491           | 227,700          |
| Merger/split as of July 1, 2013                | -             | 1,042,371        | 1,042,371        | -              | -                | -                |
| <b>Balance at September 30, 2013</b>           | <b>16,956</b> | <b>2,650,192</b> | <b>2,667,148</b> | <b>188,499</b> | <b>2,680,615</b> | <b>2,869,114</b> |

|                                      | Company            | Consolidated       |
|--------------------------------------|--------------------|--------------------|
| <u>Deferred tax liabilities</u>      |                    |                    |
| <b>Balance at December 31, 2012</b>  | <b>(2,622,662)</b> | <b>(2,830,177)</b> |
| Establishment, net in P&L            | (534,320)          | (548,362)          |
| Comprehensive income                 | 3,902              | 3,902              |
| Merger/split as of July 1, 2013      | (219,720)          | -                  |
| <b>Balance at September 30, 2013</b> | <b>(3,372,800)</b> | <b>(3,374,637)</b> |

## 7. JUDICIAL DEPOSITS AND GARNISHMENTS

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

|                      | Company   |           | Consolidated |                     |
|----------------------|-----------|-----------|--------------|---------------------|
|                      | 09.30.13  | 12.31.12  | 09.30.13     | 12.31.12 - Restated |
| Judicial deposits    |           |           |              |                     |
| Labor                | 1,062,256 | 830,081   | 1,067,772    | 933,866             |
| Tax                  | 2,326,500 | 1,549,738 | 2,342,956    | 2,182,513           |
| Civil and regulatory | 872,321   | 667,646   | 873,306      | 866,668             |



|              |                  |                  |                  |                  |
|--------------|------------------|------------------|------------------|------------------|
| <b>Total</b> | <b>4,261,077</b> | <b>3,047,465</b> | <b>4,284,034</b> | <b>3,983,047</b> |
| Garnishments | 87,869           | 20,791           | 88,786           | 52,846           |
| <b>Total</b> | <b>4,348,946</b> | <b>3,068,256</b> | <b>4,372,820</b> | <b>4,035,893</b> |
| Current      | 179,085          | -                | 179,085          | 126,625          |
| Noncurrent   | 4,169,861        | 3,068,256        | 4,193,735        | 3,909,268        |

At September 30, 2013, the Company and its subsidiaries had a number of tax-related judicial deposits, amounting to R\$2,326,500 (R\$1,549,738 as of December 31, 2012) and R\$2,342,956 (R\$2,182,513 as of December 31, 2012) Company and consolidated, respectively. Detailed information on the matters from which the main deposits stem is in Note 18.

A brief description of the main tax-related judicial deposits is as follows:

- Federal contribution taxes on gross revenue for Social Integration Program (PIS) and for Social Security Financing (COFINS)

Company and subsidiary are involved in disputes related to: (i) claim filed for 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 September 30, 2013, consolidated judicial deposits amounted to R\$27,204 in the Company and to R\$30,757 (R\$62,924 at December 31, 2012) in the consolidated.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

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

The Company is involved in legal 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 September 30, 2013, consolidated judicial deposits amounted to R\$142,697 (R\$5,038 at December 31, 2012) in the Company and to R\$142,697 (R\$136,211 at December 31, 2012) in the consolidated.

- 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 understanding of ANATEL 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. Company and subsidiary are of the understanding that such collection is unjustified, and therefore challenged aforesaid fee in court.

At September 30, 2013, judicial deposits amounted to R\$852,360 (R\$818,502 at December 31, 2012) for Company and consolidated.

- Withholding Income Tax (IRRF)

Company and subsidiary 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 September 30, 2013, judicial deposits amounted to R\$58,480 (R\$48,759 at December 31, 2012) and to R\$58,480 (R\$58,367 at December 31, 2012), Company and consolidated, respectively.

- Corporate Income Tax (IRPJ)

Company and subsidiary 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); and (iii) underpaid IRPJ amounts.

At September 30, 2013, judicial deposits amounted to R\$28,023 (R\$24,095 at December 31, 2012) and to R\$28,023 (R\$25,422 at 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 subsidiary, as union members, made judicial deposits referring to that contribution.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

At September 30, 2013, judicial deposits amounted to R\$504,582 (R\$34,765 at December 31, 2012) and to R\$504,639 (R\$370,026 at December 31, 2012), Company and consolidated, respectively.

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

Company was involved in disputes related to: (i) SAT and funds to third parties (INCRA and SEBRAE); (ii) joint responsibility for contract labor; and (ii) difference in SAT rate (from 1% to 3%).

At September 30, 2013, judicial deposits amounted to R\$95,669 (R\$91,915 at December 31, 2012) for 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).

At September 30, 2013, judicial deposits amounted to R\$69,440 (R\$66,386 at December 31, 2012) for 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 September 30, 2013, judicial deposits amounted to R\$50,972 (R\$49,355 at December 31, 2012) for Company and consolidated.

- Universal Telecommunication Services Fund (FUST)

Company and subsidiary filed 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 September 30, 2013, judicial deposits amounted to R\$352,679 (R\$330,331 at December 31, 2012) and to R\$365,506 (R\$341,403 at 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. (later merged into the Company) 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.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

At September 30, 2013, judicial deposits amounted to R\$21,358 (R\$20,899 at December 31, 2012) for Company and consolidated.

- State Value-Added Tax (ICMS)

Company and subsidiary are 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 for the PP&E and electric energy; and (vi) activation cards for pre-paid services.

At September 30, 2013, judicial deposits amounted to R\$37,873 (R\$168 at December 31, 2012) and to R\$37,873 (R\$34,235 at December 31, 2012), Company and consolidated, respectively.

- Other taxes, charges and contributions

Company and subsidiary were involved in disputes related to: (i) Service Tax (ISS) on noncore 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 September 30, 2013, judicial deposits amounted to R\$85,163 (R\$59,525 at December 31, 2012) and to R\$85,182 (R\$106,868 at December 31, 2012), Company and consolidated, respectively.

**8. PREPAID EXPENSES**

|                                  | Company        |               | Consolidated   |                |
|----------------------------------|----------------|---------------|----------------|----------------|
|                                  | 09.30.13       | 12.31.12      | 09.30.13       | 12.31.12       |
| Fistel (a)                       | 263,721        | -             | 263,751        | -              |
| Advertising and publicity        | 59,936         | 817           | 59,936         | 173,688        |
| Rent                             | 45,291         | 20,533        | 45,292         | 51,207         |
| Insurance                        | 25,364         | 7,875         | 26,066         | 14,250         |
| Software and network maintenance | 13,918         | 4,496         | 14,062         | 7,872          |
| Financial charges                | 11,771         | -             | 11,771         | 7,152          |
| Taxes, charges and contributions | 33,307         | 343           | 33,307         | 1,654          |
| Other                            | 19,546         | 9,266         | 20,864         | 23,910         |
| <b>Total</b>                     | <b>472,854</b> | <b>43,330</b> | <b>475,049</b> | <b>279,733</b> |
| Current                          | 444,812        | 26,610        | 446,371        | 248,337        |
| Noncurrent                       | 28,042         | 16,720        | 28,678         | 31,396         |

(a) This 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****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)****9. OTHER ASSETS**

|                                     | Company        |                | Consolidated   |                        |
|-------------------------------------|----------------|----------------|----------------|------------------------|
|                                     | 09.30.13       | 12.31.12       | 09.30.13       | 12.31.12 -<br>Restated |
| Advances to employees and suppliers | 105,697        | 70,888         | 108,136        | 97,152                 |
| Related-party receivables           | 123,095        | 130,559        | 56,652         | 58,151                 |
| Subsidy on handset sales            | 32,790         | -              | 32,790         | 53,756                 |
| Receivables from suppliers (a)      | 102,491        | 16,930         | 102,491        | 479,283                |
| Pension plan surplus                | 50,445         | 17,595         | 50,840         | 48,048                 |
| Future capital contribution         | 20,000         | -              | -              | -                      |
| Other receivables                   | 90,386         | 38,060         | 91,974         | 61,901                 |
| <b>Total</b>                        | <b>524,904</b> | <b>274,032</b> | <b>442,883</b> | <b>798,291</b>         |
| Current                             | 372,980        | 198,445        | 312,783        | 705,983                |
| Noncurrent                          | 151,924        | 75,587         | 130,100        | 92,308                 |

(a) At December 31, 2012, the consolidated amounts include R\$362,774 referring to the disposal of nonstrategic transmission towers, whose receipt was guaranteed by the purchasing party.

**10. INVESTMENTS**

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

a) Information on investees - Wholly-owned subsidiaries

|  | At<br>September<br>30, 2013 | Subsidiaries<br>At December 31, 2012 |
|--|-----------------------------|--------------------------------------|
|--|-----------------------------|--------------------------------------|



|                          | TData            | Vivo              | TData          | ATelecom       | TSTV           | TVA Sul       | Lemontree     | Comercial<br>Cabo | GTR-T        |
|--------------------------|------------------|-------------------|----------------|----------------|----------------|---------------|---------------|-------------------|--------------|
| <b>Assets</b>            |                  |                   |                |                |                |               |               |                   |              |
| Current                  | 776,520          | 9,877,926         | 358,299        | 498,074        | 40,087         | 2,178         | 6             | 25,435            | 801          |
| Noncurrent               | 377,190          | 13,263,918        | 140,763        | 414,985        | 160,603        | 41,327        | 11,835        | 167,688           | 1,074        |
| <b>Total assets</b>      | <b>1,153,710</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                  | 403,686          | 8,213,367         | 174,535        | 218,126        | 34,818         | 9,522         | 437           | 117,652           | 14           |
| Noncurrent               | 64,926           | 4,887,981         | 19,191         | 54,165         | 2,744          | 28,798        | -             | 21,830            | -            |
| Equity                   | 685,098          | 10,040,496        | 305,336        | 640,768        | 163,128        | 5,185         | 11,404        | 53,641            | 1,861        |
| <b>Total liabilities</b> | <b>1,153,710</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<br>Cabo | GTR-T   |
|-----------------------|-----------|----------|----------|----------|---------|-----------|-------------------|---------|
| Net income (loss)     |           |          |          |          |         |           |                   |         |
| At September 30, 2013 | -         | 126,238  | -        | -        | -       | -         | -                 | -       |
| At September 30, 2012 | 2,587,904 | (84,735) | 7,130    | (38,790) | (4,439) | (11,637)  | (31,110)          | (1,179) |

b) Information of investees – Jointly-controlled entities

|                          | At September 30, 2013 |                |           | At December 31, 2012 |                |           |
|--------------------------|-----------------------|----------------|-----------|----------------------|----------------|-----------|
|                          | Aliança               | AIX            | ACT       | Aliança              | AIX            | ACT       |
| <u>Assets</u>            |                       |                |           |                      |                |           |
| Current                  | 129,970               | 11,649         | 10        | 116,322              | 13,414         | 10        |
| Noncurrent               | -                     | 112,222        | -         | -                    | 120,024        | -         |
| <b>Total assets</b>      | <b>129,970</b>        | <b>123,871</b> | <b>10</b> | <b>116,322</b>       | <b>133,438</b> | <b>10</b> |
| <u>Liabilities</u>       |                       |                |           |                      |                |           |
| Current                  | 2,178                 | 3,283          | 2         | 2,302                | 3,280          | -         |
| Noncurrent               | -                     | 5,886          | -         | -                    | 5,792          | -         |
| Equity                   | 127,792               | 114,702        | 8         | 114,020              | 124,366        | 10        |
| <b>Total liabilities</b> | <b>129,970</b>        | <b>123,871</b> | <b>10</b> | <b>116,322</b>       | <b>133,438</b> | <b>10</b> |

