TELEMIG CELULAR PARTICIPACOES SA
Form F-4
June 05, 2009
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As filed with the Securities and Exchange Commission on June 5, 2009

Registration No. 333-[ ]

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

VIVO PARTICIPAÇÕES S.A.	**TELEMIG CELULAR PARTICIPAÇÕES S.A.**
(Exact Name of Registrant as Specified in Its Charter)	**(Exact Name of Registrant as Specified in Its Charter)**
VIVO HOLDING COMPANY	**TELEMIG CELLULAR HOLDING COMPANY**
(Translation of Registrant s name into English)	**(Translation of Registrant s name into English)**
The Federative Republic of Brazil **(State or Other Jurisdiction of**	**The Federative Republic of Brazil** **(State or Other Jurisdiction of**

Incorporation or Organization)	**Incorporation or Organization)**
4813 **(Primary Standard Industrial** **Classification Code Number)**	**4813** **(Primary Standard Industrial** **Classification Code Number)**
Not Applicable **(I.R.S. Employer** **Identification Number)**	**Not Applicable** **(I.R.S. Employer** **Identification Number)**
Av. Dr. Chucri Zaidan, 860 **Morumbi, 04583-110** **São Paulo, SP, Brazil** **Telephone: +55 11 7420-1172** **(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s Principal Executive Offices)**	**Rua Levindo Lopes, 258,** **Funcionários, 30140-170** **Belo Horizonte, MG, Brazil** **Telephone: +55 31 9933-3931** **(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s Principal Executive Offices)**

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Approximate date of commencement of proposed offer to the public: As soon as practicable after this registration statement becomes effective.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

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I If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Aggregate Offering Price (3)	Amount Of Registration Fee
Vivo Participações S.A. common shares, no par value	1,118	$ 23,782.10	$ 1.33
Vivo Participações S.A. preferred shares, no par value (2)	10,243,466	$206,969,230.53	$11,548.88
Telemig Celular Participações S.A. common shares, no par value	168	$ 41,008.63	$ 2.29
Telemig Celular Participações S.A. preferred shares, no par value	78,912	$ 19,262,340.29	$ 1,074.84
Total	10,323,664	$226,296,361.55	$12,627.34

(1) Calculated, in each case, based on the maximum number of each registrant s shares to be issued to holders of American Depositary Shares, or ADSs, of Telemig Celular Participações S.A., or TCP, each representing 2 (two) preferred shares of TCP, and holders of common and preferred shares of TCP and Telemig Celular S.A., or TC who are U.S. residents, in connection with the Restructuring described in the accompanying prospectus / information statement assuming that none of the holders exercise their right of withdrawal in connection with the Restructuring. The calculation includes, in the case of the registrant Vivo Participações S.A., or Vivo, the preferred and common shares issued to TCP shareholders in the first step of the Restructuring.

(2) 8,161,586 of these shares will initially be represented by Vivo ADSs, each of which represents 1 (one) preferred share, and which may be evidenced by American Depositary Receipts, or ADRs, that will be issued in exchange for TCP ADSs. The remaining 2,081,880 shares will not be represented by ADSs.

(3) The Proposed Maximum Aggregate Offering Price for registrant TCP (estimated solely for purposes of computing the amount of the registration fee pursuant to Rule 457(c) and Rule 457(f) under the U.S. Securities Act of 1933, as amended) is calculated in accordance with the exchange ratios of 17.4 common shares or preferred shares of TCP to be exchanged in the Restructuring for each common and preferred share held directly by a U.S. resident of TC using the book value of the shares of TC, $244.099 for each common and preferred share of TC, given that the level of the market trading in Brazil of the common and preferred shares of TC are insufficient to permit or make meaningful the calculation of the average high and low market prices, converted into U.S. dollars based on an exchange rate of R$1.97 = US$1.00 the PTAX selling rate on May 29, 2009. The Proposed Maximum Offering Price for registrant Vivo (estimated solely for the purposes described above) is calculated in accordance with the exchange ratios of 1.37 common shares or preferred shares or 2.74 Vivo ADSs to be exchanged in the Restructuring for each ADS held by any holder and for each common and preferred share held directly by a U.S. resident (excluding any TCP common and preferred shares acquired by U.S. residents in the Restructuring in exchange for their TC shares, as to which the Proposed Maximum Offering Price and Registration fee is calculated by reference to registrant TCP) and (a) the average of the high and low prices of the common and preferred shares of TCP, $21.272 and $20.205, respectively, as reported on the São Paulo Stock Exchange on May 29, 2009, converted into U.S. dollars at the exchange rate described above and (b) the average of the high and low price of the TCP ADSs as reported on the New York Stock Exchange on May 29, 2009.

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the U.S. Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the U.S. Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

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The information in this prospectus/information statement is not complete and may be changed. Neither Vivo Participações S.A. nor Telemig Celular Participações S.A. may sell these securities until the registration statement filed with the U.S. Securities and Exchange Commission is effective. This prospectus/information statement is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state or jurisdiction where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS/INFORMATION STATEMENT (Subject to Completion)

Dated June 5, 2009

Vivo Participações S.A.

Exchange of Common and Preferred Shares

for Common and Preferred Shares, respectively, of

Telemig Celular Participações S.A. and

Telemig Celular S.A.

Vivo Participações, S.A., or Vivo, has proposed a corporate restructuring, or the Restructuring, the overall purpose of which is to consolidate at the Vivo level all of its non-controlling share ownership in its direct and indirect subsidiaries, Telemig Celular S.A., or TC, and Telemig Celular Participações S.A., or TCP. The Restructuring, will be accomplished via two mergers of shares (*incorporação de ações*, under Brazilian law): (i) a merger of all of the shares of TC that TCP does not own into TCP in exchange for TCP shares, or the TCP Merger, converting TC into a wholly-owned subsidiary of TCP and (ii) immediately after the TCP Merger, a merger of all of the TCP shares that Vivo does not own into Vivo in exchange for Vivo shares, or the Vivo Merger, converting TCP into a wholly-owned subsidiary of Vivo.

If the Restructuring is approved:

- holders of TCP ADSs will receive, subject to the procedures described herein, 2.74 Vivo ADSs for each TCP ADS they hold plus cash instead of any fractional ADSs;
- holders of common shares and holders of preferred shares of TCP will receive, without any further action by those holders, 1.37 common shares, no par value, of Vivo for each TCP common share they hold, and 1.37 preferred shares, no par value, of Vivo for each TCP preferred share they hold plus, in each case, cash instead of any fractional Vivo shares; and
- holders of common shares and holders of preferred shares of TC will receive, without any further action by those holders, 17.4 common shares, no par value, of TCP for each TC common share they hold and 17.4 preferred shares, no par value, of TCP for each TC preferred share they hold, regardless of the class of TC preferred shares held, but the TCP shares that they receive then will be subsequently exchanged for Vivo shares in the Vivo Merger so that each holder of a TC common share or a TC preferred share ultimately will receive, without any further action by the holder, 23.838 Vivo common shares or 23.838 Vivo preferred shares, respectively, plus, in each case, cash instead of any fractional Vivo shares for which the TC common shares and preferred shares ultimately will be exchanged as a result of the Restructuring.

The Restructuring will require the approvals of shareholders of Vivo, TCP and TC described in this prospectus/information statement and holders of common shares of Vivo, TCP and TC as of the date of the shareholders meetings, which currently are scheduled to take place on [July 14], 2009, in which the Restructuring shall be submitted for shareholder approval, and holders of Vivo s preferred shares as of that date that have a right to vote regarding the Restructuring. **However, Brasilcel N.V., or Brasilcel, Vivo s controlling shareholder has, directly or indirectly, all of the voting power necessary to approve the Restructuring without the support of any other holders of common or preferred shares of Vivo, TCP or TC. Brasilcel has informed Vivo that it intends to vote all shares held by it, directly or indirectly, in favor of the Restructuring**.

Persons who were holders of record of common or preferred shares of TC or TCP or common shares of Vivo as of March 23, 2009 will have withdrawal rights in connection with the Restructuring as described in this prospectus/information statement. Holders of Vivo s preferred shares (including those represented by ADSs) do not have these withdrawal rights. Because holders of TCP ADSs were not holders of record of TCP preferred shares as of March 23, 2009, under Brazilian law, the TCP ADS holders are not entitled to withdrawal rights in connection with the Restructuring, nor will they have a right to instruct The Bank of New York Mellon, as depositary for the TCP ADSs, which is referred to as the TCP Depositary, to exercise withdrawal rights on their behalf and the TCP Depositary will not exercise these rights.

The common and preferred shares of TC, TCP and Vivo currently are listed on the São Paulo Stock Exchange (*BM&F BOVESPA S.A. Bolsa de Valores, Mercadorias e Futuros*), or the BM&F BOVESPA. The preferred shares of Vivo and TCP are listed on the NYSE in the form of ADSs and both Vivo and TCP are foreign private issuers under U.S. securities laws. None of the common stock of Vivo, TCP or TC and none of the preferred stock of TC is listed or traded in the United States.

This prospectus has been prepared for holders of common shares and preferred shares of TC and TCP residing in the United States and for holders of TCP ADSs to provide information about the Restructuring and the securities to be offered pursuant thereto. This document also serves as an information statement to provide information in connection with the Extraordinary General Meetings of shareholders, or EGMs, to be held in connection with the Reorganization to holders of common shares of TC, common shares of TCP, common shares of Vivo and preferred shares of Vivo residing in the United States and to holders of Vivo ADSs.

You should read this prospectus/information statement carefully. In particular, please read the section entitled Risk Factors beginning on page 48 for a discussion of risks that you should consider in evaluating the transactions described in this prospectus/information statement.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the Restructuring or determined if this prospectus/information statement is truthful or complete. Any representation to the contrary is a criminal offense.

IF YOU ARE A DIRECT HOLDER OF VIVO, TCP OR TC SHARES, NONE OF VIVO, TCP OR TC IS ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND VIVO, TCP OR TC A PROXY. IF YOU ARE ENTITLED TO VOTE ON THE RESTRUCTURING, WHILE WE HAVE DESCRIBED GENERALLY THE PRECEDURE FOR VOTING YOUR SHARES IN THIS PROSPECTUS/INFORMATION STATEMENT, YOU SHOULD CONSULT BRAZILIAN COUNSEL. IF YOU ARE A HOLDER OF VIVO ADSs, YOU WILL RECEIVE INSTRUCTIONS FROM THE DEPOSITARY FOR THE VIVO ADSs ABOUT HOW TO PROVIDE VOTING INSTRUCTIONS FOR YOUR VIVO ADSs. IF YOU ARE A HOLDER OF TCP ADSs, YOU DO NOT HAVE ANY VOTING RIGHTS IN CONNECTION WITH THE RESTRUCTURING.

This prospectus/information statement is dated , 2009 and is expected to be mailed to shareholders beginning on or about that date.

This prospectus/information statement includes important business and financial information about Vivo, TCP and TC that is not included in or delivered with the document. This information is available without charge to security holders upon written or oral request. To obtain timely delivery, security holders must request the information no later than [July 7], 2009, which is five business days before [July 14], 2009, the scheduled date of the EGMs scheduled to approve the Restructuring. See Part Seven: Additional Information for Shareholders Incorporation by Reference.

In this prospectus/information statement, Vivo, we, us and our refer to Vivo Participações S.A. References to the Companies refer to Vivo, TCP and TC.

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PART ONE QUESTIONS AND ANSWERS ABOUT THE RESTRUCTURING

The following are some questions that you may have regarding the Restructuring and brief answers to those questions. Vivo and TCP urge you to read carefully the remainder of this document because the information in this section does not provide all the information that might be important to you with respect to the Restructuring. Additional important information is also contained in the documents incorporated by reference into this prospectus/information statement.

