

TELESP HOLDING CO
Form 6-K
June 07, 2006
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Issuer

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

For the month of June, 2006

Commission File Number: 001-14475

TELESP HOLDING COMPANY

(Translation of registrant's name into English)

Rua Martiniano de Carvalho, 851 2º andar

São Paulo, S.P.

Federative Republic of Brazil

(Address of principal executive office)

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

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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

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

Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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TELESP HOLDING COMPANY

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Item

1. Press Release entitled *Telecomunicações de São Paulo S.A. Telesp Quarterly Information* dated on March 31, 2006.

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Quarterly Information

Telecomunicações de São Paulo S.A. - TELESP

Quarter ended March 31, 2006

with Special Review Report of Independent Auditors

(A free translation of the original issued in Portuguese)

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TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

QUARTERLY INFORMATION

March 31, 2006

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SPECIAL REVIEW REPORT OF INDEPENDENT AUDITORS

(A free translation of the original issued in Portuguese)

To the Board of Directors and Shareholders

Telecomunicações de São Paulo S.A. - TELESP

São Paulo - SP

1. We have conducted a special review of the Quarterly Information (ITR) (Parent Company and Consolidated) of Telecomunicações de São Paulo S.A and its subsidiaries for the quarter ended March 31, 2006, which comprised the balance sheets, statements of income, the performance report and other relevant information, prepared under responsibility of the Company and subsidiaries management and in accordance with the accounting practices adopted in Brazil.
2. Our review was conducted in accordance with specific standards established by the Brazilian Institute of Independent Public Accountants - IBRACON, in conjunction with the Federal Accounting Council, mainly comprising: (a) inquiries of and discussions with the officials responsible for the Company's Accounting, Financial and Operational areas, as to the main criteria adopted in preparing the quarterly information; and (b) review of information and subsequent events that had or might have had relevant effects on the Company and its subsidiaries financial position and operations.
3. Based on our special review, we are not aware of any relevant change that should be made to the above mentioned Quarterly Information (Parent Company and Consolidated), in order for it to be in conformity with the accounting practices adopted in Brazil and standards established by the Brazilian Securities Commission (Comissão de Valores Mobiliários - CVM), specifically applicable to the preparation of Quarterly Information.
4. The balance sheets at December 31, 2005 (Parent Company and Consolidated), presented for comparative purposes, were audited by us on which we issued an unqualified opinion dated January 31, 2006. The statements of income for the quarter ended on March 31, 2005 (Parent Company and consolidated), also presented for comparative purposes, were reviewed by other independent auditors, who issued an unqualified special review report thereon dated May 02, 2005.

São Paulo (SP), April 25, 2006

ERNST & YOUNG

Auditores Independentes S.S.

CRC-2SP015199/O-6

Luiz Carlos Marques

Accountant CRC-1SP147693/O-5

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BALANCE SHEETS

December, 31 2005 and March 31, 2006

(In thousands of reais R\$)

(A free translation of the original issued in Portuguese)

| | Parent Company | | Consolidated | |
|------------------------------------|-------------------|------------|-------------------|------------|
| | 03/31/06 | 12/31/05 | 03/31/06 | 12/31/05 |
| Assets | | | | |
| Current assets | 5,104,249 | 5,065,553 | 5,172,960 | 5,112,898 |
| Cash and cash equivalents | 1,100,484 | 440,166 | 1,128,356 | 463,456 |
| Trade accounts receivable, net | 2,853,598 | 2,757,297 | 2,886,782 | 2,783,268 |
| Deferred and recoverable taxes | 841,973 | 1,591,214 | 882,384 | 1,622,774 |
| Other recoverable amounts | 60,351 | 46,316 | 61,230 | 47,465 |
| Inventories | 77,861 | 74,896 | 78,127 | 75,101 |
| Other assets | 169,982 | 155,664 | 136,081 | 120,834 |
| Non-current assets | 1,023,589 | 948,564 | 1,119,306 | 1,046,075 |
| Deferred and recoverable taxes | 452,217 | 429,716 | 480,115 | 458,106 |
| Escrow deposits | 529,011 | 481,266 | 529,563 | 481,790 |
| Other assets | 42,361 | 37,582 | 109,628 | 106,179 |
| Permanent assets | 12,350,101 | 12,786,496 | 12,245,441 | 12,690,169 |
| Investments | 486,239 | 479,409 | 247,896 | 253,565 |
| Property, plant and equipment, net | 11,802,796 | 12,241,492 | 11,924,059 | 12,358,023 |
| Deferred charges | 61,066 | 65,595 | 73,486 | 78,581 |
| Total assets | 18,477,939 | 18,800,613 | 18,537,707 | 18,849,142 |

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| | Parent Company | | Consolidated | |
|--|-------------------|------------|-------------------|------------|
| | 03/31/06 | 12/31/05 | 03/31/06 | 12/31/05 |
| Liabilities and shareholders equity | | | | |
| Current liabilities | 4,529,758 | 5,402,917 | 4,569,316 | 5,431,401 |
| Loans and financing | 215,952 | 244,856 | 217,354 | 246,755 |
| Trade accounts payable | 1,193,467 | 1,476,235 | 1,240,272 | 1,506,971 |
| Taxes payable | 1,140,864 | 1,778,152 | 1,167,709 | 1,794,138 |
| Dividends and interest on capital | 901,226 | 903,356 | 901,226 | 903,356 |
| Reserve for contingencies | 69,399 | 67,733 | 69,461 | 67,791 |
| Payroll and related charges | 118,486 | 155,627 | 122,722 | 162,161 |
| Temporary losses on derivatives | 352,385 | 294,255 | 352,385 | 294,255 |
| Other | 537,979 | 482,703 | 498,187 | 455,974 |
| Non-current liabilities | 3,156,885 | 3,193,489 | 3,159,625 | 3,196,064 |
| Loans and financing | 2,059,006 | 2,150,853 | 2,059,006 | 2,150,853 |
| Taxes payable | 22,016 | 22,709 | 22,016 | 22,709 |
| Reserve for contingencies | 983,581 | 931,907 | 983,763 | 932,078 |
| Other | 92,282 | 88,020 | 94,840 | 90,424 |
| Deferred income | | | 17,470 | 17,470 |
| Shareholders equity | 10,791,296 | 10,204,207 | 10,791,296 | 10,204,207 |
| Capital | 5,978,074 | 5,978,074 | 5,978,074 | 5,978,074 |
| Capital reserves | 2,687,061 | 2686973 | 2,687,061 | 2686973 |
| Profit reserves | 659,556 | 659,556 | 659,556 | 659,556 |
| Retained earnings | 1,466,605 | 879,604 | 1,466,605 | 879,604 |
| Total liabilities and shareholders equity | 18,477,939 | 18,800,613 | 18,537,707 | 18,849,142 |

See accompanying notes.

Table of Contents**TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP**

STATEMENTS OF INCOME

Quarter ended March 31, 2006 and 2005

(In thousands of reais R\$, except earnings per share)

(A free translation of the original issued in Portuguese)

| | Parent Company | | Consolidated | |
|---|--------------------|-------------|--------------------|-------------|
| | 03/31/06 | 03/31/05 | 03/31/06 | 03/31/05 |
| Telecommunications services | 5,013,088 | 4,723,199 | 5,110,937 | 4,781,135 |
| Revenue deductions | (1,460,018) | (1,374,241) | (1,493,114) | (1,396,170) |
| Net operating revenue | 3,553,070 | 3,348,958 | 3,617,823 | 3,384,965 |
| Cost of services provided | (1,932,349) | (1,857,320) | (1,954,180) | (1,864,313) |
| Gross profit | 1,620,721 | 1,491,638 | 1,663,643 | 1,520,652 |
| Operating expenses | (667,632) | (645,895) | (706,079) | (676,432) |
| Selling | (454,746) | (409,388) | (470,198) | (438,404) |
| General and administrative | (227,038) | (197,863) | (239,271) | (211,512) |
| Equity in subsidiaries | 9,826 | (17,681) | (2,716) | (3,329) |
| Other, net | 4,326 | (20,963) | 6,106 | (23,187) |
| Income from operations before financial expenses, net | 953,089 | 845,743 | 957,564 | 844,220 |
| Financial expenses, net | (86,443) | (101,465) | (87,678) | (104,448) |
| Nonoperating income, net | 5,905 | 8,357 | 5,916 | 8,680 |
| Income before taxes | 872,551 | 752,635 | 875,802 | 748,452 |
| Income and social contribution taxes | (285,550) | (262,733) | (288,801) | (258,550) |
| Reversal of interest on capital | | | | |
| Net income | 587,001 | 489,902 | 587,001 | 489,902 |
| Number of shares outstanding at the end of quarter (in thousands) | 492.030 | 493.592.279 | | |
| Earning per thousand shares R\$ | 1.19302 | 0.00099 | | |

See accompanying notes.

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TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

NOTES TO QUARTERLY INFORMATION

March 31, 2006

(In thousands of reais, unless otherwise stated)

(A free translation of the original issued in Portuguese)

1. Operations and Background

a) Ownership control and operations

Telecomunicações de São Paulo S.A. - Telesp, hereinafter referred to as the Company or Telesp, is controlled by Telefónica S.A. that, as of March 31, 2006, holds directly and indirectly 85,36% of the common shares and 88.98% of the preferred shares of the Company.

The Company is registered with the Brazilian Securities Commission (CVM) as a publicly held company and its shares are traded on the São Paulo Stock Exchange (BOVESPA). The Company is also registered with the US Securities and Exchange Commission (SEC) and its American Depository Shares (ADSs - level II) are traded on the New York Stock Exchange (NYSE).

The Company's activities are regulated by Brazil's telecommunications regulator (ANATEL), in accordance with the terms of the concession granted by the Brazilian Government.

The Company is a concessionaire of the fixed switch telephone service (STFC) in Region 3, which comprises the State of São Paulo, in Sectors 31, 32 and 34 established in the General Concession Plan (PGO).

The STFC Concession Agreement was extended at December 22, 2005, for a period of 20 years, and may be amended at December 31, 2010, December 31, 2015 and December 31, 2020. This condition allows ANATEL to establish new conditions and new universalization and quality goals, under the conditions prevailing at the time.

Every two years, over the twenty years of the new period, STFC companies shall pay a renewal fee equivalent to 2% (two per cent) of the STFC income for the year prior to payment, net of taxes payable thereon.

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TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

NOTES TO QUARTERLY INFORMATION (Continued)

March 31, 2006

(In thousands of reais, unless otherwise stated)

(A free translation of the original issued in Portuguese)

1. Operations and Background (Continued)

b) Telecommunications service providers and subsidiaries

A. Telecom S.A.: new corporate name of Assist Telefônica S.A., still a wholly-owned subsidiary and closely-held company, including in its business purpose the rendering of services related to: electronic monitoring, including sale, rent, installation, operation and maintenance; billing and collection of voice and data communication services; automated voice services, providing access to information and services through fixed telephones, mobiles or public telephones, using voice and text recognition and authentication; administration and exploration of service stores and other similar or related services, including administration of franchises; production of property items in connection with equipment, devices and telecommunications and IT networks in general, in addition to installation services already rendered; operation and maintenance of telephony, data and IT internal networks; value-added services, including services related to internet content, connection and access, technology services and all necessary support referring to worldwide computer network; installation, operation and maintenance of internet, intranet and extranet solutions; sale, rent and maintenance of telecommunications and IT equipment and devices in general.

On March 1, 2006 the then subsidiary Santo Genovese Participações Ltda., after having merged into its subsidiary Atrium Telecomunicações Ltda., was acquired by A.Telecom S.A., ceasing to exist as a result of such operation. A. Telecom remained a wholly-owned subsidiary of Telesp, and also began carrying out the activities formerly performed by Atrium.

The Company believes that the acquisition of Santo Genovese by A.Telecom meets the interests of the shareholders, members and customers, and will allow the maximization of synergies through the unification of activities within a single company. It will also help rationalize the management, simplify the corporate and administrative structure and, at the same time, offer its customers more integrated services with strengthened commercial structure.