## Telefônica Brasil S. A.

## NOTES TO QUARTERLY INFORMATION

Nine-month period ended September 30, 2013

(In thousands of reais, unless otherwise stated)

|                       | Aliança | AIX     | ACT |
|-----------------------|---------|---------|-----|
| Net income (loss)     |         |         |     |
| At September 30, 2013 | 86      | (9,664) | (2) |
| At September 30, 2012 | 1,624   | (2,196) | -   |

c) Changes in investments

|                                           | Balance at<br>December<br>31, 2012 -<br>Restated | Additions      | Equity<br>pickup | Dividend<br>and<br>interest on<br>equity<br>reported<br>and<br>approved | Other<br>comprehensive<br>income | Merger/split<br>as of July 1,<br>2013 | Balances at<br>September<br>30, 2013 |
|-------------------------------------------|--------------------------------------------------|----------------|------------------|-------------------------------------------------------------------------|----------------------------------|---------------------------------------|--------------------------------------|
| <b><u>Interest held</u></b>               | <b>11,328,398</b>                                | <b>324,967</b> | <b>1,831,343</b> | <b>(2,058,833)</b>                                                      | <b>1,933</b>                     | <b>(10,621,459)</b>                   | <b>806,349</b>                       |
| <b><u>Wholly-owned subsidiaries</u></b>   | <b>11,209,200</b>                                | <b>324,967</b> | <b>1,836,133</b> | <b>(2,058,833)</b>                                                      | <b>(4,910)</b>                   | <b>(10,621,459)</b>                   | <b>685,098</b>                       |
| A. Telecom                                | 640,768                                          | -              | 50,927           | -                                                                       | (36)                             | (691,659)                             | -                                    |
| TData                                     | 305,336                                          | 253,917        | 126,238          | -                                                                       | (393)                            | -                                     | 685,098                              |
| TST                                       | 163,128                                          | -              | (52,915)         | -                                                                       | -                                | (110,213)                             | -                                    |
| Vivo                                      | 10,040,496                                       | -              | 1,740,186        | (2,058,833)                                                             | (1,048)                          | (9,720,801)                           | -                                    |
| GTR-T                                     | 1,861                                            | -              | 1,129            | -                                                                       | -                                | (2,990)                               | -                                    |
| Lemontree                                 | 11,404                                           | 50             | (2,957)          | -                                                                       | -                                | (8,497)                               | -                                    |
| CaTV                                      | 42,096                                           | 68,000         | (31,383)         | -                                                                       | (3,078)                          | (75,635)                              | -                                    |
| Sul Paraná                                | 4,111                                            | 3,000          | 4,908            | -                                                                       | (355)                            | (11,664)                              | -                                    |
| <b><u>Jointly controlled entities</u></b> | <b>119,198</b>                                   |                | <b>(4,790)</b>   | <b>-</b>                                                                | <b>6,843</b>                     | <b>-</b>                              | <b>121,251</b>                       |
| Aliança (a)                               | 57,010                                           | -              | 43               | -                                                                       | 6,843                            | -                                     | 63,896                               |
| AIX (a)                                   | 62,183                                           | -              | (4,832)          | -                                                                       | -                                | -                                     | 57,351                               |
| ACT (a)                                   | 5                                                | -              | (1)              | -                                                                       | -                                | -                                     | 4                                    |
| <b>Goodwill</b>                           | <b>10,208,980</b>                                | <b>-</b>       | <b>-</b>         | <b>-</b>                                                                | <b>-</b>                         | <b>16,300</b>                         | <b>10,225,280</b>                    |

|                                          |                   |                |                  |                    |                 |                     |                   |
|------------------------------------------|-------------------|----------------|------------------|--------------------|-----------------|---------------------|-------------------|
| <b>Other interest</b>                    | <b>23,683</b>     | <b>(6)</b>     | <b>-</b>         | <b>-</b>           | <b>(11,476)</b> | <b>702</b>          | <b>12,903</b>     |
| Other investments (a)                    | 23,683            | (6)            | -                | -                  | (11,476)        | 702                 | 12,903            |
| <b>Total investments in Company</b>      | <b>21,561,061</b> | <b>324,961</b> | <b>1,831,343</b> | <b>(2,058,833)</b> | <b>(9,543)</b>  | <b>(10,604,457)</b> | <b>11,044,532</b> |
| Aliança (a)                              | 57,010            | -              | 43               | -                  | 6,843           | -                   | 63,896            |
| AIX (a)                                  | 62,183            | -              | (4,832)          | -                  | -               | -                   | 57,351            |
| ACT (a)                                  | 5                 | -              | (1)              | -                  | -               | -                   | 4                 |
| Other investments (a)                    | 23,683            | (6)            | -                | -                  | (11,476)        | 702                 | 12,903            |
| <b>Total investments in consolidated</b> | <b>142,881</b>    | <b>(6)</b>     | <b>(4,790)</b>   | <b>-</b>           | <b>(4,633)</b>  | <b>702</b>          | <b>134,154</b>    |

(a) Investments measured at fair value.

## 11. PROPERTY, PLANT AND EQUIPMENT, NET

### a) Breakdown

At September 30, 2013:

|                                  | PP&E cost  | Company Accumulated depreciation | Net balance | PP&E cost  | Consolidated Accumulated depreciation | Net balance |
|----------------------------------|------------|----------------------------------|-------------|------------|---------------------------------------|-------------|
| Switching equipment              | 17,734,756 | (15,416,021)                     | 2,318,735   | 17,741,985 | (15,422,858)                          | 2,319,127   |
| Transmission means and equipment | 32,717,808 | (25,047,254)                     | 7,670,554   | 32,720,811 | (25,049,954)                          | 7,670,857   |
| Terminal equipment and modems    | 10,440,685 | (9,083,022)                      | 1,357,663   | 10,462,465 | (9,098,111)                           | 1,364,354   |
| Infrastructure                   | 13,039,651 | (9,322,149)                      | 3,717,502   | 13,050,798 | (9,330,869)                           | 3,719,929   |
| Television equipment             | 517,282    | (398,333)                        | 118,949     | 517,282    | (398,333)                             | 118,949     |
| Other                            | 3,107,442  | (2,527,869)                      | 579,573     | 3,199,486  | (2,624,553)                           | 574,933     |
| Valuation allowance (a)          | (173,501)  | -                                | (173,501)   | (175,677)  | -                                     | (175,677)   |

|                          |                   |                     |                   |                   |                     |                   |
|--------------------------|-------------------|---------------------|-------------------|-------------------|---------------------|-------------------|
| Fixed assets in progress | 1,824,477         | -                   | 1,824,477         | 1,870,132         | -                   | 1,870,132         |
| <b>Total</b>             | <b>79,208,600</b> | <b>(61,794,648)</b> | <b>17,413,952</b> | <b>79,387,282</b> | <b>(61,924,678)</b> | <b>17,462,604</b> |

## Telefônica Brasil S. A.

## NOTES TO QUARTERLY INFORMATION

Nine-month period ended September 30, 2013

(In thousands of reais, unless otherwise stated)

At December 31, 2012:

|                                  | PP&E cost         | Company<br>Accumulated<br>depreciation | Net<br>balance    | PP&E cost         | Consolidated - Restated<br>Accumulated<br>depreciation | Net<br>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 and modems    | 5,293,989         | (4,219,074)                            | 1,074,915         | 9,887,923         | (8,319,035)                                            | 1,568,888         |
| Infrastructure                   | 8,620,997         | (6,103,762)                            | 2,517,235         | 13,303,406        | (9,041,716)                                            | 4,261,690         |
| Television 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           |
| Valuation allowance (a)          | (14,262)          | -                                      | (14,262)          | (19,073)          | -                                                      | (19,073)          |
| Fixed assets 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<br>December<br>31, 2012 | Company<br>Additions | Write-offs,<br>net | Company<br>Transfers,<br>net | Depreciation<br>(c) | Merger/split<br>as of July<br>1, 2013 | Balance at<br>September<br>30, 2013 |
|----------------------------------|------------------------------------|----------------------|--------------------|------------------------------|---------------------|---------------------------------------|-------------------------------------|
| Switching equipment              | 1,229,082                          | 19,799               | (67)               | 178,958                      | (269,755)           | 1,160,718                             | 2,318,735                           |
| Transmission means and equipment | 4,349,192                          | 345,278              | (9,730)            | 593,888                      | (579,139)           | 2,971,065                             | 7,670,554                           |
| Terminal equipment and           | 1,074,915                          | 378,966              | -                  | 69,490                       | (534,798)           | 369,090                               | 1,357,663                           |

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|                          |                   |                  |                 |                 |                    |                  |                   |
|--------------------------|-------------------|------------------|-----------------|-----------------|--------------------|------------------|-------------------|
| modems                   |                   |                  |                 |                 |                    |                  |                   |
| Infrastructure           | 2,517,235         | 28,510           | (15,951)        | 73,856          | (287,830)          | 1,401,682        | 3,717,502         |
| Television equipment     | -                 | -                | -               | -               | (11,713)           | 130,662          |                   |
| Other                    | 154,244           | 51,365           | (1,943)         | 25,241          | (70,111)           | 420,777          | 118,949           |
| Valuation allowance (a)  | (14,262)          | (5,475)          | 907             | -               | -                  | (154,671)        | 579,573           |
| Fixed assets in progress | 709,857           | 1,331,504        | (3,958)         | (978,834)       | -                  | 765,908          | (173,501)         |
| <b>Total</b>             | <b>10,020,263</b> | <b>2,149,947</b> | <b>(30,742)</b> | <b>(37,401)</b> | <b>(1,753,346)</b> | <b>7,065,231</b> | <b>17,413,952</b> |

|                                  | Balance at December 31, 2012 - Restated | Additions        | Consolidated Write-offs |                    |                    | Balance at September 30, 2013 |
|----------------------------------|-----------------------------------------|------------------|-------------------------|--------------------|--------------------|-------------------------------|
|                                  |                                         |                  | net (a)                 | Transfers, net (b) | Depreciation (c)   |                               |
| Switching equipment              | 2,250,394                               | 19,921           | (68)                    | 436,919            | (388,039)          | 2,319,127                     |
| Transmission means and equipment | 7,066,407                               | 374,824          | (18,410)                | 1,233,744          | (985,708)          | 7,670,857                     |
| Terminal equipment and modems    | 1,568,888                               | 453,050          | (67)                    | 86,531             | (744,048)          | 1,364,354                     |
| Infrastructure                   | 4,261,690                               | 40,847           | (15,033)                | 14,049             | (581,624)          | 3,719,929                     |
| Television equipment             | 193,574                                 | 52,349           | -                       | (49,345)           | (77,629)           | 118,949                       |
| Other                            | 805,845                                 | 50,471           | (1,414)                 | (184,162)          | (95,807)           | 574,933                       |
| Valuation allowance (a)          | (19,073)                                | (5,475)          | 879                     | (152,008)          | -                  | (175,677)                     |
| Fixed assets in progress         | 1,476,419                               | 1,824,356        | (6,063)                 | (1,424,580)        | -                  | 1,870,132                     |
| <b>Total</b>                     | <b>17,604,144</b>                       | <b>2,810,343</b> | <b>(40,176)</b>         | <b>(38,852)</b>    | <b>(2,872,855)</b> | <b>17,462,604</b>             |

(a) Company and subsidiary 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 chart refer to transfers between PP&E and intangible assets.

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

c) Depreciation rates

For the nine-month period ended September 30, 2013, PP&E items 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 equipment                     | 8.00 to 20.00  |
| Other                            | 10.00 to 20.00 |

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)**d) PP&E items given in guarantee

At September 30, 2013, the Company and its subsidiary had PP&E items given in guarantee for lawsuits, amounting to R\$185,290 (R\$150,194 and R\$235.847 at December 31, 2012, for Company and consolidated, respectively).

e) Capitalization of borrowing costs

At September 30, 2013 and December 31, 2012, the Company and its subsidiary did not capitalize borrowing costs, as there were no qualifying assets.