Q: What is the Restructuring?

A: Vivo Participações, S.A., or Vivo, has proposed a corporate restructuring, or the Restructuring, the overall purpose of which is to consolidate at the Vivo level all of its non-controlling share ownership in its direct and indirect subsidiaries, Telemig Celular S.A., or TC, and Telemig Celular Participações S.A., or TCP. The Restructuring will be accomplished via two mergers of shares (*incorporação de ações*, under Brazilian law): (i) a merger of all of the shares of TC that TCP does not own into TCP in exchange for TCP shares, or the TCP Merger, converting TC into a wholly-owned subsidiary of TCP and (ii) immediately after the TCP Merger, a merger of all of the TCP shares that Vivo does not own into Vivo in exchange for Vivo shares, or the Vivo Merger, converting TCP into a wholly-owned subsidiary of Vivo. The Restructuring requires approval by common shareholders of Vivo, TCP and TC and preferred shareholders of Vivo.

Q: What are the reasons for the Restructuring?

A: Vivo and TCP believe the Restructuring will enable:

Vivo to align the interests of the shareholders of Vivo, TCP and TC and facilitate the unification, standardization and the rationalization of the general administration of the Vivo, TCP and TC, or the Companies;

Vivo to simplify the shareholding and organizational structure of the Vivo business, expand its shareholder base and reduce management and administrative costs;

holders of common shares and preferred shares of TCP and TC and the holders of American Depositary Shares, or ADSs, representing preferred shares of TCP (those ADSs being referred to as TCP ADSs) to exchange their securities at equitable exchange ratios, as determined by independent financial advisors;

holders of common shares and preferred shares of TCP and TC and holders of TCP ADSs to receive Vivo securities having substantially the same rights as their prior securities but that instead are expected to enjoy greater liquidity than those prior securities; and

holders of ADSs representing preferred shares of Vivo, or Vivo ADSs, and holders of shares of TCP and TC to hold an investment in a larger company and a more diversified cellular telecommunications provider that will provide services in all states in Brazil and the Federal District in an area that includes approximately 84.6% of the Brazilian population. At the same time, holders of shares and ADSs are expected to benefit from synergies to be obtained as a result of TC and TCP becoming wholly owned subsidiaries of Vivo after the Restructuring.

Q: What will happen to my shares in the Restructuring?

A: If the Restructuring is approved and you are a direct holder of:

common shares or preferred shares of TC, your shares will be exchanged for TCP shares, with each TC common or preferred share, regardless of the class of TC preferred shares held, becoming 17.4 common or 17.4 preferred shares of TCP and then those shares will subsequently on the same date, and without any further action on your part, be exchanged for Vivo shares in the Vivo merger of shares at the ratios described in this prospectus/information statement so that ultimately you will receive 23.838 Vivo common shares for each of your TC common shares and 23.838 Vivo preferred shares for each of

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your TC preferred shares, plus, in each case, cash instead of any fractional Vivo shares for which the TC common shares and preferred shares ultimately will be exchanged as a result of the Restructuring;

common shares or preferred shares of TCP, you will receive 1.37 common shares, no par value, or 1.37 preferred shares, no par value, of Vivo for each common share or preferred share of TCP that you hold, respectively, plus, in each case, cash instead of any fractional shares; and

TCP ADSs, you will receive 2.74 Vivo ADSs, each representing 1 (one) preferred share of Vivo, for each TCP ADS that you hold plus cash instead of any fractional ADSs.

If you hold common or preferred shares of TC or TCP, no further action by you is required. An entry or entries will be made in the share registry of Vivo to evidence the common shares and preferred shares of Vivo you will receive in the Restructuring. At that time, Vivo and TCP also will pay you cash in lieu of any fractional Vivo shares to which you would have been entitled as a result of the Restructuring. If you are a registered holder of TCP ADSs, to receive your Vivo ADSs you must complete the letter of transmittal sent to you by The Bank of New York Mellon, as depositary for the TCP ADS program, referred to as the TCP Depositary, or the Letter of Transmittal, and comply with the procedures described in the Letter of Transmittal. If you hold TCP ADSs through a broker or other financial intermediary, no further action by you is required. The Vivo ADSs and any cash instead of fractional Vivo ADSs to which you would have been entitled as a result of the Restructuring will automatically be credited to your account as promptly as practicable after the end of the withdrawal period described below.

If you are a holder of Vivo common shares or preferred shares or Vivo ADSs, you will continue to hold these securities after the Restructuring.

Q: What shareholder approvals are needed?

A: The merger of shares of TC into TCP, or the TC Merger, will require the affirmative vote of holders representing at least a majority of the TC common shares that are present at a duly convened extraordinary general meeting of shareholders, or EGM, of TC and the affirmative vote of holders representing at least a majority of the common shares of TCP that are present at a duly convened EGM of TCP. The merger of shares of TCP into Vivo, or the TCP Merger, will require the affirmative vote of holders representing at least a majority of the TCP common shares that are present at a duly convened EGM of TCP and the affirmative vote of holders representing at least a majority of the aggregate common shares and preferred shares, respectively, of Vivo that are present at a duly convened EGM of Vivo.

Holders of common shares of Vivo, TCP and TC and holders of Vivo preferred shares, in each case as of the date of the EGM of Vivo, TCP and TC, respectively, have the right to vote on the Restructuring.

Brasilcel N.V., or Brasilcel, Vivo s controlling shareholder, has, directly or indirectly, all of the voting power necessary to approve the Restructuring without the support of any other holders of common or preferred shares of Vivo, TCP or TC. Brasilcel has informed Vivo that it intends to vote all shares held by it, directly or indirectly, in favor of the Restructuring.

Q: Do I have withdrawal rights?

A: Persons who were holders of record of common or preferred shares of TC or TCP or common shares of Vivo as of March 23, 2009 will be entitled to exercise withdrawal rights in connection with the Restructuring. Holders of preferred shares of Vivo are not entitled to exercise withdrawal rights in connection with the Restructuring nor are holders of Vivo ADSs. Holders of TCP ADSs will not have withdrawal rights or be entitled to instruct the TCP Depositary, either through their broker or other intermediary or directly, to exercise withdrawal rights on their behalf.

If you have withdrawal rights, your withdrawal rights will lapse 30 days after publication of the minutes of the EGMs called to approve the Restructuring. If you have withdrawal rights with respect to voting shares, **you cannot exercise those withdrawal rights if you vote in favor of the Restructuring**.

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If TC, TCP or Vivo holders exercise this right, they will receive from Vivo a cash amount for their shares calculated in accordance with a Brazilian law designed to assure them a value at least equal to the book value of the shares or the market value of Vivo s, TCP s and TC s assets had these assets been sold. According to Brazilian law and as a result of the valuation reports of Planconsult described in the section titled Part Five: The Restructuring Valuation Reports of Planconsult , withdrawing shareholders of TCP may choose to receive an amount equal to the greater of the net asset value of their shares based on the book value of TCP s assets and liabilities as of March 31, 2009 or the net asset value of their shares based on the market value of those assets and liabilities as of that date. See Part Five: The Restructuring Withdrawal Rights.

Q: Have the Boards of Directors or any committees of these Boards taken any position relating to the Restructuring?

A: The Board of Directors of each of the Companies has unanimously approved the merger agreements (*Protocolo de Incorporação de Ações e Instrumento de Justificação*, under Brazilian law) to which their Companies are parties and the calling of the EGMs required to obtain the requisite shareholder approvals. At the time the Restructuring first was publicly announced, each of TCP and TC, complying with recently issued recommendations of the Brazilian Securities Commission (*Comissão de Valores Mobiliários*), or CVM, established, by one of the means recommended by the CVM, a special committee to work with the Board of Directors of each of TC and TCP to protect the interests of the non-controlling shareholders of those companies. These special committees, or the Special Committees, unanimously recommended to the Boards of Directors of TCP and TC the exchange ratios for the TCP Merger or the Vivo Merger, as applicable, set forth in this prospectus/information statement. The Boards of Directors of TCP and TC considered the recommendation of the Special Committees and other factors in unanimously approving the Restructuring. For additional information regarding the manner in which members of the Special Committees were selected and the actions taken by the Special Committees in connection with the Restructuring, see Part Two: Summary Background of the Restructuring and Part Five: The Restructuring Background, Special Committees and Board Positions The Special Committees.

Q: Why am I receiving this document?

A: This document is a prospectus/information statement of Vivo and TCP relating to the common shares and preferred shares of Vivo and TCP that the shareholders of TCP and TC may receive in the Restructuring. If you hold common shares or preferred shares of TCP or TC or TCP ADSs, you are receiving this prospectus/information statement because Vivo and TCP may be deemed to be offering you securities for purposes of the U.S. Securities Act of 1933, as amended. If you hold TC common shares, TCP common shares, Vivo common shares or Vivo preferred shares and you are a U.S. resident you are receiving this document to provide you with the same information relating to the shareholder meetings of the Companies as is being provided to other holders of the same class of securities. If you are a holder of Vivo ADSs, you are receiving this document to provide you with information about the Restructuring and the matters that will be considered at the Vivo EGM and with information regarding how you may exercise your voting rights in relation to these matters.

Q: What will be the accounting treatment of the reorganization?

A: Under Brazilian GAAP, the accounting principles used to prepare Vivo s consolidated financial statements, the Restructuring will be accounted for by the fair value of the shares exchanged. Goodwill, the difference between fair and book value, will be recognized except for the shares that will be issued by TCP related to Vivo s direct interest in TC, which goodwill, generated internally, will not be recognized.

Under U.S. GAAP, the merger of shares will be accounted for as equity transactions in accordance with Statement of Financial Accounting Standards (SFAS) No. 160, Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51. This standard requires that the carrying amount of

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noncontrolling interest be adjusted to reflect the change in our and TCP s ownership interest in the subsidiaries. Any difference between fair value of the consideration received or paid and the amount by which the noncontrolling interest is adjusted shall be recognized in equity attributable to the parent.

Q: What are the U.S. federal income tax consequences of the Restructuring?

A: If you are a U.S. Holder (as defined in Part Five: The Restructuring Material Tax Considerations United States Federal Income Tax Considerations) of TCP or TC common or preferred shares or TCP ADSs, the Restructuring will be treated as an integrated transaction in which you exchange such shares or ADSs for Vivo common or preferred shares or ADSs (and cash in lieu of any fractional share). Because it is uncertain, for U.S. federal income tax purposes, whether the Restructuring will be treated as related to the prior acquisitions of TC and TCP shares by Vivo in 2008, and how the exercise, if any, of withdrawal rights will be characterized for such purposes, it is not clear whether the Restructuring qualifies as a tax-free reorganization or is a taxable transaction for U.S. federal income tax purposes. No ruling has been sought or will be obtained from the U.S. Internal Revenue Service on the U.S. federal income tax consequences of the transaction. If the Restructuring qualifies as a tax-free reorganization, you generally will not recognize gain or loss for U.S. federal income tax purposes on the receipt of Vivo common or preferred shares or ADSs, except to the extent of any cash received in lieu of a fractional share. If the Restructuring is a taxable transaction, you generally will recognize gain or loss. Please review carefully the section under Part Five: the Restructuring Material Tax Considerations United States Federal Income Tax Considerations. Because the tax consequences of the Restructuring are uncertain and will depend in part on your particular facts and circumstances, you should consult your tax adviser regarding the tax consequences of the Restructuring based on your particular circumstances, including the appropriate characterization of the Restructuring.

Q: When will the Restructuring be completed?

