

A free translation from Portuguese into English of the Valuation Report of Net Assets at Book Value prepared in accordance with the accounting practices adopted in Brazil).

VALUATION REPORT OF NET ASSETS AT BOOK VALUE

The
Board of Directors and Shareholders
TELEMIG CELULAR S.A.

1. Ernst & Young Auditores Independentes S.S., a company located in the city of São Paulo, at Av. Juscelino Kubitschek, 1830, - Torre I – 5º e 6º andares, Itaim Bibi, CEP: 04543-900, registered with the National Corporate Entities' Registry under CNPJ/MF No. 61.366.936/0001-25, originally enrolled with the São Paulo State Regional Accounting Council under CRC-2-SP 015199/O-6, with its Articles of Organization filed with the 1st Registry of Deeds and Documents and Civil Registry of Legal Entities of São Paulo under No. 122.272 on August 9, 1989, the last amendment of which, dated November 21, 2008, is registered in microfilm under No. 352666, on April 8, 2009, represented by the undersigned partners, Mr. **LUIZ CARLOS PASSETTI**, Brazilian, married, accountant, bearer of Identity Card RG No. 10.809.747-SSP/SP, enrolled with the São Paulo Regional Accounting Council under CRC No. 1SP 144.343/O-3 and with the Individual Taxpayers' Registry under CPF/MF No. 001.625.898-32, and Mr. **DRAYTON TEIXEIRA DE MELO**, Brazilian, married, accountant, bearer of Identity Card RG No. 2.974.800 SSP/PE, enrolled with the São Paulo Regional Accounting Council under CRC No. 1SP 236947/O-3 and with the Individual Taxpayers' Registry under CPF/MF No. 515.710.054-04, both domiciled in the city of São Paulo-SP, at Av. Juscelino Kubitschek, 1830, - Torre I – 5º e 6º andares, with same office address as the represented party, hereby designated as valuation expert by **TELEMIG CELULAR S.A.** ("Company") to conduct the valuation of net assets at book value of as of March 31, 2009, in accordance with accounting practices adopted in Brazil, presents the following results of the work performed.

Valuation objective

2. The objective of the valuation of net assets at book value as of March 31, 2009 of **TELEMIG CELULAR S.A.** is the merger of shares with the direct controlling entity Telemig Celular Participações S.A.

Work scope

3. The valuation report of net assets at book value is being issued in connection with the audit of the balance sheet as of March 31, 2009, prepared under the responsibility of the Company management.
4. We conducted our examination in accordance with generally accepted auditing standards in Brazil which comprised, among other procedures: (a) the planning of our work, taking into consideration the materiality of balances, the volume of transactions and the accounting and internal control systems of the Company; (b) the examination, on a test basis, of documentary evidence and accounting records supporting the amounts disclosed; and (c) an assessment of the accounting practices used and significant estimates made by the Company management.

Conclusion

5. Based on the work performed, we conclude that the value of assets, rights and obligations that comprise the net assets at book value of **TELEMIG CELULAR S.A.**, as per balance sheet as of March 31, 2009, summarized in the Attachment, amounts to R\$1,142,460,339.85 (One billion, one hundred and forty-two million, four hundred and sixty thousand, three hundred and thirty-nine reais and eighty-five cents) accounted for in the book records, in accordance with the accounting practices adopted in Brazil.

Information and clarification regarding professional independence and conflicts of interest

6. In compliance with the requirements of the Brazilian Securities Commission (CVM), we inform the following:
- (a) according to professional standards established by the National Association of State Boards of Accountancy (CFC), we are not aware of any conflicts of interest, whether direct or indirect, or of any other circumstances that could represent a conflict of interest in connection with the services provided by us, described above; and
 - (b) we are not aware of any action by the Parent Company or by the Company management with the objective of biasing, restricting, hampering or committing any acts that have or could have impaired access, use or knowledge related to information, assets, documents or work methodologies that are significant to the quality of the respective conclusions.

Belo Horizonte, May 8, 2009.