**12. INTANGIBLE ASSETS, NET**a) Breakdown

|                            | Company           |                   | Consolidated      |                        |
|----------------------------|-------------------|-------------------|-------------------|------------------------|
|                            | 09.30.13          | 12.31.12          | 09.30.13          | 12.31.12 -<br>Restated |
| Goodwill                   |                   | -                 | 10,225,280        | 10,225,280             |
| Other intangible<br>assets | 19,485,096        | 15,730,850        | 19,489,680        | 19,780,417             |
| <b>Total</b>               | <b>19,485,096</b> | <b>15,730,850</b> | <b>29,714,960</b> | <b>30,005,697</b>      |

At September 30, 2013 and December 31, 2012, breakdown of goodwill is as follows:



|                                                   |                   |
|---------------------------------------------------|-------------------|
| 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 Navytree) merged in 2008, based 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.

At September 30, 2013 and December 31, 2012, breakdown of other intangible assets was as follows:

## Telefônica Brasil S. A.

## NOTES TO QUARTERLY INFORMATION

Nine-month period ended September 30, 2013

(In thousands of reais, unless otherwise stated)

At September 30, 2013:

|                            | Company                         |                             |                   | Consolidated                    |                             |                   |
|----------------------------|---------------------------------|-----------------------------|-------------------|---------------------------------|-----------------------------|-------------------|
|                            | Cost of<br>intangible<br>assets | Accumulated<br>amortization | Net<br>balance    | Cost of<br>intangible<br>assets | Accumulated<br>amortization | Net<br>balance    |
| <i>Software</i>            | 10,304,989                      | (8,374,268)                 | 1,930,721         | 10,341,170                      | (8,405,865)                 | 1,935,305         |
| Customer<br>portfolio      | 1,990,278                       | (569,694)                   | 1,420,584         | 1,990,278                       | (569,694)                   | 1,420,584         |
| Trademarks and<br>patents  | 1,601,433                       | (169,929)                   | 1,431,504         | 1,601,433                       | (169,929)                   | 1,431,504         |
| Licenses                   | 17,231,466                      | (2,559,534)                 | 14,671,932        | 17,231,466                      | (2,559,534)                 | 14,671,932        |
| Other                      | 152,026                         | (151,584)                   | 442               | 152,026                         | (151,584)                   | 442               |
| Software in<br>progress    | 86,591                          | -                           | 86,591            | 86,591                          | -                           | 86,591            |
| Valuation<br>allowance (a) | (56,678)                        | -                           | (56,678)          | (56,678)                        | -                           | (56,678)          |
| <b>Total</b>               | <b>31,310,105</b>               | <b>(11,825,009)</b>         | <b>19,485,096</b> | <b>31,346,286</b>               | <b>(11,856,606)</b>         | <b>19,489,680</b> |

At December 31, 2012:

|                           | Company                         |                             |                   | Consolidated - Restated         |                             |                   |
|---------------------------|---------------------------------|-----------------------------|-------------------|---------------------------------|-----------------------------|-------------------|
|                           | Cost of<br>intangible<br>assets | Accumulated<br>amortization | Net<br>balance    | Cost of<br>intangible<br>assets | Accumulated<br>amortization | Net<br>balance    |
| <i>Software</i>           | 3,215,274                       | (2,652,564)                 | 562,710           | 9,516,522                       | (7,625,698)                 | 1,890,824         |
| Customer<br>portfolio     | 1,990,278                       | (383,269)                   | 1,607,009         | 2,114,561                       | (507,552)                   | 1,607,009         |
| Trademarks and<br>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<br>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

|                            | Company                            |                |                    |                       |                     |                                       | Balance at<br>September<br>30, 2013 |
|----------------------------|------------------------------------|----------------|--------------------|-----------------------|---------------------|---------------------------------------|-------------------------------------|
|                            | Balance at<br>December<br>31, 2012 | Additions      | Write-offs,<br>net | Transfers,<br>net (b) | Amortization<br>(c) | Merger/split<br>as of July<br>1, 2013 |                                     |
| Software                   | 562,710                            | 145,255        | -                  | 149,147               | (301,351)           | 1,374,960                             | 1,930,721                           |
| Customer<br>portfolio      | 1,607,009                          | -              | -                  | -                     | (186,425)           | -                                     | 1,420,584                           |
| Trademarks<br>and patents  | 1,494,641                          | -              | -                  | -                     | (63,137)            | -                                     | 1,431,504                           |
| Licenses                   | 12,064,000                         | 473,038        | -                  | -                     | (393,436)           | 2,528,330                             | 14,671,932                          |
| Other                      | 2,490                              | -              | -                  | (1,902)               | (11,883)            | 11,737                                | 442                                 |
| Software in<br>progress    | -                                  | 39,777         | -                  | (109,844)             | -                   | 156,658                               | 86,591                              |
| Valuation<br>allowance (a) | -                                  | (143)          | -                  | -                     | -                   | (56,535)                              | (56,678)                            |
| <b>Total</b>               | <b>15,730,850</b>                  | <b>657,927</b> | <b>-</b>           | <b>37,401</b>         | <b>(956,232)</b>    | <b>4,015,150</b>                      | <b>19,485,096</b>                   |

|                            | Consolidated                                     |                  |                    |                       |                     |  | Balance at<br>September<br>30, 2013 |
|----------------------------|--------------------------------------------------|------------------|--------------------|-----------------------|---------------------|--|-------------------------------------|
|                            | Balance at<br>December<br>31, 2012 -<br>Restated | Additions        | Write-offs,<br>net | Transfers,<br>net (b) | Amortization<br>(c) |  |                                     |
| Software                   | 1,890,824                                        | 249,423          | (5)                | 368,099               | (573,036)           |  | 1,935,305                           |
| Customer portfolio         | 1,607,009                                        | -                | -                  | 84                    | (186,509)           |  | 1,420,584                           |
| Trademarks and<br>patents  | 1,494,641                                        | -                | -                  | -                     | (63,137)            |  | 1,431,504                           |
| Licenses                   | 14,711,844                                       | 548,056          | -                  | (85,007)              | (502,961)           |  | 14,671,932                          |
| Other                      | 25,057                                           | 3,118            | -                  | (12,108)              | (15,625)            |  | 442                                 |
| Software in<br>progress    | 51,042                                           | 211,927          | -                  | (176,359)             | (19)                |  | 86,591                              |
| Valuation<br>allowance (a) | -                                                | (821)            | -                  | (55,857)              | -                   |  | (56,678)                            |
| <b>Total</b>               | <b>19,780,417</b>                                | <b>1,011,703</b> | <b>(5)</b>         | <b>38,852</b>         | <b>(1,341,287)</b>  |  | <b>19,489,680</b>                   |

(a) The Company recognized a provision for potential obsolescence of software, based on levels of historical use and expected future use.

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

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



**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)****c) Amortization rates**

For the nine-month period ended September 30, 2013, other intangible assets were amortized on a straight-line basis, at the following annual rates:

|                        | Company        | Consolidated   |
|------------------------|----------------|----------------|
| Software               | 20.00          | 20.00 to 33.33 |
| Customer portfolio     | 10.00          | 9.00 to 15.00  |
| Trademarks and patents | 5.00           | 5,00           |
| Licenses               | 3.60 to 20.00  | 3.60 to 20.00  |
| Other                  | 10.00 to 20.00 | 10.00 to 20.00 |

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

|                             | Company        |                | Consolidated   |                        |
|-----------------------------|----------------|----------------|----------------|------------------------|
|                             | 09.30.13       | 12.31.12       | 09.30.13       | 12.31.12 -<br>Restated |
| Salaries and wages          | 27,246         | 34,771         | 27,934         | 38,640                 |
| Social charges and benefits | 295,428        | 81,576         | 297,979        | 204,675                |
| Profit sharing              | 118,674        | 89,433         | 120,075        | 172,937                |
| <b>Total</b>                | <b>441,348</b> | <b>205,780</b> | <b>445,988</b> | <b>416,252</b>         |

**14. TRADE ACCOUNTS PAYABLE**

|  | Company  |          | Consolidated |                        |
|--|----------|----------|--------------|------------------------|
|  | 09.30.13 | 12.31.12 | 09.30.13     | 12.31.12 -<br>Restated |

|                              |                  |                  |                  |                  |
|------------------------------|------------------|------------------|------------------|------------------|
| Sundry suppliers             | 5,149,358        | 1,741,088        | 5,302,152        | 5,205,202        |
| Amounts to be passed on      | 349,319          | 93,239           | 184,279          | 151,809          |
| Interconnection / networking | 575,018          | 356,720          | 575,018          | 532,057          |
| <b>Total</b>                 | <b>6,073,695</b> | <b>2,191,047</b> | <b>6,061,449</b> | <b>5,889,068</b> |

## 15. TAXES, CHARGES AND CONTRIBUTIONS

|                                                  | Company          |                | Consolidated     |                        |
|--------------------------------------------------|------------------|----------------|------------------|------------------------|
|                                                  | 09.30.13         | 12.31.12       | 09.30.13         | 12.31.12 -<br>Restated |
| <b>Income taxes</b>                              | -                | -              | <b>12,749</b>    | <b>243,399</b>         |
| Income and social contribution taxes payable (a) | -                | -              | 12,749           | 243,399                |
| <b>Indirect taxes</b>                            | <b>2,024,568</b> | <b>559,112</b> | <b>2,077,393</b> | <b>2,026,600</b>       |
| ICMS (b)                                         | 1,699,669        | 405,103        | 1,702,627        | 1,534,750              |
| PIS and COFINS                                   | 189,809          | 135,006        | 229,744          | 362,911                |
| Fust and Funttel                                 | 24,897           | 11,886         | 24,811           | 34,853                 |
| Other                                            | 110,193          | 7,117          | 120,211          | 94,086                 |
| <b>Total</b>                                     | <b>2,024,568</b> | <b>559,112</b> | <b>2,090,142</b> | <b>2,269,999</b>       |
| Current                                          | 1,520,258        | 529,055        | 1,563,592        | 1,781,250              |
| Noncurrent                                       | 504,310          | 30,057         | 526,550          | 488,749                |

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

(b) Noncurrent liabilities include R\$475,541 as of September 30, 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.

## Telefônica Brasil S. A.

## NOTES TO QUARTERLY INFORMATION

Nine-month period ended September 30, 2013

(In thousands of reais, unless otherwise stated)

## 16. LOANS, FINANCING AGREEMENTS, FINANCE LEASE AND DEBENTURES

## 16.1 – Loans, financing agreements and finance lease

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

As a result of the corporate restructuring process described in Note 1c, the Company became accountable for the loan, financing and finance lease agreements which belonged to the merged entities.

|                            | Currency   | Annual interest rate    | Maturity | Company          |                     | Consolidated     |                     |
|----------------------------|------------|-------------------------|----------|------------------|---------------------|------------------|---------------------|
|                            |            |                         |          | 09.30.13         | 12.31.12 - Restated | 09.30.13         | 12.31.12 - Restated |
| Financing – BNDES          | URTJLP (a) | TJLP+ 0% to 9%          | 15/06/20 | 2,627,507        | 988,833             | 2,627,507        | 2,911,854           |
| Financing – BNDES          | UMBND (b)  | ECM (c) + 2.38% to 2.5% | 15/07/19 | 487,698          | -                   | 487,698          | 455,296             |
| Financing – BNDES          | R\$        | 8.7%                    | 15/01/21 | 163,318          | 1,957               | 163,318          | 173,793             |
| Loan – Mediocrédito        | US\$       | 1.75%                   | 02/02/14 | 3,369            | 9,310               | 3,369            | 9,310               |
| Loan – Resolution No. 4131 | US\$       | 4.10% to 4.18%          | 25/10/13 | 361,951          | 326,263             | 361,951          | 326,263             |
| Loans – BEI                | US\$       | 4.47%                   | 02/03/15 | 847,612          | -                   | 847,612          | 795,601             |
| Financing – BNB            | R\$        | 10.00%                  | 30/10/16 | 250,630          | -                   | 250,630          | 338,610             |
| BBVA commission            |            | 0.43%                   | 28/02/15 | 260              | -                   | 260              | 241                 |
| Financing - Leasing        | R\$        | 14.70%                  | 09/11/13 | -                | -                   | -                | 356                 |
| Finance lease              | R\$        |                         | 31/08/33 | 174,229          | 12,430              | 174,229          | 33,259              |
| <b>Total</b>               |            |                         |          | <b>4,916,574</b> | <b>1,338,793</b>    | <b>4,916,574</b> | <b>5,044,583</b>    |
| Current                    |            |                         |          | 1,328,194        | 756,371             | 1,328,194        | 1,270,122           |
| Noncurrent                 |            |                         |          | 3,588,380        | 582,422             | 3,588,380        | 3,774,461           |

- (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.