A: The EGM of each of Vivo, TCP and TC will be held on [July 14], 2009, unless any of the meetings is postponed. The merger of shares will be legally effective upon approval of the mergers at the EGMs. However, new common shares, preferred shares and Vivo ADSs will not be delivered to you in the Restructuring until after the end of the period for the exercise of withdrawal rights, which period will end 30 days after publication of the minutes of the EGMs called to approve the Restructuring. See Could the Restructuring be unwound? below.

Q: Can I sell my old shares during the 30-day period following publication of the minutes of the EGMs?

A: The shares of Vivo, TCP and TC will continue to be listed on the São Paulo Stock Exchange (*BM&F BOVESPA S.A. Bolsa de valores, Mercadorias e Futuros*), or the BM&F BOVESPA, during the 30-day period. TCP ADSs and Vivo ADSs will continue to be listed on the NYSE during that period.

Q: Could the Restructuring be unwound?

A: Under Brazilian law, if management believes that the total value of the withdrawal rights exercised by the shareholders of Vivo, TCP and TC may place at risk the financial stability of Vivo, management may, within 10 days after the end of the withdrawal rights period, ratify the Restructuring or call an EGM to unwind the Restructuring. Payment relating to the exercise of the withdrawal rights will not be due if the Restructuring is unwound. Because it holds, directly and indirectly, a majority of the voting shares of Vivo, TCP and TC, Brasilcel would be able to cause the unwinding of the Restructuring at the applicable EGM.

Q: Are any other approvals necessary for the completion of the Restructuring?

A: No.

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Q: How will my rights as a shareholder change after the Restructuring?

A: Your rights as a shareholder of Vivo or as a holder of Vivo ADSs will be substantially similar to your rights as a shareholder of TCP or as a holder of TCP ADSs. In exchange for your shares or ADSs, you will be receiving exclusively Vivo shares of the same class as your original shares or ADSs plus any cash payable in respect of fractional shares as described below. The Vivo shares or ADSs that you receive will be listed on the same stock exchanges as your original shares or ADSs and Vivo and TCP expect your new Vivo securities to enjoy equal or greater market liquidity when compared to your original securities. While Brazilian law permits certain limited variations in the manner in which the preference on a preferred share may be calculated for purposes of payment of dividend and upon liquidation and while TC, TCP and Vivo may have used different calculation methodologies permitted by law, the holders of common and preferred shares of TCP have substantially the same shareholder rights as common shareholders and preferred shareholders of Vivo and holders of TCP ADSs will have substantially the same rights as holders of Vivo ADSs. See Part Six: Shareholder Rights General for a description of some of the variations in voting rights of preferred shareholders of the Companies. See Part Six: Shareholders Rights American Depositary Shares for a description of the Vivo ADSs.

Q: When will I receive my Vivo common shares, preferred shares or Vivo ADSs?

A: Assuming the Restructuring is completed, we will deliver common shares, preferred shares or Vivo ADSs, as applicable, in connection with the Restructuring after the end of the period for the exercise of withdrawal rights, which period will end 30 days after the publication of the minutes of the EGMs called to approve the Restructuring. During that period, the common shares and preferred shares of Vivo, TCP and TC are expected to continue to trade on the BM&F BOVESPA under their existing ticker symbols.

Assuming the Restructuring is completed, the ADSs representing preferred shares of Vivo issued in the Restructuring in respect of TCP ADSs will be made available as soon as practicable after the related preferred shares are deposited with the depositary s custodian in Brazil. This deposit is expected to occur after the end of the period for the exercise of withdrawal rights, which period will end 30 days after the publication of the minutes of the EGMs called to approve the Restructuring. During that period, the Vivo and TCP ADSs are expected to continue to trade on the New York Stock Exchange, or the NYSE, under their existing ticker symbols. Upon receipt of these related Vivo preferred shares, the holders of TCP ADSs will be able to exchange those ADSs for Vivo ADSs.

Q: When will I receive any cash attributable to any fractional Vivo security?

A: If you hold TCP ADSs and the exchange ratio would entitle you to receive a fraction of a Vivo ADS, the TCP Depositary will try to sell on the open market the aggregate of those fractional Vivo ADSs. You will receive cash in lieu of any fractional Vivo ADS you are entitled to receive based on the net proceeds (after deducting applicable fees and expenses, including sales commissions) from any sale on the NYSE of the aggregate number of fractional entitlements to Vivo ADSs. Payments for interests in fractional Vivo ADSs will be available to registered holders approximately five business days after the TCP Depositary completes sales of the aggregated fractional Vivo ADSs on the NYSE.

If you hold common shares or preferred shares of TC and the sequential application of the Exchange Ratios in the TCP Merger and the Vivo Merger would entitled you to receive a fractional Vivo shares or if you hold common shares or preferred shares of TCP directly, and the exchange ratio in the Vivo Merger would entitle you to receive a fractional Vivo share, Vivo will sell, in an auction on the BM&F BOVESPA, the aggregate of all fractional Vivo shares. You will receive cash in lieu of any fractional Vivo share to which you would have been entitled as a result of the Vivo Merger based on the net proceeds (after deducting applicable fees and expenses), from any sale on the BM&F BOVESPA of the aggregate number of fractional entitlements to Vivo shares five business days after the sale of all such fractional interests by Vivo on the BM&F BOVESPA. The sale of such fractional interests in auctions on the BM&F BOVESPA will

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occur as soon as practicable after the completion of the Restructuring up to approximately 15 days after the withdrawal period and after due notice of the auction is given in accordance with the rules of the BM&F BOVESPA.

Q: If I hold TCP ADSs, will I have to pay ADS cancellation and issuance fees?

A: No. If you hold TCP ADSs, you will not have to pay fees for the cancellation of your TCP ADS that you hold in connection with the Restructuring or any ADS issuance fees for the Vivo ADS issued to you in exchange.

Q: Will I have to pay brokerage commissions?

A: You will not have to pay brokerage commissions if your TCP or TC shares are registered in your name. If your securities are held through a bank or broker or a custodian linked to a stock exchange, you should consult with them as to whether or not they charge any transaction fee or service charges in connection with the Restructuring.

Q: What do I need to do now?

A: If you hold common shares or preferred shares of TCP or TC, you do not need to do anything to receive Vivo common shares or Vivo preferred shares, respectively, upon the consummation of the Restructuring. The Vivo common shares and the Vivo preferred shares are book-entry shares, and an entry or entries will be made in the share registry of Vivo to evidence the common shares or preferred shares you will receive.

If you hold TCP ADSs, the preferred shares underlying those ADSs will become Vivo preferred shares by operation of law. If you hold TCP ADSs indirectly through a broker or other intermediary, you will automatically receive your new Vivo ADSs. However, if you hold ADSs directly as a registered holder, you must surrender your American Depositary Receipts, or ADRs, representing ADSs to the depositary in accordance with instructions that will be provided to you. Upon surrender of those ADRs, the depositary will deliver the Vivo ADSs to the registered holders of former TCP ADSs. See Part Five: The Restructuring Receipt of Shares of Vivo and TCP and Vivo ADSs for more details.

Q: When and where will the shareholders meetings take place?

The EGMs currently are scheduled to take place on [July 14], 2009, but the Companies have the right to delay the date of these meetings. All of the meetings will take place in Brazil at the locations specified in this prospectus/information statement.

Q: What do I need to do if I would like to vote my shares?

A: **Vivo**. If you hold common shares or preferred shares, you may attend the Vivo EGM at which the Restructuring will be considered, and you may vote. Under Brazilian law, to vote shares at an EGM you must either appear at the meeting in person and vote your shares or grant an appropriate power of attorney to another shareholder, an executive officer of the applicable company or an attorney who will appear at the meeting and vote your shares. The power of attorney must have been granted, at most, one year prior to the shareholders meeting and must be certified by a notary public and legalized by the Brazilian consulate located in the domicile of the grantor. A corporation may be represented at the shareholders meeting by its officers. **The powers of attorney granted by the shareholders of Vivo for representation at the meeting must be deposited at the head office of Vivo, located at Av. Dr. Chucri Zaidan, 860, Morumbi, 04583-110, São Paulo, SP, Brazil, at least 48 hours prior to the occurrence of the EGM**. If you hold Vivo ADSs, you are not entitled to attend the Vivo EGM but will receive instructions from the Vivo ADS Depositary about how to instruct the Vivo ADS Depositary to vote the Vivo preferred shares represented by your Vivo ADSs. If The

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Bank of New York Mellon, as depositary for the Vivo ADS program, referred to as the Vivo Depositary, does not receive instructions from an owner on or before the date established by the Vivo Depositary for that purpose, the Vivo Depositary may deem that owner to have instructed the Vivo Depositary to give a discretionary proxy to a person designated by Vivo to vote the underlying preferred shares.

TCP. If you hold common shares, you may attend the TCP EGM at which the Restructuring will be considered, and you may vote. If you hold preferred shares directly you may attend the TC EGM, but you may not vote. Under Brazilian law, to vote shares at an EGM you must either appear at the meeting in person and vote your shares or grant an appropriate power of attorney to another shareholder, an executive officer of the applicable company or an attorney who will appear at the meeting and vote your shares. The power of attorney must have been granted, at most, one year prior to the shareholders meeting and must be certified by a notary public and legalized by the Brazilian consulate located in the domicile of the grantor. A corporation may be represented at the shareholders meeting by its officers. **The powers of attorney granted by the shareholders of TCP for representation at the meeting must be deposited at the head office of TCP, located at Rua Levindo Lopes, 258, Funcionários Belo Horizonte, MG Brazil, at least 48 hours prior to the occurrence of the EGM**. If you hold ADSs, you are not entitled to attend or vote at the shareholders meeting.

TC. If you hold common shares, you may attend the TC EGM at which the Restructuring will be considered, and you may vote. If you hold preferred shares directly you may attend the TC EGM, but you may not vote. Under Brazilian law, to vote shares at an EGM you must either appear at the meeting in person and vote your shares or grant an appropriate power of attorney to another shareholder, an executive officer of the applicable company or an attorney who will appear at the meeting and vote your shares. The power of attorney must have been granted, at most, one year prior to the shareholders meeting and must be certified by a notary public and legalized by the Brazilian consulate located in the domicile of the grantor. A corporation may be represented at the shareholders meeting by its officers. **The powers of attorney granted by the shareholders of TC for representation at the meeting must be deposited at the head office of TC, located at Rua Levindo Lopes, 258, Funcionários Belo Horizonte, MG Brazil, at least 48 hours prior to the occurrence of the EGM**.

If you are a direct holder of shares that are entitled to vote at the EGMs relating to the Restructuring, you may either attend the relevant EGM personally or complete a power of attorney that complies with Brazilian law. While the form of power of attorney attached as Exhibit 99.7 to the registration statement of which this prospectus/information statement is a part provides an example of a power of attorney, sharheolders should confirm, with Brazilian counsel if necessary, that any power of attorney or revokation thereof satisfies the requirements of Brazilian law, as Vivo, TCP and TC will not accept such forms if they do not comply with Brazilian law. Vivo, TCP and TC encourage you to consult with Brazilian counsel if you wish to complete a power of attorney. Shareholders wishing to attend an EGM and who hold shares through the Fungible Custody of Registered Shares of the Stock Exchanges must provide a statement containing their corresponding equity interest in the applicable company dated within 48 hours of the applicable EGM.

