

BRASIL TELECOM SA  
Form 6-K/A  
May 27, 2010

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 6-K/A

REPORT OF FOREIGN ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16 OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the month of December 2009

(Commission File No. 1-15256)

**BRASIL TELECOM S.A.**

(Exact name of Registrant as specified in its Charter)

**BRAZIL TELECOM COMPANY**

(Translation of Registrant's name into English)

SIA Sul, Área de Serviços Públicos, Lote D, Bloco B

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Brasília, D.F., 71.215-000

Federative Republic of Brazil

(Address of Registrant's principal executive offices)

Indicate by check mark whether the registrant files or will file  
annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K  
in paper as permitted by Regulation S-T Rule 101(b)(1) .

Indicate by check mark if the registrant is submitting the Form 6-K  
in paper as permitted by Regulation S-T Rule 101(b)(7) .

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

Yes  No

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

**EXHIBIT INDEX**

Exhibit 1      Unaudited Interim Consolidated Financial Information of Brasil Telecom S.A. at September 30, 2009 (restated) and for the nine months ended September 30, 2009 (restated) and 2008 (restated)

**EXPLANATORY NOTE**

This Amendment to our report on Form 6-K, which was originally furnished to the U.S. Securities and Exchange Commission (the SEC) on December 4, 2009 (the Original Form 6-K), is being filed solely for the purposes of amending the Original Form 6-K to restate our unaudited interim consolidated financial information at September 30, 2009 and for the nine months ended September 30, 2009 and 2008 (the Financial Statements) to reflect a correction to the provision for contingencies previously recorded as of and for the nine-month period ended September 30, 2009 relating to civil claims with respect to the rights of holders of Financial Participation Agreements, particularly in the State of Rio Grande do Sul (see notes 2(d) and 21 to the Financial Statements). Therefore, the information included in the balance sheet as of September 30, 2009 and in the income statement and statements of changes to shareholders' equity and cash flows for the nine-month period ended September 30, 2009, note 6 (Other Operating Expenses, net), note 8 (Income and Social Contribution Taxes), note 13 (Escrow Deposits), and note 21 (Provision for contingencies) is being restated to adjust the accounting balances and disclosures to correct this error.

This Amendment has not been updated except as required to reflect the revisions stated above. This Amendment only amends and restates the Financial Statements and does not reflect events that have occurred after the date on which the Original Form 6-K was furnished to the SEC, or modify or update other disclosures presented therein.

## BRASIL TELECOM S.A.

## UNAUDITED INTERIM CONSOLIDATED BALANCE SHEETS

As of December 31, 2008 and September 30, 2009

(In thousands of Brazilian reais)

|   |         | 12/31/2008        | 09/30/2009<br>(as restated) |
|---|---------|-------------------|-----------------------------|
|   |         |                   | Note 2(d)                   |
| <b>Current assets:</b>                  |         |                   |                             |
| Cash and Cash Equivalents               | Note 9  | 1,478,558         | 1,336,977                   |
| Cash investments                        | Note 9  | 561,867           | 299,923                     |
| Trade accounts receivable, net          | Note 10 | 2,210,090         | 2,175,002                   |
| Inventories, net                        |         | 54,048            | 43,596                      |
| Derivatives                             | Note 19 | 29,179            |                             |
| Recoverable taxes                       | Note 12 | 546,243           | 579,806                     |
| Deferred taxes                          | Note 8  | 421,150           | 900,333                     |
| Escrow Deposits                         | Note 13 | 678,972           | 331,197                     |
| Other assets                            |         | 159,058           | 248,905                     |
| <b>Total current assets</b>             |         | <b>6,139,165</b>  | <b>5,915,739</b>            |
| <b>Non-current assets:</b>              |         |                   |                             |
| Long-term assets                        |         |                   |                             |
| Due from related parties                | Note 11 |                   | 1,624,479                   |
| Recoverable taxes                       | Note 12 | 294,819           | 480,089                     |
| Deferred taxes                          | Note 8  | 1,327,500         | 4,321,092                   |
| Escrow Deposits                         | Note 13 | 2,224,993         | 1,400,208                   |
| Other assets                            |         | 145,625           | 171,181                     |
| <b>Total long-term assets</b>           |         | <b>3,992,937</b>  | <b>7,997,049</b>            |
| Investments                             | Note 14 | 3,744             | 5,374                       |
| Property, plant and equipment, net      | Note 15 | 5,902,124         | 6,952,685                   |
| Intangible assets                       | Note 16 | 1,632,218         | 1,610,416                   |
| <b>Total permanent assets</b>           |         | <b>7,538,086</b>  | <b>8,568,475</b>            |
| <b>Total non-current assets</b>         |         | <b>11,531,023</b> | <b>16,565,524</b>           |
| <b>Total assets</b>                     |         | <b>17,670,188</b> | <b>22,481,263</b>           |
| <b>Current liabilities:</b>             |         |                   |                             |
| Payroll and related accruals            |         | 110,158           | 123,479                     |
| Accounts payable and accrued expenses   |         | 2,060,414         | 1,475,487                   |
| Taxes other than income taxes           | Note 17 | 669,436           | 660,859                     |
| Dividends and employees' profit sharing |         | 424,022           | 135,147                     |
| Income taxes payable                    | Note 8  | 66,720            | 110,998                     |
| Loans and financing                     | Note 18 | 670,707           | 892,291                     |
| Derivatives                             | Note 19 | 89,920            | 124,893                     |
| Licenses to offer services              | Note 20 | 160,074           | 96,971                      |
| Provisions for contingencies            | Note 21 | 218,297           | 406,730                     |

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|  |         |                   |                   |
|--|---------|-------------------|-------------------|
| Provision for pensions and other benefits        | Note 22 | 148,391           | 82,286            |
| Other liabilities                                |         | 173,508           | 300,982           |
| <b>Total current liabilities</b>                 |         | <b>4,791,647</b>  | <b>4,410,123</b>  |
| <b>Non-Current liabilities:</b>                  |         |                   |                   |
| Income taxes payable                             | Note 8  | 102,093           | 221,991           |
| Taxes other than income taxes                    | Note 17 | 257,127           | 433,691           |
| Loans and financing                              | Note 18 | 3,993,198         | 3,462,867         |
| Derivatives                                      | Note 19 | 132,153           | 60,757            |
| Licenses to offer services                       | Note 20 | 623,585           | 672,629           |
| Provisions for contingencies                     | Note 21 | 710,380           | 1,368,037         |
| Provision for pensions and other benefits        | Note 22 | 607,400           | 607,589           |
| Other liabilities                                |         | 217,309           | 263,606           |
| <b>Total non-current liabilities</b>             |         | <b>6,643,245</b>  | <b>7,091,167</b>  |
| <b>Minority interest</b>                         |         | <b>(5,656)</b>    | <b>479</b>        |
| <b>Shareholders equity:</b>                      |         |                   |                   |
| Share capital                                    |         | 3,470,758         | 3,731,059         |
| Capital reserves                                 |         | 1,338,246         | 6,980,315         |
| Income reserves                                  |         | 1,431,948         | 1,431,948         |
| Accumulated loss                                 |         |                   | (1,163,828)       |
| <b>Total shareholders equity</b>                 | Note 23 | <b>6,240,952</b>  | <b>10,979,494</b> |
| <b>Total liabilities and shareholders equity</b> |         | <b>17,670,188</b> | <b>22,481,263</b> |

The accompanying notes are an integral part of the financial statements.

## BRASIL TELECOM S.A.

## UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS

Interim periods ended September 30, 2008 and 2009

(In thousands of Brazilian reais, except income (loss) per share)

|   |        | 2008<br>(as restated) | 2009<br>(as restated) |
|---|--------|-----------------------|-----------------------|
|   |        | Note 2(b))            | Note 2(d))            |
| Net operating revenue   | Note 4 | 8,635,117             | 8,221,939             |
| Cost of services and sales                                    | Note 5 | (4,569,501)           | (4,556,790)           |
| Gross profit  |        | 4,065,616             | 3,665,149             |
| Operating expenses:   |        | (2,543,257)           | (5,335,745)           |
| Selling expenses  |        | (1,015,306)           | (1,078,280)           |
| General and administrative expenses                           |        | (1,004,106)           | (944,037)             |
| Other operating expenses, net                                 | Note 6 | (523,845)             | (3,313,428)           |
| Operating income (loss) before net financial expenses         |        | 1,522,359             | (1,670,596)           |
| Financial expenses, net                                       | Note 7 | (272,085)             | (212,119)             |
| Operating income (loss)                                       |        | 1,250,274             | (1,882,715)           |
| Income and social contribution taxes benefit (expenses)       | Note 8 | (397,043)             | 626,583               |
| Income (loss) before minority interest                        |        | 853,231               | (1,256,132)           |
| Minority interest   |        | 1,696                 | (1,964)               |
| Net income (loss)   |        | 854,927               | (1,258,096)           |
| Shares outstanding at the balance sheet date                  |        | 547,492,747           | 589,788,990           |
| Income (loss) per share outstanding at the balance sheet date | R\$    | 1.56                  | (2.13)                |

The accompanying notes are an integral part of the financial statements.

## BRASIL TELECOM S.A.

## UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF

## CHANGES IN SHAREHOLDERS EQUITY

Interim Periods ended September 30, 2008 and 2009

(In thousands of Brazilian reais)

|   | Capital Reserves |                  |                 | Legal Reserve | Profit Reserves     |                   | Total       |
|---|------------------|------------------|-----------------|---------------|---------------------|-------------------|-------------|
|   | Share Capital    | Capital Reserves | Treasury Shares |               | Investments Reserve | Retained Earnings |             |
| Balances as of December 31, 2007                          | 3,470,758        | 1,483,491        | (154,692)       | 349,155       |                     | 356,750           | 5,505,462   |
| Forfeiture of dividends                                   |                  |                  |                 |               |                     | 20,484            | 20,484      |
| Net income  |                  |                  |                 |               |                     |                   |             |
| Originally presented                                      |                  |                  |                 |               |                     | 841,355           | 841,355     |
| Adjustments due to adoption of Law 11638/07               |                  |                  |                 |               |                     | 13,572            | 13,572      |
| Net Income (as restated Note 2(b))                        |                  |                  |                 |               |                     | 854,927           | 854,927     |
| Dividends and interest on shareholders equity             |                  |                  |                 |               |                     | (245,000)         | (245,000)   |
| Treasury Shares   |                  |                  | 2,494           |               |                     |                   | 2,494       |
| Stock Options   |                  | 5,005            |                 |               |                     |                   | 5,005       |
| Balances as of September 30, 2008                         | 3,470,758        | 1,488,496        | (152,198)       | 349,155       |                     | 987,161           | 6,143,372   |
|   |                  |                  |                 |               |                     |                   |             |
|   | Capital Reserves |                  |                 | Legal Reserve | Profit Reserves     |                   | Total       |
|   | Share Capital    | Capital Reserves | Treasury Shares |               | Investments Reserve | Retained Earnings |             |
| Balances as of December 31, 2008                          | 3,470,758        | 1,490,375        | (152,129)       | 400,646       | 1,031,302           |                   | 6,240,952   |
| Forfeiture of dividends                                   |                  |                  |                 |               |                     | 11,501            | 11,501      |
| Net income  |                  |                  |                 |               |                     |                   |             |
| Originally presented                                      |                  |                  |                 |               |                     | (542,512)         | (542,512)   |
| Adjustments (Note 2(d))                                   |                  |                  |                 |               |                     | (715,584)         | (715,584)   |
| Net income (loss) (as restated Note 2(d))                 |                  |                  |                 |               |                     | (1,258,096)       | (1,258,096) |
| Capital increase  | 260,301          | 5,644,196        |                 |               |                     | 82,637            | 5,987,134   |
| Treasury Shares   |                  | 1,085            | 2,487           |               |                     |                   | 3,572       |
| Stock Options   |                  | (5,699)          |                 |               |                     | 130               | (5,569)     |
| Balances as of September 30, 2009 (as restated Note 2(d)) | 3,731,059        | 7,129,957        | (149,642)       | 400,646       | 1,031,302           | (1,163,828)       | 10,979,494  |

The accompanying notes are an integral part of the financial statements.

## BRASIL TELECOM S.A.

## UNAUDITED INTERIM CONSOLIDATED

## STATEMENTS OF CASH FLOWS

Interim periods ended September 30, 2008 and 2009

(In thousands of Brazilian reais)

|   | 2008<br>(as restated) | 2009<br>(as restated) |
|---|-----------------------|-----------------------|
|   | Note 2(b))            | Note 2(d))            |
| <b>OPERATING ACTIVITIES</b>   |                       |                       |
| <b>Adjustment to reconcile net income to net cash provided by operating activities:</b> |                       |                       |
| <b>Income (loss) before income tax and social contribution</b>                          | <b>1,250,274</b>      | <b>(1,882,715)</b>    |
| Depreciation and Amortization   | 1,546,690             | 1,487,392             |
| Allowance for Doubtful Accounts   | 314,202               | 445,608               |
| Provision for Contingencies   | 478,005               | 3,195,974             |
| Provision for Pension Plans   | 85,796                | 31,457                |
| Accrued financial charges   | 373,189               | 379,203               |
| Other   | 25,039                | 46,530                |
| <b>Changes in assets and liabilities</b>  |                       |                       |
| Increase in Trade Accounts Receivable   | (396,226)             | (410,520)             |
| Decrease (increase) in Inventories  | (13,324)              | 10,452                |
| Increase in Payroll and Related accruals  | 52,827                | 2,923                 |
| Increase (decrease) in Accounts Payable and Accrued                                     | 21,493                | (122,891)             |
| Increase (decrease) in Taxes  | (96,703)              | 314,570               |
| Increase (decrease) in Licenses to offer Services                                       | 76,944                | (14,059)              |
| Decrease in Provisions for Contingencies  | (310,274)             | (272,915)             |
| Decrease in Provisions for Pension Plans  | (32,159)              | (97,374)              |
| Increase (decrease) in Other assets and liabilities                                     | (23,521)              | 48,708                |
| Financial charges paid  | (394,129)             | (449,705)             |
| Income tax and social contribution paid   | (493,428)             | (366,882)             |
| <b>CASH PROVIDED BY OPERATING ACTIVITIES</b>  | <b>2,464,695</b>      | <b>2,345,756</b>      |
| <b>INVESTING ACTIVITIES</b>   |                       |                       |
| Cash Investments  | 572,219               | 261,891               |
| Credits with related parties  |                       | (300,000)             |
| Proceeds from Sale of Fixed Assets  | 23,268                | 3,605                 |
| Escrow Deposits   | (1,270,942)           | (1,217,395)           |
| Investments in Intangible and Fixed Assets  | (1,175,587)           | (1,097,495)           |
| <b>CASH FLOW FROM INVESTING ACTIVITIES</b>  | <b>(1,851,042)</b>    | <b>(2,349,394)</b>    |
| <b>FINANCING ACTIVITIES</b>   |                       |                       |
| Dividends/interest on capital paid in the Year  | (684,382)             | (274,530)             |
| Loans and Financing   | 175,000               | 400,289               |
| Repayment of Loans  | (291,463)             | (542,059)             |
| <b>CASH FLOW FROM FINANCING ACTIVITIES</b>  | <b>(800,845)</b>      | <b>(416,300)</b>      |
| <b>CASH AND CASH EQUIVALENTS ACQUIRED ON MERGER (Note 9)</b>                            |                       | <b>278,357</b>        |
| Brasil Telecom Participações S.A.   |                       | 278,357               |



Copart 2 S.A.

|  |                  |                  |
|--|------------------|------------------|
| <b>DECREASE IN CASH AND CASH EQUIVALENTS</b> | <b>(187,192)</b> | <b>(141,581)</b> |
|--|------------------|------------------|

**CASH AND CASH EQUIVALENTS**

|                              |         |           |
|------------------------------|---------|-----------|
| AT THE BEGINNING OF THE YEAR | 583,992 | 1,478,558 |
| AT THE END OF THE YEAR       | 396,800 | 1,336,977 |

The accompanying notes are an integral part of the financial statements.