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TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

NOTES TO QUARTERLY INFORMATION (Continued)

March 31, 2006

(In thousands of reais, unless otherwise stated)

(A free translation of the original issued in Portuguese)

1. Operations and Background (Continued)

b) Telecommunications service providers and subsidiaries (Continued)

Aliança Atlântica Holding B.V.: this company headquartered in Amsterdam, Netherlands, is a 50-50 joint venture formed in 1997 between Telebrás and Portugal Telecom. With the spin-off of Telebrás in February 1998, Telebrás' equity interest in Aliança Atlântica was transferred to the Company. Currently, 50% of Aliança Atlântica is owned by the Company and 50% by Telefónica S.A.

Companhia AIX de Participações: this company is engaged in both direct and indirect development of activities related to the construction, conclusion and operation of underground fiber optic networks. Currently, Telesp holds 50% interest in this company.

Companhia ACT de Participações: the business purpose is to participate in Refibra Consortium, render technical advisory services for preparation of projects for the conclusion of the Refibra Network, making the necessary studies to render them economically feasible, as well as monitoring of status of activities related to the Consortium. Currently, Telesp holds 50% interest in this company.

2. Presentation of the Quarterly Information

The individual (Parent Company) and consolidated interim financial statements have been prepared in accordance with Brazilian accounting practices, rules applicable to concessionaires of public telecommunications services, and accounting procedures and standards established by the Brazilian Securities Commission (CVM).

The consolidated interim financial statements include the accounts of the subsidiary A. Telecom S.A. and of the jointly-owned subsidiaries Aliança Atlântica Holding B.V., Companhia AIX de Participações and Companhia ACT de Participações, which were fully or proportionally consolidated in accordance with CVM Instruction No. 247/96.

In consolidation, all assets, liabilities, revenues and expenses resulting from intercompany transactions have been eliminated.

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NOTES TO QUARTERLY INFORMATION (Continued)

March 31, 2006

(In thousands of reais, unless otherwise stated)

(A free translation of the original issued in Portuguese)

2. Presentation of the Quarterly Information (Continued)

The March 2005 Statement of Income has been reclassified, when applicable, for comparability purposes. However, the values of such reclassification are immaterial in relation to the quarterly information and, therefore, they were not published in full detail.

3. Summary of Principal Accounting Practices

The interim financial statements as of March 31, 2006 have been prepared in accordance with the principles, practices and criteria consistently applied to the financial statements for the prior year and should be analyzed together with those financial statements.

Beginning 2006, the Company has been recording a provision for the concession renewal fee on an accrual basis. Exceptionally, the first payment of this biannual fee will be in April 2007 based on the 2006 net income. Since this fee refers to two years, the Company will recognize 1% of the annual net income as cost of services in the net income for each year.

4. Cash and Cash Equivalents

| | Parent Company | | Consolidated | |
|----------------------------|------------------|----------|------------------|-----------|
| | Mar/2006 | Dec/2005 | Mar/2006 | Dec /2005 |
| Cash and banks | 58,151 | 36,281 | 63,067 | 38,997 |
| Temporary cash investments | 1,042,333 | 403,885 | 1,065,289 | 424,459 |
| Total | 1,100,484 | 440,166 | 1,128,356 | 463,456 |

Temporary cash investments are liquid investments restated based on the Interbank Deposit Certificate (CDI) rate variation and are held with first-rated banks.

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NOTES TO QUARTERLY INFORMATION (Continued)

March 31, 2006

(In thousands of reais, unless otherwise stated)

(A free translation of the original issued in Portuguese)

5. Trade Accounts Receivable, Net

| | Parent Company | | Consolidated | |
|----------------------------------|------------------|-----------|------------------|-----------|
| | Mar/2006 | Dec /2005 | Mar/2006 | Dec /2005 |
| Billed amounts | 2,274,813 | 2,178,028 | 2,318,449 | 2,204,490 |
| Unbilled amounts | 1,162,962 | 1,146,055 | 1,162,953 | 1,153,231 |
| Gross accounts receivable | 3,437,775 | 3,324,083 | 3,481,402 | 3,357,721 |
| Allowance for doubtful accounts | (584,177) | (566,786) | (594,620) | (574,453) |
| Total | 2,853,598 | 2,757,297 | 2,886,782 | 2,783,268 |
| Current | 2,114,495 | 2,176,410 | 2,122,791 | 2,172,579 |
| Past-due 1 to 30 days | 512,167 | 461,827 | 517,687 | 473,348 |
| Past-due 31 to 60 days | 187,899 | 121,943 | 193,662 | 127,630 |
| Past-due 61 to 90 days | 85,006 | 55,175 | 89,520 | 59,693 |
| Past-due 91 to 120 days | 53,696 | 35,393 | 57,442 | 40,306 |
| Past-due more than 120 days | 484,512 | 473,335 | 500,300 | 484,165 |
| Total | 3,437,775 | 3,324,083 | 3,481,402 | 3,357,721 |

6. Deferred and Recoverable Taxes

| | Parent Company | | Consolidated | |
|--|----------------|----------|----------------|----------|
| | Mar/2006 | Dec/2005 | Mar/2006 | Dec/2005 |
| Withholding taxes | 46,667 | 59,874 | 47,261 | 61,484 |
| Prepaid income tax | 158,057 | 692,141 | 162,845 | 695,529 |
| Prepaid social contribution tax | 55,325 | 255,731 | 56,779 | 256,904 |
| Deferred taxes | 803,717 | 770,392 | 841,204 | 809,647 |
| Tax loss carryforwards Income tax | | | 20,468 | 20,831 |
| Tax loss carryforwards Social contribution tax | | | 7,369 | 7,500 |
| Reserve for contingencies | 344,577 | 326,442 | 344,660 | 326,520 |
| Postretirement benefit plans | 15,632 | 15,287 | 15,632 | 15,288 |
| Allowance for doubtful accounts | 96,549 | 98,836 | 100,142 | 101,408 |
| Allowance for reduction of inventory to market value | 37,342 | 38,704 | 37,388 | 38,750 |
| Income tax on other temporary differences | 227,659 | 214,060 | 232,018 | 220,110 |

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| | | | | |
|--|------------------|-----------|------------------|-----------|
| Social contribution tax on other temporary differences | 81,958 | 77,063 | 83,527 | 79,240 |
| ICMS (state VAT) (*) | 223,656 | 227,694 | 235,294 | 230,859 |
| Other | 6,768 | 15,098 | 19,116 | 26,457 |
| Total | 1,294,190 | 2,020,930 | 1,362,499 | 2,080,880 |
| Current | 841,973 | 1,591,214 | 882,384 | 1,622,774 |
| Noncurrent | 452,217 | 429,716 | 480,115 | 458,106 |

(*) Refers to tax credits derived from the purchase of fixed assets, available for offset in 48 months.

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NOTES TO QUARTERLY INFORMATION (Continued)

March 31, 2006

(In thousands of reais, unless otherwise stated)

(A free translation of the original issued in Portuguese)

6. Deferred and Recoverable Taxes (Continued)Deferred income and social contribution taxes

Considering the existence of taxable income in the last five fiscal years and the expected generation of future taxable income discounted to present value based on a technical feasibility study, approved by the Board of Directors on November 21, 2005, as provided for in CVM Instruction No. 371/2002, the Company estimates the realization of the deferred taxes as of March 31, 2006 as follows:

| Year | Parent Company | Consolidated |
|------------|----------------|--------------|
| 2006 | 225,968 | 231,124 |
| 2007 | 150,832 | 153,036 |
| 2008 | 129,238 | 129,928 |
| 2009 | 101,290 | 101,980 |
| After 2010 | 196,389 | 225,136 |
| Total | 803,717 | 841,204 |

The recoverable amounts above are based on projections subject to changes in the future.

7. Other Recoverable Amounts

| | Parent Company | | Consolidated | |
|---------------------------|----------------|----------|--------------|----------|
| | Mar/2006 | Dec/2005 | Mar/2006 | Dec/2005 |
| Advances to employees | 5,279 | 5,246 | 5,509 | 5,498 |
| Advances to suppliers | 28,360 | 24,632 | 28,896 | 25,144 |
| Other recoverable amounts | 26,712 | 16,438 | 26,825 | 16,823 |
| Total current | 60,351 | 46,316 | 61,230 | 47,465 |

8. Inventories

| | Parent Company | | Consolidated | |
|--------------------------------|----------------|----------|--------------|----------|
| | Mar/2006 | Dec/2005 | Mar/2006 | Dec/2005 |
| Consumption materials | 91,101 | 84,888 | 91,111 | 84,897 |
| Resale items | 85,255 | 90,010 | 85,647 | 90,341 |
| Public telephone prepaid cards | 10,884 | 13,200 | 10,884 | 13,200 |

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| | | | | |
|---|------------------|-----------|------------------|-----------|
| Scraps | 450 | 634 | 450 | 634 |
| Allowance for reduction to recoverable value and obsolescence | (109,829) | (113,836) | (109,965) | (113,971) |
| Total current | 77,861 | 74,896 | 78,127 | 75,101 |

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NOTES TO QUARTERLY INFORMATION (Continued)

March 31, 2006

(In thousands of reais, unless otherwise stated)

(A free translation of the original issued in Portuguese)

8. Inventories (Continued)

The allowance for reduction to recoverable value and obsolescence takes into consideration timely analyses carried out by the Company.

9. Other Assets

| | Parent Company | | Consolidated | |
|--|----------------|----------|----------------|----------|
| | Mar/2006 | Dec/2005 | Mar/2006 | Dec/2005 |
| Prepaid expenses | 93,239 | 66,768 | 92,536 | 65,443 |
| Receivables from Barramar S.A. (*) | | | 69,675 | 71,041 |
| Intercompany receivables - current | 44,799 | 50,236 | 36,135 | 44,244 |
| Onlending of foreign currency loans | 30,880 | 30,996 | 1,476 | 1,584 |
| Tax incentives, net of allowance | 411 | 411 | 411 | 411 |
| Amounts linked to National Treasury securities | 8,792 | 9,028 | 8,792 | 9,028 |
| Receivables - sale of property/scrap | 4,275 | 11,607 | 4,275 | 11,607 |
| Other assets | 17,804 | 13,437 | 21,759 | 13,856 |
| Total | 200,200 | 182,483 | 235,059 | 217,214 |
| Current | 169,982 | 155,664 | 136,081 | 120,834 |
| Noncurrent | 30,218 | 26,819 | 98,978 | 96,380 |

(*) Refer to receivables from Barramar S.A., recorded by Companhia AIX de Participações, net of allowance for doubtful accounts.

10. Escrow Deposits

| | Parent Company | | Consolidated | |
|-------------------------|----------------|----------|----------------|----------|
| | Mar/2006 | Dec/2005 | Mar/2006 | Dec/2005 |
| Civil litigation | 73,772 | 71,474 | 73,809 | 71,511 |
| Tax litigation | 342,498 | 308,462 | 342,869 | 308,828 |
| Labor claims | 112,741 | 101,330 | 112,885 | 101,451 |
| Total noncurrent | 529,011 | 481,266 | 529,563 | 481,790 |

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NOTES TO QUARTERLY INFORMATION (Continued)

March 31, 2006

(In thousands of reais, unless otherwise stated)

(A free translation of the original issued in Portuguese)

11. Investments

| | Parent Company | | Consolidated | |
|---|-----------------|----------|-----------------|----------|
| | Mar/2006 | Dec/2005 | Mar/2006 | Dec/2005 |
| Investments carried under the equity method | 307,432 | 297,607 | | |
| Aliança Atlântica Holding B.V. | 52,861 | 55,583 | | |
| A. Telecom S.A. | 190,497 | 159,386 | | |
| Companhia AIX de Participações | 64,048 | 65,642 | | |
| Companhia ACT de Participações | 26 | 26 | | |
| Companhia Santo Genovese Participações Ltda. | | 16,970 | | |
| Negative and positive goodwill on acquisition of investments | 87,373 | 90,368 | 104,843 | 107,838 |
| Negative goodwill on acquisition of shares Companhia AIX de Participações | (17,470) | (17,470) | | |
| Goodwill on acquisition Santo Genovese Participações Ltda. | 119,820 | 119,820 | 119,820 | 119,820 |
| Amortization of goodwill Santo Genovese Participações Ltda. | (14,977) | (11,982) | (14,977) | (11,982) |
| Investments carried at cost | 91,434 | 91,434 | 143,053 | 145,727 |
| Portugal Telecom | 75,362 | 75,362 | 126,981 | 129,655 |
| Other companies | 26,795 | 26,795 | 26,795 | 26,795 |
| Other investments | 3,360 | 3,360 | 3,360 | 3,360 |
| Tax incentives | 15,164 | 15,164 | 15,164 | 15,164 |
| Allowance for losses | (29,247) | (29,247) | (29,247) | (29,247) |
| Total | 486,239 | 479,409 | 247,896 | 253,565 |

The negative goodwill on the acquisition of shares of Companhia AIX de Participações recorded by the Company was allocated to Deferred Income in the consolidated balance sheet, according to Article 26 of CVM Instruction No. 247/96.