The EGMs of Vivo, TCP and TC are scheduled to be held as follows:

Vivo Participações S.A., [July 14], 2009 [2:00 p.m. (São Paulo time)]

Av. Dr. Chucri Zaidan, 860, Morumbi, 04583-110, São Paulo SP, Brazil

Telemig Celular Participações S.A., [July 14], 2009 [12:00 p.m. (Belo Horizonte time)]

Rua Levindo Lopes, 258, Funcionários, Belo Horizonte MG, Brazil

Telemig Celular S.A., [July 14], 2009 [10:00 a.m. (Belo Horizonte time)]

Rua Levindo Lopes, 258, Funcionários, Belo Horizonte MG, Brazil

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Q: Who can help answer my questions?

A: If you have any questions about the Restructuring, you can contact:
Vivo Participações S.A., Telemig Celular Participações S.A. Telemig Celular S.A. at the following:

Vivo Participações S.A.

Attention: IR Department

Av. Dr. Chucri Zaidan, 860, Morumbi, 04583-110

São Paulo SP, Brazil

Telephone: +55 (11) 7420-1172

e-mail: *ir@vivo.com.br*

Telemig Celular Participações S.A.

Attention: IR Department

Rua Levindo Lopes, 258, Funcionários 30140-170

Belo Horizonte MG, Brazil

Telephone: +55 (11) 7420-1172

e-mail: *ir@vivo.com.br*

Telemig Celular S.A.

Attention: IR Department

Rua Levindo Lopes, 258, Funcionários 30140-170

Belo Horizonte MG, Brazil

Telephone: +55 (11) 7420-1172

e-mail: *ir@vivo.com.br*

You may also contact the information agent for the Restructuring:

MacKenzie Partners, Inc.

105 Madison Avenue

New York, New York 10016

proxy@mackenziepartners.com

Call Collect: (212) 929-5500

Toll-Free: (800) 322-2885

If you are a holder of Vivo or TCP ADSs, you may also contact:

The Bank of New York Mellon

101 Barclay Street

New York, NY 10286

shrrelations@bnymellon.com

www.bnymellon.com/shareowner

Calls within the United States: (800) 777-3674

Calls outside the United States: (201) 680-6579

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PART TWO SUMMARY

The following summary highlights selected information from this prospectus/information statement and may not contain all the information that may be important to you. To understand the Restructuring more fully, you should read carefully this entire prospectus/information statement.

The Companies

Overview of Vivo

Vivo is incorporated under the laws of the Federative Republic of Brazil under the name Vivo Participações S.A., known as Vivo. Vivo has the legal status of a *sociedade por ações*, or a stock corporation, operating under Brazilian law. Vivo s principal executive offices are located at Av. Dr. Chucri Zaidan, 860, Morumbi, 04583-110, São Paulo, SP Brazil. Vivo s telephone number is +55 11 7420-1172, its facsimile number is +55 11 7420-2247, and its website is *www.vivo.com.br*. Vivo s agent for service of process in the United States is National Registered Agents, Inc., located at 875 Avenue of the Americas, Suite 501, New York, New York 10001.

Vivo is a holding company with two subsidiaries: a holding subsidiary, TCP, and an operating subsidiary, Vivo S.A. As of March 31, 2009, Vivo owns all of Vivo S.A. s share capital 58.9% of TCP s share capital and 7.4% of TC s share capital. The shares of Vivo S.A., TCP, and TC that Vivo owns constitute substantially all of Vivo s assets, other than cash and cash equivalents and temporary cash investments. Vivo relies almost exclusively on dividends from Vivo S.A., TCP and TC to meet its cash needs, including cash to pay dividends to its shareholders. TCP in turn owns a single operating subsidiary, TC. As of March 31, 2009, TCP owns 83.3% of TC s share capital, and these shares constitute substantially all of TCP s assets, other than cash and cash equivalents and temporary cash investments. TCP relies almost exclusively on dividends from TC to meet its cash needs, including cash to pay dividends to its shareholders.

According to market share data published by *Agência Nacional de Telecomunicações* ANATEL, the Brazilian telecommunication regulatory agency, or ANATEL, Vivo is a leading provider of cellular telecommunications services in Brazil through its subsidiary Vivo S.A. Vivo S.A. is a cellular operator in the states of Acre, Alagoas, Amapá, Amazonas, Bahia, Ceará, Espírito Santo, Goiás (also encompassing the area of the Federal District), Maranhão, Mato Grosso, Mato Grosso do Sul, Pará, Paraíba, Paraná, Pernambuco, Piauí, Rio Grande do Norte, Rio de Janeiro, Rio Grande do Sul, Rondônia, Roraima, Santa Catarina, São Paulo, Sergipe and Tocantins. Additionally, Vivo acquired the control in April 3, 2008 of TCP and its operating subsidiary, TC, a wireless telecommunication provider in the state of Minas Gerais.

In April 2003, Brasilcel launched the brand name Vivo, under which Vivo s former subsidiaries Telesp Celular Participações S.A., or Telesp, Tele Centro Oeste Celular Participações S.A. (TCO), Tele Leste Celular Participações S.A. (TLE), Tele Sudeste Celular Participações S.A. (TSD) and Celular CRT Participações S.A. (Celular CRT) operated before the merger of such companies in 2006. The creation of the Vivo brand constituted a consolidation of the commercial models throughout the entire country into a common commercial strategy and replaced the different brands under which the different companies within our group offered their services in their respective states. The commercial strategy of Vivo was to increase its customer base as well as revenues by retaining customers and maintaining their distribution channels. The launching of the Vivo brand was accompanied by customer loyalty programs and other measures designed to contribute to the success of the commercial strategy. Guided by a common management team, Vivo designs marketing, promotional and other initiatives common to all companies and then tailors those activities to the particular markets of each of those companies.

As of March 31, 2009, Vivo s voting shares were indirectly controlled by two major shareholders: PT Móveis SGPS, S.A. and Telefónica, through Brasilcel, which is a holding company that holds, directly and indirectly, 89.6% of Vivo s common stock and 48.8% of Vivo s preferred shares representing 63.6% of Vivo s total capital stock, excluding treasury shares representing 63.8% of Vivo s total capital stock. PT Móveis SGPS, S.A. is 100% controlled by Portugal Telecom. As Vivo s preferred shareholders are entitled to vote regarding the approval of the Restructuring, Brasilcel and its affiliates will have the right to vote 63.61% of the total shares entitled to vote on the Restructuring. PT Móveis SGPS, S.A. and Telefónica share their participation in Brasilcel in equal percentages. As of March 31, 2009, Vivo owns 97% of TCP s common shares and 37% of TCP s preferred shares, representing 58.94% of TCP s total capital stock. As of March 31, 2009, TCP currently owns 83.3% of the share capital, including 89.2% of the voting shares, of TC. As of March 31, 2009, Vivo holds 7.4% of the share capital of TC, including 8.8% of the voting shares and 6.6% of the preferred shares.

In accordance with the shareholders agreement between Portugal Telecom SGPS, S.A., PT Movéis SGPS, S.A. and Telefónica S.A., PT Movéis is responsible for the appointment of Vivo s Chief Executive Officer and Telefónica Móviles is responsible for the appointment of Vivo s Chief Financial Officer. A majority of the Board of Directors of each of Vivo, TCP and TC were elected, directly or indirectly, by Brasilcel.

Overview of TCP and TC

TCP is incorporated under the laws of the Federative Republic of Brazil under the name Telemig Celular Participações S.A. TCP has the legal status of a *sociedade por ações*, or a stock corporation, operating under Brazilian law. TCP s principal executive offices are located at Av. Dr. Chucri Zaidan, 860, Morumbi, 04583-110, São Paulo, SP Brazil. TCP s telephone number is +55 11 7420-1172, TCP s facsimile number is +55 11 7420-2247, and its website is www.telemigholding.com.br. TCP s agent for service of process in the United States is Puglisi & Associates, located at 850 Library Avenue, Suite 204, P.O. Box 885, Newark, Delaware 19715.

TCP operates in most of its authorization area on a frequency referred to as A band, initially under a concession granted in November 1997 by the federal government of Brazil. Previously, TCP operated under a permission granted on April 29, 1993 to TCP s predecessor company, Telecomunicações de Minas Gerais S.A. On February 19, 2004, TCP signed a contract with ANATEL to migrate to the SMP regime from the SMC regime. TCP s SMP authorization is for an indeterminate period of time and covers a region that includes 100% of the municipalities and 100% of the population in the State of Minas Gerais. TC started operating in the Triângulo Mineiro region on May 30, 2005, on a frequency referred to as E band. The Triângulo Mineiro network is fully based on Global System for Mobile Communications, or GSM/EDGE technology. As of December 31, 2008, TCP had approximately 4,627,000 subscribers, representing an estimated market share of 28.7% in its region, as opposed to 3,901,000 subscribers, or an estimated 29.1% market share, as of December 31, 2007.

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Current Corporate Structure

The following chart shows Vivo s and TCP s corporate structure as of March 31, 2009:

Post-Restructuring Corporate Structure

The following chart shows Vivo s and TCP s expected corporate structure after the Restructuring:

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Combined Region

The map below indicates that Vivo and TC operate in all regions in Brazil and TC operates exclusively in the state of Minas Gerais under the Vivo brand:

Additional information about Vivo, TCP and TC is included in our 2008 Annual Report on Form 20-F, or Vivo s Annual Report, and TCP s 2008 Annual Report on Form 20-F, or TCP s Annual Report, which are incorporated by reference hereto, except for items 3A, 5A, 8A and 18, which were adjusted to reflect the retrospective adoption of SFAS No. 160 and are included in this prospectus/information statement.

Background of the Restructuring

On March 20, 2009, the Companies announced their intention to consummate the Restructuring and stated that they would retain the services of the specialized appraisal companies required under Brazilian law to prepare reports and would retain other appropriate financial advisory services to assist in the determination of the exchange ratios and other terms of the Restructuring, as recommended by the CVM. In this first public announcement of the Restructuring, the Companies indicated that they would comply with a recently issued CVM release (*Parecer de Orientação 35*) making certain recommendations with respect to the establishment of special committees in connection with transactions between affiliated companies. The Companies announced that each of TCP and TC would form a special committee to act in connection with the Restructuring and specifically to issue to the respective Board of Directors of TCP and TC its opinion regarding the appropriate exchange ratios and other terms of the Restructuring. The Companies also announced that, in accordance with one of CVM s recommended methods for selecting member of special committees, each of these committees, which together are referred to as the Special Committees, would be comprised of one representative of Vivo, one representative of the non-controlling shareholders and one representative selected jointly by the other two representatives.

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Each Special Committee met with the financial advisors to TCP and TC and retained its own financial advisor. With the assistance of these professionals, the Special Committees determined an appropriate exchange ratio for each of the TCP Merger and the Vivo Merger. On May 29, 2009, each Special Committee issued a report to its Boards of Directors unanimously recommending that its Board approve the Restructuring based on the exchange ratios set forth in this prospectus/information statement. On May 29, 2009, the Boards of Directors of Vivo, TCP and TC unanimously approved the Restructuring, the execution and delivery of the necessary Protocols of Merger of Shares and Instrument of Justification governing the Restructuring, or the Merger Agreement, the appraisal reports, the calling of the EGMs necessary to obtain the shareholder approvals required in connection with the Restructuring and the taking of other actions related to the Restructuring. For additional information regarding the Restructuring, the Special Committees and the Background of the Restructuring, see Part Five: The Restructuring Background, Special Committees and Board Position.