**NOTES TO THE UNAUDITED INTERIM**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

**1. Operations**

BRASIL TELECOM S.A. (the Company) is a concessionaire of the Switched Fixed Telephony Service (STFC) and has been operating since July 1998 in Region II of the General Concession Plan (PGO), covering the Brazilian states of Acre, Rondônia, Mato Grosso, Mato Grosso do Sul, Tocantins, Goiás, Paraná, Santa Catarina and Rio Grande do Sul, in addition to the Federal District, providing STFC services in the form of local and intra-regional long-distance calls. Since January 2004, the Company has also been providing services in the form of national and international long-distance calls in all Regions and, from January 2005, local calls also started to be provided outside Region II.

The Company's businesses, as well as the services provided and the tariffs charged, are regulated by the National Telecommunications Agency (ANATEL).

The concession agreements in effect, regarding local and long-distance calls, came into effect on January 1, 2006 and are effective until December 31, 2025. Additional information on these agreements is provided in note 23.i.

Information regarding the quality and universal service targets of the Switched Fixed Telephony Service are available to interested parties at ANATEL's website [www.anatel.gov.br](http://www.anatel.gov.br).

The Company is registered at the Brazilian Securities Commission (CVM) and at the U.S Securities and Exchange Commission (SEC). Its shares are traded on the São Paulo Stock Exchange (Bovespa) and its American Depositary Receipts (ADRs) are traded on the New York Stock Exchange (NYSE).

The Company is directly controlled by Coari Participações S.A. (Coari) since September 30, 2009. Coari has 79.63% of the voting capital and 48.20% of the total capital. Up to that date, the company was controlled by Brasil Telecom Participações S.A. (BrT Part), a company incorporated on May 22, 1998, as a result of the privatization of Telebrás.

The corporate restructuring resulting in the Company's control by Coari is presented in specific comments on this note - see item b. On January 8, 2009, Telemar Norte Leste S.A. (TMAR) acquired, through its indirect subsidiary Copart 1 Participações S.A. (Copart 1), the shareholding control of BrT Part and the Company.

The change in the shareholding control of Brasil Telecom to TMAR consisted of the acquisition of 100% of the shares of Invitel S.A., which holds 99.99% of the shares of SOLPART, which is the holder of 51.41% of the common share and 18.93% of the total share of BrT Part.

The Agreement for Acquisition of the Company's Shares (the Agreement), entered into on April 25, 2008, was disclosed through a Material Event Notice by the involved companies issued on the same date, and supplemental material event notices were issued on events or facts inherent to the Agreement. All material event notices are available for consultation at the website [www.brasiltelecom.com.br/ri](http://www.brasiltelecom.com.br/ri).

**(a) Company's main direct and indirect subsidiaries**

**14 Brasil Telecom Celular S.A. (BrT Celular)**

Wholly-owned subsidiary which has been operating since the fourth quarter of 2004 in the provision of Personal Mobile Services (SMP), with an authorization to serve Region II of the PGO.

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**NOTES TO THE UNAUDITED INTERIM**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

**BrT Serviços de Internet S.A. ( BrTI ):**

BrTI, is a wholly-owned subsidiary, that holds the control of the following companies:

*iG Companies*

The iG companies comprise Internet Group (Cayman) Limited ( iG Cayman ), iG Participações S.A. ( iG Part ) and Internet Group do Brasil S.A. ( iG Brasil ).

iG Brasil operates as a dialup and broadband Internet access provider. It also provides value-added services targeted for the home and corporate markets, including the Internet connection accelerator. Thereto, iG Brasil also sells advertising space on its portal.

iG Cayman is a holding company that controls iG Participações S.A. ( iG Part ), which holds a 32.53% interest in the iG Brasil s shareholders. iG Part and iG Brasil are companies organized and constituted in Brazil.

**Brasil Telecom Cabos Submarinos Ltda. ( BrT CS ):**

Brasil Telecom Cabos Submarinos Ltda. ( BrT CS ), together with its subsidiaries, operates through a system of underwater optical fiber cables, with connection points in the United States, Island of Bermuda, Venezuela and Brazil, allowing data traffic through integrated service packages, offered to local and foreign corporate customers.

**Brasil Telecom Comunicação Multimídia Ltda. ( BrT Multimídia ):**

The Company holds an 90.46% interest in BrT Multimídia s shareholder, whereas the remaining 9.54% is held by BrTI.

BrT Multimídia provides private telecommunications network services through local optical fiber digital networks in São Paulo, Rio de Janeiro and Belo Horizonte, and a long-distance network connecting these metropolitan business centers. It operates nationwide through commercial agreements with other telecommunications companies to offer services to the other Brazilian regions. It also has Web solution centers in São Paulo, Brasília, Curitiba, Porto Alegre, Rio de Janeiro e Fortaleza, which offer co-location, hosting and other value-added services.

**Brasil Telecom Call Center S.A. ( BrT Call Center )**

BrT Call Center is a wholly-owned subsidiary and has the business purpose of providing call center services for third parties, including customer service, outbound and inbound telemarketing, training, support, consulting services and related activities, among other services. This company became operational at the beginning of November 2007 by providing *call center* services for Brasil Telecom S.A. and its subsidiaries which require this type of service. Previously, the call center services were outsourced.

**BrT Card Serviços Financeiros Ltda. ( BrT Card )**

Company established to provide management, control and support services for the development and sale of financial products and services. The Company holds 99.99% of its shares. At the balance sheet date, BrT Card had only highly liquid cash investments resulting from the payment of capital, and had not yet started its operations.

**(b) Corporate Restructuring of the Company**

The purpose of the corporate restructuring was to optimize the control structure, streamline cross-shareholdings and use the synergy between activities, enhancing operational efficiency.

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On December 19, 2008, the National Telecommunications Agency (ANATEL) issued Act 7,828, whereby the Executive Board granted prior approval for the subsequent corporate acts regarding the merger of the companies or the merger of the shares of the companies Invitel, Solpart and Brasil Telecom Participações S.A. by TMAR.

**F-6**

**NOTES TO THE UNAUDITED INTERIM**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

In accordance with the Material Fact disclosed on July 15, 2009 and the amendment to this Material Fact issued on July 21, 2009, as well as the Material Fact disclosed on August 12, 2009, the first phase and the Step 2 of the second phase of the corporate restructuring were undertaken on July 31, 2009 and on September 30, 2009, respectively and consisted of a series of mergers, carried out pursuant to Articles 230 and 252 of the Brazilian Corporate Law by subsidiaries of TMAR, as described below.

- (i) merger of Invitel by its subsidiary Solpart, with absorption of the equity of Invitel by Solpart and the resulting termination of Invitel on July 31, 2009.
- (ii) merger of Solpart by its parent Copart 1, with absorption of the equity of Solpart by Copart 1 and the resulting termination of Solpart on July 31, 2009.
- (iii) merger of Copart 1 by Brasil Telecom Participações S.A., with absorption of the equity of Copart 1 by Brasil Telecom Participações S.A., through which Coari, holder of all the shares of Copart 1, received Brasil Telecom Participações S.A. shares in substitution for its Copart 1 shares, which was terminated on July 31, 2009.
- (iv) merger of Copart 2 by the Company, with absorption of the equity of Copart 2 by the Company, through which Coari, holder of all the shares of Copart 2, received Company shares in substitution for its Copart 2 shares, which was terminated on July 31, 2009. The net assets of Copart 2 merged by the Company totaled R\$369,165, without resulting in a capital increase of the Company; the amount was fully recorded under a capital reserve, as set out in Article 200 of the Brazilian Corporate Law.

As a result of the merger of Copart 2, 0.0005041618 Company common shares were attributed for each Copart 2 common share and 0.0471152627 Company preferred shares were attributed for each Copart 2 preferred share (substitution ratio).

The Company holds 13,231,556 own preferred shares in treasury, which have been kept in treasury.

- (v) merger of BrT Part by BrT, with absorption of the equity of BrT Part, through which Coari, holder of 54.45% of the shares of BrT Part and 10.62% of the shares of BrT, received 231,077,513 shares, being 161,359,129 common shares and 69,718,384 preferred shares, in substitution for its BrT Part shares, which was terminated on September 30, 2009. Therefore, Coari has 48.20% of BrT shareholders equity.

The net assets of BrtPart merged by BrT totaled R\$5,535,332, with a capital increase of BrT in the amount of R\$260,301, a capital reserve constitution of R\$1,413,592 and a special goodwill reserve constitution of R\$3,861,439, as set out in Instruction CVM nº 319/99.

The capital increase is represented by the issue of 201,143,307 common shares and 209,155,151 BrT preferred shares, fully passed to BrT Part shareholders. Therefore, BrT shareholders equity is R\$ 3,731,059, represented by 203,423,176 common shares and 399,597,370 preferred shares.

As a result of the merger of BrT Part, 1.2190981 BrT common shares were attributed for each Copart 2 common share and 0.1720066 BrT common shares and 0.9096173 BrT preferred shares were attributed for each BrT Part preferred share (substitution ratio).



## NOTES TO THE UNAUDITED INTERIM

## CONSOLIDATED FINANCIAL STATEMENTS

(In thousands of Brazilian reais)

BrT Part had 1,480,800 treasury shares, which were cancelled. BrT holds 13,231,556 own preferred shares in treasury, which have been kept in treasury.

All appraisals of the equities and net assets of the merged companies have been conducted by specialized companies, in compliance with Articles 226 and 227 of the Brazilian Corporate Law, based on book values as of May 31, 2009, adjusted by corporate events that occurred from this date to the mergers' date (July 31 and September 30, 2009) and the most significant subsequent events. Following are the balance sheets of respective merged companies:

|                               |                   |
|-------------------------------|-------------------|
| <b>Balance Sheet Copart 2</b> | <b>05/31/2009</b> |
| Current Assets                | 7,258             |
| Investments                   | 559,390           |
| Intangible                    | 366,788           |
| <b>Total Assets</b>           | <b>933,436</b>    |
| Current Liabilities           | 4,880             |
| Non current liabilities       | 1                 |
| Shareholders' equity          | 928,555           |
| <b>Total Liabilities</b>      | <b>933,436</b>    |
| <b>Balance sheet BrT Part</b> | <b>05/31/2009</b> |
| Current Assets                | 584,415           |
| Investments                   | 1,495,722         |
| Intangible assets             | 7,345,051         |
| Property, plant & equipment   | 455               |
| <b>Total Assets</b>           | <b>9,425,643</b>  |
| Current Liabilities           | 330,789           |
| Non current liabilities       | 11,512            |
| Shareholders' equity          | 9,083,342         |
| <b>Total Liabilities</b>      | <b>9,425,643</b>  |

Changes in the merged companies' financial position occurred from May 31, 2009 to September 30, 2009 were accounted for at BrT, the surviving company's financial statements, amounting to R\$ 82,637.

As required by Law 6,404/76 (Brazilian Corporate Law), the mergers have been submitted to and approved by the shareholders of Invitel, Solpart, Copart 1, Copart 2, Brasil Telecom Participações S.A. and the Company, at the Shareholders' Meetings of said companies held on July 31 and September 30, 2009.

The shareholding structure of BrT as of September 30, 2009 is as follows:

Shareholding structure Brasil Telecom S.A.

| Shareholder     | Common shares      | %              | Preferred shares   | %              | Total              | %              |
|-----------------|--------------------|----------------|--------------------|----------------|--------------------|----------------|
| Coari           | 161,990,001        | 79.63%         | 128,675,049        | 32.20%         | 290,665,050        | 48.20%         |
| Minorities      | 41,433,175         | 20.37%         | 257,690,765        | 64.49%         | 299,123,940        | 49.60%         |
| Treasury shares |                    |                | 13,231,556         | 3.31%          | 13,231,556         | 2.20%          |
| <b>Total</b>    | <b>203,423,176</b> | <b>100.00%</b> | <b>399,597,370</b> | <b>100.00%</b> | <b>603,020,546</b> | <b>100.00%</b> |

The goodwill originally recorded under Brazilian GAAP by Copart 1 (Parent Company) and merged by BrT Part arises partially from the merger of Solpart by Copart 1 and partially from the merger of Invitel by Solpart, in the total nominal amount of R\$8,235,520, related to the



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**NOTES TO THE UNAUDITED INTERIM**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

acquisition of 100% of the shares of Invitel and 35.52% of the shares of BrT Part. Recorded goodwill is based on the appreciation of the property, plant and equipment and the Switched Fixed Telephony Services (STFC) concession right of BrT. As a result of the merger of Copart 1 into BrT Part, and the subsequent BrT Part merger into the Company, goodwill will be amortized in books by the Company pursuant to prevailing tax and accounting rules, and generated tax benefit.

The goodwill originally recorded under Brazilian GAAP by Copart 2 and merged into BrT, in the amount of R\$737,664, arises from the acquisition of 10.62% of the shares of BrT and is based on the appreciation of the property, plant and equipment and the Switched Fixed Telephony Services (STFC) concession right of BrT. As a result of the merger of Copart 2 into BrT, goodwill will be amortized in BrT's books pursuant to prevailing tax and accounting rules, and will generate tax benefit.

It shall be highlighted that, for the purpose of the calculation of the net assets object of the reverse mergers of Copart 1 and Copart 2 by BrT Part and BrT, respectively, Copart 1 and Copart 2 accrued a provision for the surviving companies' net equity integrity maintenance, in the amounts of R\$ 4,072,381 and R\$ 340,522, respectively. The provisions accrued reduce the goodwill amount that was calculated based on BrT's STFC concession right, to the amount of the respective tax benefit arising from its amortization, according to the provisions of the paragraph 1 (item a) of Article 6 of CVM Instruction CVM n° 319/99.

The resulting corporate structure after Stage 2 of the 2nd phase of the corporate restructuring is as follows:

ON - Registered common shares; PN - Registered preferred shares.

At September 2, 2009, SEC Securities and Exchange Commission declared effective the Registration Statement related to the shares issued by BrT the purpose of the merger of BrT as per the provisions of the U.S. Securities Act of 1993.

As disclosed by TMAR in the material fact dated August 12, 2009, the following steps of 2<sup>nd</sup> phase of the corporate restructuring will take place:

i) Stage 3: merger of BrT's shares by Coari, subsidiary of TMAR, to transform BrT into a wholly-owned subsidiary of Coari ( Merger of BrT's Shares ).

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**NOTES TO THE UNAUDITED INTERIM**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

ii) Stage 4: merger of Coari by TMAR, with absorption of the net assets of Coari by TMAR and resulting in the termination of Coari, which will transfer Coari shareholders to TMAR ( Merger of Coari ).

At September 25, 2009, Coari's and BrT's Fiscal and Management Council and the Board of Directors approved stage 3 of phase of the corporate restructuring.

Except for what has been previously disclosed, the structure and the terms and conditions of the Merger of BrT's Shares (Stage 3) and the Merger of Coari (Stage 4) are subject to the preparation of details based on analyses and studies that are being carried out by the companies management, and the completion of the preparatory documents necessary to obtain the approval of the listing of Coari and TMAR shares in the New York Stock Exchange and the registration of such shares with the Securities and Exchange Commission (SEC) and the São Paulo Stock and Mercantile Exchange BM&FBOVESPA.

**2. Presentation of the interim financial statements and consolidation principles**

**a) Interim Financial Statements Preparation Criteria**

The interim financial statements have been prepared in conformity with accounting practices adopted in Brazil, the provisions of Corporate Law and the standards of the Brazilian Securities Commission (CVM). The set of practices and standards that governs accounting records and financial statement preparation changed from the fiscal year ended December 31, 2007. However, the changes have been applied to financial statements for the year ended December 31, 2008. During 2008, the interim financial statements were originally presented according to the previous accounting practices. For purposes of consistency with the current accounting practices, comparative information for the prior period is being restated, when applicable.

Additionally, we have made reclassifications of prior year's comparative interim financial statements to conform them to the disclosure of the interim financial statements of the current Parent Company. These reclassifications are as follows:

*Taxes on gross revenue from related-party transactions*

In prior year's interim financial statements taxes on gross revenue attributed to related-party transactions were reclassified in consolidation and recorded as deductions from gross revenue. Currently, these taxes are recognized as other operating expenses in the consolidated interim financial statements.