The goodwill on the acquisition of control of Santo Genovese Participações Ltda. (parent company of Atrium Telecomunicações Ltda.), dated December 24, 2004, has been amortized on a straight-line basis over 10 years, and is based on future profitability study.

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NOTES TO QUARTERLY INFORMATION (Continued)

March 31, 2006

(In thousands of reais, unless otherwise stated)

(A free translation of the original issued in Portuguese)

11. Investments (Continued)Acquisition of Santo Genovese Participações Ltda. by A.Telecom S.A.

On March 1, 2006 the Company approved the proposed acquisition of Santo Genovese by A.Telecom, kicking off the corporate reorganization process of its subsidiaries A.Telecom S.A. (former Assist Telefônica S.A), Santo Genovese Participações Ltda. and Atrium Telecomunicações Ltda., which entailed substitution of units of interest of Santo Genovese, held by Telesp, for shares issued by A.Telecom and fully attributed to the Company in lieu of the investment held in Santo Genovese.

The merger of the net equity of Santo Genovese resulted in a capital increase in A. Telecom, of R\$16,969.

The main financial information of the subsidiaries, as of March 31, 2006 and December 31, 2005, is as follows:

| | Mar/2006 | | | |
|---|----------------------|------------|------------------|------------------|
| | Aliança Atlântica | A. Telecom | Companhia AIX | Companhia ACT |
| Paid-up capital | 105,309 | 270,969 | 460,929 | 1 |
| Retained earnings (accumulated deficit) | 412 | (80,472) | (332,832) | 51 |
| Shareholders equity | 105,721 | 190,497 | 128,097 | 52 |
| Shares (million) | | | | |
| Number of subscribed and paid-up shares | 88 | 407,154 | 298,562 | 1 |
| Number of common shares owned | 44 | 407,154 | 149,281 | 0,5 |
| Ownership percentage | 50% | 100% | 50% | 50% |

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11. Investments (Continued)Acquisition of Santo Genovese Participações Ltda. by A. Telecom S.A. (Continued)

| | Aliança Atlântica | A. Telecom | Dec/2005 Companhia AIX | Companhia ACT | Santo Genovese |
|---|--------------------------|-------------------|-----------------------------------|----------------------|-----------------------|
| Paid-up capital | 110,763 | 254,000 | 460,929 | 1 | 76,850 |
| Capital reserves | | | | | 450 |
| Retained earnings (accumulated deficit) | 403 | (94,614) | (329,644) | 50 | (60,331) |
| Shareholders' equity | 111,166 | 159,386 | 131,285 | 51 | 16,969 |
| Shares (million) | | | | | |
| Number of subscribed and paid-up shares | 88 | 367,977 | 298,562 | 1 | 51,850 |
| Number of common shares owned | 44 | 367,977 | 149,281 | 0,5 | 51,850 |
| Ownership percentage | 50% | 100% | 50% | 50% | 100% |

The Company's equity in subsidiaries is as follows:

| | Mar/2006 | Mar/2005 |
|--------------------------------|-----------------|-----------------|
| Aliança Atlântica | (2,723) | (3,324) |
| A. Telecom | 14,142 | (8,783) |
| Companhia AIX de Participações | (1,594) | (1,894) |
| Companhia ACT de Participações | 1 | |
| Santo Genovese | | (3,680) |
| Total | 9,826 | (17,681) |

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12. Property, Plant and Equipment, Net

| | Annual depreciation % | Cost | Parent Company | | Cost | Dec/2005 Accumulated depreciation | Net book value |
|--|--------------------------|-------------------|---|-------------------|------------|---|-------------------|
| | | | Mar/2006 Accumulated depreciation | Net book value | | | |
| Property, plant and equipment | | 39,426,414 | (27,919,057) | 11,507,357 | 39,225,600 | (27,289,214) | 11,936,386 |
| Switching and transmission equipment | 12.50 | 15,952,247 | (12,648,589) | 3,303,658 | 15,889,256 | (12,376,889) | 3,512,367 |
| Transmission equipment, overhead, underground and building cables, teleprinters, PABX, energy equipment and furniture | 10.00 | 11,582,870 | (8,548,134) | 3,034,736 | 11,544,458 | (8,394,522) | 3,149,936 |
| Transmission equipment - modems | 20.00 | 593,031 | (451,045) | 141,986 | 577,114 | (428,013) | 149,101 |
| Underground and undersea cables, poles and towers | 5.00 to 6.67 | 395,744 | (218,377) | 177,367 | 394,124 | (214,528) | 179,596 |
| Subscriber, public and booth equipment | 12.50 | 1,973,991 | (1,233,945) | 740,046 | 1,951,363 | (1,184,643) | 766,720 |
| IT equipment | 20.00 | 509,381 | (428,200) | 81,181 | 507,769 | (419,646) | 88,123 |
| Buildings and underground cables | 4.00 | 6,438,583 | (3,445,345) | 2,993,238 | 6,429,365 | (3,392,523) | 3,036,842 |
| Vehicles | 20.00 | 56,565 | (37,112) | 19,453 | 55,669 | (35,736) | 19,933 |
| Land | | 253,802 | | 253,802 | 253,802 | | 253,802 |
| Other | 10.00 to 20.00 | 1,670,200 | (908,310) | 761,890 | 1,622,680 | (842,714) | 779,966 |
| Property, plant and equipment in progress | | 295,439 | | 295,439 | 305,106 | | 305,106 |
| Total | | 39,721,853 | (27,919,057) | 11,802,796 | 39,530,706 | (27,289,214) | 12,241,492 |
| Average annual depreciation rates - % | | 10.62 | | | 10.57 | | |
| Assets fully depreciated | | 14,755,984 | | | 14,248,626 | | |

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12. Property, Plant and Equipment, Net (Continued)

| | Annual depreciation rates % | Consolidated | | | | | |
|--|-----------------------------------|-------------------|---|-------------------|-------------------|---|-------------------|
| | | Cost | Mar/2006 Accumulated depreciation | Net book value | Cost | Dec/2005 Accumulated depreciation | Net book value |
| Property, plant and equipment | | 39,623,728 | (27,995,852) | 11,627,876 | 39,399,562 | (27,358,785) | 12,040,777 |
| Switching and transmission equipment | 12.50 | 15,956,553 | (12,649,261) | 3,307,292 | 15,893,532 | (12,377,428) | 3,516,104 |
| Transmission equipment, overhead, underground and building cables, teleprinters, PABX, energy equipment and furniture | 10.00 | 11,623,260 | (8,552,093) | 3,071,167 | 11,569,647 | (8,397,114) | 3,172,533 |
| Transmission equipment - modems | 20.00 | 593,106 | (451,074) | 142,032 | 597,184 | (439,597) | 157,587 |
| Underground and undersea cables, poles and towers | 5.00 to 6.67 | 409,520 | (232,417) | 177,103 | 407,157 | (215,923) | 191,234 |
| Subscriber, public and booth equipment | 12.50 | 1,996,307 | (1,234,365) | 761,942 | 1,951,370 | (1,184,646) | 766,724 |
| IT equipment | 20.00 | 516,666 | (431,351) | 85,315 | 519,422 | (423,607) | 95,815 |
| Buildings and underground cables | 4.00 | 6,438,634 | (3,445,366) | 2,993,268 | 6,429,416 | (3,392,543) | 3,036,873 |
| Vehicles | 20.00 | 56,940 | (37,220) | 19,720 | 56,154 | (35,884) | 20,270 |
| Land | | 253,802 | | 253,802 | 253,802 | | 253,802 |
| Other | 10.00 to 20.00 | 1,778,940 | (962,705) | 816,235 | 1,721,878 | (892,043) | 829,835 |
| Property, plant and equipment in progress | | 296,183 | | 296,183 | 317,246 | | 317,246 |
| Total | | 39,919,911 | (27,995,852) | 11,924,059 | 39,716,808 | (27,358,785) | 12,358,023 |
| Average annual depreciation rates -% | | 10.67 | | | 10.61 | | |
| Assets fully depreciated | | 14,763,101 | | | 14,254,336 | | |

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12. Property, Plant and Equipment, Net (Continued)Returnable assets

Pursuant to the Concession Agreement, all assets pertaining to the Company's equity and indispensable to the provision of the services described in said agreement are considered returnable and are part of the concession assets. These assets will be automatically returned to ANATEL upon expiration of the Concession Agreement. As of March 31, 2006, the net book value of such returnable assets is estimated at R\$8,754,253 (R\$ 9,129,592 as of December 31, 2005), comprised of switching and transmission equipment, public use terminals, external network equipment, energy equipment, and system and operation support equipment.

13. Deferred Charges

Deferred charges as of March 31, 2006 and December 31, 2005 are as follows:

| | Parent Company | | Consolidated | |
|---|-----------------|----------|-----------------|----------|
| | Mar/2006 | Dec/2005 | Mar/2006 | Dec/2005 |
| Pre-operating expenses | 12,087 | 14,877 | 17,389 | 20,416 |
| Cost | 55,788 | 55,788 | 65,279 | 65,279 |
| Accumulated amortization | (43,701) | (40,911) | (47,890) | (44,863) |
| Goodwill on acquisition of the IP network | 48,979 | 50,718 | 48,979 | 50,718 |
| Cost | 72,561 | 72,561 | 72,561 | 72,561 |
| Accumulated amortization | (23,582) | (21,843) | (23,582) | (21,843) |
| Other | | | 7,118 | 7,447 |
| Cost | | | 12,059 | 12,059 |
| Accumulated amortization | | | (4,941) | (4,612) |
| Total | 61,066 | 65,595 | 73,486 | 78,581 |

Pre-operating expenses refer to costs incurred in the pre-operating stage of long-distance services; amortization began in May 2002, over a period of 60 months.

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13. Deferred Charges (Continued)

The goodwill on acquisition of the IP network in December 2002 refers to the acquisition of the assets for the Switched IP and Speedy Link services of Telefônica Empresas S.A. The portion regarded as goodwill and recorded in deferred charges corresponds to the customer portfolio of the business. According to an appraisal report, the economic grounds of the goodwill is the expected future profitability, for an amortization period of 120 months.

14. Loans, Financing and Debentures

| | Consolidated | | | Balance as of Mar 2006 | | |
|---------------------------|--------------|------------------------|--------------|------------------------|------------------|------------------|
| | Currency | Annual interest rate % | Maturity | Current | Long-term | Total |
| Mediocrédito | USD | 1.75% | 2014 | 6,678 | 45,738 | 52,416 |
| Loans in local currency | | 6% + 3.75% spread | Through 2006 | 1,402 | | 1,402 |
| Loans in foreign currency | R\$ | | Through 2009 | 188,204 | 513,268 | 701,472 |
| Debentures | R\$ | 103.50% of CDI | Through 2007 | 21,070 | 1,500,000 | 1,521,070 |
| Total | | | | 217,354 | 2,059,006 | 2,276,360 |

| | Consolidated | | | Balance as of Dec 2005 | | |
|---------------------------|--------------|------------------------|--------------|------------------------|------------------|------------------|
| | Currency | Annual interest rate % | Maturity | Current | Long-term | Total |
| Mediocrédito | USD | 1.75% | 2014 | 7,471 | 52,802 | 60,273 |
| Loans in local currency | | 6% + 3.75% spread | Through 2006 | 1,898 | | 1,898 |
| Loans in foreign currency | R\$ | | Through 2009 | 215,642 | 598,051 | 813,693 |
| Debentures | R\$ | 103.50% of CDI | Through 2007 | 21,744 | 1,500,000 | 1,521,744 |
| Total | | | | 246,755 | 2,150,853 | 2,397,608 |

Loans in foreign currency are as follows:

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| Consolidated | | Currency | Interest rate | Principal | Interest | Balance as of Mar/2006 |
|---------------------|------|-----------------|----------------------|------------------|-----------------|-----------------------------------|
| Resolution 2770 | | USD | 5.70% | 87,108 | 8,776 | 95,884 |
| Resolution 2770 | | USD | 4.80% | 271,866 | 12,528 | 284,394 |
| Untied Loan | JBIC | JPY | Libor + 1.25% | 320,423 | 771 | 321,194 |
| | | | | 679,397 | 22,075 | 701,472 |

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14. Loans, Financing and Debentures (Continued)

| Consolidated | Currency | Interest rate | Principal | Interest | Balance as of Dec/2005 |
|---------------------|-----------------|----------------------|------------------|-----------------|-----------------------------------|
| Resolution 2770 | USD | 5.70% to 6.90% | 105,523 | 9,451 | 114,974 |
| Resolution 2770 | USD | 4.80% | 292,928 | 9,983 | 302,911 |
| Untied Loan JBIC | JPY | Libor + 1.25% | 393,520 | 2,288 | 395,808 |
| | | | 791,971 | 21,722 | 813,693 |

Loans and financing with Mediocrédito are guaranteed by the Federal Government.