ERNST & YOUNG
Auditores Independentes S.S.
CRC-2-SP 015199/O-6-F-MG

Luiz Carlos Passetti
Accountant CRC-1-SP-144.343/O-3-S-MG

Drayton Teixeira de Melo
Accountant CRC-1-SP-236947/O-3-S-MG

**ATTACHMENT TO VALUATION REPORT OF NET ASSETS AT BOOK VALUE OF
TELEMIG CELULAR S.A. AS OF 03/31/2009**

	Amounts as of March 31, 2009, in Reais
ASSETS	
Current assets:	
Cash and cash equivalents	84,169,019.09
Short-term investments, in guarantee	2,272,862.37
Trade accounts receivable, net	249,278,564.26
Inventories	47,121,694.18
Deferred and recoverable taxes	161,362,308.07
Prepaid expenses	73,529,766.91
Other	5,735,308.97
	623,469,523.85
Noncurrent assets	
Long-term receivables	
Deferred and recoverable taxes	151,601,126.64
Prepaid expenses	4,195,975.64
Other	6,962,872.94
Property and equipment, net	744,352,599.46
Intangible assets, net	143,087,380.40
	1,050,199,955.08
Total assets	1,673,669,478.93
LIABILITIES AND SHAREHOLDERS' EQUITY	
Current liabilities:	
Payroll and benefits	16,767,242.53
Trade accounts payable	280,373,515.37
Taxes, fees and contributions	39,970,146.66
Interest on shareholders' equity and dividends	3,815,685.90
Provisions for contingencies	8,763,257.78
Deferred revenue	33,662,104.88
Other	28,650,218.69
	412,002,171.81
Noncurrent liabilities	
Long-term liabilities	
Taxes, fees and contributions	30,022,063.65
Debentures	57,690,571.57
Provisions for contingencies	8,348,828.88
Provision for pension fund	7,328,294.75
Provision for asset retirement	15,817,208.42
	119,206,967.27
Net assets, composed by:	
Capital stock	528,000,000.00
Special goodwill reserve	45,921,396.24
Tax incentive reserve	15,331,633.70
Other capital reserves	3,143,988.72
Income reserves	528,000,000.00
Retained earnings	22,063,321.19
Total net assets	1,142,460,339.85

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VALUATION REPORT OF NET ASSETS AT BOOK VALUE

The
Board of Directors and Shareholders
TELEMIG CELULAR PARTICIPAÇÕES S.A.

1. Ernst & Young Auditores Independentes S.S., a company located in the city of São Paulo, at Av. Juscelino Kubitschek, 1830, - Torre I – 5º e 6º andares, Itaim Bibi, CEP: 04543-900, registered with the National Corporate Entities' Registry under CNPJ/MF No. 61.366.936/0001-25, originally enrolled with the São Paulo State Regional Accounting Council under CRC-2-SP 015199/O-6-F-MG, with its Articles of Organization filed with the 1st Registry of Deeds and Documents and Civil Registry of Legal Entities of São Paulo under No. 122.272 on August 9, 1989, the last amendment of which, dated November 21, 2008, is registered in microfilm under No. 352666, on April 8, 2009, represented by the undersigned partners, Mr. **LUIZ CARLOS PASSETTI**, Brazilian, married, accountant, bearer of Identity Card RG No. 10.809.747-SSP/SP, enrolled with the São Paulo Regional Accounting Council under CRC No. 1SP 144.343/O-3 and with the Individual Taxpayers' Registry under CPF/MF No. 001.625.898-32, and Mr. **DRAYTON TEIXEIRA DE MELO**, Brazilian, married, accountant, bearer of Identity Card RG No. 2.974.800 SSP/PE, enrolled with the São Paulo Regional Accounting Council under CRC No. 1SP 236947/O-3 and with the Individual Taxpayers' Registry under CPF/MF No. 515.710.054-04, both domiciled in the city of São Paulo-SP, at Av. Juscelino Kubitschek, 1830, - Torre I – 5º e 6º andares, with same office address as the represented party, hereby designated as valuation expert by **TELEMIG CELULAR PARTICIPAÇÕES S.A.** ("Company") to conduct the valuation of net assets at book value of as of March 31, 2009, in accordance with accounting practices adopted in Brazil, presents the following results of the work performed.

Valuation objective

2. The objective of the valuation of net assets at book value as of March 31, 2009 of **TELEMIG CELULAR PARTICIPAÇÕES S.A.** is the merger of shares with the direct controlling entity Vivo Participações S.A.

Work scope

3. The valuation report of net assets at book value is being issued in connection with the audit of the balance sheet as of March 31, 2009, prepared under the responsibility of the Company management.
4. We conducted our examination in accordance with generally accepted auditing standards in Brazil which comprised, among other procedures: (a) the planning of our work, taking into consideration the materiality of balances, the volume of transactions and the accounting and internal control systems of the Company; (b) the examination, on a test basis, of documentary evidence and accounting records supporting the amounts disclosed; and (c) an assessment of the accounting practices used and significant estimates made by the Company management.