Purpose of and Reasons for the Restructuring

Vivo and TCP believe the Restructuring will enable:

- Vivo to align the interests of the shareholders of Vivo, TCP and TC and facilitate the unification, standardization and the rationalization of the general administration of the Companies;
- Vivo to simplify the shareholding and organizational structure of the Vivo business, expand its shareholder base and reduce management and administrative costs;
- holders of common shares and preferred shares of TCP and TC and the holders of TCP ADSs to exchange their securities at equitable exchange ratios, as determined by independent financial advisors;
- holders of common shares and preferred shares of TCP and TC and holders of TCP ADSs to receive Vivo securities having substantially the same rights as their prior securities but that instead are expected to enjoy greater liquidity than those prior securities; and
- holders of Vivo ADSs and holders of shares of TCP and TC to hold an investment in a larger company and a more diversified cellular telecommunications provider that will provide services in all states in Brazil and the Federal District in an area that includes approximately 84.6% of the Brazilian population. At the same time, holders of shares and ADSs are expected to benefit from synergies to be obtained as a result of TC and TCP becoming wholly owned subsidiaries of Vivo after the Restructuring.

Valuation Reports

Vivo, TCP and TC do not generally publish their business plans and strategies or make external disclosures of their anticipated financial position or results of operations. However, the management of Vivo, TCP and TC has prepared prospective financial information set forth in valuation reports issued by Citi, BBI and Planconsult, as described below. The assumptions and estimates underlying the prospective financial information are inherently uncertain and, though considered reasonable by the management of Vivo, TCP and TC as of the date of its preparation, are subject to a wide variety of significant business, economic, and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information, including, among others things, risks and uncertainties. See Part Three: Risk Factors. Accordingly, there can be no assurance that the prospective results are indicative of the future performance of Vivo, TCP and TC or that actual results will not differ materially from those presented in the prospective financial information. This information is not fact and should not be relied upon as being necessarily indicative of future results, and readers of these valuation reports are cautioned not to place undue reliance on the prospective financial information. The accompanying prospective financial information was not prepared with a view toward public disclosure or with a view toward complying with the guidelines established by the American Institute of Certified Public Accountants with respect to prospective financial information. None of Vivo s, TCP s or TC s independent auditors, nor any other independent accountants, have compiled, examined, or performed

any procedures with respect to the prospective financial information contained herein or therein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and assume no responsibility for, and disclaim any association with, the prospective financial information.

Citi

In connection with the Restructuring, the Boards of Directors of Vivo, TCP and TC and the Special Committees received a valuation report from Citigroup Global Markets Inc., or Citi, expressing the view that, as of the date of that report and based on and subject to the considerations and limitations of Citi s analysis described in that report and based on other matters as Citi considered relevant, if the exchange ratios recommended by the Special Committees and approved by the Boards of Directors of Vivo, TCP and TC with respect to the Restructurings were within the implied exchange ratios derived from the valuation analyses performed by Citi with respect to Vivo, TCP and TC, applied on a consistent basis, then those exchange ratios as of May 27, 2009 would constitute equitable treatment as understood in the manner described in such report. The Boards of Directors of Vivo, TCP and TC and the Special Committees confirmed that the Exchange Ratios are within the implied exchange ratios derived from the valuation analyses performed by Citi.

BBI

In connection with the Restructuring, the Special Committees received a secondary analysis from Banco Bradesco BBI S.A., or BBI, expressing, as of the date of such secondary analysis, its view of the appropriate range for the exchange ratio in the TCP Merger and the appropriate range for the exchange ratio in the Vivo Merger, as well as its views of the Citi valuation report. BBI stated that it considered the Citi valuation report to be thorough, professionally prepared and based on reasonable assumptions. BBI then noted that while its valuation methodology differed in certain respects from that of Citi, the ranges of exchange ratios derived by Citi and those derived by BBI were substantially consistent. BBI also noted that, in both cases, the Citi ranges fell within the BBI ranges. BBI thus reported to the Special Committees that any exchange ratio between 16.870 TCP shares per TC share to 17.436 TCP shares per TC share for the TCP Merger and any exchange ratio between 1.282 Vivo shares per TCP share to 1.374 Vivo shares per TCP share for the Vivo Merger would be equitable from the perspective of the non-controlling shareholders.

Planconsult

In connection with the Restructuring, the Special Committees and the Boards of Directors of each of the Companies received from Planconsult Planejamento e Consultoria Ltda., or Planconsult, a Net Equity Report at market prices for each of Vivo, TCP and TC for purposes of Article 264 of Brazilian Law No. 6,404/76 and an Economic Value Report for each of TCP and TC from Planconsult expressing the view that, as of the date of those reports and based on and subject to the assumptions and considerations described in those reports and based on other matters as Planconsult considered relevant (1) the value of the net equity of TC, calculated as if all of its assets and liabilities had been sold at fair market value was, as of March 31, 2009, R$1,101,285,713.13 (or approximately US$475,676,276.40, converted to U.S. dollars at a rate of R$2.315 to US$1.00, the Brazilian Central Bank s PTAX selling rate on March 31, 2009), (2) the value of the net equity of TCP, calculated as if all of its assets and liabilities had been sold at fair market value was R$1,250,973,445.36 (or approximately US$540,330.617.37 converted to U.S. dollars at a rate of R$2.3152 to US$1.00, the Brazilian Central Bank s PTAX selling rate on March 31, 2009), (3) the value of the net equity of Vivo, calculated as if all of its assets and liabilities had been sold at fair market value was R$7,335,835,336.03 (or approximately US$3,168,553,617.84 converted to U.S. dollars at a rate of R$2.315 to US$1.00, the Brazilian Central Bank s PTAX selling rate on March 31, 2009) (4) the fair market value of TC s net equity calculated based on the discounted cash flow method was, as of March 31, 2009, R$4,030,200,000.00 (or approximately US$1,740,756,738.08 converted to U.S. dollars at a rate of R$2.315 to US$1.00, the Brazilian Central Bank s PTAX selling rate on March 31, 2009) and (5) the fair market value of TCP s net equity, calculated based on the discounted cash flow method was, as of March 31, 2009, R$3,662,700,000.00 (or approximately US$1,582,023,151.35 converted to U.S. dollars at a rate of R$2.315 to US$1.00, the Brazilian Central Bank s PTAX selling rate on March 31, 2009).

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Planconsult further concluded, based on these analyses performed in accordance with the criteria established by Brazilian law, that the indicative value of one share of TCP stock valued based on the critreia of net worth at market value as of March 31, 2009 was R$33.369841 and the indicative value of one share of TC stock valued on that basis as of March 31, 2009 was R$464.251267. Finally, Planconsult concluded that the exchange ratios calculated based on the criteria of net worth at market value as of March 31, 2009 and in accordance with the criteria established by Brazilian law were 13.912301 in the case of the Exchange Ratio in the TCP Merger and 1.697712 in the case of the Vivo Merger.

Vivo and TCP urge you to read carefully the summary of the reports set forth in Part Five: The Restructuring Valuation Reports of Citi, Part Five: The Restructuring Secondary Analysis of BBI and Part Five: The Restructuring Valuation Reports of Planconsult, which includes information on how to obtain copies of the full reports.

Terms and Effects of the Restructuring

If the Restructuring is approved:

- holders of TCP ADSs will receive, subject to the procedures described herein, 2.74 Vivo ADSs for each TCP ADS they hold plus cash instead of any fractional ADSs;
- holders of common shares and holders of preferred shares of TCP will receive, without any further action by those holders, 1.37 common shares, no par value, of Vivo for each TCP common share they hold, and 1.37 preferred shares, no par value, of Vivo for each TCP preferred share they hold plus, in each case, cash instead of any fractional shares; and
- holders of common shares and holders of preferred shares of TC will receive, without any further action by those holders, 17.4 common shares, no par value, of TCP for each TC common share they hold and 17.4 preferred shares, no par value, of TCP for each TC preferred share they hold, regardless of the class of TC preferred shares held, but the TCP shares that they receive then will be subsequently exchanged for Vivo shares in the Vivo Merger so that each holder of a TC common share or a TC preferred share ultimately will receive, without any further action by the holder, 23.838 Vivo common shares or 23.838 Vivo preferred shares, respectively, plus, in each case, cash instead of any fractional Vivo shares for which the TC common shares and preferred shares ultimately will be exchanged as a result of the Restructuring.

As a result of the Restructuring:

- Vivo will be a significantly larger company and will own 100% of the capital stock of TCP, which will in turn own 100% of the capital stock of TC. TCP s interest in the net book value and net income (loss) of TC will therefore increase to 100%, and Vivo s interest in the net book value and net income (loss) of TCP will therefore increase to 100%;
- additional preferred shares and Vivo ADSs will be listed on the NYSE;
- the preferred shares of TCP are expected to be deregistered under the Exchange Act and TCP will no longer file Annual Reports on Form 20-F or reports on Form 6-K;
- the TCP ADSs will be delisted from the NYSE, and the common shares and preferred shares of TCP and TC will be delisted from the BM&F BOVESPA and deregistered from the CVM; and
- any dividends to holders of common shares, preferred shares or ADSs with respect to fiscal years after the fiscal year ended December 31, 2008 will be paid in accordance with the by-laws (*estatuto social*) of Vivo and Brazilian law, as described in Part Six:

Shareholder Rights.

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Effects of the Restructuring on Unaffiliated Shareholders

Despite the benefits of and reasons for the Restructuring, in considering the Restructuring, non-controlling shareholders should consider the following factors:

Vivo will be considerably more leveraged than TCP and TC were previously. In addition, Vivo will assume the liabilities of TCP and TC in connection with the Restructuring. See Part Three: Risk Factors Risks Relating to the Restructuring.

Because Vivo will be a larger company than TCP and TC, holders of TCP shares, TC shares and TCP ADSs will have a lower ownership percentage in Vivo than they currently have in TCP or TC. Vivo shareholders ownership percentage in Vivo will be diluted as a result of the issuance of the new Vivo shares and ADSs in the Restructuring. See Part Three: Risk Factors Risks Relating to the Restructuring.

After the Restructuring, the controlling shareholders will continue to have voting control of Vivo and control of Vivo s Board of Directors. The interests of the controlling shareholders may conflict with the interests of Vivo s non-controlling shareholders and ADS holders and the financial interests of the non-controlling shareholders and ADS holders could be materially adversely affected.

While the exchange ratios were determined in accordance with all applicable laws and regulations in Brazil and were recommended by the Special Committees, these ratios may be higher or lower than, from the perspective of value to unaffiliated shareholders, those that could be achieved through arm s length negotiations between unrelated parties. See Part Five: The Restructuring Past Contacts, Transactions, Negotiations and Agreements and Part Five: The Restructuring Transactions and Arrangements Concerning the Common Shares, Preferred Shares and ADSs of TCP and TC.

The exchange ratios reflect the fact that Vivo already owns, directly or indirectly, a majority of the outstanding shares of TCP and TC and, accordingly, the Restructuring does not involve a change of control. As a result, the exchange ratios should not be expected to, and do not, reflect a control premium.

The value of the TCP and TC shares as determined by the exchange ratios compares favorably to current and historical market prices for such shares. The values of the shares below are determined as of March 20, 2009.

	Actual	Actual		Ratio of exchange Vivo per	Ratio of exchange Vivo per	Per share equivalent	
	Vivo	**TC (1)**	**TCP**	**TC**	**TCP**	**TC**	**TCP**
Common shares	R$ 33.99	R$ 1,500.00	R$ 49.00	23.838	1.37	R$ 810.25	R$ 46.57
Preferred shares	R$ 33.90	NA	R$ 34.59	NA	1.37	NA	R$ 46.44
Preferred B		R$ 490.00	NA	23.838	NA	R$ 810.25	
Preferred C		R$ 365.00	NA	23.838	NA	R$ 810.25	
Preferred D		R$ 0	NA	23.838	NA	R$ 810.25	
Preferred E		R$ 370.00	NA	23.838	NA	R$ 810.25	
Preferred F		R$ 550.00	NA	23.838	NA	R$ 810.25	
Preferred G		R$ 500.00	NA	23.838	NA	R$ 810.25	
ADSs (US$)	US$ 14.90	NA	U$ 34.59	NA	2.74	NA	$ 40.82

(1) TC was calculated as having directly received shares of Vivo given that TCP will be merged into Vivo on the same day as a result of the Restructuring.