*Employee and Management Profit Sharing*

Previously recorded under Operating costs and expenses, segregated in the structure costs of services and sales, sales expense and general and administrative expense, it is now recognized under Other operating expenses.

*Inflation adjustment of reserve for contingencies*

Previously recognized under Other operating expenses and now recognized as financial expenses.

## NOTES TO THE UNAUDITED INTERIM

## CONSOLIDATED FINANCIAL STATEMENTS

(In thousands of Brazilian reais)

*Reversal of interest on capital*

Interest on capital declared to shareholders is recorded under financial expenses. Its reversal in 2008, however, was stated in the line prior to Net income. Starting the current year, interest on capital is eliminated within financial expenses.

The effect of these reclassifications is shown below:

|   | 09/30/2008                      |                                  |                     |   |                                | Reversal<br>of<br>interest<br>on<br>capital |
|---|---------------------------------|----------------------------------|---------------------|---|--------------------------------|---|
|   | Taxes<br>on<br>gross<br>revenue | Cost of<br>sales and<br>services | Selling<br>expenses | General and<br>administrative<br>expenses | Other<br>operating<br>expenses | Financial<br>expenses                       |
| Taxes on gross revenue                            | 208,218                         |                                  |                     |   | (208,218)                      |   |
| Employee and management profit sharing            |                                 | 21,463                           | 18,539              | 35,586                                    | (75,588)                       |   |
| Inflation adjustment of reserve for contingencies |                                 |                                  |                     |   | 97,958                         | (97,958)                                    |
| Reversal of interest on capital                   |                                 |                                  |                     |   |                                | 245,000                                     |
| <b>b) Law 11638/07 and 11941/09</b>               |                                 |                                  |                     |   |                                | (245,000)                                   |

On December 28, 2007, Law 11638/07 was enacted, altering and introducing new provisions to the Brazilian Corporate Law (Law 6404/76). Said law establishes several changes regarding financial reporting and the preparation of financial statements, to conform these financial statements to the international accounting standards ( IFRS ), and, accordingly, has empowered the CVM to issue accounting standards and procedures for publicly-held companies.

On December 3, 2008, Provisional Act 449 ( MP 449/08 ) was enacted as a law, introducing the Transition Tax Regime ( RTT ) for determination of taxable income, which addresses the tax adjustments arising from the new accounting methods and criteria introduced by Law 11638/07, and introduces some changes to Law 6404/76. The Provisional Act was sanctioned through Law 11941/09 on May 27, 2009.

**Summary of the impacts of Law 11638/07 and Law 11941/09**

The table below presents the reconciliation of shareholders' equity and net income disclosed in the interim financial statements for the nine-month period ended September 30, 2008, under Law 11638/07, necessary to allow the comparability with the current quarter and refers to adjustment items to said Law applied and presented in the financial statements for the year ended December 31, 2008.

|  | 09/30/2008           |                |
|--|----------------------|----------------|
|  | Shareholders' equity | Net income     |
| <b>Balances originally reported</b>                    | <b>6,196,121</b>     | <b>841,355</b> |
| Finance leases   | (4,498)              | 3,651          |
| Share-based payments                                   | (19,005)             | (9,933)        |
| Write-off of deferred charges                          | (50,141)             | 30,528         |
| Fair value of financial instruments                    | 920                  | 640            |
| Income tax and social contribution on adjustments, net | 19,975               | (11,314)       |
| <b>Balance adjusted to Law 11638/07</b>                | <b>6,143,372</b>     | <b>854,927</b> |

**c) Consolidation principles**

The Company and its subsidiaries maintain consistent accounting practices.

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These consolidated financial statements were prepared in accordance with CVM Resolution 247/96 and include the Company and its subsidiaries listed in Note 1 to these financial statements.

The main consolidation procedures include:

Addition of assets, liabilities, income and expense accounts according to their accounting substance.

**F-11**

**NOTES TO THE UNAUDITED INTERIM**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

Elimination of intercompany accounts and transactions.

Elimination of intercompany investments, shareholdings, reserves and retained earnings.

Segregation of the portions of shareholders' equity and income held by non-controlling shareholders, indicated in specific items.

Consolidation of exclusive investment funds described in note 9.

**d) Restatement of Quarterly Financial Information (Informações Trimestrais), or ITR for the period ended September 30, 2009**

As described in Note 21, subsequent to the issuance of the Company's financial statements as of and for the nine months ended September 30, 2009, the Company's Management, with the assistance of its internal and external legal advisors, reviewed the process it uses to estimate the amount of provisions for civil contingencies in connection with the financial participation agreements entered into in connection to the expansion plans of Companhia Riograndense de Telecomunicações ( CRT ), which was merged with and into the Company. This review considered additional aspects related to the dates and discussions that guided the final decisions of the existing proceedings, as well as the use of statistical criteria to estimate the amount of the provisions for contingencies. The information used to modify these estimates was available as of the original date of the issuance of these financial statements, but had not been considered when calculating the estimate of probable loss. This subsequent information only took into account the information that related to conditions that existed at September 30, 2009.

To present the balance of provisions for contingencies considering the abovementioned changes and their respective effects on the Company's quarterly financial information, the Company has restated its financial statements as of and for the nine-month period ended September 30, 2009, pursuant to Decision No. 506 of the CVM, which approved the Statement on Accounting Practices, Changes in Accounting Estimates and Error Assessment issued by the *Brazilian Institute of Independent Auditors (Instituto dos Auditores Independentes do Brasil)* or IBRACON. The Company is restating these financial statements.

The adjustments resulted in an increase in the balance of provisions for contingencies corresponded to: (i) an increase in other operating expenses, in the income statement for the nine-month period ended September 30, 2009; as well as (ii) a decrease in the balance of escrow deposits in both current and non-current assets, which were transferred to the corresponding current and non-current provisions for contingencies as of September 30, 2009. In addition, balances for deferred income and social contribution taxes recorded under current and non-current assets have been adjusted to reflect the tax effects of the abovementioned addition to provisions for contingencies. These adjustments correspond to a decrease in expenses for income and social contribution taxes in the income statement. As a result, shareholders' equity and net income have been reduced by R\$715,584 as of and for the nine-month period ended September 30, 2009.

The following table sets forth the balances of the line items affected by this restatement to the Company's financial statements as of and for the nine-month period ended September 30, 2009:

|                     |             | <b>Consolidated</b>           |                    |
|---------------------|-------------|-------------------------------|--------------------|
|                     |             | <b>As previously reported</b> | <b>As restated</b> |
| <b>Assets:</b>      |             |                               |                    |
| Deferred taxes      | Current     | 789,743                       | 900,333            |
| Deferred taxes      | Non-Current | 4,063,048                     | 4,321,092          |
| Escrow deposits     | Current     | 595,193                       | 331,197            |
| Escrow deposits     | Non-Current | 2,016,198                     | 1,400,208          |
| <b>Liabilities:</b> |             |                               |                    |

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|   |             |                   |                   |
|---|-------------|-------------------|-------------------|
| Provision for contingencies   | Current     | 345,460           | 406,730           |
| Provision for contingencies   | Non-Current | 1,225,074         | 1,368,037         |
| <b>Shareholders equity</b>  |             | <b>11,695,078</b> | <b>10,979,494</b> |
| Income statement for the nine-month period ended September 30, 2009 |             |                   |                   |
| Other operating income (expenses), net                              |             | (2,229,210)       | (3,313,428)       |
| Operating loss  |             | (798,497)         | (1,882,715)       |
| Income and social contribution taxes benefit                        |             | 257,949           | 626,583           |
| Losses in the period  |             | (542,512)         | (1,258,096)       |
| Losses per share (in <i>reais</i> )                                 |             | (0.92)            | (2.13)            |

In addition, the statements of changes in shareholders equity and cash flows for the nine-month period ended September 30, 2009, Note 6 (Other Operating Expenses, net), Note 8 (Income and Social Contribution Taxes), and Note 13 (Escrow Deposits) and Note 21 (Provision for contingencies) are being restated to adjust the accounting balances and disclosures to correct this error.

### 3. Summary of principal accounting practices

The criteria mentioned below refer to practices adopted by the Company and its subsidiaries.

#### a. Cash and Cash Equivalents

Cash includes cash and available bank accounts. Cash equivalents are short-term investments, with original maturities of up to ninety days, consisting of highly liquid securities, readily convertible into cash and with immaterial risk of change in amount, stated at cost plus income earned through the balance sheet date, not exceeding fair value.

#### b. Cash Investments

The Company classifies its cash investments in securities as follows: (i) securities held for trading; (ii) securities held to maturity; and (iii) securities available for sale, linked to the purpose of said investments.

The securities held for trading are stated at fair value and their effects are recorded in the statement of income. The securities held to maturity are measured at acquisition cost plus accrued income, net of a provision for adjustment to recoverable value, when applicable. The securities available for sale are stated at fair value and their effects are recorded under the caption Valuation Adjustments to Shareholders Equity, when applicable.

#### c. Trade accounts receivable

Accounts receivable from users of telecommunications services are recorded at the amount of the tariff or service on the date the service is provided and do not differ from their fair values. Service accounts receivable include receivables from services provided and not invoiced up to the balance sheet date. Accounts receivable from sales of cell phones and accessories are recorded at the amount of the sales made when the goods are delivered and accepted by customers.

#### d. Allowance for doubtful accounts

An allowance for write-down to recoverable value is recorded when there is objective evidence that the Company will not be able to collect all the amounts due within the original terms of its accounts receivable.

The criteria adopted for recording the allowance for doubtful accounts takes into consideration the calculation of the actual loss percentages incurred on each maturity of accounts receivable, from when receivables are past-due for more than 60 days, increasing progressively, as follows:

| Past-due receivables | Accrued loss % |
|----------------------|----------------|
| From 1 to 60 days    | Zero           |
| From 61 to 90 days   | 40             |
| From 91 to 120 days  | 60             |
| From 121 to 150 days | 80             |
| Over 150 days        | 100            |



**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

Until September 30, 2008, the criterion adopted for recording the allowance for doubtful accounts takes into consideration the calculation of the actual loss percentages incurred on each maturity of accounts receivable. Future losses on the current receivables balance are estimated based on these loss percentages.

**e. Inventories**

**Segregated into:**

- i) Maintenance material inventories classified in current assets in accordance with the period in which they will be used are stated at average cost, not exceeding replacement cost;
- ii) Inventories for plant expansion, classified under property, plant and equipment, are stated at average cost and are used to expand the telephone plant; and
- iii) Inventories of goods for resale, classified in current assets. Stated at average cost and basically represented by cell phones and accessories.

For inventories regarded as obsolete, allowances for losses are recorded. For cell phones and accessories, adjustments are recorded in cases in which the purchases are made at amounts exceeding the sales amount, adjusting them to net realizable value.

**f. Investments**

Other investments are stated at cost, less an allowance for losses, when applicable.

**g. Property, plant and equipment**

Stated at acquisition or construction cost, less accumulated depreciation. Historic costs include expenses which are directly attributable to the purchase of the assets. Financial charges arising from obligations which finance assets and works in progress are capitalized.

Subsequent costs are added to the carrying value of the asset or recognized as assets separately, as appropriate, only when these assets generate future economic benefits and can be measured in a reliable manner. The residual balance of the replaced asset is written off. Maintenance and repair expenses are recorded in the statement of income in the year in which they are incurred.

Assets under finance leases are recorded in property, plant and equipment at the lower of fair value of the present value of the minimum lease payments, from the initial date of the agreement.

Depreciation is calculated under the straight-line method, in accordance with the estimated economic useful lives of the assets, which are periodically reviewed by the Company. The costs of land are not depreciated.

The Company monitors and evaluates whether there is any indication that the assets may be impaired. No allowances were recorded for impairment of property, plant and equipment.

**h. Intangible assets**

Intangible assets are stated at acquisition cost, less accumulated amortization and impairment losses, when applicable.



**NOTES TO THE UNAUDITED INTERIM**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

Consist basically of regulatory licenses for the use of radiofrequency and the provision of Personal Mobile Services (SMP), *software* use rights and goodwill on the acquisition of investments, calculated based on expected future economic benefits.

Amortization of intangible assets is calculated on a straight line basis and considers, in the case of: (i) permit terms the effective term of the permit, and (ii) software a maximum period of five years. Goodwill calculated based on expected future earnings is not amortized from 2009.

**i. Impairment of Long-lived Assets**

An assessment is performed annually or whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable. Long-lived assets may be identified as those which have an undefined useful life and those subject to depreciation and amortization (property, plant and equipment and intangible assets). An impairment loss is recognized for the amount at which the asset's carrying amount exceeds the recoverable value. Recoverable value is the higher of fair value less cost to sell and value in use. In order to be tested for impairment, the assets are grouped into the smallest identifiable group for which there are cash generating units, and projections are made based on discounted cash flows, supported by expectations on the Company's operations in its several business segments. Said projections support the recovery of the Company's assets.

**j. Impairment of Financial Assets**

The Company evaluates, at the balance sheet date, whether there is objective evidence that financial assets or a group of financial assets is impaired. A financial asset or group of financial assets is considered impaired when there is objective evidence, as a result of one or more events that occurred after the initial recognition of the asset, that the estimated future cash flows have been impacted.

**k. Loans and financing**

Adjusted by the inflation or exchange changes and interest incurred at the balance sheet date. The transaction costs incurred are recorded, measured at amortized cost and recognized in the statement of income by using the effective interest rate method.

**l. Derivatives**

Derivatives are initially recognized at cost on the date a derivative contract is entered into and are subsequently remeasured at fair value. Changes in the fair value of any of these derivatives are recorded directly in the statement of income.

**m. Provisions for contingencies**

The provisions for contingencies are recognized based on evaluations of their risks and quantified based on economic grounds and legal opinions on the lawsuits and other contingencies known at the balance sheet date. Such provisions are recognized when there is a current legal or constructive obligation arising from past events, and it is probable that a disbursement of funds will be required to settle this obligation and the amount of the reserve can be reliably measured. The provisions, net of escrow deposits, are calculated at the fair value of the expenses expected on the settlement of the obligation. The basis and nature of these provisions are described in note 21.

NOTES TO THE UNAUDITED INTERIM

CONSOLIDATED FINANCIAL STATEMENTS

(In thousands of Brazilian reais)

**n. Employee Benefits**

The employee benefits offered by the Company are as follows:

- (i) **Supplementary Pension Plan:** The private pension plans and other postretirement benefits sponsored by the Company are managed by three foundations. The contributions are determined based on actuarial calculations and recorded against income (loss) under the accrual basis.

The Company has defined benefit and defined contribution plans. A defined contribution plan is a pension plan under which the Company makes fixed contributions to a fund, which is managed by a separate institution. The sponsor is not under the legal or constructive obligation of making additional contributions, in the event the fund lacks sufficient assets to pay all employees the benefits related to the services provided in the current year and in prior years. The contributions are recognized as employee benefit expenses as incurred.

The obligation recognized in the balance sheet, as regards the defined benefit pension plans presenting a deficit, corresponds to the present value of the benefits defined at the balance sheet date, less the fair value of the plan's assets. The defined benefit is annually calculated by independent actuaries, who use the projected unit credit method. The present value of the defined benefit is determined by discounting the estimated future cash outflows, using the projected inflation rate plus long-term interest estimated at 6% per year. Supplemental information on private pension plans is provided in note 22.

- (ii) **Profit Sharing:** Accrued employee and management profit sharing is recognized under the accrual basis and recorded as an expense. The determination of the amount, which is paid in the year subsequent to that in which the profit sharing was accrued, considers the target program established with the employees' union, through a collective bargaining agreement, pursuant to Law 10101/00 and the By-laws.

- (iii) **Stock Options:** The Company grants a stock option plan to its management and employees, and the options are settled in shares. The fair value of the services received from employees in exchange for these options is determined based on the fair value of the options, established at the grant date.

This Company also had stock options of its Parent Company, which were granted to management and employees. These options were considered options settled in cash. These options were fully exercised in the current year as a result of the change in the control of the Company.