The loan from Japan Bank for International Cooperation - JBIC includes restrictive covenants related to the maintenance of certain financial indices, which to date have been met.

Long-term debt maturities (Consolidated)

| Year | Amount |
|--------------|------------------|
| 2007 | 1,549,042 |
| 2008 | 382,478 |
| 2009 | 98,083 |
| 2010 | 6,534 |
| Thereafter | 22,869 |
| Total | 2,059,006 |

Debentures

On September 3, 2004, the Company announced a Securities Distribution Program (Program) and, under the Program, the first issue of Telesp debentures (Offering).

The Program amounts to R\$3.0 billion for a period of two years from the filing with the CVM, and contemplates the issuance of simple nonconvertible debentures, unsecured or subordinated, and/or promissory notes.

The Offering consisted of the issue of 150,000 simple nonconvertible unsecured debentures, with a face value of R\$10, in the total amount of R\$1,500,000, of a single series, maturing on September 1, 2010 (six years). The debentures bear interest with quarterly payments, equivalent to 103.5% of the DI (interbank deposit) average daily rate calculated and published by the CETIP (Clearing House for the Custody and Financial Settlement of Securities).

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14. Loans, Financing and Debentures (Continued)

The adjustment to the interest rate of debentures is estimated for September 1, 2007. On a conservative basis, the Company included, in the consolidated schedule of long-term debt maturities shown above, the principal of the debentures in the year 2007, date of the adjustment of interest rates.

15. Taxes Payable

| | Parent Company | | Consolidated | |
|-----------------------------------|------------------|-----------|------------------|-----------|
| | Mar/2006 | Dec/2005 | Mar/2006 | Dec/2005 |
| Taxes on income | | | | |
| Income tax | 224,838 | 709,079 | 226,033 | 711,037 |
| Social contribution tax | 80,982 | 257,569 | 81,416 | 258,288 |
| Deferred taxes | | | | |
| Income tax | 72,529 | 62,907 | 72,529 | 62,907 |
| Social contribution tax | 26,109 | 22,645 | 26,109 | 22,645 |
| Indirect taxes | | | | |
| ICMS (state VAT) | 640,438 | 659,649 | 657,388 | 665,993 |
| PIS and COFINS (taxes on revenue) | 69,251 | 68,470 | 74,663 | 72,944 |
| Other | 48,733 | 20,542 | 51,587 | 23,033 |
| Total | 1,162,880 | 1,800,861 | 1,189,725 | 1,816,847 |
| Current | 1,140,864 | 1,778,152 | 1,167,709 | 1,794,138 |
| Noncurrent | 22,016 | 22,709 | 22,016 | 22,709 |

16. Payroll and Related Charges

| | Parent Company | | Consolidated | |
|-------------------------|----------------|----------|----------------|----------|
| | Mar/2006 | Dec/2005 | Mar/2006 | Dec/2005 |
| Salaries and fees | 17,595 | 19,722 | 17,637 | 22,385 |
| Payroll charges | 68,281 | 68,234 | 71,640 | 71,313 |
| Accrued benefits | 3,553 | 5,166 | 3,569 | 5,221 |
| Employee profit sharing | 29,057 | 62,505 | 29,876 | 63,242 |
| Total | 118,486 | 155,627 | 122,722 | 162,161 |

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17. Consignments on Behalf of Third Parties

| | Company | | Consolidated | |
|--------------------------|----------------|----------|----------------|----------|
| | Mar/2006 | Dec/2005 | Mar/2006 | Dec/2005 |
| Collateral for deposits | 1,857 | 1,848 | 1,857 | 1,848 |
| Amounts charged to users | 115,976 | 102,298 | 100,445 | 89,712 |
| Retentions | 68,417 | 88,922 | 69,585 | 89,725 |
| Other consignments | 1,316 | 1,337 | 1,316 | 1,338 |
| Total | 187,566 | 194,405 | 173,203 | 182,623 |

18. Dividends and Interest on Own Capital

| | Company/Consolidated | |
|-----------------------------------|----------------------|----------|
| | Mar/2006 | Dec/2005 |
| Interest on own capital | 474,162 | 473,912 |
| Telefônica Internacional S.A. | 216,403 | 216,403 |
| SP Telecomunicações Holding Ltda. | 67,342 | 67,342 |
| Minority shareholders | 190,417 | 190,167 |
| Dividends | 427,064 | 429,444 |
| Minority shareholders | 427,064 | 429,444 |
| Total | 901,226 | 903,356 |

The interest on own capital and dividends payable to minority shareholders refer to declared but unclaimed amounts.

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19. Provision for Contingencies

The Company, as an entity and also as the successor to the merged companies, and its subsidiaries are involved in labor, tax and civil lawsuits filed with different courts. The Company's management, based on the opinion of its legal counsel, recognized reserves for those cases in which an unfavorable outcome is considered probable and prudently for certain cases with possible risk of loss, as follows:

| Consolidated | Nature | | | Total |
|----------------------------------|---------|---------|---------|-----------|
| | Labor | Tax | Civil | |
| Balances as of December 31, 2005 | 343,530 | 599,770 | 56,569 | 999,869 |
| Additions | 15,837 | 5,008 | 7,664 | 28,509 |
| Write-offs | (4,254) | (564) | (3,264) | (8,082) |
| Monetary restatement | 20,801 | 9,347 | 2,780 | 32,928 |
| Balances as of March 31, 2006 | 375,914 | 613,561 | 63,749 | 1,053,224 |
| Current | 34,712 | 20,531 | 14,218 | 69,461 |
| Noncurrent | 341,202 | 593,030 | 49,531 | 983,763 |

19.1 Labor contingencies

The Company has various labor contingencies and recorded a provision of R\$375,914, consolidated, to cover probable losses. The amounts involved and respective degrees of risk are as follows:

| Risk | Amount Involved | | |
|----------|-----------------|------------|-----------|
| | Telesp | A. Telecom | Total |
| Remote | 1,973,678 | 5,675 | 1,979,353 |
| Possible | 105,245 | | 105,245 |
| Probable | 375,684 | 230 | 375,914 |
| Total | 2,454,607 | 5,905 | 2,460,512 |

These contingencies involve a number of lawsuits, mainly related to salary differences, salary equalization, overtime, employment relationship with employees of outsourced companies and hazardous duty premium, among others.

None of these contingencies recorded is higher than 1% of the total amount recorded.

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19. Provision for Contingencies (Continued)*19.2 Tax contingencies*

| Risk | Amount Involved | | |
|----------|-----------------|------------|-----------|
| | Telesp | A. Telecom | Total |
| Remote | 2,153,602 | 296 | 2,153,898 |
| Possible | 2,353,578 | 2,789 | 2,356,367 |
| Probable | 613,561 | | 613,561 |
| Total | 5,120,741 | 3,085 | 5,123,826 |

Based on the assessment of the Company's legal counsel and management, a reserve amounting to R\$613,561 was recorded as of March 31, 2006. The principal tax contingencies, assessed as remote, possible and probable risk, are as follows:

Claims by the National Institute of Social Security (INSS) referring to:

- a) Legal proceedings for the collection of Workers' Compensation Insurance (SAT) and joint liability of the Company for payment of social security contributions allegedly not made by contractors, considered a possible risk, in the amount of R\$277,448. Based on a partially unfavorable court decision, management decided to provide for R\$100,829 relating to the portion of the total amount for which the likelihood of loss is probable.
- b) Discussion regarding social security contribution on certain amounts paid for compensation of salary losses resulting from economic plans (Plano Verão and Plano Bresser), in the approximate amount of R\$133,063 for which an unfavorable outcome is considered possible. Based on higher court decisions and an unfavorable court decision in a similar case involving another company of the group, the Company's management decided to provide for R\$92,936 to cover potential losses, despite the legal counsel's classification of possible risk.
- c) Notification demanding social security contributions, SAT and amounts for third parties (National Institute for Agrarian Reform and Settlement (INCRA) and Brazilian Mini and Small Business Support Agency (SEBRAE)) on the payment of various salary amounts for the period from January 1999 to December 2000, in the amount of approximately R\$55,654, considered a possible risk. These lawsuits are awaiting trial court decision and at the last administrative stage, respectively. No provision was recorded based on the risk classification of this matter.

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19. Provision for Contingencies (Continued)

19.2 Tax contingencies(Continued)

- d) Notification demanding social security contributions for joint liability in 1993, in the amount of approximately R\$181,481, for which the risk is considered possible. This proceeding is at the second administrative stage. No provision was made based on the risk classification of this matter.
- e) Legal proceedings imposing fines of R\$161,982 for payment of dividends when the Company had allegedly a debt to the INSS. No provision was made for the balance, for which the likelihood of loss is assessed as possible. This proceeding is at the second administrative stage. No provision was made based on the risk classification of this matter.
- f) On December 20, 2005 notices were served concerning the period from May 1995 to December 1998 requiring the payment of social security contributions by means of arbitration of the tax base and considering the existence of joint liability between the Company and the service providers in general and those related to civil construction. The amount of R\$229,228, which refers to the use of inadequate criteria for calculation of the arbitrated tax base, and of R\$ 172,892, corresponding to the wrong definition of civil construction for arbitration, as will be shown by means of technical reports requested to Engineering Institutes, were assessed as emote risk of loss by the legal counsel. The amount of R\$765,810 is classified as possible risk of loss in view of the legal arguments that support the procedure adopted by the Company and not consider the joint liability. The process is at the first lower court. No provision was made based on the risk classification of this matter.
- g) On December 20, 2005, notices were served concerning the period from January 1995 to December 1998, requiring the payment of social security contributions on amounts paid for Labor Claims of CETERP and CTBC, using the provision recorded in the Company's balance sheet as calculation base. As per legal counsel, the risk is classified as possible in view of the lack of legal grounds for arbitration of the contributions based on accounting provision. An administrative defense was presented, and the amount totals R\$5,156. No provision was made based on the risk classification of this matter

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19. Provision for Contingencies (Continued)

19.2 Tax contingencies (Continued)

Claims by the Finance Secretary of the State of São Paulo, referring to:

- h) Tax assessments on October 31 and December 13, 2001, related to ICMS (state VAT) allegedly due on international long-distance calls, amounting to approximately R\$19,737 for November and December 1996 and amounting to R\$147,266 from January 1997 to March 1998, at the second administrative stage, assessed as possible risk, and R\$180,688 for the period from April 1998 to December 1999, at the second administrative stage, assessed as remote risk. No provision was recorded based on the risk classification of these matters.
- i) Tax assessment on February 29, 2000 demanding payment of the ICMS allegedly due on cell phone activation tariff in the period from January 1995 to December 1997, plus fines and interest, amounting to approximately R\$ 282,688, assessed as remote risk. The claim is at the 1st administrative stage. No provision was recorded based on the risk classification of this matter.
- j) Tax assessment on July 2, 2001 demanding the difference in ICMS paid without late-payment fine, amounting to R\$5,885, assessed as possible risk. The claim is awaiting appellate court decision. No provision was recorded based on the risk classification of this matter.
- k) Tax assessment notice related to the untimely used credits in the period from January to April 2002, in the amount of R\$30,267, for which the risk is considered possible. The claim is at the 2nd administrative stage. No provision was recorded based on the risk classification of this matter.
- l) Tax assessment notice related to the use of ICMS credits on acquisition of consumption materials, in the amount of R\$10,988, for which the risk is considered possible. The claim is at the 2nd administrative stage. No provision was recorded based on the risk classification of this matter.
- m) Tax assessment notices related to the non-reversal of ICMS credits in proportion to tax-exempt and non-taxed sales and services in the period from January 1999 to June 2000, in addition to an ICMS credit unduly taken in March 1999. The total amount involved is R\$104,933. The risk is considered possible by legal counsel. The claim is at the 2nd administrative stage.