The values of the withdrawal rights in connection with the Restructuring are set forth below. Persons who were holders of record of common or preferred shares of TC or TCP or common shares of Vivo as of March 23, 2009 will be entitled to exercise withdrawal rights in connection with the Restructuring.

Holders of preferred shares of Vivo are not entitled to exercise withdrawal rights in connection with the Restructuring nor are holders of Vivo ADSs. Holders of TCP ADSs will not have withdrawal rights or be entitled to instruct the TCP Depositary, either through their broker or other intermediary or directly, to exercise withdrawal rights on their behalf.

Company	R$ per common or preferred share By book value	R$ per common or preferred share By book value at market value
TC	R$ 481.608590530	R$ 464.251267667
TCP	R$ 47.291641089	R$ 33.369841195
Vivo (only common shares)	R$ 22.483097320	R$ 19.655772845

The Special Committees relied on the valuation reports of Citi and Planconsult and the report of BBI, but Citi s and Planconsult s fees will be paid entirely by the Companies and BBI s fees will be paid entirely by TC and TCP.

As of March 31, 2009, our voting shares were indirectly controlled by two major shareholders: PT Móveis SGPS, S.A. and Telefónica, through Brasilcel, which is a holding company that holds, directly and indirectly, 89.6% of our common stock and 48.8% of our preferred shares representing 63.6% of our total capital stock, excluding treasury shares representing 63.8% of out total capital stock. PT Móveis SGPS, S.A. is 100% controlled by Portugal Telecom. As Vivo s preferred shareholders are entitled to vote regarding the approval of the Restructuring, Brasilcel and its affiliates will have the right to vote 63.61% of the total shares entitled to vote on this matter. PT Móveis SGPS, S.A. and Telefónica share their participation in Brasilcel in equal percentages. As of March 31, 2009, Vivo owns 97% of TCP s common shares and 37% of TCP s preferred shares, representing 58.94% of TCP s total capital stock. As of March 31, 2009, TCP currently owns 83.3% of the share capital, including 89.2% of the voting shares, of TC. As of March 31, 2009, Vivo holds 7.4% of the share capital of TC, including 8.8% of the voting shares and 6.6% of the preferred shares. Brasilcel has informed Vivo that it intends to vote all shares held by it, directly or indirectly, in favor of the Restructuring.

Material Tax Considerations

Because it is uncertain, for U.S. federal income tax purposes, whether the Restructuring will be treated as related to the prior acquisitions of TC and TCP shares by Vivo in 2008, and how the exercise, if any, of withdrawal rights will be characterized for such purposes, it is not clear whether the Restructuring qualifies as a tax-free reorganization or is a taxable transaction for U.S. federal income tax purposes. No ruling has been sought or will be obtained from the U.S. Internal Revenue Service on the U.S. federal income tax consequences of the transaction. Please review carefully the section under Part Five: the Restructuring Material Tax Considerations United States Federal Income Tax Considerations.

You may have a gain or loss for Brazilian income tax purposes, as described under Part Five: The Restructuring Material Tax Considerations Brazilian Tax Considerations.

Approval of the Restructuring

Brasilcel holds, directly and indirectly, 89.6% of the common shares and 48.7% of the preferred shares of our company, representing 63.6% of our total voting shares, excluding treasury shares representing 63.8% of out total capital stock. Brasilcel has informed Vivo that it intends to vote all shares held by it, directly or indirectly, in favor of the Restructuring. We hold 97% of the voting common shares of TCP. We intend to vote the shares of TCP we hold in favor of the Restructuring. TCP and Vivo hold 97.9% of the voting common shares of TC. TCP and Vivo intend to vote the shares of TC it holds in favor of the Restructuring.

The TCP Merger will require the affirmative vote of holders representing at least a majority of the TC common shares that are present at a duly convened EGM of TC and the affirmative vote of holders representing at least a majority of the common shares of TCP that are present at a duly convened EGM of TCP. The Vivo Merger will require the affirmative vote of holders representing at least a majority of the TCP common shares that are present at a duly convened EGM of TCP and the affirmative vote of holders representing at least a majority of the aggregate common shares and preferred shares, respectively, of Vivo that are present at a duly convened EGM of Vivo.

The EGMs of Vivo, TCP and TC are scheduled to be held as follows:

Vivo Participações S.A., [July 14], 2009 [2:00 p.m. (São Paulo time)]

Av. Dr. Chucri Zaidan, 860, Morumbi, 04583-110, São Paulo SP, Brazil

Telemig Celular Participações S.A., [July 14], 2009 [12:00 p.m. (Belo Horizonte time)]

Rua Levindo Lopes, 258, Funcionários, Belo Horizonte MG, Brazil

Telemig Celular S.A., [July 14], 2009 [10:00 a.m. (Belo Horizonte time)]

Rua Levindo Lopes, 258, Funcionários, Belo Horizonte MG, Brazil

If you hold common shares of Vivo, TCP or TC or preferred shares of Vivo, you may attend and vote at the applicable meeting. If you hold preferred shares of TCP or TC directly, you may attend the applicable meeting, but you may not vote. Under Brazilian law, you may be required to show documents proving your identity to gain admittance to the meeting. If you grant a power of attorney under Brazilian law to someone to act for you at the meeting, your appointee will be required to show original or certified copies of the documents that grant him or her powers of representation. The power of attorney must be deposited in properly notarized and consularized form at the head office of Vivo, TCP or TC, as the case may be, no later than 48 hours before the occurrence of the applicable EGM and may be revoked in accordance with Brazilian law. While the form of power of attorney attached as Exhibit 99.7 to the registration statement of which this prospectus/information statement is a part provides an example of a power of attorney, shareholders should confirm, with Brazilian counsel if necessary, that any power of attorney or revocation thereof satisfies the requirements of Brazilian law, as Vivo, TCP and TC will not accept such forms or revocations if they do not comply with Brazilian law. Shareholders that have given a power of attorney may revoke it by issuing an instrument of revocation and depositing it, in properly notarized and consularized form at the head office of Vivo, TCP or TC, as the case may be, no later than 48 hours before the occurance of the applicable EGM. Shareholders wishing to attend an EGM and who hold shares through the Fungible Custody of Registered Shares of the Stock Exchanges must provide a statement containing their corresponding equity interest in the applicable company dated within 48 hours of the applicable EGM.

If you hold TCP ADSs, you are not entitled to attend, or vote through a representative at, the respective shareholders meeting. If you hold TCP ADSs and wish to attend this meeting, you must first exchange your ADSs for the preferred shares represented thereby in accordance with the terms of the deposit agreement governing the TCP ADSs, and then you may attend the TCP meeting, but you will not have any voting rights. No holder of Vivo ADSs may vote at the applicable meeting, although if you hold Vivo ADSs you have a right to instruct the depositary how to vote the amount of underlying Vivo preferred shares.

Under Brazilian law, there are no conditions to the completion of the TCP Merger other than shareholder approval by TC and TCP and no conditions for the completion of Vivo Merger other than approval by the common and preferred shares of Vivo and the common shares of TCP and the completion of the TCP Merger. The approval by the NYSE of the listing of the Vivo ADSs to be delivered in connection with the Vivo Merger, for which we will apply, must be obtained for these ADSs to be traded by their holders. However, this approval is not a condition to the completion of the applicable merger of shares or the Restructuring.

The approval of the mergers of shares by the CVM is not a condition to the mergers of shares. See Part Three: Risk Factors Risks Relating to the Brazilian Telecommunications Industry and the Companies *The CVM, the Brazilian securities regulator, may suspend for up to 15 days the shareholders meetings scheduled to approve the Restructuring*.

Receipt of Shares of Vivo and TCP and Vivo ADSs

If the Restructuring is approved, each common or preferred share:

of TC will become 17.4 common shares or preferred shares, respectively and in each case with no par value, of TCP; and

of TCP will become 1.37 common shares or preferred shares, respectively and in each case with no par value, of Vivo, plus, in each case, cash instead of any fractional shares,

in each case without any action by you. Because the common shares and preferred shares of Vivo and TCP are book-entry shares, an entry or entries will be made in the share registry of Vivo and TCP to evidence the common shares or preferred shares received in the Restructuring. Neither you nor any other person will receive certificates evidencing common shares or preferred shares of Vivo or TCP.

Holders of TCP ADSs representing TCP preferred shares will, subject to the procedures described below, receive 2.74 Vivo ADSs, each Vivo ADS representing 1 (one) preferred share of Vivo, in the Restructuring for each ADS of TCP they hold plus cash instead of any fractional ADSs.

After the mergers of shares pursuant to the Restructuring become effective and the end of the period for the exercise of withdrawal rights, Vivo will deposit with a custodian for the TCP Depositary Vivo preferred shares issuable in respect of the TCP preferred shares then held in the TCP ADS program. The TCP Depositary will deposit those Vivo preferred shares with the custodian for the Vivo Depositary and instruct the Vivo Depositary to cause to be issued and to deliver ADSs representing those Vivo preferred shares to the TCP Depositary. When the Vivo ADSs are received in the TCP ADS program, the TCP ADSs will represent a right to receive Vivo ADSs.

If you hold ADSs indirectly through a broker or other intermediary, you will automatically receive your Vivo ADSs (and cash in lieu of any fractions as described in Part Five: The Restructuring Fractional Shares and ADSs).

If you hold ADSs directly as a registered holder, you must surrender your ADRs to the TCP Depositary. Registered holders of TCP ADSs will be provided with the necessary forms, which will contain instructions on how to surrender their ADRs representing TCP ADSs to the TCP Depositary. If you do not receive the necessary forms, you may call The Bank of New York Mellon toll-free at (800) 777-3674 or contact The Bank of New York Mellon at 101 Barclay Street, New York, NY 10286. Upon surrender of the TCP ADRs, the TCP Depositary will deliver the Vivo ADSs to the registered holders of former TCP ADSs (and cash in lieu of any fractions as described in Part Five: The Restructuring Fractional Shares and ADSs). See Part Five: The Restructuring Receipt of Shares of Vivo and TCP and Vivo ADSs Delivery of Vivo ADSs.

If you hold TCP ADSs, you will not have to pay fees of the TCP Depositary for the cancellation of each TCP ADS that you hold in connection with the Restructuring or any ADS issuance fees charged by the Vivo Depositary for the Vivo ADSs issued to you in connection with the Restructuring. If you are a holder of common shares or preferred shares of Vivo or Vivo ADSs, you will continue to hold those securities after the Restructuring.

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Management

Vivo is managed, and after the Restructuring will be managed, by a Board of Directors of nine members, each serving a three-year term expiring at the ordinary general meeting of shareholders to be held by April 2012. The board of executive officers of Vivo currently consists of six members, led by Roberto Oliveira de Lima as chief executive officer.

Vivo is headquartered in São Paulo, Brazil and will maintain that headquarters after the Restructuring.

Accounting Treatment of the Restructuring

Under Brazilian GAAP, the accounting principles used to prepare Vivo s consolidated financial statements, the merger of shares will be accounted for by the fair value of the shares exchanged. Goodwill, the difference between fair and book value, will be recognized except for the shares that will be issued by TCP related to Vivo s direct interest in TC, which goodwill, generated internally, will not be recognized.