## **Loans and financing**

### 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 (which was merged into the Company on July 1, 2013) took out a R\$1,530,459 financing facility 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.



**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

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 comparative 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 a balance amounting to R\$16,720 as of September 30, 2013 (R\$18,322 as of December 31, 2012).

Through September 30, 2013, the amount of R\$2,059,916 (R\$1,802,113 through December 31, 2012) had been released.

- In January 2010, a R\$319,927 financing facility to Vivo (which was merged into the Company on July 1, 2013) was approved 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 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 comparative 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\$20,028 through September 30, 2013 (R\$23,876 as of December 31, 2012).

- With the merger process, Vivo became accountable for the financing agreements which belonged to former Vivo Part., whose balance amounted to R\$24,130 as of September 30, 2013 (R\$26,825 at December 31, 2012).

- In November 2010 and in March 2011, BNDES approved credit facilities amounting to R\$ 41,950 for CaTV and Sul Paraná (which were merged into TST on July 1, 2013). 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 September 30, 2013, R\$ 51,443 (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 September 30, 2013 – in the amount of R\$2,152 (R\$2,404 at December 31, 2012).
  
- In December 2010, BNDES, through its Investment Maintenance Program (BNDES PSI), approved a R\$5,417 financing facility for the Company. At September 30, 2013, this balance amounted to R\$1,780 (R\$1,946 at 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 BNDES grant, adjusted to present value, resulted – as of September 30, 2013 – in the amount of R\$298 (R\$331 at December 31, 2012).

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

- On December 28, 2012, R\$21,783 and R\$331,698 financing facilities were approved for the Company and Vivo (which was merged into the Company on July 1, 2013), respectively, by BNDES, at the rate of 2.5% p.a., for 60 months, 24-month grace period for principal, which will be released as investments made are proved. Through September 30, 2013, R\$2,095 had been released.

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, at September 30, 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.

European Investment Bank (BEI)

Vivo (which was merged into the Company on July 1, 2013) took out a €250 million (equivalent to US\$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 currency risk into a percentage of CDI variation.

Banco do Nordeste (BNB)

- On January 29, 2007, a credit facility amounting to R\$ 247,240 was taken out with BNB. 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, a credit facility amounting to R\$ 389,000 was taken out with BNB. 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.

### **Finance lease**

Finance leases which transfer basically all the risks and rewards related to ownership of the leased item to Company and subsidiary are capitalized at the inception of the lease at fair value of the leased asset or, if lower, the present value of minimum lease payments. Initial direct costs incurred in the transaction are added to cost, where applicable.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)**

The difference between the nominal value of the installments and the amounts payable recorded is recognized as financial expenses based on the effective interest rate method over the term of the agreement.

The Company and its subsidiary have entered into finance lease agreements as the lessee, relating to: i) lease of towers and rooftops, deriving from a sale and finance leaseback transaction; ii) lease of IT equipment; and iii) lease of infrastructure and transmission means deriving from construction projects in conjunction with other operators, based on optical network associated to the power transmission network, connecting cities in the Northern region of Brazil to the domestic backbone of the Company. The residual value of referred to assets were kept unchanged through sale thereof and a liability corresponding to the present value of the minimum mandatory installments was recognized.

The amounts recorded in property, plant and equipment are depreciated over the shorter of the estimated useful life of the assets or the lease term.

The consolidated balance of amounts payable referring to aforementioned transactions comprises the following effects:

|                                                  | Consolidated   |               |
|--------------------------------------------------|----------------|---------------|
|                                                  | 09.30.13       | 12.31.12      |
| Present value of payables                        | 537,016        | 51,025        |
| Unrealized financial expenses                    | (362,787)      | (17,766)      |
| <b>Present value of minimum payments payable</b> | <b>174,229</b> | <b>33,259</b> |
| Current                                          | 11,646         | 14,799        |
| Noncurrent                                       | 162,583        | 18,460        |

Consolidated aging list of finance lease is as follows:

|  | Consolidated     |               |
|--|------------------|---------------|
|  | Gross investment | Present value |

|                        |                |                |
|------------------------|----------------|----------------|
| Up to one year         | 30,967         | 11,646         |
| From one to five years | 162,410        | 51,800         |
| More than 5 Years      | 343,639        | 110,783        |
| <b>Total</b>           | <b>537,016</b> | <b>174,229</b> |

There are no unguaranteed residual values resulting in benefits to the lessor or contingent payments recognized as revenue for the nine-month period ended September 30, 2013.

## 16.2 – Debentures

|                                                | Currency | Company/Consolidated<br>Charges | Maturity | 09.30.13         | 12.31.12         |
|------------------------------------------------|----------|---------------------------------|----------|------------------|------------------|
| Debentures (4th issue) –<br>1st and 2nd series | R\$      | 106.00% to<br>112.00% of CDI    | 15/10/14 | 762,822          | 744,678          |
| Debentures (4th issue) –<br>3rd series         | R\$      | IPCA+7.00%                      | 15/10/14 | 102,543          | 96,249           |
| Debentures (1st issue) –<br>Telemig            | R\$      | IPCA+0.50%<br>100.00% of CDI    | 05/07/21 | 75,269           | 72,137           |
| Debentures (3rd issue)                         | R\$      | + 0.75%<br>100.00% of CDI       | 10/09/17 | 2,010,146        | 2,044,674        |
| Debentures (4th issue)                         | R\$      | + 0.68%                         | 25/04/18 | 1,348,236        | -                |
| Cost of issues                                 | R\$      |                                 |          | (2,247)          | (1,833)          |
| <b>Total</b>                                   |          |                                 |          | <b>4,296,769</b> | <b>2,955,905</b> |
| Current                                        |          |                                 |          | 734,351          | 702,215          |
| Noncurrent                                     |          |                                 |          | 3,562,418        | 2,253,690        |

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

Funds raised by Vivo Part. (which was merged into the Company on October 1, 2011) – 4th Issue

On September 4, 2009, the Board of Directors of Vivo Part. approved the 4th public issue by the company of junior unsecured registered debentures not convertible into shares, maturing over a ten-year period.

Total issue amounted to 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 bookbuilding 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.

The proceeds 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\$ 143 as of September 30, 2013 (R\$ 840 as of December 31, 2012), were allocated to a contra-liabilities account as deferred cost and are recorded as financial expenses, pursuant to the contractual terms of this issue. The effective rate of 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, Company Board of Directors approved the proposal to reschedule the 1st series of 4th issue, amounting to R\$98 million at 106% of 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.

On September 19, 2013, Company Board of Directors approved the proposal to reschedule the 2nd series of the 4th issue, to occur on October 15, 2013, amounting to R\$640 million at 106.80% of CDI with new term established through October 15, 2015.

Reschedules of the 2nd and 3rd series are planned as follows: 2nd series for October 15, 2013 and 3rd series for October 15, 2014.



**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

At September 30, 2013, total balance was R\$865,365 (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) – 1st 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 junior unsecured registered debentures not convertible into 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.

At September 30, 2013, this balance was R\$75,269 (R\$72,137 at December 31, 2012).

Fund raised by the Company – 3rd 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) junior unsecured registered debentures not convertible into shares were issued in a single series, with unit 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, for public distribution with 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 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.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

Transaction costs in connection with this issue, amounting to R\$ 833 as of September 30, 2013 (R\$ 993 as of December 31, 2012), were allocated to a contra-liabilities account as deferred cost and are recorded as financial expenses, pursuant to the contractual terms of this issue.

At September 30, 2013, total balance was R\$2,010,146 (R\$2,044,674 at December 31, 2012).

Fund raised by the Company – 4th Issue

On April 11, 2013, Company Board of Directors approved the fund raising proposal in the local market by issuing simple nonconvertible debentures in the amount of R 1,3 billion, as a way to ensure the Company liquidity for future commitments.

The net proceeds obtained with the issue will be fully used for future debt amortization, Capex of developed projects and in the strengthening of liquidity.

Total 130,000 debentures were issued (one hundred and thirty thousand), with par value of R\$10,000.00 (ten thousand reais). The debentures have five-year (5) maturity as of the corresponding issue date, April 25, 2013, thereby maturing on April 25, 2018. The par value of debentures will not be monetarily restated. The balance due of debentures par value will be subject to interest corresponding to 100% (one hundred percent) of the one-day extra-group accumulated variation of average daily rates of interbank deposits (DI), expressed as an yearly percentage, based on 252 (two hundred and fifty-two) working days, calculated and published daily by CETIP S.A. – Organized Markets (CETIP), plus spread of 0.68% (sixty-eight hundredths percent) p.a., based on 252 (two hundred and fifty-two) working days (Remuneration). The Remuneration shall be calculated exponentially and cumulatively on a pro-rata temporis by working days elapsed since the issue date or the remuneration payment date immediately before that, as the case may be, until the effective payment date. Banco Itaú BBA S.A. was the lead coordinator. The transaction costs associated with this issue amounted R\$ 1,271 at September 30, 2013.

**16.3 – Payment schedule**

At September 30, 2013, breakdown of noncurrent loans, financing agreements, finance lease and debentures by year of maturity is as follows:

| <u>Year</u>  | Company /<br>Consolidated |
|--------------|---------------------------|
| 2014         | 651,581                   |
| 2015         | 1,280,976                 |
| 2016         | 505,068                   |
| 2017         | 2,459,729                 |
| 2018 onwards | 2,253,444                 |
| <b>Total</b> | <b>7,150,798</b>          |

**16.4 – Covenants**

The Company and Vivo have loans and financing taken out from BNDES, the balance of which as of September 30, 2013 was R\$ 3,110,665 (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 an annual basis. At this same date, all economic and financial indexes for the agreements in effect were met.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)**

4th issue debentures, net of issue costs, as of September 30, 2013 amounted to R\$ 865,222 (R\$ 840,087 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\$ 75,269 as of September 30, 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, noncompliance with non-fiduciary commitments and compliance with certain financial indexes. On the same date, all these covenants were met.