No provision was recorded based on the risk classification of this matter.

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19. Provision for Contingencies (Continued)

19.2 Tax contingencies (Continued)

- n) Notifications of around R\$8,051 regarding the former Ceterp's loss of the tax benefit established by State Decree No. 48237/03, due to underpayment for an error in the calculation of the debt, assessed as possible risk. The claim is at the 2nd administrative stage. No provision was recorded based on the risk classification of this matter.
- o) Tax collection lawsuits demanding about R\$4,394 of ICMS differences for the period from May 1999 to June 2003. The Company is gathering the documents to prove that the amounts have been effectively paid. Guarantee is being provided and defense is being prepared for presentation in the lower court. The risk is assessed as possible. No provision was recorded based on the risk classification of this matter.

Litigation at the Federal and Municipal:

- p) The Company filed a lawsuit challenging the increase of the COFINS and PIS (taxes on revenue) tax basis (COFINS until February 2004 tax basis and PIS until November 2002 tax basis), requiring inclusion of financial and securitization income and exchange gains, instead of only operating revenues. Despite the injunction obtained suspending the change in the calculation method and the risk assessed as possible, the Company recognized a provision of R\$266,630, in case it receives an unfavorable judgment.
- q) FINSOCIAL, currently COFINS, was a tax on gross operating revenues, originally established at a rate of 0.5% and gradually and subsequently raised to 2.0%. Such rate increases were judicially challenged with success by several companies, which resulted in tax credits from overpayments. These credits were offset by CTBC (company merged into the Company in November 1999) against current amounts of COFINS due. Claiming that those offsets made by CTBC were improper, the Federal Government made an assessment in the amount of R\$16,413, considered a possible loss. The claim is at the higher court. No provision was recorded based on the risk classification of this matter.

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19. Provision for Contingencies (Continued)

19.2 Tax contingencies (Continued)

- r) Litigation contesting the levy of corporate income tax, social contribution tax, PASEP and COFINS on telecommunications services of Centrais Telefônicas de Ribeirão Preto S.A. - CETERP, merged in November 2000, based on paragraph 3 of Article 155 of the Federal Constitution, according to which, with the exception of ICMS (state VAT) and taxes on exports and imports, no other taxation applies to services. The Company assesses this case as probable loss and has recorded a reserve of R\$71,123. The claim is in the higher court.

- s) Lawsuit seeking a court decision declaring the nonexistence of a legal tax relationship between Telesp and the Federal Government, the defendant, which would require the Company to pay the Social Contribution for Intervention in the Economic Order (CIDE) on remittances to be made based on contracts with foreign residents, since the unconstitutionality of said tax is clear. The lawsuit also seeks offset against other taxes payable, in the amount of R\$2,190, monetarily restated, related to the CIDE payment made in March 2002. The Company made an escrow deposit of R\$2,178 related to the remittance made on October 18, 2002. Despite the risk considered to be possible, the Company recognized a reserve for the unpaid amounts, in the amount of R\$14,776. The claim is at the lower court.

- t) Tax collection claim demanding differences regarding income tax, based on DCTF's (Declaration of Federal Tax Credits and Debits) for the first half of 1999, amounting to approximately R\$5,156, assessed as possible risk. These claims are at the 1st administrative stage and no provision was recorded based on the risk classification.

- u) At the municipal level, the Company has contingencies related to the IPTU (municipal real property tax), ISS (municipal service tax), fine and interest in the amount of R\$871, which have all been accrued due to the existence of favorable and unfavorable decisions regarding this matter.

- v) The Municipal Government of São Paulo assessed the Company, alleging differences in the payment of the ISS (municipal service tax), a fine of 20% not paid, in the amount of R\$18,592. No reserve has been recorded for this contingency, since the attorneys responsible for this case assessed the risk as possible. The claim is at the second administrative stage.

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19. Provision for Contingencies (Continued)*19.2 Tax contingencies (Continued)*

- x) On December 15, 2005, ANATEL issued Pronouncement No. 1 (subsequently renumbered to Pronouncement No. 7), whereby it confirmed the understanding that interconnection expenses are not excluded from FUST, thus changing the previous position which provided for such exclusion. The Pronouncement is applied retroactively to January 2001. Thus, through ABRAFIX (Brazilian Association of Fixed Telephony Companies), on January 9, 2006, the Company filed for a writ of mandamus with a view to ensuring the possibility of excluding interconnection expenses from the FUST calculation base. The proceeding is at trial court, and on April 10, 2006, a decision was issued whereby retroactive application of the Pronouncement was denied. The contingency risk was assessed as possible by the Company's legal advisors. The amount involved in the period from January 2001 through November 2005 totals R\$112,553. No provision was recorded based on the risk classification of this matter.

There are other contingencies that have also been accrued, in the amount of R\$55,408, for which the risk is assessed by management as probable.

19.3 Civil contingencies

| Risk | Amount involved | | |
|----------|-----------------|------------|-----------|
| | Telesp | A. Telecom | Total |
| Remote | 739,539 | 2,916 | 742,455 |
| Possible | 887,348 | 149 | 887,497 |
| Probable | 63,734 | 15 | 63,749 |
| Total | 1,690,621 | 3,080 | 1,693,701 |

These contingencies assessed as possible risk involve various matters: unacknowledged title to telephone line, indemnity for material and personal damages, and other, in the amount of approximately R\$468,882.

In addition, the Company is also involved in civil class actions related to the Community Telephone Plan (PCT), where the telephone expansion plan buyers who did not receive shares in return for their financial investments seek an indemnity, in the municipalities of Diadema, São Caetano do Sul, São Bernardo do Campo, Ribeirão Pires and Mauá, involving a total amount of approximately R\$286,733. The risks involved were assessed as possible by legal counsel. The claims are at appellate court level.

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19. Provision for Contingencies (Continued)*19.3 Civil contingencies (Continued)*

The Association of the Participants of the Sistel in the State of São Paulo - ASTEL moved against the Company, Fundação Sistel de Seguridade Social and others, a class action questioning subjects related to the Plan of Medical Assistance for Retirees - PAMA, considering in synthesis: (i) prohibition of the collection of contribution of the retirees included in the PAMA; (ii) the registration in the PAMA of the retirees and assisted people whose registrations were suspended for insolvency; (iii) reevaluation of the economic necessities of the PAMA; (iv) restoration of the basis of incidence of the contributions on the total and gross amount of the payroll of all the employees of the company; (v) reaccreditation of all the hospitals, clinics, laboratories and doctors disaccredited by Sistel and (vi) review of the accounting distribution of shareholders' equity. Company Management, based on the opinion of its legal counsel, assessed this suit as a possible risk, and the respective amount involved is estimated to be R\$131,882. Based on the risk classification, no provision was recorded.

20. Other Liabilities

| | Parent Company | | Consolidated | |
|--|----------------|----------------|----------------|----------------|
| | Mar/2006 | Dec/2005 | Mar/2006 | Dec/2005 |
| Provision for post-retirement benefit plans (Note 31) | 45,976 | 44,963 | 45,976 | 44,963 |
| Advances from customers | 62,766 | 58,868 | 62,766 | 58,868 |
| Amounts to be refunded to subscribers | 51,393 | 41,212 | 49,636 | 39,874 |
| Accounts payable - sale of share fractions after the reverse split process | 99,468 | 99,860 | 99,468 | 99,860 |
| Concession renewal fee (a) | 30,775 | | 30,775 | |
| Other | 37,502 | 32,258 | 48,558 | 42,548 |
| Total | 327,880 | 277,161 | 337,179 | 286,113 |
| Current | 249,907 | 204,201 | 256,645 | 210,747 |
| Noncurrent | 77,793 | 72,960 | 80,534 | 75,366 |

(a) Beginning 2006, the liabilities under the Concession Agreement mentioned in Note 3 have been recognized.

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21. Shareholders Equity

Capital as of March 31, 2006 and December 31, 2005 is R\$5,978,074. Subscribed and paid-up capital is represented by shares without par value, as follows:

| | Mar/2006 | Dec/2005 |
|--------------------------|--------------------|-----------------|
| Common shares | 164,061,698 | 165,320,206 |
| Preferred shares | 327,968,193 | 328,272,072 |
| Total Shares | 492,029,891 | 493,592,278 |
| Book value per share R\$ | 21.93 | 20.67 |

Preferred shares are nonvoting but have priority in the reimbursement of capital 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, with wording of Law No. 10303/01.

At the Special General Meeting held on March 9, 2006, the shareholders approved, by unanimous voting, the cancellation of 1,562,387 (one million, five hundred and sixty-two thousands, three hundred and eighty-seven) treasury shares issued by the Company, namely, 1,258,508 (one million, two hundred fifty-eight thousands, five hundreds and eight) common shares and 303,879 (three hundred and three thousands, eight hundred and seventy-nine) preferred shares, resulting from the share reverse split process occurred in Telesp in 2005, which were purchased by the Company in an auction held at the São Paulo Stock Exchange (BOVESPA) on July 15, 2005.

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(A free translation of the original issued in Portuguese)

22. Operating Revenue, Net

| | Parent Company | | Consolidated | |
|-----------------------------------|--------------------|-------------|--------------------|-------------|
| | Mar/2006 | Mar/2005 | Mar/2006 | Mar/2005 |
| Subscription (i) | 1,411,733 | 1,380,412 | 1,411,733 | 1,380,412 |
| Activation | 26,274 | 17,251 | 26,274 | 17,251 |
| Local service | 800,715 | 727,423 | 811,379 | 727,423 |
| Domestic long distance | 776,523 | 769,271 | 788,453 | 769,271 |
| Intraregional | 528,653 | 533,569 | 537,226 | 533,569 |
| Interregional | 247,870 | 235,702 | 251,227 | 235,702 |
| International long distance | 39,972 | 32,882 | 41,843 | 32,882 |
| Network | 1,070,297 | 987,655 | 1,086,365 | 987,655 |
| Use of network (i) | 136,707 | 180,910 | 136,707 | 180,910 |
| Public telephones | 121,827 | 105,576 | 121,827 | 105,576 |
| Business communication | 381,071 | 283,319 | 381,242 | 285,151 |
| Assignment of means (i) | 99,098 | 104,867 | 99,098 | 104,867 |
| Other (i) | 148,871 | 133,633 | 206,016 | 189,737 |
| Gross operating revenue | 5,013,088 | 4,723,199 | 5,110,937 | 4,781,135 |
| Taxes on gross revenue | (1,337,487) | (1,246,070) | (1,369,526) | (1,265,865) |
| ICMS (state VAT) | (1,143,597) | (1,069,605) | (1,166,260) | (1,082,339) |
| PIS and COFINS (taxes on revenue) | (187,073) | (176,026) | (195,411) | (182,015) |
| ISS (municipal service tax) | (6,817) | (439) | (7,855) | (1,511) |
| Discounts | (122,531) | (128,171) | (123,588) | (130,305) |
| Net operating revenue | 3,553,070 | 3,348,958 | 3,617,823 | 3,384,965 |

(i) For the better presentation of Operating Revenue to the market and regulatory agency, ANATEL, the Company made reclassifications to the amounts as of March 2005. The main reclassifications were made to the captions subscription, use of network, assignment of means and other.

Occurrence of tariff adjustments affecting recorded revenue.