Under U.S. GAAP, the merger of shares will be accounted for as equity transactions in accordance with Statement of Financial Accounting Standards (SFAS) No. 160, Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51. This standard requires that the carrying amount of noncontrolling interest be adjusted to reflect the change in our ownership interest in the subsidiaries. Any difference between fair value of the consideration received or paid and the amount by which the noncontrolling interest is adjusted shall be recognized in equity attributable to the parent.

Stock Exchange Matters

Upon the completion of the Restructuring and the end of the period for the exercise of withdrawal rights, we will apply to list the preferred shares and Vivo ADSs on the NYSE. The common and preferred shares of Vivo are expected to trade under the ticker symbols Vivo3 and Vivo4, respectively.

After the Restructuring is complete and the period for the exercise of withdrawal rights has ended, preferred shares and common shares of TCP and TC will be delisted from the BM&F BOVESPA and deregistered from the CVM, and TCP ADSs will be delisted from the NYSE.

Withdrawal Rights

According to article 137 of Brazilian law, the holders of common and preferred shares of TC and TCP that dissent from the TCP Merger and the holders of common and preferred shares of TCP and common shares of Vivo that dissent from the Vivo Merger shall have, as from the date of the EGMs of the Companies relating to the Restructuring, the right to withdraw from TC or TCP, as applicable, and be reimbursed for the value of the shares for which they are record holders on March 23, 2009.

Holders of preferred shares of Vivo are not entitled to exercise withdrawal rights in connection with the Restructuring nor are holders of Vivo ADSs. Holders of TCP ADSs will not have withdrawal rights or be entitled to instruct the TCP Depositary, either through their broker or other intermediary or directly, to exercise withdrawal rights on their behalf.

For more information on withdrawal rights, see Part Five: The Restructuring Withdrawal Rights.

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Timetable for the Restructuring

Event	**Date**
Meeting of the Boards of Directors of each of Vivo, TCP and TC to approve the Restructuring	May 29, 2009
Announcement of the terms of the Restructuring	May 29, 2009
Mailing of prospectus/information statement to holders of Vivo and TCP ADSs and U.S. holders of common and preferred shares of Vivo, TCP and TC	on or about [ ], 2009
Notice of meeting of shareholders of each of Vivo, TCP and TC to approve the Restructuring published in the Official Gazette	June 2, 3 and 4, 2009
Notice of meeting of shareholders of each of Vivo, TCP and TC to approve the Restructuring published in the Valor Econômico Gazette	June 1, 2 and 3, 2009
Meeting of shareholders of each of Vivo, TCP and TC to approve the Restructuring	July 14, 2009
Beginning of period for exercise of withdrawal rights	on or about [ ], 2009
End of period for withdrawal rights	on or about [ ], 2009
Expected last day of trading of common and preferred shares of TCP and TC on the BM&F BOVESPA and of TCP ADSs on the NYSE	on or about [ ], 2009
Expected first day of trading of newly issued Vivo common shares and preferred shares on the BM&F BOVESPA and newly issued Vivo ADSs on the NYSE	on or about [ ], 2009
TCP Depositary expected to close books for all transfers and other transactions involving TCP ADSs	[ ]
Depositary begins to deliver Vivo ADSs upon surrender of TCP ADSs	on or about [ ], 2009

Financial Information

The following financial statements are included in this prospectus/information statement:

Vivo s audited consolidated financial statements for the years ended December 31, 2008, 2007 and 2006 as adjusted to reflect the retrospective adoption of provisions of the Statement of Financial Accounting Standards (SFAS) No. 160, Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51, or SFAS 160;

Vivo s unaudited quarterly consolidated financial statements as of March 31, 2009 and for the three-month periods ended March 31, 2009 and 2008;

TCP s audited consolidated financial statements for the years ended December 31, 2008, 2007 and 2006 as adjusted to reflect the retrospective adoption of SFAS No. 160; and

TCP s unaudited quarterly consolidated financial statements as of March 31, 2009 and for the three-month periods ended March 31, 2009 and 2008.

A summary of the historical financial data for Vivo and TCP for the five years ended December 31, 2008, 2007, 2006, 2005 and 2004, as adjusted to reflect the retrospective adoption of SFAS No. 160, is included in this prospectus/information statement.

References to the *real*, *reais* or R$ are to Brazilian *reais* (plural) and the Brazilian *real* (singular), and references to U.S. dollars or US$ are t United States dollars.

This prospectus/information statement contains translations of various *reais* amounts into U.S. dollars at specified rates solely for your convenience. You should not construe these translations as representations by Vivo or TCP that the *real* amounts actually represent these U.S. dollar amounts or could be converted into U.S. dollars

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at the rates indicated. Unless otherwise indicated, Vivo and TCP have translated some Brazilian currency amounts using a rate of R$2.3152 to US$1.00, as published by the Central Bank of Brazil (*Banco Central do Brasil*), or the Central Bank., on March 31, 2009.

Financial Statements

Vivo s Financial Statements

Vivo s consolidated financial statements as of December 31, 2008, 2007 and 2006 and for each of the three years in the period ended December 31, 2008, have been prepared in accordance with the accounting practices adopted in Brazil, as prescribed by Brazilian law, or Brazilian GAAP, which differs in certain significant respects from accounting principles generally accepted in the United States, or U.S. GAAP. Notes 39 and 40 to Vivo s financial statements included in Vivo s Annual Report describe the principal differences between Brazilian GAAP and U.S. GAAP as they relate to us, and provide a reconciliation to U.S. GAAP of net income (loss) and shareholders equity. These consolidated financial statements have been audited by Ernst & Young Auditores Independentes S.S. (EY or Ernst & Young) for the years ended December 31, 2008 and 2007 and by Deloitte Touche Tohmatsu Auditores Independentes (Deloitte) for the year ended December 31, 2006. As a result of a change in Brazilian law with respect to financial reporting (Law 11,638), certain changes in accounting criteria became effective for fiscal year 2008. Pursuant the CVM s Resolution No. 565, which approved accounting statement CPC 13 (Initial Adoption of Law No. 11,638/2007), Vivo elected to apply these changes in accounting criteria retroactively to its financial statements with an effective date as of January 1, 2007. As a result, certain adjustments have been made to Vivo s 2007 financial statements to make them comparable to its 2008 financial statements. Vivo has elected not to restate its financial statements for fiscal years prior to 2007. Please see Note 2 to Vivo s 2008 financial statements for a qualitative and quantitative analysis of the changes resulting from the new accounting criteria. Vivo s audited consolidated financial statements for the years ended December 31, 2008, 2007 and 2006 have been adjusted for the retrospective effect of the adoption in 2009 of SFAS No. 160, and are included in this prospectus/information statement.

Vivo s unaudited quarterly consolidated financial statements as of March 31, 2009 and for the three-month periods ended March 31, 2009 and 2008 are included in this prospectus/information statement. These unaudited quarterly consolidated financial statements have been prepared in accordance with Brazilian GAAP, which differs in certain significant respects from U.S. GAAP. Note 33 to Vivo s quarterly financial statements included in this prospectus/information statement describe the principal differences between Brazilian GAAP and U.S. GAAP as they relate to Vivo, and provide a reconciliation to U.S. GAAP of net income (loss) and shareholders equity. Vivo s financial results for the three-month period ended March 31, 2009 are not necessarily representative of the results that may be expected as of and for the year ended December 31, 2009 or any other period.

TCP s Financial Statements

TCP s consolidated financial statements as of December 31, 2008, 2007 and 2006 and for each of the three years in the period ended December 31, 2008, have been prepared in accordance with U.S. GAAP. On August 20, 2008, we completed the acquisition of a 53.899% interest in TCP s voting shares, thus resulting in our total interest of 58.90% in TCP. As discussed in Note 1(b) to TCP s 2008 financial statements included in this prospectus/information statement, in accordance with Staff Accounting Bulletin SAB No. 54 and EITF D-97, when a company acquires 95% or more of the voting rights of another entity, the resulting purchase price allocation should be pushed down to the accounts of the acquired subsidiary. Accordingly, in the accompanying consolidated balance sheet dated as of December 31, 2008, the consideration and related costs paid by TCP and its former subsidiary TCO IP S.A. (which was merged into TCP in December 2008) in connection with the acquisition have been pushed down to TCP and have been allocated to the assets acquired and liabilities assumed in accordance with FASB Statement No. 141, Business Combinations. Due to the impact of push down

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accounting, the consolidated statement of operations and consolidated statement of cash flows and certain note presentations for TCP s fiscal year ended December 31, 2008, are presented for two distinct periods to indicate the acquisition by TCP and the application of two different bases of accounting between the periods presented: (i) the period up to the acquisition date (January 1, 2008 through March 31, 2008, labeled Pre-merger) and (ii) the period after that date (April 1, 2008 through December 31, 2008, labeled Post-merger). All periods including and prior to the three months ended March 31, 2008 are also labeled Pre-merger. TCP s consolidated financial statements have been audited by Ernst & Young for the year ended December 31, 2008 and by Deloitte for the years ended December 31, 2007 and 2006. TCP s audited consolidated financial statements for the years ended December 31, 2008, 2007 and 2006 have been adjusted for the retrospective effect of the adoption in 2009 of SFAS No. 160, and are included in this prospectus/information statement.

TCP s unaudited quarterly consolidated financial statements as of March 31, 2009 and for the three-month periods ended March 31, 2009 and 2008 are included in this prospectus/information statement. These unaudited quarterly consolidated financial statements have been prepared in accordance with Brazilian GAAP, which differs in certain significant respects from U.S. GAAP. Note 32 to TCP s quarterly financial statements included in this prospectus/information statement describe the principal differences between Brazilian GAAP and U.S. GAAP as they relate to TCP, and provide a reconciliation to U.S. GAAP of net income (loss) and shareholders equity. TCP s financial results for the three-month period ended March 31, 2009 are not necessarily representative of the results that may be expected as of and for the year ended December 31, 2009 or any other period.

Selected Historical and Pro Forma Financial Data

Selected Historical Financial Data

The following information is provided to aid you in your analysis of the financial aspects of the Restructuring. The historical information below is only a summary derived from the following financial statements included in this prospectus/information statement: the audited consolidated financial statements of Vivo and TCP for the three years ended December 31, 2008, 2007 and 2006 and the unaudited quarterly consolidated financial statements of Vivo and TCP as of March 31, 2009 and 2008. A summary of the historical financial data for Vivo and TCP is provided below for the five years ended December 31, 2008, 2007, 2006, 2005 and 2004.