**16.5 - Guarantees**

At September 30, 2013, guarantees were given for part of loans and financing of the Company, as under:

| <u>Banks</u>                       | <u>Loans/financing balance</u> | <u>Guarantees</u>                                                                                                                                                                                                                                                                                                                                                                                                                            |
|------------------------------------|--------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Brazilian Development Bank (BNDES) | R\$1,941,135 (URTJLP)          | <ul style="list-style-type: none"> <li>• Agreement (2007). R\$ 282,245: Guarantee in receivables referring to 15% of the higher of debt balance or 4 (four) times the highest installment.</li> <li>• Agreement (PSI) R\$163,318: disposal of financed asset items.</li> <li>• Agreement (2011). R\$2,146,588: Guarantee in receivables referring to 15% of the higher of debt balance or 4 (four) times the highest installment.</li> </ul> |
|                                    | R\$487,698 (UMBND)             |                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|                                    | R\$163,318 (PSI)               |                                                                                                                                                                                                                                                                                                                                                                                                                                              |

|                                        |            |                                                                                                                                                                                                                                                                                                                                                            |
|----------------------------------------|------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| European Investment Bank (BEI)         | R\$847,612 | <ul style="list-style-type: none"> <li>• Commercial risk guaranteed by Banco BBVA Spain.</li> </ul>                                                                                                                                                                                                                                                        |
| Banco do Nordeste do Brasil S.A. (BNB) | R\$250,630 | <ul style="list-style-type: none"> <li>• Bank guarantee provided by Banco Bradesco S.A. amounting to approximately 100% of the financing obtained.</li> <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> |

## 17. DIVIDEND AND INTEREST ON EQUITY (IOE)

Dividends and interest on equity receivable and payable are as follows:

### a) Breakdown of receivables

|              | Company      |                | Consolidated |                     |
|--------------|--------------|----------------|--------------|---------------------|
|              | 09.30.13     | 12.31.12       | 09.30.13     | 12.31.12 - Restated |
| Vivo         | -            | 390,747        | -            | -                   |
| Aliança      | 1,140        | 1,140          | 1,140        | 1,140               |
| ATelecom     | -            | 2,218          | -            | -                   |
| <b>Total</b> | <b>1,140</b> | <b>394,105</b> | <b>1,140</b> | <b>1,140</b>        |

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|                                                | Company        | Consolidated |
|------------------------------------------------|----------------|--------------|
| <b>Balance at December 31, 2012 - Restated</b> | <b>394,105</b> | <b>1,140</b> |
| 2012 supplementary dividends                   | 1,841,833      | -            |
| 2013 interim IOE (net of IRRF)                 | 184,450        | -            |
| Dividend and IOE received                      | (1,320,449)    | -            |
| Merger/split as of July 1, 2013                | (1,098,799)    | -            |
| <b>Balance at September 30, 2013</b>           | <b>1,140</b>   | <b>1,140</b> |

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

c) Breakdown of payables

|                                         | Company/Consolidated |                |
|-----------------------------------------|----------------------|----------------|
|                                         | 09.30.13             | 12.31.12       |
| Telefónica Internacional                | 559,483              | -              |
| SP Telecomunicações Participações       | 351,172              | -              |
| Telefónica                              | 462,655              | -              |
| Compañía de Telecomunicaciones de Chile | 1,109                | -              |
| Non-controlling interest                | 972,629              | 467,831        |
| <b>Total</b>                            | <b>2,347,048</b>     | <b>467,831</b> |

d) Changes in payables

|                                      | Company/<br>Consolidated |
|--------------------------------------|--------------------------|
| <b>Balance at December 31, 2012</b>  | <b>467,831</b>           |
| 2012 supplementary dividends         | 3,148,769                |
| interim IOE (net of IRRF)            | 374,000                  |
| Unclaimed dividend and IOE           | (59,045)                 |
| Dividend and IOE paid                | (1,584,507)              |
| <b>Balance at September 30, 2013</b> | <b>2,347,048</b>         |

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

equity and then distributed.

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

## **18. PROVISIONS AND CONTINGENCIES**

As a result of the corporate restructuring process described in Note 1c, the Company became accountable for the liabilities referring to provisions and contingencies which belonged to the merged entities.



**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)**a) Breakdown of provisions:

|                                                       | Company          |                        | Consolidated     |                        |
|-------------------------------------------------------|------------------|------------------------|------------------|------------------------|
|                                                       | 09.30.13         | 12.31.12 -<br>Restated | 09.30.13         | 12.31.12 -<br>Restated |
| Provision for lawsuits and administrative proceedings |                  |                        |                  |                        |
| Labor                                                 | 898,678          | 598,733                | 898,678          | 717,247                |
| Tax                                                   | 2,131,391        | 1,336,071              | 2,145,965        | 1,952,050              |
| Civil and regulatory                                  | 927,927          | 568,225                | 927,927          | 795,294                |
| <b>Subtotal</b>                                       | <b>3,957,996</b> | <b>2,503,029</b>       | <b>3,972,570</b> | <b>3,464,591</b>       |
| Contingent liability (a)                              | 273,944          | 264,520                | 273,944          | 264,520                |
| Provision for demobilization (b)                      | 233,584          | 24,935                 | 237,632          | 221,316                |
| <b>Total</b>                                          | <b>4,465,524</b> | <b>2,792,484</b>       | <b>4,484,146</b> | <b>3,950,427</b>       |
| Current                                               | 541,835          | 334,852                | 541,835          | 496,790                |
| Noncurrent                                            | 3,923,689        | 2,457,632              | 3,942,311        | 3,453,637              |

(a) Refers to contingent liabilities arising from Purchase Price Allocation (PPA) generated upon acquisition of the controlling interest of Vivo Part. in 2011.

(b) This refers to costs to be incurred to return the sites (locations for installation of base radio, equipment and real state) to 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 subsidiary are party to labor, tax and civil claims filed in different courts. Based on the opinion of its legal advisors, management of Company and subsidiary set up a provision for claims whose likelihood of an unfavorable outcome was rated as possible.

b) Changes in provisions:

Company  
Provisions for contingencies

|                                                | Labor          | Tax              | Civil and<br>regulatory | Contingent<br>liability<br>(PPA) | Provision for<br>demobilization | Total            |
|------------------------------------------------|----------------|------------------|-------------------------|----------------------------------|---------------------------------|------------------|
| <b>Balance at December 31, 2012 - 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                                        | 275,851        | 29,528           | 142,264                 | -                                | 2,929                           | 450,572          |
| Write-offs due to payment                      | (50,976)       | (7,418)          | (39,832)                | -                                | -                               | (98,226)         |
| Write-offs due to reversal                     | (76,491)       | (159)            | (48,605)                | (2,312)                          | (2,074)                         | (129,641)        |
| Monetary restatement                           | 23,688         | 68,416           | 54,756                  | 11,736                           | -                               | 158,596          |
| Merger/split as of July 1, 2013                | 127,873        | 704,953          | 251,119                 | -                                | 207,794                         | 1,291,739        |
| <b>Balances at September 30, 2013</b>          | <b>898,678</b> | <b>2,131,391</b> | <b>927,927</b>          | <b>273,944</b>                   | <b>233,584</b>                  | <b>4,465,524</b> |
| Current                                        | 88,374         | 1,116            | 452,345                 | -                                | -                               | 541,835          |
| Noncurrent                                     | 810,304        | 2,130,275        | 475,582                 | 273,944                          | 233,584                         | 3,923,689        |

|                                                | Consolidated<br>Provisions for contingencies |                  |                         |                                  |                                 |                  |
|------------------------------------------------|----------------------------------------------|------------------|-------------------------|----------------------------------|---------------------------------|------------------|
|                                                | Labor                                        | Tax              | Civil and<br>regulatory | Contingent<br>liability<br>(PPA) | Provision for<br>demobilization | Total            |
| <b>Balance at December 31, 2012 - 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                                        | 299,582                                      | 148,272          | 215,805                 | -                                | 18,848                          | 682,507          |
| Write-offs due to payment                      | (60,160)                                     | (27,491)         | (68,603)                | -                                | -                               | (156,254)        |
| Write-offs due to reversal                     | (81,944)                                     | (19,549)         | (72,975)                | (2,312)                          | (2,664)                         | (179,444)        |
| Monetary restatement                           | 23,953                                       | 92,683           | 58,406                  | 11,736                           | 132                             | 186,910          |
| <b>Balances at September 30, 2013</b>          | <b>898,678</b>                               | <b>2,145,965</b> | <b>927,927</b>          | <b>273,944</b>                   | <b>237,632</b>                  | <b>4,484,146</b> |
| Current                                        | 88,374                                       | 1,116            | 452,345                 | -                                | -                               | 541,835          |
| Noncurrent                                     | 810,304                                      | 2,144,849        | 475,582                 | 273,944                          | 237,632                         | 3,942,311        |

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)****18.1 Labor contingencies and provisions**

| <u>Nature/Risk</u> | Company  |          | Amount involved |          |
|--------------------|----------|----------|-----------------|----------|
|                    | 09.30.13 | 12.31.12 | 09.30.13        | 12.31.12 |
| Probable           | 898,678  | 598,733  | 898,678         | 717,247  |
| Possible           | 295,566  | 61,756   | 295,566         | 274,156  |

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

The Company also figures as a 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 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 party to civil class 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 civil class actions in the table above, since in these procedural phases, in the event of loss, the monetary loss for the Company cannot be estimated.

**18.2 Tax contingencies and provisions**

| <u>Nature/Risk</u> | Company  |          | Amount involved | Consolidated |
|--------------------|----------|----------|-----------------|--------------|
|                    | 09.30.13 | 12.31.12 | 09.30.13        |              |

|          |            |           |            |                        |
|----------|------------|-----------|------------|------------------------|
|          |            |           |            | 12.31.12 -<br>Restated |
| Probable | 2,131,391  | 1,336,071 | 2,145,965  | 1,952,050              |
| Possible | 15,119,454 | 6,955,316 | 15,284,325 | 13,738,155             |

### **Tax provisions**

#### *Federal taxes*

At September 30, 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 nonapproval 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; (v) fixed: noninclusion of interconnection expenses and industrial application of dedicated line (EILD) in the FUST tax base and Mobile operations: noninclusion 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 nonapproval offset and refund requests filed by Company and subsidiary; (xi) Social Investment Fund (Finsocial) offset amounts; (xii) lack of withholding social contribution levied on services rendered, compensation, salaries and other salary bases; (xiii) COFINS – Requirement resulting from noninclusion 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 September 30, 2013, total provisions amounted to R\$2,037,477 (R\$1,323,434 at December 31, 2012) for the Company and R\$2,052,051 (R\$1,860,803 at December 31, 2012) for the consolidated.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

State taxes

At September 30, 2013, the Company and its subsidiary had administrative and judicial proceedings in progress referring to (i) ICMS credits on electric power and other ICMS 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 September 30, 2013, total provisions amounted to R\$79,915 (R\$36 at December 31, 2012) for Company and consolidated (R\$67,426 at December 31, 2012 in the consolidated).

Municipal taxes

At September 30, 2013, the Company and its subsidiary were party to various tax legal claims at municipal level, whose likelihood of loss, based on the opinion of their legal advisors, is rated as probable. At September 30, 2013, total provisions amounted to R\$13,999 (R\$12,601 at December 31, 2012) for Company and consolidated (R\$23,821 at December 31, 2012 in the consolidated).

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).

**Tax contingencies**

Federal taxes

At September 30, 2013, the Company and its subsidiary were party to various administrative and judicial proceedings in the federal sphere, which are pending judgment at various court levels. At September 30, 2013, total amounts were R\$3,178,862 (R\$1,430,670 at December 31, 2012) for the Company and R\$3,188,342 (R\$3,146,736 at December 31, 2012) for the consolidated.

Major proceedings refer to: (i) protest letters due to nonratification of offsetting 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 from 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, entity which was merged into the Company on July 1, 2013); and (xiv) Contribution to Empresa Brasileira de Comunicação, created by Law No. 11652/08.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

Management and Company legal advisors are of the understanding that the likelihood of loss in these proceedings is possible.

State taxes

At September 30, 2013, the Company and its subsidiary were party to various administrative and judicial proceedings related to ICMS, in the state sphere, which are pending judgment at various court levels. At September 30, 2013, total amounts were R\$6,895,242 (R\$4,014,790 at December 31, 2012) for the Company and R\$6,974,781 (R\$5,870,365 at December 31, 2012) for the consolidated.

Major 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 taken as ICMS tax credits; (v) service provided outside São Paulo state with ICMS paid to São Paulo State; (vi) co-billing; (vii) tax replacement 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 charged in error (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.