On June 30, 2005, through Acts No. 51300 and 51301, ANATEL approved tariff adjustment percentages for fixed-switch telephone service (STFC), based on the criteria established in the local and domestic long-distance concession contracts, effective July 3, 2005. Average increases were as follows:

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Local: 7.27%

Long distance: 2.94%

Network usage fee for local interconnection (TU-RL): (13.32%)

Network usage fee for long distance interconnection (TU-RIU): 2.94%

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March 31, 2006

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(A free translation of the original issued in Portuguese)

22. Operating Revenue, Net (Continued)

On June 29, 2004, through Acts No. 45011 and 45012, ANATEL approved tariff adjustment percentages for fixed-switch telephone service (STFC), based on the criteria established in the local and domestic long-distance concession contracts, effective July 2, 2004, except for Region 32 (former CETERP), effective from July 3, 2004. On July 2, approved percentages were applied on tariff bases determined by injunction. Average adjustments were the following:

Local: 6.89%

Long-distance: 3.20%

Network usage fee for local interconnection (TU-RL): (10.47%)

Network usage fee for long distance interconnection (TU-RIU): 3.20%

23. Cost of Services Provided

| | Parent Company | | Consolidated | |
|-------------------------------|--------------------|--------------------|--------------------|--------------------|
| | Mar/2006 | Mar/2005 | Mar/2006 | Mar/2005 |
| Depreciation and amortization | (585,308) | (603,905) | (589,345) | (607,809) |
| Personnel | (60,890) | (48,624) | (62,911) | (50,172) |
| Materials | (8,926) | (13,426) | (9,063) | (13,437) |
| Network interconnection | (900,059) | (854,987) | (901,621) | (852,634) |
| Outside services | (285,416) | (279,750) | (297,355) | (281,810) |
| Other | (91,750) | (56,628) | (93,885) | (58,451) |
| Total | (1,932,349) | (1,857,320) | (1,954,180) | (1,864,313) |

24. Selling Expenses

| | Parent Company | | Consolidated | |
|---------------------------------|----------------|-----------|--------------|-----------|
| | Mar/2006 | Mar/2005 | Mar/2006 | Mar/2005 |
| Depreciation and amortization | (3,075) | (1,885) | (3,096) | (1,885) |
| Personnel | (69,420) | (54,347) | (71,656) | (55,890) |
| Materials | (21,432) | (13,628) | (21,469) | (13,651) |
| Outside services (i) | (247,180) | (240,623) | (255,793) | (265,966) |
| Allowance for doubtful accounts | (100,674) | (90,259) | (104,814) | (92,279) |

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| | | | | |
|--------------|------------------|------------------|------------------|------------------|
| Other | (12,965) | (8,646) | (13,370) | (8,733) |
| Total | (454,746) | (409,388) | (470,198) | (438,404) |

-
- (i) The commissions paid to Telefônica Empresas S.A. that were being recorded under the caption Other Operating Income (Expenses), Net , started to be included as selling expenses and the amount related to March 2005 was reclassified for better presentation of the information.

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25. General and Administrative Expenses

| | Parent Company | | Consolidated | |
|-------------------------------|------------------|-----------|------------------|-----------|
| | Mar/2006 | Mar/2005 | Mar/2006 | Mar/2005 |
| Depreciation and amortization | (66,500) | (62,196) | (70,344) | (65,778) |
| Personnel | (63,947) | (31,152) | (68,767) | (35,599) |
| Materials | (1,314) | (2,999) | (1,429) | (3,101) |
| Outside services | (91,402) | (97,156) | (94,437) | (102,236) |
| Other | (3,875) | (4,360) | (4,294) | (4,798) |
| Total | (227,038) | (197,863) | (239,271) | (211,512) |

26. Financial Expenses, Net

| | Parent Company | | Consolidated | |
|--|------------------|-----------|------------------|-----------|
| | Mar/2006 | Mar/2005 | Mar/2006 | Mar/2005 |
| Financial income | 197,376 | 102,249 | 197,237 | 104,702 |
| Income from temporary cash investments | 28,550 | 10,091 | 29,297 | 11,975 |
| Gains on derivative transactions | 65,093 | 26,951 | 65,093 | 26,951 |
| Interest | 15,711 | 17,604 | 14,628 | 17,663 |
| Monetary/exchange variations | 86,636 | 45,925 | 86,638 | 46,339 |
| Other | 1,386 | 1,678 | 1,581 | 1,774 |
| Financial expenses | (283,819) | (203,714) | (284,915) | (209,150) |
| Interest | (101,522) | (91,052) | (102,241) | (95,082) |
| Losses on derivative transactions | (150,048) | (80,833) | (150,048) | (81,680) |
| Expenses on financial transactions | (17,852) | (17,810) | (18,218) | (18,317) |
| Monetary/exchange variations | (14,397) | (14,019) | (14,408) | (14,071) |
| Total | (86,443) | (101,465) | (87,678) | (104,448) |

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27. Other Operating Expenses, Net

| | Parent Company | | Consolidated | |
|--|------------------|----------|------------------|-----------|
| | Mar/2006 | Mar/2005 | Mar/2006 | Mar/2005 |
| Income | 105,018 | 78,200 | 107,799 | 77,735 |
| Technical and administrative services | 13,955 | 5,714 | 13,084 | 5,031 |
| Income from supplies | 5,249 | 407 | 5,249 | 407 |
| Dividends | 29 | 2 | 29 | 2 |
| Fines on telecommunication services | 28,192 | 28,321 | 28,192 | 28,321 |
| Recovered expenses | 34,952 | 14,333 | 38,337 | 14,336 |
| Reversal of reserve for contingencies | 5,860 | 13,526 | 6,151 | 13,679 |
| Reversal of reserve for post retirement benefit plans | | 478 | | 478 |
| Other | 16,781 | 15,419 | 16,757 | 15,481 |
| Expenses | (100,692) | (99,163) | (101,693) | (100,922) |
| Write-offs and adjustments to realizable value of supplies | (732) | (1,644) | (731) | (1,794) |
| Goodwill amortization Ceterp and Santo Genovese | (2,920) | (11,006) | (2,920) | (11,006) |
| Donations and sponsorships | (3,460) | (440) | (3,460) | (447) |
| Taxes (except for income and social contribution taxes) | (61,623) | (56,061) | (61,423) | (56,523) |
| Reserve for contingencies | (24,655) | (25,577) | (24,662) | (25,623) |
| Other | (7,302) | (4,435) | (8,497) | (5,529) |
| Total | (4,326) | (20,963) | (6,106) | (23,187) |

The commissions paid to Telefônica Empresas S.A. that were being recorded under the caption Other Operating Income (Expenses), Net, started to be included as selling expenses and the amount related to March 2005 was reclassified for better presentation of the information.

28. Non-operating Income, Net

| | Parent Company | | Consolidated | |
|---|----------------|----------|----------------|----------|
| | Mar/2006 | Mar/2005 | Mar/2006 | Mar/2005 |
| Income | 11,626 | 13,181 | 11,688 | 13,512 |
| Proceeds from sale of property, plant and equipment and investments | 2,746 | 2,456 | 2,747 | 2,596 |
| Unidentified revenue | 6,488 | 8,190 | 6,502 | 8,208 |
| Other | 2,392 | 2,535 | 2,439 | 2,708 |
| Expenses | (5,721) | (4,824) | (5,772) | (4,832) |

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| | | | | |
|---|---------|---------|---------|---------|
| Cost of sale of property, plant and equipment and investments | (5,721) | (4,806) | (5,772) | (4,814) |
| Other | | (18) | | (18) |
| Total | 5,905 | 8,357 | 5,916 | 8,680 |

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29. Income and Social Contribution Taxes

The Company recognizes income and social contribution taxes monthly on accrual basis and pays the taxes on an estimated basis, in accordance with the trial balance for suspension or reduction. The taxes calculated on income as of the date of the financial statements are recorded in liabilities or assets, as applicable. Prepayments of income and social contribution taxes are recorded as deferred and recoverable taxes.

Reconciliation of tax expenses and standard rates

Reconciliation of the reported tax charges and the amounts calculated by applying 34% (income tax of 25% and social contribution tax of 9%) in March 2006 and 2005 is shown in the table below:

| | Parent Company | | Consolidated | |
|--|------------------|-----------|------------------|-----------|
| | Mar/2006 | Mar/2005 | Mar/2006 | Mar/2005 |
| Income before taxes | 872,551 | 752,635 | 875,802 | 748,452 |
| <u>Social contribution tax</u> | | | | |
| Social contribution tax expense | (78,530) | (67,737) | (78,822) | (67,361) |
| Permanent differences: | | | | |
| Equity pick-up | 884 | (1,591) | 80 | (630) |
| Nondeductible expenses, gifts, incentives and dividends received | 2,022 | (279) | 2,255 | (512) |
| Social contribution tax expense in the statement of income | (75,624) | (69,607) | (76,487) | (68,503) |
| <u>Income tax</u> | | | | |
| Income tax expense | (218,138) | (188,159) | (218,951) | (187,113) |
| Permanent differences: | | | | |
| Equity pick-up | 2,456 | (4,420) | 222 | (1,751) |
| Nondeductible expenses, gifts, incentives and dividends received | 5,621 | (814) | 6,280 | (1,450) |
| Other | | | | |
| Incentives (cultural, food and transportation) | 135 | 267 | 135 | 267 |
| Corporate income tax expense in the statement of income | (209,926) | (193,126) | (212,314) | (190,047) |
| Total (corporate income tax + social contribution tax) | (285,550) | (262,733) | (288,801) | (258,550) |

The breakdown of deferred income and social contribution taxes, assets and liabilities, on temporary differences is shown in Notes 6 and 15, respectively.

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30. Related Party Transactions

Significant balances with related parties are as follows:

| | Mar/2006 | Dec/2005 |
|---|---------------------|-----------------|
| <u>ASSETS</u> | | |
| <u>Current assets</u> | 200,578 | 232,658 |
| Trade accounts receivable | 158,755 | 181,914 |
| Other recoverable amounts | 5,688 | 6,500 |
| Other assets | 36,135 | 44,244 |
| <u>Noncurrent assets</u> | 10,650 | 9,799 |
| Intercompany receivables | 10,650 | 9,799 |
| Total assets | 211,228 | 242,457 |
| <u>LIABILITIES</u> | | |
| <u>Current liabilities</u> | 650,813 | 676,174 |
| Trade accounts payable | 298,348 | 329,159 |
| Other | 283,746 | 283,746 |
| Consignments on behalf of third parties | 587 | 665 |
| Intercompany payables | 68,132 | 62,604 |
| <u>Noncurrent liabilities</u> | 15,956 | 16,767 |
| Intercompany payables | 15,956 | 16,767 |
| Other | 12,692 | 13,444 |
| Other liabilities | 3,264 | 3,323 |
| Total liabilities | 666,769 | 692,941 |
| | Consolidated | |
| | Mar/2006 | Mar/2005 |
| <u>STATEMENT OF INCOME</u> | | |
| <u>Revenue</u> | 99,758 | 105,377 |
| Telecommunications services | 89,143 | 95,507 |

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| | | |
|----------------------------|------------------|-----------|
| Financial income | 17 | 354 |
| Other operating revenue | 10,598 | 9,516 |
| <u>Costs and expenses</u> | (604,786) | (585,446) |
| Cost of services provided | (473,721) | (458,678) |
| Selling | (102,101) | (102,816) |
| General and administrative | (28,964) | (23,952) |
| Other operating expenses | | |

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30. Related Party Transactions (Continued)

Trade accounts receivable include receivables for telecommunications services, principally from Telerj Celular S.A., Celular CRT S.A., TeleBahia Celular S.A., Celular S.A., Telefônica Empresas S.A., Atento Brasil S.A., Terra Networks Brasil S.A., Global Telecom S.A., Tele Centro Oeste Celular Participações S.A. and subsidiaries, and Telesp Celular S.A., principally for long-distance services.

Other recoverable amounts in current assets refer principally to advances to Telefônica Gestão de Serviços Compartilhados do Brasil Ltda.

Intercompany receivables in current and noncurrent assets comprise credits from Telefônica Empresas S.A., Telefônica Internacional S.A., Telefônica S.A., Telesp Celular S.A., Telefônica Publicidade e Informação Ltda., Telefônica Gestão de Serviços Compartilhados do Brasil Ltda., Atento Brasil S.A., and other group companies, corresponding to services rendered, advisory fees, expenses with salaries and other expenses paid by the Company to be refunded by the related companies.