The fair value of the services received from employees and management in exchange for the options is recognized as an expense during the vesting period. The Company reviews the estimate of the number of options expected to be exercised and recognizes the impacts of this review in the statement of income. The options settled in shares are recorded as an expense as a contra entry to an increase in shareholders' equity.

**o. Revenue recognition**

Revenues mainly refer to the amount of the payments received or receivable for sales of services in the regular course of the Company's activities. Revenue is stated at the gross amount, less approximate taxes, returns and discounts.

Revenue is recognized when it can reliably be measured, it is probable that future economic benefits will be transferred to the Company, the transaction costs can be measured, the risks and benefits have been substantially transferred to the buyer and certain specific criteria have been met for each of the Company's activities.



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**NOTES TO THE UNAUDITED INTERIM**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

Service revenues are recognized when the services are provided. Local and long distance calls are charged based on time measurement according to the legislation in effect. The services charged based on monthly fixed amounts are calculated and recorded under the straight-line basis. Prepaid services are recognized as advances from customers and recognized in revenue as they are used by the customers.

Revenue from sales of payphone cards [Public Use Telephony (TUP)], cell phones and accessories is recognized when these items are delivered and accepted by the customers. Discounts on services provided and sales of cell phones and accessories are taken into consideration in the recognition of the revenues to which they are linked. Revenues involving transactions with multiple elements are identified in relation to each of their components and the recognition criteria are applied on an individual basis. Revenues are not recognized when there is significant uncertainty as to their realization.

**p. Expense recognition**

Expenses are recognized under the accrual basis, considering their relation with revenue realization. Prepaid expenses relating to future years are deferred.

**q. Financial expenses, net**

Financial income is recognized under the accrual basis and comprises interest on receivables settled after due date, gains on cash investments and gains on derivatives. Financial expenses consist of interest and other charges on loans, financing, derivative contracts, reversal of adjustments to present value and other financial transactions. They also include the recognition of interest on assets and liabilities recorded at present value.

Interest on capital to be attributed to mandatory minimum dividends is recorded as financial expenses and reversed to retained earnings, as in substance it consists of allocation of net income. To avoid impacting financial ratios and allow the comparability between presented periods, the reversals are being presented under financial expenses, thus annulling its impacts.

**r. Income tax and social contribution:**

The provisions for income tax and social contribution payable and deferred income tax and social contribution on temporary differences and tax loss carryforwards are recognized at the aggregate tax rate of 34%. Prepaid income tax and social contribution are accounted for as recoverable taxes. Technical studies are conducted to estimate the future generation of taxable income, based on management prospects, considering the continuity of the companies and the generation of income for an indefinite period, inclusive its perpetuity. This future income is adjusted to present value at the nominal value of recoverable tax credits over a period limited to ten years. The technical studies are updated annually and the tax credits are adjusted based on the results of these reviews. Taxable income projections consider estimates that are related, but not limited to, the Company's performance and the performance of the market where it operates, as well as certain economic aspects. Actual results could differ from these estimates (see Note 12).

**s. Leases**

Leases are classified as finance lease when they substantially transfer all the risks and benefits inherent to their ownership.

Finance leases are recognized in the interim financial statements as assets and liabilities of the same amount, based on the fair value of the asset or the present value of minimum payments, established at the beginning of the leases. Initial costs directly attributable to leases are added to the amount recognized as an asset.

**NOTES TO THE UNAUDITED INTERIM**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

**t. Financial Assets and Liabilities at Fair Value**

The financial assets recorded at fair value in income or losses are initially recognized at fair value and the transaction costs are recorded in the statement of income. The financial assets recorded are reversed when the rights to receive cash flows from the investments have expired or all the risks and benefits related to their ownership have been transferred.

Gains and losses on changes in the fair value of the group Financial assets at fair value against income or losses are presented in the statement of operations under the caption Financial income (expenses), net in the period in which they occurred.

The fair values of finance assets are based on the prices currently offered. If there is no active market for a financial asset is not available, the Company establishes the fair value by using evaluation techniques. This includes the use of arm's length transactions, reference to other instruments which are substantially similar, discounted cash flow analysis and option pricing models, making a maximum use of market inflows and a minimum use of Company-specific inflows.

**u. Income Tax and Social Contribution on Income and Deferred Charges**

Income tax and social contribution on income are recorded under the accrual basis. Said taxes resulting from temporary differences and tax loss carry forwards are recorded in assets or liabilities, according to each case, only under the assumption of future realization or payment. The Company evaluates and reduces deferred tax assets as it identifies that it is unlikely that there will be sufficient future taxable income to enable the full or partial utilization of the deferred taxes.

Deferred income tax and social contribution are fully recognized on temporary differences between assets and liabilities recognized for tax purposes and the related amounts recognized in the consolidated financial statements. However, deferred income tax and social contribution are not recognized when generated upon the initial recognition of assets and liabilities which do not affect the tax basis, except for business combinations.

Deferred income tax and social contribution are determined by using the tax rates in effect at the balance sheet date, which are applied when the assets related to deferred income tax and social contribution are realized, or when deferred income tax and social contribution obligations are settled.

**v. Earnings per share**

Earnings per share are calculated based on the amount of outstanding shares at the balance sheet date. Outstanding shares are represented by the total shares issued, less the shares held in treasury.

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

**4. Operating revenue from services and sales**

|   | Period ended September<br>2008<br>(as restated) | 2009             |
|---|---|------------------|
|   | Note 2(b))                                      |                  |
| Local services:                         |   |                  |
| Subscription                            | 2,717,633                                       | 2,892,054        |
| Fixed and Fixed to Mobile               | 2,118,291                                       | 1,948,475        |
| Public telephones                       | 360,646   | 305,467          |
| Other                                   | 21,393  | 20,536           |
| Total                                   | 5,217,963                                       | 5,166,532        |
| Long distance services:                 |   |                  |
| Intraregional                           | 1,977,438                                       | 1,768,682        |
| Interregional and International         | 211,803   | 182,526          |
| Total                                   | 2,189,241                                       | 1,951,208        |
| Mobile telephone services:              |   |                  |
| Telephone                               | 1,270,202                                       | 1,312,014        |
| Sales of goods                          | 157,284   | 83,400           |
|   | 1,427,486                                       | 1,395,414        |
| Data transmission                       | 2,412,084                                       | 3,449,093        |
| Network services                        | 595,936   | 552,278          |
| Other                                   | 698,492   | 752,271          |
| Gross operating revenues                | 12,541,202                                      | 13,266,796       |
| Value added and other taxes on revenues | (3,088,166)                                     | (2,992,693)      |
| Discounts                               | (817,919)                                       | (2,052,164)      |
| Net operating revenue                   | <b>8,635,117</b>                                | <b>8,221,939</b> |

**5. Cost of services and sales**

The costs incurred on goods and services are as follows :

|                               | Period ended September 30,<br>2008<br>(as restated<br>Note 2(b)) | 2009<br>(as restated<br>Note 2(d)) |
|-------------------------------|--|------------------------------------|
| Depreciation and amortization | (1,250,468)  | (1,264,916)                        |

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|                                 |                    |                    |
|---------------------------------|--------------------|--------------------|
| Personnel                       | (247,984)          | (305,428)          |
| Mobile handsets and accessories | (157,990)          | (65,433)           |
| Materials                       | (48,649)           | (57,125)           |
| Third party services            | (2,404,663)        | (2,331,240)        |
| Rental, leases and insurance    | (246,817)          | (289,380)          |
| Other                           | (212,930)          | (243,268)          |
|                                 | <b>(4,569,501)</b> | <b>(4,556,790)</b> |

F-18

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

**6. Other operating expenses, net**

Other revenues and expenses attributed to operating activities are shown as follows:

|   | Period ended September 30, |                            |
|---|----------------------------|----------------------------|
|   | 2008                       | 2009                       |
|   | (as restated<br>Note 2(b)) | (as restated<br>Note 2(d)) |
| Provision for contingencies, net of reversal (c)                                | (380,047)                  | (3,195,974)                |
| Taxes other than income taxes and VAT taxes                                     | (302,528)                  | (239,935)                  |
| Employee and management profit sharing  | (76,006)                   | (39,759)                   |
| Write-off of allowance for investment losses                                    | (77,238)                   |                            |
| Amortization of goodwill on acquisition of investment                           | (60,304)                   |                            |
| Provision for actuarial liabilities of pension plan                             | (85,796)                   | (31,457)                   |
| Stock option plan   | (9,933)                    |                            |
| Donations and sponsoring  | (16,273)                   | (8,592)                    |
| Gain (loss) on write-off of property, plant and equipment and intangible assets | (8,280)                    | 4,397                      |
| Receivables from settlement of litigation (a)                                   | 169,885                    |                            |
| Fines and expenses recovered  | 170,088                    | 100,151                    |
| Infrastructure rentals  | 63,296                     | 68,532                     |
| Technical and administrative services   | 46,765                     | 44,994                     |
| Recovery of expenses on pension plans surplus (b)                               | 7,379                      | 27,648                     |
| Reversal of other provisions  | 71,154                     | 7,630                      |
| Subventions and Donations received  | 9,167                      | 7,019                      |
| Other   | (45,174)                   | (58,082)                   |
|   | <b>(523,845)</b>           | <b>(3,313,428)</b>         |

- (a) Refer to the amount received as a result of the Litigation Release and Settlement Instrument entered into by the Company, its subsidiary 14 Brasil Telecom Celular S.A. and its Parent Company, Opportunity Fund/ Banco Opportunity and their associates, and Telemar Norte Leste S.A., which are detailed in note 1, under a specific item.
- (b) The recovery of expenses on pension funds is related to the assets recorded.
- (c) Accrued contingencies are reported in note 21.



**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

**7. Financial expenses, net**

|  | Period ended September 30, |                  |
|--|----------------------------|------------------|
|  | 2008                       | 2009             |
|  | (as restated<br>Note 2(b)) |                  |
| <b>Financial income:</b>   |                            |                  |
| Inflation adjustment of escrow deposits                              | 136,364                    | 180,277          |
| Investment yield   | 150,793                    | 114,010          |
| Interest and inflation adjustment on other assets                    | 46,300                     | 49,249           |
| Interest and inflation adjustment on loans receivable                |                            | 22,458           |
| Financial discounts obtained   | 575                        | 11,419           |
| Derivative results   | 5,927                      |                  |
| Other  | 112,295                    | 47,500           |
|  | 452,254                    | 424,913          |
| <b>Financial expenses:</b>   |                            |                  |
| Interest and inflation adjustments on loans payable to third parties | (247,127)                  | (19,250)         |
| Expense on derivative transactions                                   | (3,588)                    | (88,300)         |
| Interest on debentures   | (96,854)                   | (108,125)        |
| Interest and inflation adjustment on other liabilities               | (96,100)                   | (138,046)        |
| Inflation adjustment of reserve for contingencies                    | (97,958)                   | (154,398)        |
| Interest on taxes  | (48,701)                   | (42,512)         |
| Withholding tax on financial transaction and bank charges            | (14,940)                   | (2,494)          |
| Other  | (119,071)                  | (83,907)         |
|  | (724,339)                  | (637,032)        |
|  | <b>(272,085)</b>           | <b>(212,119)</b> |

**8. Income and social contribution taxes expenses**

Brazilian income taxes comprise federal income and social contribution taxes. The rate for income tax is 25% and the rate for social contribution tax is 9%, producing a combined statutory rate of 34%.

The provisions for income and social contribution taxes recognized in the statements of operations, all of which are Brazilian taxes, are as follows:

|  | Period ended September 30, |           |
|--|----------------------------|-----------|
|  | 2008                       | 2009      |
|  | (as restated<br>Note 2(b)) |           |
|  | (as restated<br>Note 2(d)) |           |
| Income tax and social contribution tax | (541,403)                  | (421,993) |
| Deferred taxes                         | 144,360                    | 1,048,576 |

(397,043) 626,583

F-20

**NOTES TO THE UNAUDITED INTERIM**  
**CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

The following is a reconciliation of the amounts calculated by applying the combined statutory tax rates to the reported income before taxes and the reported income tax expense:

|  | <b>Period ended September 30,<br/>2008</b> | <b>2009</b>                        |
|--|--|------------------------------------|
|  | <b>(as restated<br/>Note 2(b))</b>         | <b>(as restated<br/>Note 2(d))</b> |
| Income (loss) before taxes and profit sharing  | 1,250,274                                  | (1,882,715)                        |
| Reversal of interest on capital  | (245,000)                                  |                                    |
| Income (loss) of companies not subject to income tax and social contribution calculation (i)                           | (5,953)                                    | (7,546)                            |
| Income (loss) before taxes as reported in the accompanying consolidated financial statements                           | 999,321                                    | (1,890,261)                        |
| Combined statutory rate  | 34%  | 34%                                |
| Tax benefit (expense) at the combined statutory rate   | (339,769)                                  | 642,689                            |
| Permanent additions:   |  |                                    |
| Goodwill amortization  | (20,503)                                   |                                    |
| Exchange variation on equity investments   | (1,518)                                    | (4,674)                            |
| Non-operational equity accounting adjustment   | (11,904)                                   |                                    |
| Loss with investments  | (14,211)                                   |                                    |
| Non-deductible expenses (fines and souvenirs)  |  | (1,654)                            |
| Other losses   | (43,477)                                   | (18,105)                           |
| Permanent exclusions:  |  |                                    |
| Non-taxable income   | 29,036                                     | 9,370                              |
| Other items:   |  |                                    |
| Unrecognized tax loss  | 8,694                                      | 13,444                             |
| Other, net   | (3,391)                                    | (14,487)                           |
| Income and social contribution tax (expense) benefit as reported in the accompanying consolidated financial statements | <b>(397,043)</b>                           | <b>626,583</b>                     |

(i) Income (loss) of subsidiaries that do not recognize income tax and social contribution on tax loss carryforwards because they do not have any prospects that they will be recovered.

The composition of deferred tax assets and liabilities, based on temporary differences, is as follows:

|   | <b>December 31,<br/>2008</b> | <b>September 30,<br/>2009</b>      |
|---|------------------------------|------------------------------------|
|   |                              | <b>(as restated<br/>Note 2(d))</b> |
| <b>Deferred tax assets:</b>                 |                              |                                    |
| Goodwill on acquisition (CVM n° 319/99)     |                              | 2,250,491                          |
| Provision for contingencies                 | 435,941                      | 1,475,951                          |
| Provision for actuarial deficiency FbrTPrev | 256,969                      | 234,555                            |
| Allowance for doubtful accounts             | 132,450                      | 174,050                            |
| Tax loss carry forwards                     | 739,296                      | 783,097                            |
| ICMS 69/88 Agreement                        | 25,481                       | 22,478                             |

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|   |                  |                  |
|---|------------------|------------------|
| Provisions for COFINS/CPMF/INSS and FUST Suspended Collection | 82,323           | 150,254          |
| Provision for losses inventories and construction in progress | 9,408            | 14,362           |
| Write-off of deferred charges - adjustment to Law 11638/07    | 13,589           | 3,210            |
| Leases - adjustment to Law 11638/07                           | 1,561            | 1,580            |
| Other   | 51,632           | 111,397          |
| <b>Total</b>  | <b>1,748,650</b> | <b>5,221,425</b> |
| Current   | 421,150          | 900,333          |
| Non-current   | 1,327,500        | 4,321,092        |

F-21

## NOTES TO THE UNAUDITED INTERIM

## CONSOLIDATED FINANCIAL STATEMENTS

(In thousands of Brazilian reais)

|   | December 31,<br>2008 | September 30,<br>2009 |
|---|----------------------|-----------------------|
| <b>Deferred tax liabilities:</b>            |                      |                       |
| Inflation adjustment of escrow deposits     | 130,249              | 266,061               |
| Additional indexation expense from pre-1990 | 6,871                | 6,587                 |
| Total                                       | 137,120              | 272,648               |
| Current                                     | 35,429               | 50,657                |
| Non-current                                 | 101,691              | 221,991               |

The composition of tax liabilities is as follows:

|                            | December 31,<br>2008 | September 30,<br>2009 |
|----------------------------|----------------------|-----------------------|
| Federal income tax payable | 31,693               | 60,341                |
| Total                      | 31,693               | 60,341                |
| Current                    | 31,291               | 60,341                |
| Non - Current              | 402                  |                       |

The Company has not provided a valuation allowance against the net deferred tax asset as of December 31, 2008 and September 30, 2009 arising out of temporary differences based upon management's belief that it is more likely than not that such deferred tax asset will be realized in the future through reversal of the differences and its generation of taxable income. The taxable income basis for the registration of the deferred tax assets is calculated under Brazilian Corporate Law.