Management and Company legal advisors are of the understanding that the likelihood of loss in these proceedings is possible.





**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

Municipal taxes

At September 30, 2013, the Company and its subsidiary were party to various administrative and judicial proceedings in the municipal sphere, which are pending judgment at various court levels. At September 30, 2013, total amounts were R\$557,642 (R\$383,397 at December 31, 2012) for the Company and R\$558,919 (R\$544,323 at December 31, 2012) for the consolidated.

Major 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.

Management and Company legal advisors are of the understanding that the likelihood of loss in these proceedings is possible.

ANATEL

Universal Telecommunication Services Fund (FUST)

Injunctions filed 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: noninclusion of interconnection expenses (ITX) in the FUST tax base, pursuant to Precedent No. 7, of December 15, 2005, for being in disagreement with provisions set forth in the sole paragraph of article 6 of Law No. 9.998/00, which are awaiting for the Board of Tax Appeals Decision.

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 September 30, 2013, total amounts were R\$2,092,454 (R\$883,771 at December 31, 2012) for the Company and R\$2,149,108 (R\$1,970,800 at December 31, 2012) for the consolidated.

Management and Company legal advisors are of the understanding that the likelihood of loss in these proceedings is possible.

Telecommunications Technology Development Fund (FUNTTEL)

At September 30, 2013, the Company and its subsidiary were party to several administrative and judicial proceedings, which are pending judgment at the lower administrative court and the court of appeals. At September 30, 2013, total amounts were R\$617,769 (R\$195,126 at December 31, 2012) for the Company and R\$635,690 (R\$614,314 at December 31, 2012) for the consolidated.

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).

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Management and Company legal advisors are of the understanding that the likelihood of loss in these proceedings is possible.

*Telecommunications Inspection Fund (FISTEL)*

Upon 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 subsidiary understand that such collection is unjustified, and separately challenged the aforesaid fee in court. At September 30, 2013, total amounts were R\$1,775,274 (R\$47,562 at December 31, 2012) for the Company, with deposit in full, and R\$1,775,274 (R\$1,589,479 at December 31, 2012) for the consolidated, without the respective deposit in full.

Management and Company legal advisors are of the understanding that the likelihood of loss in these proceedings is possible.

*Public Price for Numbering Resources Management (PPNUM)*

The Company, along with the other wireless carriers in Brazil, is challenging in court the tariff charged by ANATEL for the use by such carriers. When charged by ANATEL, Vivo (which was merged into the Company on July 1, 2013) 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 September 30, 2013, total amount was R\$2,211 (R\$2,138 at December 31, 2012).

Management and Company legal advisors are of the understanding that the likelihood of loss in these proceedings is possible.

### 18.3 Civil and regulatory contingencies and provisions

| <u>Nature/Risk</u> | Amount involved |           |              |           |
|--------------------|-----------------|-----------|--------------|-----------|
|                    | Company         |           | Consolidated |           |
|                    | 09.30.13        | 12.31.12  | 09.30.13     | 12.31.12  |
| Probable           | 927,927         | 568,225   | 927,927      | 795,294   |
| Possible           | 3,283,837       | 2,012,725 | 3,283,837    | 2,656,850 |

#### Civil

- The Company is party to several 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, Court of Justice and Higher Court of Justice. Considering the likelihood of an unfavorable outcome as probable as of September 30, 2013, the Company set up a provision amounting to R\$35,590 (R\$31,260 at December 31, 2012).

- The Company and its subsidiary are party to civil proceedings, in the administrative and legal spheres, the object of which is the provision of services. These 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 subsidiary figure as defendants or plaintiffs in other proceedings having object matters other than those arising in the normal course of business. At September 30, 2013, total provisions amounted to R\$447,385 (R\$193,216 at December 31, 2012) for the Company and R\$447,385 (R\$377,649 at December 31, 2012) for the consolidated.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

- The Company is also involved in several 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 September 30, 2013, total provisions amounted to R\$86,932 (R\$78,711 at December 31, 2012).

**Regulatory**

At September 30, 2013, the Company and its subsidiary figured as party to 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, at September 30, 2013, total provisions amounted to R\$358,020 (R\$265,038 at December 31, 2012) for the Company and R\$358,020 (R\$307,674 at December 31, 2012) for the consolidated.

**Civil contingencies**

- Plano Comunitário de Telefonia (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\$268,957 (R\$236,236 as of December 31, 2012). The likelihood of loss in this proceeding was deemed as possible by legal counsel. 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 finding of facts stage, and no decision was issued in any court level. The likelihood of loss in this proceeding was deemed

as possible by legal counsel. 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.

- Class actions 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 counsel. 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.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

- The Public Prosecutor's Office of the State of São Paulo filed a class action claiming pain and suffering, 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 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). The number of consumers who will individually file suits or the amounts claimed thereby may not be estimated. 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 subsidiary are party to civil claims, at various levels, related to service rendering, which 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\$1,360,521 (R\$643,432 as of December 31, 2012) for the Company and R\$1,360,521 (R\$1,236,312 as of December 31, 2012) for the consolidated, whose likelihood of an unfavorable outcome has been assessed as possible by their legal advisors.

- The Company and its subsidiary have received notices regarding noncompliance with "SAC Decree". The Company and its subsidiary are currently party to several administrative and legal proceedings, whose likelihood of an unfavorable outcome has been rated as possible by their legal advisors, amounting to R\$16,245 as of September 30, 2013 (R\$7,550 as of December 31, 2012) for the Company and R\$16,245 (R\$19,314 as of December 31, 2012) consolidated.

- Intellectual Property: Lune Projetos Especiais Telecomunicação Comércio e Ind. Ltda (Lune), a Brazilian company, filed a 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.

An unfavorable decision was handed down determining that Vivo (merged into the Company on July 1, 2013) 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 referred to decision, Vivo (merged into the Company on July 1, 2013) must pay indemnification for royalties to be calculated in settlement. Motions for Clarification were filed 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 was filed in view of 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 in view of the decision pending judgment. The likelihood of an unfavorable outcome has been assessed as possible by legal advisors. There is no way to determine the extent of potential liabilities with respect to this claim.



**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

- Validity of prepaid plan: Vivo (merged into the Company on July 1, 2013) and other wireless carriers figure as defendants in various lawsuits filed by the Public Prosecutor's Office and consumer associations to challenge imposition of a period to use prepaid minutes. The plaintiffs claim that prepaid minutes should not expire after a specific period. Conflicting decisions on the matter were handed down by courts. Although we believe that our criteria for the period determination comply with ANATEL standards, the likelihood of an unfavorable outcome has been assessed as possible by legal advisers, 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 subsidiary are party to administrative proceedings 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 Company and for the consolidated in the amount of R\$1,638,114 (R\$989,427 referring to assessment of administrative proceedings, R\$179,129 for administrative proceedings in court, and R\$469,558 for other legal claims) as of September 30, 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 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 (merged into the Company on July 1, 2013) filed administrative proceedings challenging these charges, based on ANATEL's position.

Legal advisors are of the understanding that the likelihood of loss in these proceedings is 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 (merged into the Company on July 1, 2013), 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.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)**

On March 25, 2010, SDE issued a technical note whereby it: (i) dismissed the charge of trust against all the defendants, recommending the shelving of such charge; (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 (merged into the Company on July 1, 2013), 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 for the shelving of all charges.

On September 11, 2013, CADE, by unanimous vote, rendered inexistent the trust and price squeeze practices and shelved this proceeding.

**18.4 Guarantees**

At September 30, 2013, the Company and its subsidiary granted guarantees for claims of a tax, civil and labor nature, as follows:

|                         | Buildings<br>and<br>equipment | Company<br>Judicial<br>deposits and<br>garnishments | Surety<br>letters | Buildings<br>and<br>equipment | Consolidated<br>Judicial<br>deposits and<br>garnishments | Surety<br>letters |
|-------------------------|-------------------------------|-----------------------------------------------------|-------------------|-------------------------------|----------------------------------------------------------|-------------------|
| Civil, labor<br>and tax | 185,290                       | 4,348,946                                           | 2,169,460         | 185,290                       | 4,372,820                                                | 2,205,519         |
| <b>Total</b>            | <b>185,290</b>                | <b>4,348,946</b>                                    | <b>2,169,460</b>  | <b>185,290</b>                | <b>4,372,820</b>                                         | <b>2,205,519</b>  |

At September 30, 2013, in addition to the guarantees presented above, the Company and its subsidiary had garnishments (except for loan-related investments) amounting to R\$56,802 (R\$49,728 at December 31, 2012).

**19. DEFERRED REVENUES**

|                              | Company          |                | Consolidated     |                  |
|------------------------------|------------------|----------------|------------------|------------------|
|                              | 09.30.13         | 12.31.12       | 09.30.13         | 12.31.12         |
| Activation revenue (a)       | 114,033          | 89,367         | 117,086          | 89,367           |
| Services and goods (b)       | 668,548          | -              | 668,548          | 596,907          |
| Disposal of PP&E (c)         | 123,623          | -              | 123,623          | 171,174          |
| Government grants (d)        | 39,198           | 331            | 39,198           | 44,933           |
| Customer loyalty program (e) | 90,682           | -              | 90,682           | 82,848           |
| Donation of equipment (f)    | 12,243           | -              | 12,243           | 16,235           |
| Other revenues               | 10,275           | 19,067         | 10,276           | 36,471           |
| <b>Total</b>                 | <b>1,058,602</b> | <b>108,765</b> | <b>1,061,656</b> | <b>1,037,935</b> |
| Current                      | 792,674          | 69,743         | 794,065          | 734,573          |
| Noncurrent                   | 265,928          | 39,022         | 267,591          | 303,362          |

a) Refers to the deferral of activation 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 (company merged by the Company as of July 1, 2013), to be transferred to income upon compliance with 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 loyalty point program maintained by the Company, 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.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)****20. OTHER LIABILITIES**

|                                        | Company        |                        | Consolidated   |                        |
|----------------------------------------|----------------|------------------------|----------------|------------------------|
|                                        | 09.30.13       | 12.31.12 -<br>Restated | 09.30.13       | 12.31.12 -<br>Restated |
| Third-party withholdings               | 141,681        | 56,929                 | 144,010        | 139,120                |
| Amounts to be refunded to subscribers  | 17,402         | 38,742                 | 19,256         | 45,627                 |
| Related-party payables                 | 228,610        | 110,741                | 148,429        | 57,348                 |
| Payable for license renewal            | 138,682        | 83,991                 | 138,682        | 194,441                |
| Personnel, social charges and benefits | 19,359         | 13,179                 | 19,359         | 13,224                 |
| Other payables                         | 52,768         | 30,570                 | 56,464         | 38,674                 |
| <b>Total</b>                           | <b>598,502</b> | <b>334,152</b>         | <b>526,200</b> | <b>488,434</b>         |
| Current                                | 448,765        | 298,476                | 380,497        | 364,618                |
| Noncurrent                             | 149,737        | 35,676                 | 145,703        | 123,816                |

**21. EQUITY**a. Capital

Paid-in capital as of September 30, 2013 and December 31, 2012 amounted to R\$ 37,798,110. Subscribed and paid-in capital is divided into shares without par value, as follows:

| <u>Shareholders</u>                    | Common shares    |        | Preferred shares |        | Gran   |
|----------------------------------------|------------------|--------|------------------|--------|--------|
|                                        | Number of shares | %      | Number of shares | %      |        |
| Telefónica Internacional S.A.          | 58,859,918       | 15.43% | 271,707,098      | 36.52% | 330,56 |
| Telefónica S.A.                        | 97,976,194       | 25.68% | 179,862,845      | 24.17% | 277,83 |
| SP Telecomunicações Participações Ltda | 192,595,149      | 50.47% | 29,042,853       | 3.90%  | 221,63 |

|                              |                    |                |                    |                |                 |
|------------------------------|--------------------|----------------|--------------------|----------------|-----------------|
| Telefónica Chile S.A.        | 696,110            | 0.18%          | 11,792             | 0.00%          | 70              |
| <b>Total group companies</b> | <b>350,127,371</b> | <b>91.76%</b>  | <b>480,624,588</b> | <b>64.60%</b>  | <b>830,75</b>   |
| Other shareholders           | 31,208,300         | 8.17%          | 261,308,985        | 35.12%         | 292,51          |
| Treasury stock               | 251,440            | 0.07%          | 2,081,246          | 0.28%          | 2,33            |
| <b>Total shares</b>          | <b>381,587,111</b> | <b>100.00%</b> | <b>744,014,819</b> | <b>100.00%</b> | <b>1,125,60</b> |
| <b>Outstanding shares</b>    | <b>381,335,671</b> |                | <b>741,933,573</b> |                | <b>1,123,26</b> |

**Equity value per outstanding share in R\$:**

At September 30, 2013

At December 31, 2012

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.