Trade accounts payable include services provided primarily by Atento Brasil S.A., Telerj Celular S.A., TeleBahia Celular S.A., Telefônica Empresas S.A., TIWS USA, Terra Networks Brasil S.A., Telefônica Pesquisa e Desenvolvimento Ltda., Global Telecom S.A., Celular CRT S.A., Telesp Celular S.A., Telest Celular, and for international long-distance services provided principally by Compañía de Telecomunicaciones de Chile Transmisiones Regionales S.A. and Telefónica de Argentina S.A. We also highlight the rendering of administrative services in the accounting, financial, human resources, equity, logistics and IT areas payable to Telefônica Gestão de Serviços Compartilhados do Brasil Ltda.

Intercompany payables in current and noncurrent liabilities are comprised mainly of consulting fees and management fee payable to Telefônica Internacional S.A., voice and data communication services payable to Telefônica Empresas S.A., and reimbursements payable to Telefônica Gestão de Serviços Compartilhados do Brasil Ltda.

Revenue from telecommunications services comprises mainly billings to Telesp Celular S.A., Telefônica Empresas S.A., Terra Networks Brasil S.A. and Atento Brasil S.A.

Other operating revenues are mainly from network infrastructure leased to Telesp Celular S.A.

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NOTES TO QUARTERLY INFORMATION (Continued)

March 31, 2006

(In thousands of reais, unless otherwise stated)

(A free translation of the original issued in Portuguese)

30. Related Party Transactions (Continued)

Cost of services provided refers mainly to expenses of interconnection services provided by Telesp Celular S.A., CRT Celular S.A., and Tele Centro Oeste Celular Participações S.A. and their subsidiaries, call center management services provided by Atento Brasil S.A., traffic services (mobile terminal) provided by Telesp Celular S.A. and internet IP Network traffic services provided by Telefônica Empresas S.A.

Selling expenses refer mainly to data transmission services provided by Telefônica Empresas S.A., marketing services by Atento Brasil S.A., Internet services by Terra Networks Brasil S.A., and commissions paid to cellular telephone operators, mainly to Telesp Celular S.A., Celular CRT S.A., Tele Centro Oeste Celular Participações S.A., and commissions on voice and data communication services provided by Telefônica Empresas S.A.

General and administrative expenses refer to administrative services provided by Telefônica Gestão de Serviços Compartilhados do Brasil Ltda. and management fee payable to Telefônica Internacional S.A.

31. Post Retirement Benefit Plans

Telesp, together with other companies of the former Telebrás System, sponsors private pension benefit plans and health care plans for retirees, managed by Fundação Sistel de Seguridade Social (Sistel). Until December 1999, the plans managed by Sistel were multiemployer benefit plans. On December 28, 1999, the sponsors of the plans managed by Sistel negotiated the conditions for the creation of plans separated by sponsor (PBS Telesp Plan) and the continuation of participation in the multiemployer plans only for participants who were already retired on January 31, 2000 (PBS-A), resulting in a proposal for restructuring the statutes and regulations of Sistel, which was approved by the Secretariat for Pension Plans on January 13, 2000.

In December 2004, the entity Visão Prev Sociedade de Previdência Complementar was formed to manage the Visão and PBS Telesp plans, which were transferred from Sistel to new entity. The process of transfer was approved by the Secretariat for Pension Plans (currently Previc) through Official Letter No. 123, of October 7, 2004. The transfer of assets and liabilities of the plans was made on February 18, 2005.

The transfer of plans did not impose any burden on the plan participants, because the wording of the regulations and all rights of the participants were maintained. Sistel will continue to manage the PBS-A and PAMA plans, and Telesp will continue to sponsor these plans jointly with other Sistel s sponsors.

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(A free translation of the original issued in Portuguese)

31. Post Retirement Benefit Plans (Continued)

Telesp individually sponsors a defined benefit retirement plan (PBS Telesp Plan), which covers approximately 1% (0.92%) of the Company's employees. In addition to the supplemental pension benefit, health care (PAMA) is provided to retired employees and their dependents, at shared costs. Contributions to the PBS Telesp Plan are determined based on actuarial valuations prepared by independent actuaries, in accordance with the rules in force in Brazil. The funding method is the capitalization method and the sponsor's contribution is 6.93% of payroll of employees covered by the plan, of which 5.43% is allocated to fund the PBS Telesp Plan and 1.5% to the PAMA Plan.

In view of the favorable results from Telesp's PBS Plan, exceptionally in 2006 there will be not contributions for Past Service.

For the other Telesp employees, there is an individual defined contribution plan - Visão Telesp Benefit Plan, established by Sistel in August 2000. The Visão Telesp Plan is funded by contributions made by the participants (employees) and by the sponsor which are credited to participants' individual accounts. Telesp is responsible for bearing all plan administrative and maintenance expenses, including participant's death and disability risks. The employees participating in the defined benefit plan (PBS Telesp Plan) were granted the option of migrating to the Visão Telesp Plan. The new Plan was also offered to the other employees who did not participate in the PBS Telesp Plan, as well as to new hires. The Company's contributions to the Visão Telesp Plan are equal to those of the employees, varying from 2% to 9% of the contribution salary, based on the percentage chosen by the participant.

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

In the first quarter of 2006, the Company made contributions to the PBS Telesp Plan in the amount of R\$14 (R\$97 in the same period of 2005) and to the Visão Telesp Plan in the amount of R\$5,681 (R\$ 5,252 in the same period of 2005).

A. Telecom individually sponsors a defined contribution plan similar to that of Telesp, the Visão Assist Benefit Plan, which covers about 49% of its employees. A. Telecom's contributions to that plan totaled R\$78 (R\$60 in the same period of 2005).

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(A free translation of the original issued in Portuguese)

31. Post Retirement Benefit Plans (Continued)

The actuarial valuation of the plans was made in December 2005 based on the employees' data as of November 2005 and the projected unit credit method was adopted. Actuarial gains or losses for each year were immediately recognized. The plans assets relate to November 30, 2005. For multiemployer plans (PAMA and PSB-A), the apportionment of the plan assets was made based on the sponsoring entity's actuarial liabilities in relation to the plans' total actuarial liabilities.

The status of the plans as of March 31, 2006 and December 31, 2005, whose liabilities are recorded in the caption "Other" (Note 20), is as follows:

| Plan | Mar/2006 | Dec/2005 |
|--------------|---------------|---------------|
| PBS / CTB | 22,427 | 21,857 |
| PAMA | 23,549 | 23,106 |
| Total | 45,976 | 44,963 |

Shown below are expenses estimated for 2006 as per actuaries' report:

| | PBS /Visão TeleSP/CTB | PAMA | Visão Assist |
|--------------------------------|--------------------------|--------------|--------------|
| Current service cost | 89 | | 35 |
| Interest cost | 9,296 | 8,616 | 21 |
| Expected return on plan assets | (9,059) | (6,846) | (48) |
| Employees' contributions | (47) | | |
| Total expenses for 2006 | 279 | 1,770 | 8 |

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(In thousands of reais, unless otherwise stated)

(A free translation of the original issued in Portuguese)

32. Insurance (not reviewed by the auditors)

The policy of the Company and its subsidiaries, as well as that of the Telefónica Group, includes the maintenance of insurance coverage for all assets and liabilities involving significant amounts and high risks based on management's judgment, following Telefónica S.A.'s corporate program guidelines. In this context, Telecomunicações de São Paulo S.A. - Telesp complies with the Brazilian legislation for contracting insurance coverage.

| Type | Insurance Coverage |
|---|------------------------|
| Operating risks (loss of profits) | US\$7,262,620 thousand |
| Optional third-party liability - vehicles | R\$1,000 |
| ANATEL guarantee insurance | R\$3,295 |

33. Financial Instruments

In compliance with the terms of CVM Instruction No. 235/95, the Company and its subsidiaries made a valuation of their assets and liabilities based on fair values, based on available information and appropriate valuation methodologies. However, the interpretation of market information, as well as the selection of methodologies, requires considerable judgment and reasonable estimates in order to produce adequate realizable values. As a result, the estimates presented do not necessarily indicate the amounts which might be realized in the current market. The use of different market approaches and/or methodologies for the estimates may have a significant effect on the estimated realizable values.

Carrying and fair values of financial instruments as of March 31, 2006 and December 31, 2005 are as follows:

| | Consolidated | | | |
|---------------------------|--------------|-------------|-------------|-------------|
| | Mar/2006 | | Dec/2005 | |
| | Carrying | Fair | Carrying | Fair |
| | value | value | value | value |
| Loans and financing | (2,276,360) | (2,280,936) | (2,397,608) | (2,404,200) |
| Derivatives | (352,385) | (291,703) | (294,255) | (224,681) |
| Cash and cash equivalents | 1,128,356 | 1,128,356 | 463,456 | 463,456 |
| | (1,500,389) | (1,444,283) | (2,228,407) | (2,165,425) |

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(In thousands of reais, unless otherwise stated)

(A free translation of the original issued in Portuguese)

33. Financial Instruments (Continued)

The Company has a direct interest of 0.71% and, through the subsidiary Aliança Atlântica, an indirect interest of 0.24% in Portugal Telecom, carried at cost. The investment, at market value, is based on the last quotation of March 2006 on the Lisbon Stock Exchange for Portugal Telecom, equivalent to 10.01 euros (8.55 euros at December 31, 2005):

| | | Consolidated | | | |
|------------------|---|----------------|----------------|----------|---------|
| | | Mar/2006 | | Dec/2005 | |
| | | Carrying | Fair | Carrying | Fair |
| | | value | value | value | value |
| Portugal Telecom | direct investment | 75,362 | 210,677 | 75,362 | 189,267 |
| Portugal Telecom | indirect investment through Aliança Atlântica | 51,619 | 70,226 | 54,293 | 63,089 |
| | | 126,981 | 280,903 | 129,655 | 252,356 |

The principal market risk factors that affect the Company's business are detailed below:

a) Exchange rate risk

This risk arises from the possibility that the Company may incur losses due to exchange rate fluctuations, which would increase the balances of loans and financing denominated in foreign currency and the related financial expenses. To reduce this risk, the Company enters into hedge contracts (swaps) with financial institutions.

The Company's indebtedness and the result of loan, financing and purchase commitment liabilities denominated in foreign currency are significantly affected by the foreign exchange rate risk. As of March 31, 2006, 33.12% (36.45% as of December 31, 2005) of the debt was denominated in foreign currency (U.S. dollar, Canadian dollar and yen); 99.58% (99.37% as of December 31, 2005) of this debt was covered by asset positions on currency hedge transactions (swaps for CDI). Gains or losses on these operations are recorded in income. As of March 31, 2006, these transactions generated a net loss of R\$ 85,348 (consolidated). As of March 31, 2006, the Company has recorded a liability of R\$ 352,778 to reflect the existing temporary loss. As these concern hedging transactions, part of the net consolidated negative result of R\$ 85,348 with derivatives is offset against exchange gains on debts, in the amount of R\$56,663.

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(A free translation of the original issued in Portuguese)

33. Financial Instruments (Continued)a) Exchange rate risk (Continued)

The carrying value and fair value of the Company's net excess (exposure) to the exchange rate risk as of March 31, 2006 and December 31, 2005 are as follows:

| | Consolidated | | Consolidated | |
|------------------------------|-----------------|-----------------|--------------|----------|
| | Mar/2006 | | Dec/2005 | |
| | Carrying | Fair | Carrying | Fair |
| | value | value | value | value |
| Liabilities | | | | |
| Loans and financing | 753,888 | 754,227 | 873,966 | 875,581 |
| Purchase commitments | 60,459 | 60,459 | 37,138 | 37,138 |
| Asset position on swaps | 750,696 | 759,260 | 868,450 | 879,560 |
| Net excess (exposure) | (63,651) | (55,426) | (42,654) | (33,159) |

In view of the complexity of the process and insignificance of results, the Company decided not to renew the coverage of non-financial liabilities denominated in foreign currency. However, the exposure will continue to be monitored, and the Company may take out new coverage should the exposure become significant or be defined by the Company as material.

The valuation method used to calculate the fair value of loans, financing and hedge instruments (foreign exchange swaps) was the discounted cash flow method, considering expected settlement or realization of liabilities and assets, at market rates prevailing on the balance sheet date.