Conclusion

5. Based on the work performed, we conclude that the value of assets, rights and obligations that comprise the net assets at book value of **TELEMIG CELULAR PARTICIPAÇÕES S.A.**, as per balance sheet as of March 31, 2009, summarized in the Attachment, amounts to R\$1,772,875,898.42 (One billion, seven hundred and seventy-two million, eight hundred and seventy-five thousand, eight hundred and ninety-eight reais and forty-two cents), accounted for in the book records, in accordance with the accounting practices adopted in Brazil.

Information and clarification regarding professional independence and conflicts of interest

6. In compliance with the requirements of the Brazilian Securities Commission (CVM), we inform the following:
- (a) according to professional standards established by the National Association of State Boards of Accountancy (CFC), we are not aware of any conflicts of interest, whether direct or indirect, or of any other circumstances that could represent a conflict of interest in connection with the services provided by us, described above; and
 - (b) we are not aware of any action by the Parent Company or by the Company management with the objective of biasing, restricting, hampering or committing any acts that have or could have impaired access, use or knowledge related to information, assets, documents or work methodologies that are significant to the quality of the respective conclusions.

Belo Horizonte, May 8, 2009.

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Drayton Teixeira de Melo
Accountant CRC-1-SP-236947/O-3-S-MG

**ATTACHMENT TO VALUATION REPORT OF NET ASSETS AT BOOK VALUE OF
TELEMIG CELULAR PARTICIPAÇÕES S.A. AS OF 03/31/2009**

	Amounts as of March 31, 2009, in Reais
ASSETS	
Current assets:	
Cash and cash equivalents	322,538,266.58
Deferred and recoverable taxes	137,138,805.94
Prepaid expenses	618,658.38
Other	52,128.79
	460,347,859.69
Noncurrent assets	
Long-term receivables	
Deferred and recoverable taxes	494,686,048.58
Prepaid expenses	295,655.23
Other	477,154.83
Investments	910,143,771.28
Property and equipment, net	45,394.20
	1,405,648,024.12
Total assets	1,865,995,883.81
LIABILITIES AND SHAREHOLDERS' EQUITY	
Current liabilities:	
Payroll and benefits	31,799.09
Trade accounts payable	809,648.44
Interest on shareholders' equity and dividends	8,113,530.90
Reverse split	84,154,261.36
	93,109,239.79
Noncurrent liabilities	
Long-term liabilities	
Other	10,745.60
	10,745.60
Net assets, composed by:	
Capital stock	623,350,577.23
Special goodwill reserve	538,323,481.41
Tax incentive reserve	382,288.55
Income reserve	585,552,557.74
Retained earnings	25,266,993.49
Total net assets	1,772,875,898.42

A free translation from Portuguese into English of the Valuation Report of Net Assets at Book Value prepared in accordance with the accounting practices adopted in Brazil).

VALUATION REPORT OF NET ASSETS AT BOOK VALUE

The
Board of Directors and Shareholders
VIVO PARTICIPAÇÕES S.A.

1. Ernst & Young Auditores Independentes S.S., a company located in the city of São Paulo, at Av. Juscelino Kubitschek, 1830, - Torre I – 5º e 6º andares, Itaim Bibi, CEP: 04543-900, registered with the National Corporate Entities' Registry under CNPJ/MF No. 61.366.936/0001-25, originally enrolled with the São Paulo State Regional Accounting Council under CRC-2-SP 015199/O-6, with its Articles of Organization filed with the 1st Registry of Deeds and Documents and Civil Registry of Legal Entities of São Paulo under No. 122.272 on August 9, 1989, the last amendment of which, dated November 21, 2008, is registered in microfilm under No. 352666, on April 8, 2009, represented by the undersigned partners, Mr. **LUIZ CARLOS PASSETTI**, Brazilian, married, accountant, bearer of Identity Card RG No. 10.809.747-SSP/SP, enrolled with the São Paulo Regional Accounting Council under CRC No. 1SP 144.343/O-3 and with the Individual Taxpayers' Registry under CPF/MF No. 001.625.898-32, and Mr. **DRAYTON TEIXEIRA DE MELO**, Brazilian, married, accountant, bearer of Identity Card RG No. 2.974.800 SSP/PE, enrolled with the São Paulo Regional Accounting Council under CRC No. 1SP 236947/O-3 and with the Individual Taxpayers' Registry under CPF/MF No. 515.710.054-04, both domiciled in the city of São Paulo-SP, at Av. Juscelino Kubitschek, 1830, - Torre I – 5º e 6º andares, with same office address as the represented party, hereby designated as valuation expert by **VIVO PARTICIPAÇÕES S.A.** ("Company") to conduct the valuation of net assets at book value of as of March 31, 2009, in accordance with accounting practices adopted in Brazil, presents the following results of the work performed.