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

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.

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 as of September 30, 2013 and December 31, 2012 was R\$70,448.

c. Capital reserves

Special goodwill reserve

This represents the tax benefit generated by the merger of Telefonica Data do Brasil Ltda. which will be capitalized annually in favor of the controlling shareholder to the extent tax credits are realized under the terms of CVM Ruling No. 319/99. The balance of this account at September 30, 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 recorded in Company after merger of Vivo Part. This reserve, amounting to R\$47,723, may be used as future capital contribution by the Company. The balance of this account as of September 30, 2013 and December 31, 2012 was R\$2,735,930.

Treasury stock

These represent the Company's treasury stock arising from: i) merger of TDBH (in 2006); ii) merger of Vivo Part. shares (in 2011), and iii) repurchase of common and preferred shares. As of September 30, 2013 and December 31, 2012, balance in this account amounted to R\$112,107.



**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

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 on 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, which may not exceed 2,894,534 common shares and 24,257,777 preferred shares.

d. Income reserve

Legal reserve

This legal reserve is set up by allocation of 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. The balance of this account at September 30, 2013 and December 31, 2012 was R\$1,100,000.

Tax incentive reserve

This reserve refers to the a 75% income tax reduction benefit to be applied on Profit from Tax Incentive Operations (PTIO) in areas subject to Supervisory Board of Amazon Region Development (SUDAM) incentives where the Company operates in the states of Pará, Amazonas, Roraima, Amapá, Maranhão, Mato Grosso, Rondônia and Acre.

Pursuant to article 195-A of Law No. 6404/76, the portion of profit subject to the incentive was also excluded from dividend calculation, and may be used only in the event of capital increase or loss absorption.

The balance of this account at September 30, 2013 was R\$1,699.

e. Dividend and interest on equity – interim and proposed

On January 10, 2013, the Company's Board of Directors approved the allocation of interim dividend 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 this interim dividend started on February 18, 2013.

On April 16, 2013, the Annual Shareholders' Meeting approved the allocation of additional dividend 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. Value per share (VPA) of this dividend is R\$1.251620356588 and R\$1.376782392246 for common and preferred shares, respectively. Dividend will be paid through December 21, 2013, on a date to be defined by the Company's Executive Board and timely communicated to the market.

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)**

On August 19 and September 19, 2013, the Company's Board of Directors approved gross interim IOE allocation amounting to R\$440,000 (R\$374,000 net of income tax withheld at source), per allocation, to common and preferred shareholders enrolled with the Company at the end of August 30 and September 30, respectively. Value per share (VPA) net of this IOE is R\$0.156163540971 and R\$0.171779895069 for common and preferred shares, respectively. IOE will be paid on a date to be defined by the Company's Executive Board and timely communicated to the market.

**22. NET OPERATING REVENUE**

|                                                | Company            |                    | Consolidated        |                     |
|------------------------------------------------|--------------------|--------------------|---------------------|---------------------|
|                                                | 2013               | 2012               | 2013                | 2012 -<br>Restated  |
| Telephony service                              | 12,133,493         | 8,970,289          | 19,706,466          | 19,762,532          |
| Network use                                    | 1,580,852          | 715,078            | 2,892,665           | 3,319,069           |
| Data and SVA                                   | 6,402,514          | 3,879,953          | 11,945,587          | 10,537,699          |
| Pay TV services                                | 141,842            | -                  | 493,226             | 611,752             |
| Other services (a)                             | 649,686            | 565,559            | 997,067             | 919,924             |
| Sale of goods and devices                      | 729,926            | -                  | 2,572,695           | 1,864,505           |
| <b>Gross operating revenue</b>                 | <b>21,638,313</b>  | <b>14,130,879</b>  | <b>38,607,706</b>   | <b>37,015,481</b>   |
| Taxes                                          | (4,972,423)        | (3,234,524)        | (9,378,554)         | (8,986,831)         |
| Discounts and returns                          | (2,103,102)        | (1,262,196)        | (3,563,957)         | (3,016,396)         |
| <b>Deductions from gross operating revenue</b> | <b>(7,075,525)</b> | <b>(4,496,720)</b> | <b>(12,942,511)</b> | <b>(12,003,227)</b> |
| <b>Net operating revenue</b>                   | <b>14,562,788</b>  | <b>9,634,159</b>   | <b>25,665,195</b>   | <b>25,012,254</b>   |

(a) Vivo's (entity merged with the Company as of July 1, 2013) contracted amounts of swap and infrastructure, within the concept of agent and principal (CPC 30 and IAS 18), which were not disclosed as costs and revenues for the nine-month periods ended September 30, 2013 and 2012, were R\$51,151 and R\$32,663, respectively (Note 23).

There is no customer who contributed with more than 10% of gross operating income for the nine-month periods ended September 30, 2013 and 2012.

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

### 23. COST OF SALES

|                                                               | Company            |                    | Consolidated        |                     |
|---------------------------------------------------------------|--------------------|--------------------|---------------------|---------------------|
|                                                               | 2013               | 2012               | 2013                | 2012 -<br>Restated  |
| Depreciation and amortization                                 | (2,131,525)        | (1,570,132)        | (3,211,107)         | (3,044,666)         |
| Personnel                                                     | (250,291)          | (201,125)          | (373,950)           | (358,841)           |
| Interconnection and network use                               | (2,660,251)        | (2,466,151)        | (2,853,050)         | (3,037,510)         |
| Third-party services                                          | (1,663,027)        | (1,215,702)        | (2,771,443)         | (2,453,895)         |
| Rent, insurance, condominium fees<br>and connection means (a) | (557,851)          | (35,218)           | (1,039,791)         | (665,888)           |
| Taxes, charges and contributions                              | (444,355)          | (126,579)          | (1,188,060)         | (1,278,297)         |
| Payable for license renewal                                   | (75,345)           | (72,656)           | (112,153)           | (122,054)           |
| Other                                                         | (36,644)           | (34,378)           | (63,346)            | (67,625)            |
| <b>Total cost of services rendered</b>                        | <b>(7,819,289)</b> | <b>(5,721,941)</b> | <b>(11,612,900)</b> | <b>(11,028,776)</b> |
| <b>Cost of sales</b>                                          | <b>(468,184)</b>   | <b>-</b>           | <b>(1,590,711)</b>  | <b>(1,255,517)</b>  |
| <b>Total</b>                                                  | <b>(8,287,473)</b> | <b>(5,721,941)</b> | <b>(13,203,611)</b> | <b>(12,284,293)</b> |

(a) Vivo's (entity merged with the Company as of July 1, 2013) contracted amounts of swap and infrastructure, within the concept of agent and principal (CPC 30 and IAS 18), which were not disclosed as costs and revenues for the nine-month periods ended September 30, 2013 and 2012, were R\$51,151 and R\$32,663, respectively (Note 22).

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)****24. SELLING EXPENSES**

|                                   | Company            |                    | Consolidated       |                    |
|-----------------------------------|--------------------|--------------------|--------------------|--------------------|
|                                   | 2013               | 2012               | 2013               | 2012 -<br>Restated |
| Depreciation and amortization     | (444,452)          | (356,641)          | (630,482)          | (697,847)          |
| Personnel                         | (547,795)          | (343,147)          | (1,004,164)        | (1,003,319)        |
| Third-party services              | (2,301,076)        | (1,266,117)        | (3,893,191)        | (3,287,608)        |
| Provision for impairment (Note 4) | (313,128)          | (211,155)          | (569,342)          | (507,740)          |
| Rent/insurance/condominium fees   | (63,430)           | (7,622)            | (121,589)          | (87,439)           |
| Publicity and advertising         | (272,912)          | (133,435)          | (592,394)          | (653,641)          |
| Donations and sponsorships        | (12,247)           | -                  | (105,214)          | (199,189)          |
| Other                             | (36,774)           | (26,696)           | (122,865)          | (91,535)           |
| <b>Total</b>                      | <b>(3,991,814)</b> | <b>(2,344,813)</b> | <b>(7,039,241)</b> | <b>(6,528,318)</b> |

**25. GENERAL AND ADMINISTRATIVE EXPENSES**

|                                                       | Company          |                  | Consolidated       |                    |
|-------------------------------------------------------|------------------|------------------|--------------------|--------------------|
|                                                       | 2013             | 2012             | 2013               | 2012 -<br>Restated |
| Depreciation and amortization                         | (133,601)        | (43,718)         | (372,553)          | (312,247)          |
| Personnel                                             | (283,919)        | (204,475)        | (501,438)          | (477,229)          |
| Third-party services                                  | (315,140)        | (256,547)        | (618,573)          | (617,459)          |
| Rent/insurance/condominium fees<br>and other expenses | (105,521)        | (24,978)         | (187,629)          | (189,500)          |
| <b>Total</b>                                          | <b>(838,181)</b> | <b>(529,718)</b> | <b>(1,680,193)</b> | <b>(1,596,435)</b> |

**26. OTHER OPERATING INCOME (EXPENSES), NET**

|                                                        | Company          |                  | Consolidated     |                    |
|--------------------------------------------------------|------------------|------------------|------------------|--------------------|
|                                                        | 2013             | 2012             | 2013             | 2012 -<br>Restated |
| Fines and expenses recovered                           | 148,628          | 129,733          | 251,236          | 289,822            |
| Provisions for labor, tax and civil contingencies, net | (466,611)        | (318,676)        | (560,777)        | (465,658)          |
| Net income on disposal/loss of assets (a)              | 51,111           | 29,370           | 118,584          | 447,628            |
| Other revenues (expenses)                              | (33,296)         | (14,475)         | (60,962)         | (80,629)           |
| <b>Total</b>                                           | <b>(300,168)</b> | <b>(174,048)</b> | <b>(251,919)</b> | <b>191,163</b>     |
| Other operating income                                 | 237,183          | 227,262          | 430,817          | 925,684            |
| Other operating expenses                               | (537,351)        | (401,310)        | (682,736)        | (734,521)          |
| <b>Total</b>                                           | <b>(300,168)</b> | <b>(174,048)</b> | <b>(251,919)</b> | <b>191,163</b>     |

(a) In the first nine-month periods 2013 and 2012, Vivo (entity merges into the Company as of July 1, 2013) sold 93 and 1,424 non-strategic transmission towers for R\$33,816 and R\$431,978 (net of residual values), respectively. After the assets were sold, Vivo (entity merged into the Company as of July 1, 2013) 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 or finance 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 in 2012 operations. For such items, the sale amount was recognized as deferred income, net of residual values (Note 19).