For purposes of accounting practices adopted in Brazil, hedge operations (swap) are valued on the accrual basis, considering the contractual provisions.

b) Interest rate risk

This risk arises from the possibility that the Company may incur losses due to internal and external interest rate fluctuations affecting the Company's results.

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(A free translation of the original issued in Portuguese)

33. Financial Instruments (Continued)

b) Interest rate risk (Continued)

As of March 31, 2006, the Company had R\$753,888 (R\$ 873,966 as of December 31, 2005) of loans and financing in foreign currency, of which R\$ 432,694 (R\$478,158 as of December 31, 2005) was at fixed interest rates and R\$ 321,194 (R\$ 395,808 as of December 31, 2005) was at variable interest rates (Libor). To hedge against the exchange risk on these foreign currency debts, the Company has hedge transactions in order to peg these debts to local currency, at floating rates indexed to the CDI (inter bank deposit rate), in a way that the Company's financial result is affected by the CDI. The balance of loans and financing also includes debentures issued in 2004 with interest based on the variation of the CDI of R\$1,521,070 (R\$ 1,521,744 as of December 31, 2005), as described in Note 14. On the other hand, the Company invests its cash surplus (temporary cash investments) of R\$ 1,128,356 (R\$ 463,456 as of December 31, 2005) mainly in short-term instruments, based on the CDI variation, which also reduces this risk. The carrying values of these instruments approximate their corresponding fair values, since they may be redeemed in the short term.

As of March 31, 2006, the Company had swap transactions CDI vs. fixed rate, to partially hedge against fluctuations in internal interest rates. Maturity of such hedged operations, in the total amount of R\$540,380, is January 2007. These derivative operations generated a net consolidated positive result of R\$393, and this temporary gain is recorded in liabilities, to offset the temporary loss on the currency hedge transaction.

Another risk to which the Company is exposed to is the non-matching of the monetary restatement indices for its debt and for accounts receivable. Telephone tariff adjustments do not necessarily match increases in local interest rates which affect the Company's debt.

c) Debt acceleration risk

As of March 31, 2006, the Company's loan and financing agreements contain restrictive covenants, typically applicable to such agreements, relating to cash generation, indebtedness ratios and other. These restrictive covenants have been met by the Company and have not restricted the Company's ability to conduct its ordinary course of business.

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33. Financial Instruments (Continued)

d) Credit risk

This risk arises from the possibility that the Company may incur losses due to the difficulty of receiving amounts billed to its customers. The credit risk on accounts receivable is dispersed. The Company constantly monitors the level of accounts receivable and limits the risk of past-due accounts, interrupting access to telephone lines in case the customer bill has been overdue for more than 30 days. Exceptions are made for telecommunication services that must be maintained for security or national defense reasons.

As of March 31, 2006, the Company's consolidated customer portfolio had no subscribers whose receivables were individually higher than 1% of the total trade accounts receivable.

The Company is also subject to credit risk related to temporary cash investments and receivables from swap transactions. The Company reduces this exposure by dispersing it among top-tier financial institutions.

34. Relevant Fact

On March 9, 2006, the Boards of Directors of Telesp and Telefônica Data Brasil Holding Ltda. (TDBH), both under control of the Telefônica Group, approved the proposal that aims at a restructuring of the Multimedia Communication Services (MCS) of Telefônica Empresas S.A. and Telesp. The operation will have the following steps:

- (i) acquisition of TDBH by Telesp, whereby TDBH members will receive Telesp shares in accordance with the exchange ratio announced. With this operation, Telefônica Empresas S.A. will become a fully-owned subsidiary of Telesp. Telesp will succeed TDBH in all its rights and obligations; and,
- (ii) split-off of Telefônica Empresas, with transfer of the MCS activities and assets to Telesp in the regions in which such services is already provided by Telesp.

This restructuring process will bring the following benefits to the Companies and their respective shareholders:

- (i) Greater administrative, commercial, operational, fiscal and financial efficiency respecting data transmission activities developed by Telefônica Empresas, by A. Telecom, and by Telesp;

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March 31, 2006

(In thousands of reais, unless otherwise stated)

(A free translation of the original issued in Portuguese)

34. Relevant Fact (Continued)

(ii) Increased marketability of shares, principally for TDBH shareholders, but also for Telesp shareholders; and,

(iii) Cost reduction with the concentration of activities from all companies within a single publicly-traded company, Telesp. The Special General Meetings of TDBH, TELESP and Telefônica Empresas were called to be held on April 28, 2006 for resolution of said restructuring proposal.

Full documentation of the operation is available to general public at the headquarters of the Companies and at the CVM site.

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(In thousands of reais, unless otherwise stated)

(A free translation of the original issued in Portuguese)

| | Mar/06 | Mar/05 | Variation | |
|-----------------------------|-----------|-----------|-----------|--------|
| | | | % | R\$ |
| Gross Operating Revenue | 5,110.9 | 4,781.10 | 6.9 | 329.8 |
| Net Operating Revenue | 3,617.8 | 3,385.0 | 6.9 | 232.8 |
| Cost of Services | (1,923.4) | (1,864.3) | 3.2 | (59.1) |
| Financial Result, Net | (87.7) | (104.5) | (16.1) | 16.8 |
| Operating Expenses/Revenues | (736.8) | (676.4) | 8.9 | (60.4) |
| Operating Profit | 869.9 | 739.8 | 17.6 | 130.1 |
| Net Income for the Period | 587.0 | 489.9 | 19.8 | 97.1 |

1. Net Operating Revenue in late March 2006 amounted to R\$3,617.8, which is 6.9% up on the same period last year, from R\$3,385.0 to R\$232.8, mainly due to the release of new alternative products, enhancement of digital answering machine services and increased use of economic lines, in addition to the growth in company communication services, mainly due to the expansion of broadband services (speedy).
2. Cost of Services is 3.2% up on the same period last year, increasing by R\$59.1, mainly due to the increased use of fixed and mobile network, increased use of incoming long-distance fixed traffic of other operator with mobile termination in region III, whose rates increased by 4.5% in June 2005 (VUM).
3. The negative financial results decreased by R\$(16.8) due to the large average volume of short-term financial investments (CDB), with eventual earnings of R\$17.0, net.

Net Financial Result

| | Variation | | | |
|---------------------------------------|-----------|---------|--------|--------|
| Annual Comparison R\$ | Mar/06 | Mar/05 | % | R\$ |
| Financial Operating Results | 30.3 | 13.3 | 127.8 | 17.0 |
| Hedge Operating Results | (85.4) | (55.1) | 55.0 | (30.3) |
| CPMF Tax | (17.6) | (17.4) | 1.1 | (0.2) |
| Interest Receivable | 14.6 | 17.7 | (17.0) | (3.0) |
| Interest Payable | (101.7) | (95.1) | 7.0 | (6.7) |
| Monetary / Foreign Exchange Variation | 72.2 | 32.2 | 123.5 | 39.9 |
| Net Financial Result | (87.6) | (104.4) | (16.0) | 16.8 |

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(A free translation of the original issued in Portuguese)

4. Operating Profit is 17.6% up on the same period last year. This result is mostly due to revenue growth and stringent control over expenses.

5. Operating data (*)

Evolution of the main operating data:

| | Unit | Mar/06 | Mar/05 | Variation % |
|--------------------------|--------------------|------------|------------|-------------|
| Installed lines | Line | 14,322,760 | 14,200,030 | 0.9 |
| Fixed lines in Use | Line | 12,376,898 | 12,363,952 | 0.1 |
| Local traffic | | | | |
| Pulses registered | Pulses (thousands) | 7,678,623 | 7,864,824 | (2.4) |
| Pulses exceeding | Pulses (thousands) | 5,220,401 | 5,298,452 | (1.5) |
| Public Telephones in Use | Telephone sets | 331,414 | 330,999 | 0.1 |

(*) Not reviewed by independent auditors.

6. Investments

The Company submitted to the consideration of the Board of Directors the Capital Budget for 2006, amounting to R\$1,756.4 consolidated, which was later submitted and approved by the Annual General Meeting on March 30, 2006. Capital will be sourced by operations.

In the 1st quarter of 2006, the Company invested the consolidated amount of R\$228.0. By March 2006 the new capital expenditure commitments are as follows:

| Expenditure Year | Total Contracted | Total Budgeted |
|------------------|------------------|----------------|
| 2006 | 400,972 | 442,359 |

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(A free translation of the original issued in Portuguese)

6.1 Sale of Lines (*)

In late March 2006 the Company had 12,376,898 lines in use, of which 75% are residential customers, 12% are non-residential customers and 7% are companies, and the remainder consists of line for own use and Public Telephone sets.

6.2 Public Telephones (*)

The Company owns a Public Telephone plant that produces 331,414 units to serve the population of the São Paulo State in ongoing compliance with the regulator requirements.

(*) Not reviewed by the independent auditors.

7. Anatel

7.1 Goals

The quality and universalization goals of the Fixed Switching Telephone Service (STFC) are available for monitoring by the Company on the webpage of the Brazilian Telecommunications Agency (ANATEL) at www.anatel.gov.br.

7.2 Concession contracts

The STFC concession contract was extended on December 22, 2005 for 20 years more and may be amended on December 31, 2010, December 31, 2015 and December 31, 2020. ANATEL is thereby allowed to establish new conditions and new universalization and quality goals in light of the conditions then existing.

8. A.Telecom S.A.

On March 1, 2006 the Company approved the merger of its wholly-owned subsidiary Santo Genovese Participações Ltda. into wholly-owned subsidiary A.Telecom S.A., in the belief that such merger meets the interests of shareholders and customers and will allow enhanced synergies by the consolidation of the activities into a sole company, rationalized management, simplified management and shareholding structure and, at the same time, provide customers with broadened and more integrated service and further robust business performance.

Such wholly-owned subsidiary of the Company has been positively contributing to results due to its successful operations and constant growth of management of telephone services in office buildings.

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9. Alternative Fixed Telephone Service Plans

The alternative fixed telephone service plans make Telesp installed capacity more profitable and serve market segments then lacking more economic options to access fixed telephones. This reflects the Telesp commitment to the universalization of telecommunication services in the São Paulo State, which outperform regulatory requirements, and to the socialization of access to communication and information. In the 1st quarter of 2006 alternative plans were deployed for certain market segments, in addition to the minutes plans, as follows:

Leisure Line, released on January 13, 2006, this service is intended for holiday or temporary use homes, with no installed telephone line. The control over telephone use is performed through a call lock and unlock password. Monthly rate is R\$34.90 (unlimited use), with a promotional price of R\$19.90 for customers who own a traditional line installed in another city. The Leisure line activation rate is R\$88.00, payable in 10 installments. Calls are charged by minutes, including local calls.

Minutes Plans, released on January 26, 2006, these plans grant discounts of up to 40% on local calls, with progressive discounts in relation to the volume of minutes contracted. There are also versions for calls from a fixed phone to a mobile phone and for long-distance calls within the same Brazilian state. In the 1st quarter of 2006 more than 195 thousand minutes packages were sold.

Control Line, released on February 2, 2006, this service allows total control over expenses on a fixed telephone. Monthly rate is R\$64.00 (taxes included), this plan provides a 400-minute package for calls between fixed telephone lines. The customer uses the (prepaid) Economy Card to pay exceeding minutes, long-distance calls, and calls to a mobile phone. The Control Line is activated at a promotional price of R\$88.01 in 10 installments.

Young Line, release on February 10, 2006, this is a perfect service for a second telephone line in a home and assures the control over expenses on a monthly fixed bill. A promotional price of R\$46.90 (basic subscription included) is charged to customers who already own a telephone line under the same CPF (taxpayer number) and address. This line offers unlimited use of 450 minutes for calls between fixed telephone lines. For long-distance and cellular calls the customer uses the (prepaid) Economy Card. The Young Line is activated at a promotional price of R\$88.00 in 10 installments.

10. Supplementary information

For further details about the Company's performance, consult the Press Release which is available at the website www.telefonica.com.br.

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SIGNATURE

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

TELESP HOLDING COMPANY

Date: June 06, 2006

By: /s/ Daniel de Andrade Gomes

Name: Daniel de Andrade Gomes

Title: Investor Relations Director