Valuation objective

2. The objective of the valuation of net assets at book value as of March 31, 2009 of **VIVO PARTICIPAÇÕES S.A.** is the merger of shares of minority shareholders of the subsidiary Telemig Celular Participações S.A.

Work scope

3. The valuation report of net assets at book value is being issued in connection with the audit of the balance sheet as of March 31, 2009, prepared under the responsibility of the Company management.
4. We conducted our examination in accordance with generally accepted auditing standards in Brazil which comprised, among other procedures: (a) the planning of our work, taking into consideration the materiality of balances, the volume of transactions and the accounting and internal control systems of the Company; (b) the examination, on a test basis, of documentary evidence and accounting records supporting the amounts disclosed; and (c) an assessment of the accounting practices used and significant estimates made by the Company management.

Conclusion

5. Based on the work performed, we conclude that the value of assets, rights and obligations that comprise the net assets at book value of **VIVO PARTICIPAÇÕES S.A.**, as per balance sheet as of March 31, 2009, summarized in the Attachment, amounts to R\$8,391,036,113.54 (eight billion, three hundred and ninety-one million, thirty-six thousand, one hundred and thirteen reais and fifty-four cents), accounted for in the book records, in accordance with the accounting practices adopted in Brazil.

Information and clarification regarding professional independence and conflicts of interest

6. In compliance with the requirements of the Brazilian Securities Commission (CVM), we inform the following:
- (a) according to professional standards established by the National Association of State Boards of Accountancy (CFC), we are not aware of any conflicts of interest, whether direct or indirect, or of any other circumstances that could represent a conflict of interest in connection with the services provided by us, described above; and
 - (b) we are not aware of any action by the Parent Company or by the Company management with the objective of biasing, restricting, hampering or committing any acts that have or could have impaired access, use or knowledge related to information, assets, documents or work methodologies that are significant to the quality of the respective conclusions.

São Paulo, May 8, 2009.

ERNST & YOUNG
Auditores Independentes S.S.
CRC-2-SP 015199/O-6

Luiz Carlos Passetti
Accountant CRC-1-SP-144.343/O-3

Drayton Teixeira de Melo
Accountant CRC-1-SP-236947/O-3

**ATTACHMENT TO VALUATION REPORT OF NET ASSETS AT BOOK VALUE OF
VIVO PARTICIPAÇÕES S.A. AS OF 03/31/2009**

	Amounts as of March 31, 2009, in Reais
ASSETS	
Current assets:	
Cash and cash equivalents	395,759,206.86
Interest on shareholders' equity and dividends	227,492,703.48
Deferred and recoverable taxes	7,561,718.41
Prepaid expenses	2,237,268.74
Other	855,691.48
	633,906,588.97
Noncurrent assets	
Long-term receivables	
Deferred and recoverable taxes	560,010,645.95
Prepaid expenses	1,556,066.32
Other	7,442,036.45
Investments	8,679,895,465.02
Intangible assets, net	1,426,293,228.55
Property and equipment, net	3,616.19
	10,675,201,058.48
Total assets	11,309,107,647.45
LIABILITIES AND SHAREHOLDERS' EQUITY	
Current liabilities:	
Payroll and benefits	320,032.32
Trade accounts payable	4,491,579.31
Taxes, fees and contributions	1,481,383.63
Loans and financing	1,126,503,001.99
Debentures	267,876,032.39
Interest on shareholders' equity and dividends	407,456,851.69
Derivatives transactions	4,971,444.95
Provisions for contingencies	1,198,094.62
Other	103,384,012.86
	1,917,682,433.76
Noncurrent liabilities	
Long-term liabilities	
Debentures	1,000,000,000.00
Provisions for contingencies	67,948.68
Other	321,151.47
	1,000,389,100.15
Net assets, composed by:	
Capital stock	6,900,422,730.16
Goodwill reserve	515,089,284.00
Tax incentive reserve	3,588,892.28
Income reserves	848,425,526.85
Retained earnings	123,509,680.25
Total net assets	8,391,036,113.54