## 9. Cash and Cash Equivalents

|                  | December 31,<br>2008 | September 30,<br>2009 |
|------------------|----------------------|-----------------------|
| Cash and banks   | 167,838              | 172,979               |
| Cash Equivalents | 1,310,720            | 1,163,998             |
|                  | <b>1,478,558</b>     | <b>1,336,977</b>      |

The cash equivalents portfolio is broken down as follows:

|   | December 31,<br>2008 | September 30,<br>2009 |
|---|----------------------|-----------------------|
| Exclusive investment funds                |                      |                       |
| Private securities                        | 19,587               |                       |
| Cash and repurchase commitments Overnight | 543,200              | 475,509               |
| Subtotal                                  | 562,787              | 475,509               |

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|  |           |           |
|--|-----------|-----------|
| Private securities - Deposits certificates                     | 639,160   | 609,597   |
| Investments abroad - Deposits certificates                     | 109,023   | 89,153    |
| Subtotal of cash equivalent                                    | 1,310,970 | 1,174,259 |
| Portion restrict by court order, considered in escrow deposits | (250)     | (10,261)  |
| Total cash equivalent  | 1,310,720 | 1,163,998 |

Exclusive investment funds are subject to obligations restricted to the payment of asset management services provided, such as custody and audit fees, and other related expenses and there are no significant financial obligations or Company assets to collateralize these obligations.

F-22

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

**Cash investments**

The investment portfolio is broken down as follows:

|                            | December 31,<br>2008 | September 30,<br>2009 |
|----------------------------|----------------------|-----------------------|
| Exclusive investment funds |                      |                       |
| Government securities      | 371,036              | 299,923               |
| Private securities         | 190,831              |                       |
| <br>Total Cash Investments | <br>561,867          | <br>299,923           |

The securities held for trading at fair value represent investments in exclusive funds managed by prime financial institutions, and own-portfolio investments, mainly represented by federal government securities and private securities issued by prime financial institutions. Changes in the fair value of these financial assets are recorded under Financial income (expenses) in the statement of income.

**Additional disclosure for statements of cash flows related to the merger of Brasil Telecom Participações S.A. and Copart 2 S.A.**

The net assets acquired is as follows:

|                               | BrT Part      | Copart<br>2 |
|-------------------------------|---------------|-------------|
| Cash and cash equivalents     | 278,357       |             |
| Cash investments              | 1,650         |             |
| Debentures - Telemar          | 1,302,021     |             |
| Tax                           | 333,680       |             |
| Property, plant and equipment | 1,760,031     | 191,367     |
| Intangible assets             | 2,035,522     | 175,420     |
| Other assets                  | 49,779        | 2,378       |
| Other liabilities             | (143,071)     |             |
| <br>Net assets acquired       | <br>5,617,969 | <br>369,165 |

**Supplemental cash flow information**

|  | September 30,<br>2008 | September 30,<br>2009 |
|--|-----------------------|-----------------------|
| Non-cash transactions:                                   |                       |                       |
| Acquisition of permanent assets by incurring liabilities | (404,482)             | (56,416)              |

**10. Trade accounts receivable, net**

Trade accounts receivable are broken down as follows:

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|                                  | <b>December 31,<br/>2008</b> | <b>September 30,<br/>2009</b> |
|----------------------------------|------------------------------|-------------------------------|
| Unbilled services                | 954,353                      | 916,572                       |
| Billed services                  | 1,589,911                    | 1,756,476                     |
| Sale of goods                    | 60,249                       | 39,548                        |
| Subtotal                         | 2,604,513                    | 2,712,596                     |
| Allowance for doubtful accounts: |                              |                               |
| Services                         | (389,377)                    | (532,731)                     |
| Sale of goods                    | (5,046)                      | (4,863)                       |
| Subtotal                         | (394,423)                    | (537,594)                     |
|                                  | 2,210,090                    | 2,175,002                     |

F-23



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**NOTES TO THE UNAUDITED INTERIM**
**CONSOLIDATED FINANCIAL STATEMENTS****(In thousands of Brazilian reais)**

As shown in note 3.d, the Company changed its accounting estimate on the allowance for doubtful accounts, in line with the estimate adopted by its indirect parent company TMAR. This change in estimate generated a consolidated increase in the allowance for doubtful accounts by approximately R\$53,985 and net loss for the first half in the amount of R\$38,541, net of taxes.

Past-due receivables are subject to a 2% fine on total debt, recorded under other operating income and collection of monthly prorated arrears interest of 1%, recorded under financial income and recognized when the first bill is issued after the payment of the past-due bill.

The Company can block call origination after 30 days past due, and block call origination and receiving after 60 days past due, and remove the terminal from the customer after 90 days past due, provided the customer is notified 15 days in advance. After the terminal is removed, which usually takes place after 95 and 110 days past due, the name of the nonperforming customer is sent to credit reporting agencies.

The collection policy adopted by BrT Celular, according to ANATEL regulations set out in Resolution 316, established the partial suspension of the services until the full payment of all due amounts, when a bill past was due for more than 15 days and the customer failed to pay or settle the default after receiving the notice requesting payment. This policy also established that all calls received and originated would be blocked (full blocking) if the bills were not paid within 15 days after partial suspension of service. Services were canceled 45 days after full blocking, and then the name of the subscriber could be included in a credit reporting agency list.

The changes to the SMP Regulation went into effect on February 13, 2008, as approved by ANATEL Resolution 477/2007. This Resolution changed the default rules, as detailed below:

full blocking starts after 45 days, i.e., 30 days after partial blocking and no longer 15 days; and

the total term to terminate the contract is now 90 days after the maturity of the bill, as the other deadlines were not changed.

The changes in the allowance for doubtful accounts were as follows:

|                                      | <b>Year ended<br/>December 31,<br/>2008</b> | <b>Period ended<br/>September 30,<br/>2009</b> |
|--------------------------------------|---|--|
| Beginning balance                    | (375,390)                                   | (394,423)                                      |
| Provision charged to selling expense | (370,242)                                   | (445,608)                                      |
| Write-offs                           | 351,209                                     | 302,437  |
| Ending balance                       | (394,423)                                   | (537,594)                                      |

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

**11. Due from related parties**

|                                | December 31,<br>2008 | September 30,<br>2009 |
|--------------------------------|----------------------|-----------------------|
| Private debentures Principal   |                      | 1,500,000             |
| Interest on private debentures |                      | 124,479               |
| <b>Total</b>                   |                      | <b>1,624,479</b>      |
| Noncurrent                     |                      | 1,624,479             |

Private debentures issued by Telemar Norte Leste S.A. - TMAR

*Subscription by BrT Part*

On February 17, 2009, BrT Part subscribed 11,648 nonconvertible debentures, issued by its indirect parent TMAR, for a unit price of R\$103, totaling R\$1,200,000. These debentures mature in five years, on December 11, 2013. These debentures yield interest equivalent to the DI compounded by spread of 4.0% per year, to be paid on the debentures' maturity. As a consequence of the merger of BrT Part, such obligation is now recorded at the books of BrT.

*Subscription by BrT Celular*

On March 12, 2009, Brasil Telecom Celular S.A. subscribed 2,885 nonconvertible debentures, issued by TMAR, for a unit price of R\$104, totaling R\$300,000. These debentures mature in five years, on December 11, 2013. These debentures yield interest equivalent to the DI compounded by 4.0% per year, to be paid on the debentures' maturity.

**12. Recoverable taxes**

|                                     | December 31,<br>2008 | September 30,<br>2009 |
|-------------------------------------|----------------------|-----------------------|
| Recoverable social contribution tax | 7,151                | 21,339                |
| Recoverable income tax              | 86,306               | 323,722               |
| Sales and other taxes               | 747,605              | 714,834               |
| <b>Total</b>                        | <b>841,062</b>       | <b>1,059,895</b>      |
| <b>Current</b>                      | <b>546,243</b>       | <b>579,806</b>        |
| Non-current                         | 294,819              | 480,089               |

Most of the sales and other taxes are related to the ICMS recoverable (Imposto sobre Circulação de Mercadorias e Serviços - value added tax), which arose mostly from credits recorded upon the purchase of fixed assets, whose offset against ICMS payable may occur within 48 months.

**NOTES TO THE UNAUDITED INTERIM**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
(In thousands of Brazilian reais)

**13. Escrow Deposits**

The balances of escrow deposits referring to contingencies with possible and remote loss risks are as follows:

|             | December 31,<br>2008 | September 30,<br>2009<br>(as restated<br>Note 2(d)) |
|-------------|----------------------|---|
| Labor       | 299,155              | 176,285   |
| Tax         | 87,771               | 139,124   |
| Civil       | 2,517,039            | 1,415,996   |
| Total       | 2,903,965            | 1,731,405   |
| Current     | 678,972              | 331,197   |
| Non-current | 2,224,993            | 1,400,208   |

In accordance with Brazilian GAAP the amounts of escrow deposits linked to specific provisions for contingencies (Note 21) are presented net of the provisions.

|   | December 31,<br>2008 | September 30,<br>2009<br>(as restated<br>Note 2(d)) |
|---|----------------------|---|
| Escrow deposits before compliance with Resolution CVM 489/05                    | 3,571,547            | 4,508,895   |
| Less escrow deposits linked to contingencies and taxes other than income taxes: |                      |   |
| Labor   | (213,028)            | (384,268)   |
| Tax   | (169,048)            | (30,666)  |
| Civil   | (285,506)            | (2,362,556)   |
| Escrow deposits   | 2,903,965            | 1,731,405   |

The majority of the escrow deposits relate to the labor, civil lawsuits and tax cases, with the most significant individual item being the ICMS (State VAT), as described in Note 17 and the amount increased of escrow deposits is related, principally, to the rules introduced by the new Code of Civil Procedure in Brazil which started to require prior guarantee of process under discussion.

**14. Investments**

Investments stated at cost (less reserves when applicable) are represented by interests obtained by converting shares or capital quotas of tax incentives in regional FINOR/FINAN funds, Laws for Incentives for Information Technology Companies and Audiovisual Law. The amount of R\$ 5,374 (R\$ 3,744 in December 31, 2008) is predominantly composed of shares of other telecommunications companies located in the regions covered by these regional incentives.

## NOTES TO THE UNAUDITED INTERIM

## CONSOLIDATED FINANCIAL STATEMENTS

(In thousands of Brazilian reais)

## 15. Property, plant and equipment, net

The changes in property, plant and equipment are as follows:

|  | Works in progress | Automatic switching equipment | Transmission equipment and other <sup>(1)</sup> | Infrastructure <sup>(2)</sup> | Buildings        | Other assets       | Total               |
|--|-------------------|-------------------------------|---|-------------------------------|------------------|--------------------|---------------------|
| <b>Cost of PP&amp;E (gross amount)</b> |                   |                               |   |                               |                  |                    |                     |
| <b>Balance as of 01/01/08</b>          | <b>460,353</b>    | <b>5,156,452</b>              | <b>14,690,865</b>                               | <b>3,893,822</b>              | <b>957,331</b>   | <b>1,833,576</b>   | <b>26,992,399</b>   |
| Additions                              | 1,586,465         | 2,412                         | 286,234   | 9,028                         | 10,444           | 65,631             | 1,960,214           |
| Write-offs                             | (41,951)          | (4,614)                       | (110,684)                                       | (21,176)                      | (1,758)          | (29,641)           | (209,824)           |
| Transfers                              | (994,910)         | 148,854                       | 593,369   | 113,961                       | 4,420            | 57,086             | (77,220)            |
| <b>Balance as of 12/31/08</b>          | <b>1,009,957</b>  | <b>5,303,104</b>              | <b>15,459,784</b>                               | <b>3,995,635</b>              | <b>970,437</b>   | <b>1,926,652</b>   | <b>28,665,569</b>   |
| Additions                              | 520,434           | 310,452                       | 1,433,462                                       | 152,586                       | 216,910          | 97,387             | 2,731,231           |
| Write-offs                             | (7,371)           | (10,130)                      | (224,062)                                       | (16,159)                      | (177)            | (27,173)           | (285,072)           |
| Transfers                              | (1,056,076)       | 84,348                        | 386,636   | 193,723                       | 9,584            | 124,673            | (257,112)           |
| <b>Balance as of 09/30/09</b>          | <b>466,944</b>    | <b>5,687,774</b>              | <b>17,055,820</b>                               | <b>4,325,785</b>              | <b>1,196,754</b> | <b>2,121,539</b>   | <b>30,854,616</b>   |
| <b>Accumulated depreciation</b>        |                   |                               |   |                               |                  |                    |                     |
| <b>Balance as of 01/01/08</b>          |                   | <b>(4,929,268)</b>            | <b>(11,880,114)</b>                             | <b>(2,582,879)</b>            | <b>(565,297)</b> | <b>(1,344,407)</b> | <b>(21,301,965)</b> |
| Depreciation expenses                  |                   | (103,591)                     | (1,081,424)                                     | (251,793)                     | (34,178)         | (147,526)          | (1,618,512)         |
| Write-offs                             |                   | 4,951                         | 109,023   | 19,407                        | 703              | 22,986             | 157,070             |
| Transfers                              |                   |                               | 369   |                               | (25)             | (382)              | (38)                |
| <b>Balance as of 12/31/08</b>          |                   | <b>(5,027,908)</b>            | <b>(12,852,146)</b>                             | <b>(2,815,265)</b>            | <b>(598,797)</b> | <b>(1,469,329)</b> | <b>(22,763,445)</b> |
| Depreciation expenses                  |                   | (83,592)                      | (779,438)                                       | (179,620)                     | (24,645)         | (310,495)          | (1,377,790)         |
| Write-offs                             |                   | 8,979                         | 191,648   | 14,150                        | 47               | 24,480             | 239,304             |
| Transfers                              |                   |                               | 11  | 113                           | 1                | (125)              |                     |
| <b>Balance as of 09/30/09</b>          |                   | <b>(5,102,521)</b>            | <b>(13,439,925)</b>                             | <b>(2,980,622)</b>            | <b>(623,394)</b> | <b>(1,755,469)</b> | <b>(23,901,931)</b> |
| <b>Net PP&amp;E</b>                    |                   |                               |   |                               |                  |                    |                     |
| Balance as of 01/01/08                 | 460,353           | 227,184                       | 2,810,751                                       | 1,310,943                     | 392,034          | 489,169            | 5,690,434           |
| Balance as of 12/31/08                 | 1,009,957         | 275,196                       | 2,607,638                                       | 1,180,370                     | 371,640          | 457,323            | 5,902,124           |
| Balance as of 09/30/09                 | 466,944           | 585,253                       | 3,615,895                                       | 1,345,163                     | 573,360          | 366,070            | 6,952,685           |
| Annual average depreciation rate       |                   | 20.0%                         | 18.5%   | 8.5%                          | 4.5%             | 18.4%              |                     |

(1) Transmission equipment and other include: data transmission and communication equipment

(2) Infrastructure also include lands.

According to the STFC concession agreements, the Company's assets that are indispensable for providing the service and qualified as returnable assets will be automatically returned to ANATEL when the concession ends, and the Company will be entitled to the indemnities established in the legislation and the related agreements. The balance of gross cost of returnable assets on June 30, 2009, was R\$22,412,940 (R\$22,173,331 in December 31, 2008) and the residual value on the same date was R\$2,761,634 (R\$3,001,610 in December 31, 2008).