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Selected Historical Vivo Financial Data

	Three months ended March 31,		Year ended December 31,				
	Consolidated 2009	Consolidated 2008	Consolidated 2008 (1)	Consolidated 2007 (1)	Consolidated 2006 (1)	Combined 2005 (2)	Combined 2004 (2)
	(in millions of *reais*, except per share data)						
Income Statement Data:							
Brazilian GAAP							
Net operating revenue	4,020.1	3,332.0	15,469.7	12,492.5	10,936.7	11,253.8	10,929.4
Cost of services and goods sold	(2,277.5)	(1,747.2)	(8,141.5)	(6,623.3)	(5,564.2)	(5,337.3)	(5,338.1)
Gross profit	1,742.6	1,584.8	7,328.2	5,869.2	5,372.5	5,916.5	5,591.3
Operating expenses:							
Selling expenses	(989.0)	(878.6)	(4,104.4)	(3,532.8)	(3,751.1)	(3,614.9)	(2,740.2)
General and administrative expenses	(349.0)	(288.4)	(1,204.3)	(1,207.2)	(1,099.7)	(1,031.4)	(959.2)
Other net operating expenses	(5.6)	(121.0)	(469.9)	(509.4)	(319.5)	(491.6)	(222.0)
Operating income before equity in losses of unconsolidated subsidiary and net financial expenses	399.0	296.8	1,549.6	619.8	202.2	778.6	1,669.9
Net financial expenses	(149.1)	(57.2)	(637.7)	(462.8)	(748.0)	(913.1)	(1,088.5)
Operating income (loss)	249.9	239.6	911.9	157.0	(545.8)	(134.5)	581.4
Net non-operating expenses					(289.0)	(96.5)	(60.9)
Income (loss) before income taxes and noncontrolling interests	249.9	239.6	911.9	157.0	(834.8)	(231.0)	520.5
Income taxes	(113.8)	(142.0)	(469.5)	(256.8)	859.1	(363.0)	(438.5)
Noncontrolling interests	(12.6)		(52.7)		(8.0)	(173.5)	(480.9)
Net income (loss)	123.5	97.6	389.7	(99.8)	16.3	(767.5)	(398.9)
Net income (loss) per share (R$)	0.33	0.07	1.06066	(0.0694)	0.0113	(0.6919)	(0.1765)
Dividends declared per thousand preferred shares (R$)			0.723		0.018	0.037	0.058
Dividends declared per thousand common Shares (R$)			0.723			0.047	0.083
U.S. GAAP							
Net operating revenue	4,705.9	4,623.8	20,558.3	15,922.1	14,152.3	14,407.8	14,856.5
Operating (loss) income	431.2	304.4	1,702.5	623.3	(183.2)	929.7	1,368.5
Net financial expenses	(147.3)	(54.3)	(603.6)	(437.5)	(666.3)	(914.7)	(992.9)
Net non-operating expenses				(0.3)	(11.6)	(14.8)	(12.0)
Income (loss) before income taxes	283.9	250.1	1,098.9	185.5	(861.1)	0.2	363.6
Income taxes	(175.3)	(154.2)	(547.0)	(295.1)	409.0	(319.0)	(386.6)
Net income (loss) (4)	108.6	95.9	551.9	(109.6)	(452.1)	(318.8)	(23.0)
Net income (loss) attributable to parent company (4)	95.5	95.9	500.9	(109.6)	(460.5)	(494.2)	(489.0)
Net income attributable to noncontrolling interest (4)	13.1		51.0		8.4	175.4	466.0
Basic and diluted net income (loss) per share attributable to parent company common (R$)	0.26	0.27	1.37	(0.84)	(3.97)	(4.76)	(5.72)
Basic and diluted net income (loss) per share attributable to parent company preferred (R$)	0.26	0.27	1.37		0.08	0.20	0.32
Weighted average common shares outstanding basic(3)	135,283,672	131,232,916	132,991,366	131,232,916	120,316,867	110,999,179	92,921,720
Weighted average preferred shares outstanding basic(3)	235,215,787	228,172,795	232,353,912	228,172,795	210,335,209	159,444,173	133,143,596
Diluted net income (loss) per share attributable to parent company common (R$)	0.25	0.27	1.37	(0.84)	(3.97)	(4.76)	(5.72)
Diluted net income per share attributable to parent company preferred (R$)	0.26	0.27	1.37		0.08	0.20	0.32
Weighted average common shares outstanding diluted(3)	136,138,342	131,380,044	133,924,147	131,232,916	120,316,867	110,999,179	92,921,720
Weighted average preferred shares outstanding diluted(3)	235,215,787	228,172,795	232,353,912	228,172,795	210,335,209	159,444,173	133,143,593

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(1) The financial information presented for 2006 and 2007 represents information from Vivo s consolidated financial statements, Vivo s consolidated financial statements, for 2008 include the results of Telemig as from April 1, 2008.

(2) The financial information presented for the 2005 and 2004 fiscal years represents the combined financial data for Vivo, TSD, TLE, and CRT, since these companies were under common control with Vivo for these periods.

(3) As a result of the corporate restructuring in January 2000, Vivo was obligated to issue shares to the controlling shareholder for the amount of the tax benefit on the amortization of the intangibles related to concession that was transferred in the Merger. The number of issuable shares, which are determined on the basis of estimates using Vivo s share price at the date of the balance sheet, are considered dilutive and are required to be included for the purpose of calculating diluted earnings per share for the years ended December 31, 2004, 2005, 2006, 2007 and 2008. The potentially diluted shares, consisting solely of the estimate of issuable shares mentioned above, have been excluded from the computation for the years ended December 31, 2004, 2005, 2006 and 2007 as their effect would have been anti-dilutive. As described in Note 39 (j) to the Company s financial statements for the year ended December 31, 2008, Vivo applies Emerging Issues Task Force EITF Issues No. 03.6, Participating Securities and the Two-Class Method under FASB Statement No. 128. Since preferred shareholders have a liquidation preference over common shareholders, net losses are not allocated to preferred shareholders. Additionally, loss per share and share amounts for all periods retroactively reflect the effect of the reverse stock split described in Note 23 to Vivo s financial statements.

(4) Effective January 1, 2009, Vivo adopted SFAS No. 160. The prior periods have also been adjusted for the adoption of SFAS No. 160.

	Three months ended March 31,		Year ended December 31,		
	Consolidated 2009	Consolidated 2008	Consolidated 2008 (1)	Consolidated 2007 (1)	Consolidated 2006 (1)
			(in millions of *reais*)		
Cash Flow Data:					
Brazilian GAAP					
Cash from operating activities	619.2	67.9	3,800.4	3,196.7	3,100.8
Cash used in investing activities	(540.6)	(255.0)	(4,773.3)	(2,011.5)	(1,922.4)
Cash from (used in) financing activities	(524.2)	179.1	964.8	(396.2)	(1,458.4)

	As of March 31,	As of December 31,				
	Consolidated 2009	Consolidated 2008 (1)	Consolidated 2007 (1)	Consolidated 2006 (1)	Combined 2005 (2)	Combined 2004 (2)
			(in millions of *reais*, except for per share data)			
Balance Sheet Data:						
Brazilian GAAP						
Property, plant and equipment, net	6,940.6	7,183.9	6,316.9	6,445.5	6,683.2	6,477.5
Total assets	22,434.3	23,785.1	18,099.5	17,542.1	19,259.3	19,803.0
Loans and financing	7,713.1	8,003.2	4,385.7	4,500.4	5,652.8	5,595.5
Shareholders equity	8,391.0	8,267.5	8,296.3	8,370.8	7,047.5	5,830.9
Capital Stock	6,900.4	6,710.5	6,347.8	6,347.8	8,232.4	5,828.9
Number of shares as adjusted to reflect changes in capital	373,215	367,396	1,437,623	1,437,623	1,109,225	2,259,465,452
U.S. GAAP						
Property, plant and equipment, net	6,695.6	6,973.5	6,078.9	6,333.3	6,536.4	6,399.5
Total assets	24,958.8	26,576.9	22,508.4	18,392.5	20,367.1	20,092.6
Total liabilities	15,148.2	17,225.6	13,484.0	9,266.3	11,635.1	12,969.5
Equity (3)	9,810.6	10,040.0	9,024.4	9,126.2	8,732.0	7,123.1
Equity attributable to parent company (3)	9,181.3	9,351.3	9,024.4	9,126.2	7,165.6	5,685.9
Equity attributable to noncontrolling interest (3)	629.3	688.7			1,566.4	1,437.2
Capital stock	6,878.3	6,688.3	6,325.6	6,325.6	8,232.4	5,828.9

Number of shares as adjusted to reflect changes in capital	373,215	367,396	359,406	359,406	277,306	225,947

(1) The financial information presented for 2006 and 2007 represents information from Vivo s consolidated financial statements. Vivo s consolidated financial statements for 2008 include the results of Telemig as from April 1, 2008.

(2) The financial information presented for the 2005 and 2004 fiscal years represents the combined financial data for Vivo, TSD, TLE and CRT, since these companies were under common control with Vivo for these periods.

(3) Effective January 1, 2009, Vivo adopted SFAS No. 160. The prior periods have also been adjusted for the adoption of SFAS No. 160.

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Selected Historical TCP Financial Data

	Three months ended March 31, 2009 *Post-merger*	April 1st, 2008 through December 31, 2008 *Post-merger*	January 1st, 2008 through March 31st, 2008 *Pre-merger*	Year ended December 31, 2007 *Pre-merger*	2006 *Pre-merger*	2005 *Pre-merger*	2004 *Pre-merger*
	(in thousands of *reais*, except per share data)						
Statement of operations data:							
U.S. GAAP							
Net revenues	402,669	1,219,767	604,347	1,378,146	1,201,798	1,183,328	1,218,115
Operating profit	3,722	33,783	285,524	219,986	152,251	164,212	208,524
Net income (4)	14,708	71,139	201,005	184,098	152,585	193,130	182,001
Net income attributable to parent company (4)	10,540	54,033	168,281	153,308	128,747	160,709	150,595
Net income attributable to noncontrolling interest (4)	4,168	17,106	32,724	30,790	23,838	32,421	31,406
Basic earnings per preferred and common share attributable to parent company *	0.28	1.49	4.65	4.26	3.62	4.56	4.31
Basic earnings per ADS attributable to parent company *	0.56	2.98	9.30	8.52	7.23	9.11	8.63
Diluted earnings per preferred and common share attributable to parent company *	0.28	1.46	4.64	4.23	3.59	4.55	4.31
Diluted earnings per ADS attributable to parent company *	0.56	2.92	9.28	8.46	7.18	9.10	8.63
Dividends paid per share (1)*			1.74	1.06	0.97	2.58	1.10
Dividends paid per ADS *			3.48	2.13	1.93	5.16	2.20
Weighted average number of outstanding shares *							
Preferred *	23,613,795	22,860,873	22,741,002	22,627,608	22,366,137	22,152,546	21,927,572
Common *	13,582,531	13,466,059	13,466,059	13,398,913	13,244,083	13,117,606	12,984,388
Other financial data:							
Capital expenditures (2)	41,823	303,709	12,323	305,453	250,525	297,710	306,825

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	Three months ended March 31,	As of December 31,				
	2009 *Post-merger*	**2008** *Post-merger*	**2007** *Pre-merger*	**2006** *Pre-merger*	**2005** *Pre-merger*	**2004** *Pre-merger*
			(in thousands of *reais*)			
Balance sheet data:						
U.S. GAAP						
Cash and cash equivalents	406,707	948,398	10,359	21,368	29,317	10,205
Marketable securities		336	720,268	506,405	677,014	950,342
Working capital (3)	608,644	723,916	516,456	456,392	491,522	690,082
Total assets	4,788,979	4,903,793	3,491,471	2,822,737	2,668,944	2,588,615
Long-term debt (including current portion)	57,449	242,215	147,930	171,040	236,221	482,800
Equity (4)	3,190,498	3,345,962	1,453,291	1,315,932	1,234,924	1,181,649
Equity attributable to parent company (4)	2,951,325	3,124,745	1,266,581	1,150,597	1,083,321	1,046,003
Equity attributable to noncontrolling interest (4)	239,173	221,217	186,710	165,335	151,603	135,646
Capital stock	623,350	600,464	515,000	456,350	413,900	336,500

(*) Per share information has been adjusted to reflect the 10,000:1 reverse stock split occurred in 2007. See note 16(f) to TCP s financial statements.

(1) For the periods presented, dividends per preferred share were the same as dividends per common share, and they were calculated based upon the number of outstanding shares on the date the dividends were provided.

(2) Cash disbursements for capital expenditures including accounts payable for property and equipment.

(3) Current assets less current liabilities.

(4) Effective January 1, 2009, TCP adopted SFAS No. 160. Prior periods have been adjusted to reflect adoption of the presentation and disclosure requirements of SFAS 160.