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)****27. FINANCIAL INCOME (EXPENSES)**

|                                               | Company<br>2013    | 2012             | Consolidated<br>2013 | 2012 -<br>Restated |
|-----------------------------------------------|--------------------|------------------|----------------------|--------------------|
| Financial income                              |                    |                  |                      |                    |
| Income from investments                       | 299,990            | 53,696           | 431,966              | 183,113            |
| Gains on derivative transactions              | 227,645            | 76,945           | 378,459              | 173,810            |
| Interest receivable                           | 72,425             | 115,670          | 157,555              | 146,845            |
| Monetary and exchange gains                   | 203,915            | 134,110          | 269,146              | 257,083            |
| Other financial income                        | 52,747             | 18,216           | 112,555              | 71,139             |
|                                               | <b>856,722</b>     | <b>398,637</b>   | <b>1,349,681</b>     | <b>831,990</b>     |
| Financial expenses                            |                    |                  |                      |                    |
| Interest payable                              | (430,178)          | (254,948)        | (589,351)            | (457,781)          |
| Losses on derivative transactions             | (212,134)          | (51,882)         | (292,442)            | (75,941)           |
| Monetary and exchange losses                  | (287,361)          | (127,718)        | (452,330)            | (311,206)          |
| PIS/COFINS on IOE received                    | (20,073)           | -                | (20,073)             | -                  |
| Other financial expenses                      | (80,783)           | (39,751)         | (126,503)            | (152,989)          |
|                                               | <b>(1,030,529)</b> | <b>(474,299)</b> | <b>(1,480,699)</b>   | <b>(997,917)</b>   |
| <b>Financial income and expenses,<br/>net</b> | <b>(173,807)</b>   | <b>(75,662)</b>  | <b>(131,018)</b>     | <b>(165,927)</b>   |

**28. INCOME AND SOCIAL CONTRIBUTION TAXES**

The Company and its subsidiary recognize income and social contribution taxes on a monthly basis, on an accrual basis, 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.

Reconciliation of tax expense and statutory tax rates

Reconciliation of the reported tax charges with the amounts calculated by applying 34% (income tax of 25% and social contribution tax of 9%) at September 30, 2013 and 2012 is shown in the table below.



**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)**

|                                                                                                                                                | Company          |                  | Consolidated     |                    |
|------------------------------------------------------------------------------------------------------------------------------------------------|------------------|------------------|------------------|--------------------|
|                                                                                                                                                | 2013             | 2012             | 2013             | 2012 -<br>Restated |
| Income before taxes                                                                                                                            | 2,802,688        | 3,224,011        | 3,354,423        | 4,628,160          |
| Income and social contribution tax expenses –<br>at rate of 34%                                                                                | (952,914)        | (1,096,164)      | (1,140,504)      | (1,573,574)        |
| <u>Permanent and temporary differences</u>                                                                                                     |                  |                  |                  |                    |
| Equity pickup, net of effects of IOE received                                                                                                  | 548,877          | 828,252          | (1,629)          | (97)               |
| Unclaimed dividend                                                                                                                             | (3,490)          | (21,196)         | (3,490)          | (21,196)           |
| Temporary differences of subsidiaries                                                                                                          |                  | -                |                  | (57,183)           |
| Non-deductible expenses, gifts, incentives and<br>IOE received                                                                                 | (26,329)         | (1,550)          | (93,735)         | (48,076)           |
| Deferred taxes recognized in subsidiaries on<br>income and social contribution tax losses and<br>temporary differences relating to prior years | -                | -                | 238,262          | -                  |
| Deferred taxes not recognized in subsidiaries<br>on income and social contribution tax losses                                                  | -                | -                | (24,949)         | -                  |
| Comprehensive income                                                                                                                           | 1,971            | -                | 2,173            | (2,601)            |
| Reversal of IOE allocated                                                                                                                      | 149,600          | -                | 149,600          | -                  |
| Other (additions) exclusions                                                                                                                   | (35,774)         | 45,970           | 4,478            | 52,498             |
| <b>Tax expense</b>                                                                                                                             | <b>(318,059)</b> | <b>(244,688)</b> | <b>(869,794)</b> | <b>(1,650,229)</b> |
| Effective rate                                                                                                                                 | 11%              | 8%               | 26%              | 36%                |
| Current IRPJ and CSLL                                                                                                                          | (2,505)          | -                | (549,132)        | (1,114,642)        |
| Deferred IRPJ and CSLL                                                                                                                         | (315,554)        | (244,688)        | (320,662)        | (535,587)          |

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.

The table below shows the calculation of earnings per share for the nine-month periods ended September 30, 2013 and 2012:

|                                                                 | 2013      | 2012      |
|-----------------------------------------------------------------|-----------|-----------|
| Net income for the year attributed to shareholders:             | 2,484,629 | 2,979,323 |
| Common                                                          | 791,238   | 948,558   |
| Preferred                                                       | 1,693,391 | 2,030,765 |
| Number of shares:                                               | 1,123,269 | 1,123,529 |
| Weighted average of outstanding common shares for the period    | 381,336   | 381,339   |
| Weighted average of outstanding preferred shares for the period | 741,933   | 742,190   |
| Basic and diluted earnings per share:                           |           |           |
| Common shares                                                   | 2.07      | 2.49      |
| Preferred shares                                                | 2.28      | 2.74      |

**Telefônica Brasil S. A.**

**NOTES TO QUARTERLY INFORMATION**

**Nine-month period ended September 30, 2013**

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

**30. RELATED-PARTY BALANCES AND TRANSACTIONS**

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 Spain 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;
  
- m) Data communications and integrated solution services: provided to Telefónica International Wholesale Services Spain and Telefónica 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;
  
- p) Assignment of rights to use the brand paid to Telefónica;
  
- q) Stock option plan: to employees of Telefónica; and

**Telefônica Brasil S. A.****NOTES TO QUARTERLY INFORMATION****Nine-month period ended September 30, 2013****(In thousands of reais, unless otherwise stated)**

r) Reimbursement of expenses for the digital business to Telefónica Internacional.

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

|                                     | Type of transaction   | Balance sheet - assets |              |                       |                |              |                   |
|-------------------------------------|-----------------------|------------------------|--------------|-----------------------|----------------|--------------|-------------------|
|                                     |                       | 09.30.13               |              | 12.31.12              |                |              |                   |
|                                     |                       | Current assets         |              | Noncurrent assets     | Current assets |              | Noncurrent assets |
|                                     | Trade receivable, net | Other assets           | Other assets | Trade receivable, net | Other assets   | Other assets |                   |
| <b><u>Controlling Companies</u></b> |                       |                        |              |                       |                |              |                   |
| SP                                  |                       |                        |              |                       |                |              |                   |
| Telecomunicações                    |                       |                        |              |                       |                |              |                   |
| Participações                       | o)                    | 23                     | 45           | 1,403                 | 1              | 19           | 545               |
| Telefónica                          |                       |                        |              |                       |                |              |                   |
| Internacional                       | o)                    | -                      | -            | 17,924                | -              | 149          | 17,393            |
| Telefónica                          | o) / q)               | -                      | 60           | 179                   | -              | 54           | 137               |
|                                     |                       | <b>23</b>              | <b>105</b>   | <b>19,506</b>         | <b>1</b>       | <b>222</b>   | <b>18,075</b>     |
| <b><u>Other group companies</u></b> |                       |                        |              |                       |                |              |                   |
| Telefónica USA                      | m)                    | 1,728                  | -            | -                     | 1,925          | -            | -                 |
| Telefónica Chile                    | n)                    | -                      | 4,482        | -                     | 5,160          | -            | 106               |
| Telefónica de                       |                       |                        |              |                       |                |              |                   |
| España                              | n)                    | 1,102                  | -            | -                     | 2,476          | -            | -                 |
| Telefónica Peru                     | d) / n)               | 1,502                  | 1,564        | -                     | 1,764          | 3,216        | 236               |
| Telefónica                          |                       |                        |              |                       |                |              |                   |
| Engenharia de                       |                       |                        |              |                       |                |              |                   |
| Segurança do Brasil                 | a) / g) / o)          | 1,041                  | 1,880        | 409                   | 556            | 1,915        | 293               |
| Telefónica                          |                       |                        |              |                       |                |              |                   |
| International                       |                       |                        |              |                       |                |              |                   |
| Wholesale Services                  |                       |                        |              |                       |                |              |                   |
| Brasil                              | a) / g) / o)          | 8,510                  | 134          | 204                   | 641            | 218          | 22                |
| Telefónica                          |                       |                        |              |                       |                |              |                   |
| International                       |                       |                        |              |                       |                |              |                   |
| Wholesale Services                  |                       |                        |              |                       |                |              |                   |
| Espanha                             | m)                    | 36,809                 | -            | -                     | 7,072          | -            | -                 |

|                                                  |                   |               |               |               |               |               |               |
|--------------------------------------------------|-------------------|---------------|---------------|---------------|---------------|---------------|---------------|
| Telefónica Mviles<br>Espana                      | n)                | 5,056         | -             | -             | 3,239         | -             | -             |
| Telefônica Serviços<br>Empresariais do<br>Brasil | a) / b) / g) / o) | 2,873         | 15,212        | 1,604         | 1,770         | 15,605        | 1,009         |
| Telefônica<br>Transportes e<br>Logística         | a) / b) / g) / o) | 592           | 110           | 54            | 206           | 102           | 7             |
| Terra Networks<br>Brasil                         | a) / g) / o)      | 2,972         | 5,682         | 251           | 3,286         | 6,054         | 13            |
| Other                                            | a) / g) / n)      | 23,802        | 4,986         | 469           | 12,926        | 10,701        | 357           |
|                                                  |                   | <b>85,987</b> | <b>34,050</b> | <b>2,991</b>  | <b>41,021</b> | <b>37,811</b> | <b>2,043</b>  |
| <b>Total</b>                                     |                   | <b>86,010</b> | <b>34,155</b> | <b>22,497</b> | <b>41,022</b> | <b>38,033</b> | <b>20,118</b> |

## Balance sheet – liabilities

|                                                       | Type of<br>transaction | 09.30.13            |                   | 12.31.12          |                     |                   |                   |
|-------------------------------------------------------|------------------------|---------------------|-------------------|-------------------|---------------------|-------------------|-------------------|
|                                                       |                        | Current liabilities |                   | Noncurrent        | Current liabilities |                   | Noncurrent        |
|                                                       |                        | Trade               |                   | liabilities       | Trade               |                   | liabilities       |
|                                                       |                        | accounts payable    | Other liabilities | Other liabilities | accounts payable    | Other liabilities | Other liabilities |
| <b>Controlling Companies</b>                          |                        |                     |                   |                   |                     |                   |                   |
| SP Telecomunicações<br>Participações                  | g) / o)                | 41,022              | -                 | 4,886             | 2,685               | 4,028             | 4,689             |
| Telefónica Internacional                              | o) / r)                | 82,327              | -                 | -                 | 601                 | 1,086             | -                 |
| Telefónica                                            | p)                     | 3,815               | 136,872           | 1,018             | 3,168               | 35,162            | -                 |
|                                                       |                        | <b>127,164</b>      | <b>136,872</b>    | <b>5,904</b>      | <b>6,454</b>        | <b>40,276</b>     | <b>4,689</b>      |
| <b>Other group companies</b>                          |                        |                     |                   |                   |                     |                   |                   |
| Telefónica USA                                        | i)                     | 3,375               | 20                | 123               | 1,051               | 6,680             | 106               |
| Telefónica Chile                                      | n)                     | -                   | -                 | -                 | 1,577               | -                 | -                 |
| Telefónica de España                                  | n)                     | 1,135               | -                 | -                 | 2,158               | -                 | -                 |
| Telefónica Peru                                       | n)                     | -                   | -                 | -                 | 49                  | -                 | -                 |
| Telefônica Engenharia de<br>Segurança do Brasil       | f)                     | 2,926               | -                 | 8                 | 3,828               | -                 | 8                 |
| Telefónica International<br>Wholesale Services Brasil | i)                     | 62,408              | -                 | 133               |                     |                   |                   |