## NOTES TO THE UNAUDITED INTERIM

## CONSOLIDATED FINANCIAL STATEMENTS

(In thousands of Brazilian reais)

## 16. Intangible assets

The changes in intangible assets are as follows

|   | Goodwill         | Intangible assets in progress | Data processing systems | Trademarks and patents | Regulatory licenses | Other           | Total              |
|---|------------------|-------------------------------|-------------------------|------------------------|---------------------|-----------------|--------------------|
| <b>Cost of intangible assets (gross amount)</b> |                  |                               |                         |                        |                     |                 |                    |
| <b>Balance as of 01/01/08</b>                   | <b>498,813</b>   | <b>9,565</b>                  | <b>2,174,233</b>        | <b>651</b>             | <b>387,871</b>      | <b>105,745</b>  | <b>3,176,878</b>   |
| Additions                                       | 16,254           | 264,861                       | 6,654                   |                        | 489,985             |                 | 777,754            |
| Write-offs                                      | (19,078)         |                               | (6,182)                 |                        |                     | (76,288)        | (101,548)          |
| Transfers                                       |                  | (260,656)                     | 349,893                 |                        | 6,148               | (11,007)        | 84,378             |
| <b>Balance as of 12/31/08</b>                   | <b>495,989</b>   | <b>13,770</b>                 | <b>2,524,598</b>        | <b>651</b>             | <b>884,004</b>      | <b>18,450</b>   | <b>3,937,462</b>   |
| Additions                                       |                  | 6,833                         | 2,589                   |                        |                     | 932             | 10,354             |
| Acquisition of BrT Part                         | 33,034           |                               | 149                     | 36                     | 3,702               | 175             | 37,096             |
| Write-offs                                      |                  |                               | (430)                   |                        |                     |                 | (430)              |
| Transfers                                       |                  | 92,998                        | 138,448                 |                        |                     | 477             | 231,923            |
| <b>Saldo em 09/30/09</b>                        | <b>529,023</b>   | <b>113,601</b>                | <b>2,665,354</b>        | <b>687</b>             | <b>887,706</b>      | <b>20,034</b>   | <b>4,216,405</b>   |
| <b>Accumulated amortization</b>                 |                  |                               |                         |                        |                     |                 |                    |
| <b>Balance as of 01/01/08</b>                   | <b>(335,058)</b> |                               | <b>(1,428,050)</b>      | <b>(50)</b>            | <b>(88,407)</b>     | <b>(88,636)</b> | <b>(1,940,201)</b> |
| Amortization expenses                           | (101,016)        |                               | (308,985)               | (4)                    | (50,506)            | (5,876)         | (466,387)          |
| Write-offs                                      | 18,941           |                               | 6,080                   |                        |                     | 76,287          | 101,308            |
| Transfers                                       |                  |                               | (12,050)                |                        |                     | 12,086          | 36                 |
| <b>Saldo em 31/12/08</b>                        | <b>(417,133)</b> |                               | <b>(1,743,005)</b>      | <b>(54)</b>            | <b>(138,913)</b>    | <b>(6,139)</b>  | <b>(2,305,244)</b> |
| Amortization expenses                           | (1,172)          |                               | (246,196)               | (3)                    | (16,892)            |                 | (264,263)          |
| Acquisition of BrT Part                         | (33,034)         |                               | (149)                   | (26)                   | (3,702)             |                 | (36,911)           |
| Write-offs                                      |                  |                               | 429                     |                        |                     |                 | 429                |
| <b>Balance as of 09/30/09</b>                   | <b>(451,339)</b> |                               | <b>(1,988,921)</b>      | <b>(83)</b>            | <b>(159,507)</b>    | <b>(6,139)</b>  | <b>(2,605,989)</b> |
| <b>Net intangible assets</b>                    |                  |                               |                         |                        |                     |                 |                    |
| Balance as of 01/01/08                          | 163,755          | 9,565                         | 746,183                 | 601                    | 299,464             | 17,109          | 1,236,677          |
| Balance as of 12/31/08                          | 78,856           | 13,770                        | 781,593                 | 597                    | 745,091             | 12,311          | 1,632,218          |
| Balance as of 09/30/09                          | 77,684           | 113,601                       | 676,433                 | 604                    | 728,199             | 13,895          | 1,610,416          |
| Annual average amortization rate                |                  |                               | 20%                     |                        | 6.7%                | 20%             |                    |
| <b>Composition of Goodwill</b>                  |                  |                               |                         |                        |                     |                 |                    |

September 30,  
2009

|   |        |
|---|--------|
| Goodwill on acquisition of iG             | 48,159 |
| Goodwill on acquisition of iBest          | 19,026 |
| Goodwill on acquisition of Brt Multimídia | 7,358  |
| Other                                     | 3,141  |
|   | 77,684 |

**17. Taxes other than income taxes**

|   | <b>December 31,<br/>2008</b> | <b>September 30,<br/>2009</b> |
|---|------------------------------|-------------------------------|
| ICMS (Value-added tax) (a)                        | 702,645                      | 674,348                       |
| Escrow deposits referring to agreement ICMS 69/98 | (147,295)                    | (130,922)                     |
| PIS and COFINS                                    | 306,036                      | 480,504                       |
| Other taxes on operating revenues                 | 65,177                       | 70,620                        |
|   | <b>926,563</b>               | <b>1,094,550</b>              |
| Current   | 669,436                      | 660,859                       |
| Non-current                                       | 257,127                      | 433,691                       |

- (a) The ICMS balance comprises amounts arising from Agreement 69/98, which have been challenged in court and are deposited in escrow on a monthly basis. It also includes the ICMS deferral incentive granted by the State Government of Paraná.

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

**18. Loans and financing**

|  | December 31,<br>2008 | September 30,<br>2009 |
|--|----------------------|-----------------------|
| Financial institutions (a)                   | 3,479,037            | 3,224,835             |
| Public debentures (c)                        | 1,080,000            | 1,080,000             |
| Accrued interest                             | 105,591              | 56,142                |
| Leases                                       | 12,698               | 5,674                 |
| Accrued interest and other charges on leases | 1,731                | 676                   |
| Subtotal                                     | 4,679,057            | 4,367,327             |
| Cost incurred                                | (15,152)             | (12,169)              |
| <b>Total</b>                                 | <b>4,663,905</b>     | <b>4,355,158</b>      |
| Current                                      | 670,707              | 892,291               |
| Non-current                                  | 3,993,198            | 3,462,867             |

Local currency financing bear average interest rate of 10.3% per annum, totaling R\$3,866,328. Foreign currency financing, totaling R\$488,831, bear average interest rate of 10.5% per annum for US Dollars denominated financing; 2.5% per annum for Japanese Yen denominated financing; and 9.5% per annum regarding financing with the National Bank for Economic and Social Development, denominated in a currency basket. Financial charges corresponding to the mentioned financing refer, basically, to interest expenses.

On November 2006 BrT executed a financing agreement with the National Bank for Economic and Social Development (BNDES) in the amount of R\$ 2,004,336, with effective disbursement of R\$ 2,055,279, bearing interest by reference to the Brazilian long-term interest rates (TJLP) plus 4.3% p.a.. The financial charges were due on a quarterly basis until May 2009, and became monthly due for the period from June 2009 until May 2014. The financial will be repaid in 60 monthly installments that started in June 2009, until May 15, 2014.

Brasil Telecom Celular executed a financing agreement with the BNDES in March 2008, in the amount of R\$ 259,100, with the drawn down of R\$ 259,376, to improve the cellular network, in order to meet the needs arising from the traffic growth and the implementation of new services to enhance the quality of the interface with its clients. Interest rate is based on the TJLP variation plus 3.52% p.a.. The financial charges are due on a quarterly basis, until September 2010, becoming monthly due from October 2010 to September 2017. The financing will be repaid in 84 monthly installments, which will begin in October 2010, with the last one being due on September 15, 2017.

Public debentures:

*Fourth public issue:* 108,000 non-convertible debentures with no renegotiation clause and a face value of R\$10 each, totaling R\$1,080,000, issued on June 1, 2006. The payment term is seven years, maturing on June 1, 2013. The yield corresponds to an interest rate of 3.5% of the CDI, payable on a half-yearly basis. Repayment, which shall indistinctly consider all debentures, will occur annually as from June 1, 2011, in three installments of 33.3%, 33.3% and 33.4% of the unit face value, respectively. At the balance sheet date, no debentures from this issue were held in treasury.

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

**Repayment schedule**

Non-current debt is scheduled to be paid as follows:

|                | <b>09/30/2009</b> |
|----------------|-------------------|
| 2010           | 182,258           |
| 2011           | 884,068           |
| 2012           | 834,599           |
| 2013           | 835,638           |
| 2014           | 579,470           |
| 2015 and after | 146,834           |
|                | <b>3,462,867</b>  |

**Guarantees**

Certain loans and financing obtained are collateralized by receivables from the provision of fixed telephony services and sureties. After BrT Part was merged into BrT, the sureties and guarantees provided by BrT Part were replaced, in accordance with creditors' approval, by sureties and guarantees provided by TNL. The provision of TNL's surety and Guarantees was duly approved by TNL's Board of Directors.

The Company has hedging transactions for 37% of these US dollar-and yen-denominated loans and financing entered into with third parties in order to hedge against significant fluctuations in the quotations of these debt adjustment indexes. At the balance sheet date, taking into consideration the hedging transactions and foreign currency investments, the actual exposure was 7.8% (8.6% as of December 31, 2008).

The public debentures have unsecured guarantees, through a surety granted by Brasil Telecom Participações S.A. Under the indenture, as guarantor and jointly liable party, that guarantor commits to guarantee and pay all the obligations assumed by the Company with the debentureholders. After the merger of BrT Part into the Company, the debentureholders of the fifth public issue approved the replacement of BrT Part by TNL. This was also approved by TNL's Board of Directors.

**Covenants**

The financing agreements with the BNDES and JBIC, and the issuance of debentures of BrT and BrT Celular require compliance with financial ratios such as: (i) EBITDA to Financial Expenses; (ii) Total Financial Debt to EBITDA; and (iii) Total Financial Debt to (Total Financial Debt to Shareholders' Equity).

As of September 30, 2009, BrT failed to comply with the EBITDA to Financial Expenses ratio, required in covenants of the agreements with the JBIC, and the Fifth Issue Debentures. However, JBIC waived their related rights and the fifth issue debentureholders approved the reduction of the ratio until September 2010.

The Company is required to measure the financial ratios on a semiannual basis (June and December). As of June 30, 2009, BNDES waived the noncompliance regarding the ratio EBITDA/Financial Expenses. Next measurement date for such ration will be June 30, 2010.

The Company estimates that in the fourth quarter of 2009 will not be able to comply with the EBITDA to Financial Expenses ratio defined in the agreement between BrT and JBIC, and has, therefore, requested a waiver of such right to JBIC for this period. However, there are no guarantee that the waiver will be granted. As of September 30, 2009, the outstanding long-term portion debt was transferred to current liabilities in the amount of R\$ 42,736.



**F-30**

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

**19. Derivatives**

|                                 | December 31,<br>2008 | September 30,<br>2009 |
|---------------------------------|----------------------|-----------------------|
| <b>Assets</b>                   |                      |                       |
| US dollar options               | 29,179               |                       |
| <b>Total</b>                    | <b>29,179</b>        |                       |
| Current                         | 29,179               |                       |
| <b>Liabilities</b>              |                      |                       |
| US dollar options               | 419                  |                       |
| Cross-currency swaps Yen to CDI | 221,654              | 185,650               |
| <b>Total</b>                    | <b>222,073</b>       | <b>185,650</b>        |
| Current                         | 89,920               | 124,893               |
| Long-term                       | 132,153              | 60,757                |

The Company has yen-denominated debts and entered into swap contracts to hedge against fluctuations in the yen. The exposure arising from swap contracts is pegged to the CDI rates disclosed by the Clearinghouse for the Custody and Financial Settlement of Securities. These derivatives are described in note 23.d.

BrT accounts for the swap transactions by calculating the unrealized gain or loss at each balance sheet date based on what would have been the result of settlement of the outstanding contracts at that date. The gain or loss for a period is recorded in financial income or expense of such period.

No derivatives were designated as hedge accounting until September 30, 2009.

**Payment schedule**

Long-term derivatives are scheduled to mature as follows:

|              | December 31,<br>2008 | September 30,<br>2009 |
|--------------|----------------------|-----------------------|
| 2010         | 88,380               |                       |
| 2011         | 43,773               | 60,757                |
| <b>Total</b> | <b>132,153</b>       | <b>60,757</b>         |

**20. Licenses to offer services**

|                         | December 31,<br>2008 | September 30,<br>2009 |
|-------------------------|----------------------|-----------------------|
| Personal Mobile Service | 707,999              | 762,649               |
| Concession of STFC      | 65,578               |                       |
| Other Licenses          | 10,082               | 6,951                 |
| <b>Total</b>            | <b>783,659</b>       | <b>769,600</b>        |

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|             |         |         |
|-------------|---------|---------|
| Current     | 160,074 | 96,971  |
| Non-current | 623,585 | 672,629 |

The licenses of the Personal Mobile Service are represented by agreements entered into by BrT Celular with ANATEL in 2002 and 2004, totaling R\$220,119, to exploit SMP services during a fifteen-year period in the same area where the Company has a concession for fixed telephony. Of the amount contracted, 10% was paid on the execution date and the remaining balance was fully recognized in the subsidiary's liabilities, to be paid in equal, consecutive annual installments, with maturities scheduled from 2009 to 2010 (two installments) and from 2010 to 2012 (three installments), depending on the fiscal years the agreements were executed. The debit balance is adjusted by the variation of IGP-DI, plus 1% per month. The adjusted balance of these licenses is R\$195,645 (R\$199,110 as of December 31, 2008).

F-31

## NOTES TO THE UNAUDITED INTERIM

## CONSOLIDATED FINANCIAL STATEMENTS

(In thousands of Brazilian reais)

On April 29, 2008, BrT Celular obtained new licenses for exploitation of the 3G network, in the amount of R\$488,235, paying on the execution date 10% of the total amount, and the remaining debit balance payable from 2010 to 2015 (in six installments). The debit balance is adjusted by the Telecommunications Services Index (IST), plus 1% per month. The adjusted balance of these 3G network licenses is R\$567,004 (R\$508,889 as of December 31, 2008).

The amount of other licenses belongs to BrT Multimídia and relates to the permit granted for use of radiofrequency blocks associated to the exploitation of multimedia communication services. The contracted amount was R\$9,110, adjusted by the IGP-DI plus 1% per month. This balance will be paid in two equal, consecutive annual installments, all of which mature in May 2010 and 2011.

**21. Provisions for contingencies***Breakdown by matter*

| Type  | 12/31/2008       | 09/30/2009<br>(as restated<br>Note 2(d)) |
|---|------------------|--|
| <b>Labor</b>  |                  |  |
| Sundry premiums   | 47,239           | 104,240                                  |
| Supplementary retirement benefits   | 26,706           | 39,488                                   |
| Salary differences  | 54,238           | 120,148                                  |
| Severance Pay Fund (FGTS)   | 18,017           | 27,932                                   |
| Lawyers/expert fees   | 1,570            | 2,270                                    |
| Overtime  | 90,466           | 177,237                                  |
| Compensation for damages  | 19,902           | 46,253                                   |
| Labor   | 1,963            | 3,062                                    |
| Joint liability   | 44,267           | 79,282                                   |
| Severance pay   | 46,825           | 55,116                                   |
| Employment relationship   | 1,249            | 1,904                                    |
| Other lawsuits  | 74,258           | 132,221                                  |
| <b>Subtotal</b>   | <b>426,700</b>   | <b>789,153</b>                           |
| <b>Related escrow deposits</b>  | <b>(213,028)</b> | <b>(384,268)</b>                         |
| <b>Total</b>  | <b>213,672</b>   | <b>404,885</b>                           |
| <b>Tax</b>  |                  |  |
| FUST  | 3,411            | 3,724                                    |
| ICMS  | 183,605          | 535,355                                  |
| Tax on net income (ILL)   | 500              |  |
| Social security contribution (INSS) (joint liability, fees severance pay) | 11,270           | 9,506                                    |
| Service tax (ISS)   | 5,436            | 1,755                                    |
| Other lawsuits  | 65,644           | 85,918                                   |
| <b>Subtotal</b>   | <b>269,866</b>   | <b>636,258</b>                           |
| <b>Related escrow deposits</b>  | <b>(21,753)</b>  | <b>(30,665)</b>                          |
| <b>Total</b>  | <b>248,113</b>   | <b>605,593</b>                           |
| <b>Civil</b>  |                  |  |
| Corporate   | 310,038          | 2,663,045                                |
| Consumer lawsuits special civil courts                                    | 213,460          | 164,399                                  |
| ANATEL estimates  | 76,197           | 120,513                                  |
| ANATEL fines  | 72,940           | 63,008                                   |
| Strategy  | 65,783           | 33,979                                   |

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|  |                  |                    |
|--|------------------|--------------------|
| Special civil courts                       | 13,980           | 81,901             |
| <b>Subtotal</b>                            | <b>752,398</b>   | <b>3,126,845</b>   |
| <b>Related escrow deposits</b>             | <b>(285,506)</b> | <b>(2,362,556)</b> |
| <b>Total</b>                               | <b>466,892</b>   | <b>764,289</b>     |
| <b>Total reserve, less escrow deposits</b> | <b>928,677</b>   | <b>1,774,767</b>   |
| Current                                    | 218,297          | 406,730            |
| Noncurrent                                 | 710,380          | 1,368,037          |

F-32

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

**Breakdown by type of contingency and risk**

| Risk         | Labor            | 09/30/2009 (as restated) |                  | Total            |
|--------------|------------------|--------------------------|------------------|------------------|
|              |                  | Tax                      | Civil            |                  |
| Probable (i) | 404,885          | 605,593                  | 764,289          | 1,774,767        |
| Possible     | 741,177          | 1,718,095                | 1,274,169        | 3,733,441        |
| Remote       | 451,026          | 902,472                  | 979,482          | 2,332,980        |
| <b>Total</b> | <b>1,597,088</b> | <b>3,226,160</b>         | <b>3,017,940</b> | <b>7,841,188</b> |

(i) Less escrow deposits

| Risk         | Labor            | 12/31/2008       |                  | Total            |
|--------------|------------------|------------------|------------------|------------------|
|              |                  | Tax              | Civil            |                  |
| Probable (i) | 213,672          | 248,113          | 466,892          | 928,677          |
| Possible     | 632,838          | 1,672,260        | 1,220,372        | 3,525,470        |
| Remote       | 413,913          | 2,316,591        | 913,105          | 3,643,609        |
| <b>Total</b> | <b>1,260,423</b> | <b>4,236,964</b> | <b>2,600,369</b> | <b>8,097,756</b> |

(i) Less escrow deposits

Changes in 2009:

|   | Labor            | Tax             | Civil              | Total              |
|---|------------------|-----------------|--------------------|--------------------|
| <b>Reserve as of December 31, 2008</b>  | <b>426,700</b>   | <b>269,866</b>  | <b>752,398</b>     | <b>1,448,964</b>   |
| <b>Changes through income (loss)</b>  | <b>420,844</b>   | <b>452,587</b>  | <b>2,499,229</b>   | <b>3,372,660</b>   |
| Inflation adjustment  | 53,133           | 51,140          | 50,125             | 154,398            |
| Additions, net of reversals (as restated Note 2(d))                                   | 367,489          | 398,141         | 2,448,962          | 3,214,592          |
| BrT Part Merger   | 222              | 3,306           | 142                | 3,670              |
| <b>Payments</b>   | <b>(58,391)</b>  | <b>(86,195)</b> | <b>(124,782)</b>   | <b>(269,368)</b>   |
| <b>Subtotal I (reserve)</b>   | <b>789,153</b>   | <b>636,258</b>  | <b>3,126,845</b>   | <b>4,552,256</b>   |
| <b>Related escrow deposits as of December 31, 2008</b>                                | <b>(213,028)</b> | <b>(21,753)</b> | <b>(285,506)</b>   | <b>(520,287)</b>   |
| Changes in escrow deposits (as restated Note 2(d))                                    | (171,240)        | (8,912)         | (2,077,050)        | (2,257,202)        |
| <b>Subtotal II (escrow deposits)</b>  | <b>(384,268)</b> | <b>(30,665)</b> | <b>(2,362,556)</b> | <b>(2,777,489)</b> |
| <b>Balance as of September 30, 2009, less escrow deposits (as restated Note 2(d))</b> | <b>404,885</b>   | <b>605,593</b>  | <b>764,289</b>     | <b>1,774,767</b>   |

The total of additions, net of reversals, in the amount of R\$ 3,214,592, consists mainly in the accrual for provisions for contingencies in the amount of R\$3,195,974 (see Note 6).

*Labor*

(i) Sundry premiums - refer to claims for hazardous duty premium, based on Law 7369/85, regulated by Decree 93412/86, due to the alleged risk related to employees' contact with the electric power system, health hazard premium, stand-by hours and transfer premium;

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(ii) Salary differences and related effects - refer mainly to claims for salary increases due to alleged noncompliance with trade union agreements. The effects relate to the impact of the salary increase allegedly due on the other amounts calculated based on the employee's salary;

(iii) Job plan and profit sharing - refers to the claim for enforcement of a job and salaries plan for employees, with promotions for seniority and merit, allegedly not granted, and claims for enforcement of the regulations that provided for the payment of profit sharing on the Company's net income;

(iv) Joint liability - refers to the claim to assign liability to the Company, filed by outsourced personnel, due to alleged noncompliance with these personnel's labor rights by their direct employers;

(v) Overtime - refers to the claim for payment of salary and premiums increased by alleged overtime hours;

**F-33**

**NOTES TO THE UNAUDITED INTERIM**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

(vi) Job reinstatement - claim due to alleged noncompliance with an employee's special condition which prohibited termination of the employment agreement without cause;

(vii) Supplement to FGTS (severance pay fund) fine arising from understated inflation - refers to claims to increase the FGTS indemnity fine as a result of the adjustment of accounts of this fund due to inflation effects.

Brasil Telecom S.A. filed a lawsuit against Caixa Econômica Federal to assure the reimbursement of all the amounts paid for this purpose;

(viii) Termination pay - claims regarding termination amounts which were allegedly not paid or underpaid.

(ix) Salary equalization - refers to amounts allegedly arising from salary equalization, job classification, incorrect duties and accumulation of duties;

(x) Indemnities - refer to amounts allegedly due for occupational accidents, leased vehicles, occupational diseases, pain and suffering and tenure; and

(xi) Supplementary pension plan - alleged differences in the benefit salary referring to payroll amounts.

After the acquisition of the Company's control by TMAR, on January 8, 2009, the Company changed its criterion to determine the likelihood of a probable unfavorable outcome in labor lawsuits to align it the criterion used by TMAR, which takes into consideration the merits of the ongoing lawsuits. As a result of these changes, in the period ended on September 30, 2009 the Company increased its reserve for labor lawsuits by R\$334,136 (R\$220,529, net of taxes).

*Tax*

(i) Federal Taxes - several tax notices that require the payment of federal taxes on events which were allegedly inadequately classified by the Company, or on differences in the calculation of these taxes; and

(ii) State Taxes - claim for payment of ICMS (State VAT) on transactions which, in the Company's view, are not subject to this tax, and discussions regarding ICMS credits taken by the Company, the validity or legality of which is being questioned by the State Tax Authorities. The current management's and its current legal counsel's assessment of discussions on ICMS credits taken by the Company, whose validity or legality is challenged by state tax authorities, changed the contingent risk estimated to probable. This change in estimate generated an increase in the reserve for tax contingencies by approximately R\$403,399. The effect on net loss for the nine-month period ended September 30, 2009 was R\$266,243, net of taxes.

*Civil*

(i) Corporate - CRT - Financial Participation Agreements - the financial participation agreements were governed by Administrative Acts No. 415/1972, 1,181/1974, 1,361/1976, 881/1990, 86/1991 and 1,028/1996. The subscriber held a financial interest in the concessionaire, paying a certain amount which was initially recorded as funds to be capitalized and, later, after the Shareholders' Meeting approved the increase in capital, was recorded as shareholders' equity, generating the issuance of shares. The lawsuits filed against CRT, a company that was merged with and into the Company, challenge the manner in which shares were granted to the subscribers based on the abovementioned financial participation agreements.

The Company provisioned for risks involving losses related to these lawsuits, considering certain legal doctrines. Throughout the first half of 2009, court rulings led the Company to review the estimates of provisioned amounts and probability of loss attributed to these lawsuits. The Company, respecting the characteristics of each decision and based on the evaluation of its internal and external legal counsel, changed its assessment from possible loss to probable loss. In the first half of 2009, the Company has recorded additional provisions in a total amount of R\$1,153,456, net of tax effects, with an impact of R\$761,281 in net income and shareholders' equity. As described in Note 2, subsequent to the



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issuance of the Company's financial statements as of and for the nine months ended September 30, 2009, the Company's Management, with the assistance of its internal and external legal advisors, reviewed the process it uses to estimate the amount of provisions for contingencies in connection with the financial participation agreements. This review considered additional aspects related to the dates and discussions that guided the final decisions of the existing proceedings, as well as the use of statistical criteria to estimate the amount of the provisions for contingencies. The information used to modify these estimates was available as of the original date of the issuance of these financial statements, but had not been considered when calculating the estimate of probable loss. This subsequent information only took into account the information that related to conditions that existed at September 30, 2009. As a result, the provision was increased by R\$2,323,691 in the nine-month period ended September 30, 2009 (R\$1,533,636 net of tax effects). On September 30, 2009, provisions for civil contingencies related to claims related to rights of holders of financial participation agreements amounted to a total of R\$2,663,045. These proceedings are being heard in lower, appellate and supreme courts.

**F-34**

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**NOTES TO THE UNAUDITED INTERIM**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

(ii) Corporate - Breach of Contract litigation mainly involving discussions on the breach of contracts, to which management and its legal counsel attribute a probable likelihood of an unfavorable outcome;

(iii) Consumer claims - refer to civil lawsuits arising from activation of telephone terminals, registering customers with registry credit reporting agencies, collection, co-billing, blockings, ADSL, cancellations, supplementary services, defects, alternative plans, unblockings;

(iv) Administrative proceedings ANATEL proceedings arising from inspections referring to PGMQ, PGMU and noncompliance with regulations. Includes claims against the Company filed with ANATEL by other telecommunications companies;

Strategy and other lawsuits

(v) Revision of contractual terms and conditions lawsuit filed by an equipment supplier against the Company, claiming revision of contractual terms and conditions due to changes introduced by a plan to stabilize the economy;

(vi) Customer service centers public civil lawsuits referring to the shutdown of customer service centers;

(vii) Free Mandatory Telephone Directories lawsuits arising from non-delivery of printed residential telephone directories;

(viii) Indemnities - lawsuits seeking indemnity for termination of or noncompliance with agreements; and

(ix) Damages - refer to lawsuits arising from property damage, pain and suffering, occupational accidents and traffic accidents.

Reassessments of contingent risks are linked to changes in circumstances or the occurrence of new facts and decisions which called for a new assessment of the ongoing lawsuits, which are dispersed among several lawsuits.

Possible risk contingencies

The main related to possible contingencies are as follows:

*Labor*

Refer to questions regarding various claims in relation to pay differences, overtime, risk premium, insalubrities and joint liability, among others, amounting to a total of approximately R\$ 741,177.

*Tax*

(i) ICMS - several ICMS notifications, including regarding two main matters: ICMS levied on certain revenue from services already subject to ISS or which are not part of the ICMS tax base, and utilization of ICMS credits on the purchase of goods and other inputs, amounting to a total of approximately R\$681,871;

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**NOTES TO THE UNAUDITED INTERIM**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

(ii) ISS (Service Tax) alleged levy of this tax on subsidiary telecommunications services and discussion regarding the classification of the services taxed by the cities listed in Supplementary Law 116/2003, amounting to a total of approximately R\$271,104;

(iii) Social Security (INSS) tax notices addressing the addition of captions to the contribution salary allegedly due by the Company, amounting to a total of approximately R\$274,866;

(iv) Federal Taxes several tax notifications regarding basically the disallowances made on the calculation of taxes, errors in the completion of tax returns, transfer of PIS and COFINS and FUST related to changes in the interpretation of these taxes tax bases by ANATEL, amounting to a total of approximately R\$490,253.

*Civil*

(i) Payments made in lawsuits related to the PCT (Shared Telephony Program) the plaintiffs claim payment in lawsuits related to the agreements under the Shared Telephony Program. Such lawsuits are at various levels: lower courts, Court of Appeals and Superior Court of Justice, in the amount of approximately R\$ 591,075;

(ii) Lawsuits to which no judicial ruling has been handed down, the principal objectives of which are associated with issues regarding network expansion plans, indemnification for pain and suffering and material damages, collection proceedings, and tendering processes, among others. These demands totalize approximately R\$ 683,094.

Letters of guarantee

As regards contingent liabilities, the Company has letters of guarantee granted by financial institutions, as supplementary collateral for lawsuits in provisional execution to ensure the performance of concession commitments related to licenses granted by ANATEL. The total amount of the letters of guarantee in effect at the balance sheet date is R\$2,429,073 (R\$2,569,471 as of December 31, 2008). The commission charges on these contracts are based on market rates.

**a. Contingent assets**

Below are the tax lawsuits filed by the Company to claim refund of taxes paid.

PIS/COFINS (Taxes on revenue): tax lawsuit challenging the enforcement of Law 9718/98, which increased the PIS and COFINS tax basis. The Law covered the period from February 1999 to November 2002 for PIS and from February 1999 to January 2004 for COFINS. In November 2005, the STF (Federal Supreme Court) concluded the judgment of certain lawsuits on the same matter and considered the increase in the tax basis introduced by said Law unconstitutional. Part of the lawsuits filed by the Company and the STFC concessionaires from Region II of the Concession Plan, merged into the Company in February 2000, became final and unappealable in 2006 as regards the increase in PIS and COFINS tax basis. The Company is awaiting the judgments of the lawsuits filed by the other merged companies, whose likelihood of a favorable outcome in future filing of appeals is regarded as probable by the Company's legal counsel. The amount attributed to these lawsuits, representing unrecognized contingent assets, was R\$18,979 (R\$18,843 as of December 31, 2008).

**22. Provision for pensions and other benefits**

The benefits described herein are offered to employees of the Company and its direct or indirect subsidiaries as regards supplementary pension plans. For purposes of the supplementary pension plans ( Pension Funds ) mentioned in this note, the Company may be referred to as the Sponsor

**NOTES TO THE UNAUDITED INTERIM**  
**CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

**a. Supplementary pension plan**

Supplementary pension plans are sponsored for employees and assisted participants, and the latter are also offered health care in certain cases. These plans are managed by the following foundations: (i) Fundação 14 de Previdência Privada ( Fundação 14 ); (ii) Fundação BrTPREV ( FBrTPREV ), former CRT, a company merged into the Company on 12/28/00; and (iii) Fundação SISTEL de Seguridade Social ( SISTEL ), originated from certain companies of the former Telebrás System.

The Bylaws provide for approval of the supplementary pension plan policy, and the joint liability attributed to the defined benefit plans is ruled by the agreements entered into with the foundations, with the agreement of the SPC (Secretariat for Pension Plans), as regards specific plans.

The sponsored plans are appraised by independent actuaries at the balance sheet date. For fiscal years 2008 and 2007, the actuarial valuations were performed by Mercer Human Resource Consulting Ltda.

As regards the defined benefit plans described in this note, immediate recognition of the actuarial gains and losses is adopted, and therefore the full liabilities are recognized for the plans presenting a deficit, pursuant to CVM Resolution 371/00. For the plans that show a positive actuarial situation, assets are recorded when there is an express authorization for offsetting them against future employer contributions.

Provisions for Pension Fund

Refer to the recognition of the actuarial deficit of the defined benefit plans, as shown below:

|  | December 31,<br>2008 | September 30,<br>2009 |
|--|----------------------|-----------------------|
| <b>Provision for pension plans</b>               |                      |                       |
| FBrTPREV BrTPREV, Alternativo and Fundador plans | 753,287              | 687,229               |
| PAMEC plan                                       | 2,504                | 2,646                 |
| Total  | 755,791              | 689,875               |
| Current  | 148,391              | 82,286                |
| Non-current                                      | 607,400              | 607,589               |

The changes in the net actuarial liabilities recognized is as follows:

|   | BrT PREV  | PAMEC |
|---|-----------|-------|
| Net actuarial liabilities on December 31, 2008  | 753,287   | 2,504 |
| Expenses recognized in profit                   | 82,192    | 198   |
| Paid contributions                              | (148,250) | (56)  |
| Net actuarial liabilities on September 30, 2009 | 687,229   | 2,646 |
| Current liabilities                             | 82,192    | 94    |
| Long-term liabilities                           | 605,037   | 2,552 |

Assets Recognized to be Offset Against Future Employer Contributions

The Company recognized assets from the TCSPREV Plan, managed by Fundação 14, related to: (i) contributions from the sponsor which participants that left the Plan are not entitled to redeem; and (ii) part of the Plan's surplus attributed to the sponsor.

**F-37**

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

The assets recognized, which will be used to offset future employer contributions, are as follows:

|                      | December 31,<br>2008 | September 30,<br>2009 |
|----------------------|----------------------|-----------------------|
| <b>Other assets:</b> |                      |                       |
| TCSPREV              | 123,938              | 161,002               |
| <b>Total</b>         | <b>123,938</b>       | <b>161,002</b>        |
| Current              | 15,874               | 44,308                |
| Non-current          | 108,064              | 116,694               |

The changes in assets recognized is as follows:

|   | TCSPREV        |
|---|----------------|
| Actuarial assets on December 31, 2008           | <b>123,938</b> |
| Actuarial assets recognized in profit           | 37,064         |
| Net actuarial liabilities on September 30, 2009 | <b>161,002</b> |

Characteristics of the supplementary pension plans sponsored:

#### **FUNDAÇÃO 14**

Fundação 14 de Previdência Privada was created in 2004 to manage and operate the TCSPREV pension plan.

#### **Plan**

TCSPREV (Defined Contribution, Settled Benefit and Defined Benefit)

This defined contribution and settled benefit plan was introduced on 02/28/00. On 12/31/01, all pension plans sponsored by the Company at the time were merged into SISTEL, and the SPC exceptionally and provisionally approved the document submitted to that Agency, in view of the need for adjustments to the regulations. Thus, TCSPREV consists of defined contribution groups with settled and defined benefits. The plans added to the TCSPREV were PBS-TCS, PBT-BrT, BrT Management Agreement, and the Unusual Contractual Relationship Document, and the terms and conditions set forth in the original plans were maintained.

On September 18, 2008, SPC/MPS Ordinance 2521, of September 17, 2008, which approved the new regulation of the plan, was published in the Federal Official Gazette (D.O.U.), fully recognizing what had been exceptionally and provisionally approved on December 31, 2001. The new regulation also includes the adjustments necessary to meet the current requirements of supplementary pension plan legislation.

In March 2003, the TCSPREV Plan was no longer offered to the sponsors' new hires. However, this plan started to be offered again in March 2005 to the defined contribution group. TCSPREV currently serves nearly 63.4% of the staff.

Contributions to this plan, by group of participants, are established based on actuarial studies prepared by independent actuaries according to the regulations in force in Brazil, using the capitalization system to determine the costs. Currently, contributions are made by the participants and the sponsor only for the internal groups PBS-TCS (defined benefit) and TCSPREV (defined contribution). In the TCSPREV group, the contributions are credited to individual accounts of each participant, equally by employee and sponsor, and the basic contribution percentages range

**F-38**

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**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

from 3% to 8% of the participant's salary, according to participant's age. Participants have the option to make additional contributions to the plan but without parity of the sponsor. In the PBS-TCS group, the sponsor's contribution corresponds to 12% of the participants' payroll, whereas the employee's contribution varies according to his/her age, time of service and salary, and an entry fee may also be paid depending on the age at which he/she joins the plan. The sponsors are responsible for defraying all the administrative costs and risk benefits, except for self-sponsored participants and the deferral of benefits.

The SPC authorized, through Administrative Rule 2792 of February 27, 2009, the transfer of the management of the TCSPREV benefits plan to Fundação Atlântico de Seguridade Social, an entity sponsored by the Oi Group, new Company controlling shareholder.

**FUNDAÇÃO SISTEL DE SEGURIDADE SOCIAL**

The supplementary pension plan - PBS-A, which remains under SISTEL's management, dates back to the period prior to Telebrás spin-off and includes participants who qualified as beneficiaries in January 2000. SISTEL also manages the PAMA/PAMA-PCE pension plan, formed by participants assisted by the PBS-A Plan, the PBS's plans segregated by sponsor in January 2000 and PBS-TCS Internal Group, merged into the TCSPREV plan in December 2001.

**Plans**

PBS-A (Defined Benefit)

Jointly maintained with other sponsors engaged in the provision of telecommunications services and intended for participants who qualified as beneficiaries on January 31, 2000.

Contributions to the PBS-A are contingent on the determination of an accumulated deficit. As of December 31, 2008, date of the last actuarial valuation, the plan presented a surplus.

PAMA - Retirees Health Care Plan/PCE Special Coverage Plan (Defined Contribution).

Jointly maintained with other sponsors engaged in the provision of telecommunications services and intended for participants who qualified as beneficiaries on January 31, 2000, the beneficiaries of the PBS-TCS Group, merged on December 31, 2001 into TCSPREV (currently managed by Fundação 14) and for the beneficiaries of PBS's defined benefit plans sponsored by other companies, with SISTEL and other foundations. According to a legal and actuarial evaluation, the Sponsor's responsibility is only limited to future contributions. From March to July 2004, December 2005 to April 2006 and June to November 2008, an incentive optional migration of PAMA retirees and pensioners to new coverage conditions (PCE) was carried out. The option of participants to migrate results in contribution to PAMA/PCE.

The contributions to this plan correspond to 1.5% of the payroll of active participants subject to PBS plans, segregated and sponsored by the several sponsoring companies. In the case of Brasil Telecom, PBS-TCS was merged into the TCSPREV plan on December 31, 2001, and started to constitute an internal group of this plan. To be able to use to PAMA's resources, the participants share a portion of this plan's individual costs. Contributions are also made by the retirees and pensioners who migrated to PAMA/PCE. For sponsors, the option of participants to migrate to PAMA/PCE does not change the aforementioned employer contribution of 1.5%.

**FUNDAÇÃO BrTPREV**

It is the manager originated from the plans sponsored by former CRT, a company which was merged into the Company at the end of 2000. By sponsoring FBrTPREV, the Company's main purpose is to maintain plans that supplement the pension plans and other benefits offered to participants by the official social security system.





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**NOTES TO THE UNAUDITED INTERIM**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

**Plans**

BrTPREV

Defined contribution and settled benefit plan, launched in October 2002, intended to grant pension plan benefits supplementary to those provided by the official social security system and which initially served only employees of the Rio Grande do Sul. This pension plan was offered to new employees of the Company and its subsidiaries from March 2003 to February 2005, when its offering was suspended. This plan cannot be joined by new participants. BrTPREV currently serves nearly 21.1% of the staff.

Contributions to this plan, by group of participants, are established based on actuarial studies prepared by independent actuaries according to the regulations in force in Brazil, using the capitalization system to determine the costs. The contributions are credited to individual accounts of each participant, equally by employee and sponsor, and the basic contribution percentages vary from 3% to 8% of the participant's salary, according to the participant's age. Participants have the option to make additional contributions to the plan but without parity of the sponsor. The sponsor is responsible for defraying all the administrative costs and risk benefits, except for self-sponsored participants and the deferral of benefits.

Fundador / Alternativo

Defined benefit plans intended to provide pension benefits supplementary to the benefits of the official social security system, which cannot be joined by new participants, originated from the merger of the Fundador-BrT plan by the Alternativo-BrT plan, pursuant to SPC Administrative Rule 2627 of November 25, 2008, thus forming a single plan, without changing the rules for the participants and beneficiaries, and which was renamed to Fundador/Alternativo plan. These plans currently serve nearly 0.2% of the staff.

The regular contribution made by the sponsor is equal to the regular contribution made by the participant, the rates of which vary according to his/her age, time of service and salary. Under the Alternativo Plan - Brasil Telecom, the contributions are limited to three times the ceiling benefit of the National Social Security Institute (INSS) and the participant also pays an entry fee depending on the age at which he/she joins the plan.

**Actuarial Deficit of the Plans**

The unamortized mathematical reserve, referring to the current value of the Company's supplementary contribution, in view of the actuarial deficit of the plans managed by FBrTPREV, has a maximum settlement term of twenty years, starting January 2002, according to Circular 66/SPC/GAB/COA of the Secretariat for Pension Plans dated January 25, 2002. Of this maximum term determined, there remains twelve years for full payment.

The SPC authorized, through Administrative Rule 2792 of February 27, 2009, the transfer of the management of the Fundação BrTPREV benefits plan to Fundação Atlântico de Seguridade Social, an entity sponsored by the Oi Group, new Company controlling shareholder.

**ASSISTANCE PLAN ADMINISTERED BY THE COMPANY**

PAMEC-BrT - Health Care Plan for Supplementary Pension Beneficiaries (Defined Benefit).

Intended to provide health care for retirees and pensioners linked to the PBT-BrT Group, a pension plan managed by Fundação 14.

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

The contributions to PAMEC-BrT were fully paid in July 1998, through a single payment. However, as this plan is now managed by the Company, after the transfer of management by Fundação 14 in November 2007, there are no assets recognized to cover current expenses, and the actuarial obligation is fully recognized in the Company's liabilities.

**b. Stock options plan for management and employees**

An Extraordinary Shareholders' Meeting held on November 6, 2007, approved a new general plan for granting stock options for management and employees of the Company and its subsidiaries, and, at the balance sheet date, the following plans were in effect, in accordance with their related approval dates.

**Plan Approved on April 28, 2000**

The rights vested through stock option grant documents in effect under this previously approved plan remain valid and effective, pursuant to the related terms and conditions agreed, and no new grants are allowed under this plan.

At the balance sheet date, there were outstanding exercisable options, as described in the program below:

Program B

The options guaranteed by this plan are options settled in shares.

The exercise price was established by the managing committee based on the market price as of the grant date and will be adjusted by the IGP-M between the agreement execution date and payment date.

The changes in the balance of the stock options of this plan are summarized as follows:

|   | December 31, 2008       |                                | September 30, 2009      |                                |
|---|-------------------------|--------------------------------|-------------------------|--------------------------------|
|   | Preferred share options | Average exercise price<br>-R\$ | Preferred share options | Average exercise price<br>-R\$ |
| Balance of outstanding options at beginning of year | 256,855                 | 16.88                          | 79,512                  | 19.04                          |
| Exercised options                                   | (162,084)               | 17.01                          |                         |                                |
| Cancelled options                                   | (15,259)                | 17.60                          | (41,932)                | 18.96                          |
| Balance of outstanding options at end of year       | 79,512                  | 19.04                          | 37,580                  | 18.87                          |
| Balance of exercisable options at end of year       | 79,512                  | 19.04                          | 37,580                  | 18.87                          |

The right to exercise the option is vested in accordance with the terms and conditions below:

|                | Grant    | Lot | Exercisable as from | Exercise deadline | Adjusted exercise price | Options     |
|----------------|----------|-----|---------------------|-------------------|-------------------------|-------------|
|                |          |     |                     |                   | (in Reais)              | (in shares) |
|                |          |     |                     |                   | 18.87                   | 12,527      |
| 3 <sup>a</sup> | 12/22/04 | 33% | 12/22/06            | 12/31/11          | 18.87                   | 12,527      |
|                |          | 34% | 12/22/07            | 12/21/11          | 18.87                   | 12,526      |

The balance of the stock options represents 0.01% (0.01% as of December 31, 2008) of the total outstanding shares.

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Assuming that the options will be fully exercised, the premiums on the related options, calculated under the Black&Scholes method on the grant date, payable to the Company, would total R\$104 (R\$219 as of December 31, 2008).

**F-41**

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

The fair value of the options granted was estimated on the grant date under the Black&Scholes options pricing model, based on the following assumptions:

|                              | <b>12/21/04</b> |
|------------------------------|-----------------|
| Backing asset                | 13.64           |
| Exercise price               | 17.30           |
| Expected volatility          | 38.2%           |
| Risk-free interest rate      | 8.4%            |
| Expected life (in years)     | 2               |
| Dividend yield               | 3.10%           |
| Fair value on the grant date | 2.76            |

**Plan approved on November 6, 2007**

The new plan authorizes the grant of stock options, allowing participants, under certain conditions, to purchase or subscribe, in the future, at a pre-defined amount, shares that are part of a stock option scheme called UP (Performance Unit), comprising preferred shares of the Company and common and preferred shares of its Parent Company. The amount of the UPs granted cannot exceed a maximum limit of 10% of the book value of each type of share of the Company.

The stock options programs tied to the said plan contained clauses that prescribed the acceleration of the vesting data in the event of a change in the direct or indirect shareholding control of the Company. With the change in control on January 8, 2009, the programs' stock options were fully exercised. Program 1, totaling 2,817,324 PUs was settled for a total price of R\$17,855. Program 2, regarding the grant of options on July 1, 2008, comprising 701,601 PUs was settled for a total price of R\$4,446.

646,585 PUs of Program 2 were exercised, related to the grant made on July 1, 2007, settled through: (i) delivery of preferred shares held in treasury by the Company, for a total exercise price of R\$3,572 and cost of R\$2,487; and (ii) delivery of common and preferred shares of the parent company, which, however, are part of the Subsidiary's obligations, for a total exercise price of R\$13,733 and fair value of R\$17,108, plus R\$130.

**c. Other Employee Benefits**

Other benefits are granted to employees, such as: health/dental care, meal tickets, group life insurance, occupational accident allowance, sick pay, transportation allowance, among other benefits.

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

**23. Shareholders equity**

**a. Capital**

The issued and paid up capital stock is comprised of preferred shares and common shares, as shown in the table below:

|   | Common       | Preferred   | Subtotal    | Treasury<br>shares | Total       |
|---|--------------|-------------|-------------|--------------------|-------------|
| Number of shares as of December 31, 2006 (a)  | 249,597,050  | 311,353,241 | 560,950,291 | (13,678,100)       | 547,272,191 |
| Reverse split of shares                       | (1)          | (1)         | (2)         |                    | (2)         |
| Number of shares as of December 31, 2007 (b)  | 249,597,049  | 311,353,240 | 560,950,289 | (13,678,100)       | 547,272,189 |
| Shares sold                                   |              |             |             | 226,700            | 226,700     |
| Number of shares as of December 31, 2008 (b)  | 249,597,049  | 311,353,240 | 560,950,289 | (13,451,400)       | 547,498,889 |
| Shares sold                                   |              |             |             | 219,844            | 219,844     |
| Capital increase                              | (46,173,873) | 88,244,130  | 42,070,257  |                    | 42,070,257  |
| Number of shares as of September 30, 2009 (b) | 203,423,176  | 399,597,370 | 603,020,546 | (13,231,556)       | 589,788,990 |

(a) In thousands of shares

(b) In shares

The preferred shares held in treasury are excluded from the determination of the book value.

The Company is authorized to increase its capital, according to a resolution of the Board of Directors, up to the total limit of 800,000,000 common or preferred shares, in compliance with the legal limit of two thirds (2/3) for the issue of new preferred shares without voting rights.

By resolution of the Shareholders Meeting or Board of Directors Meeting, the Company's capital can be increased through capitalization of retained earnings or reserves previously allocated for this purpose by the Shareholders Meeting. Under these conditions, the capitalization may be performed without changing the amount of shares.

Capital is represented by common and preferred shares, with no par value, and the Company is not required to maintain the current proportion of these types of share on capital increases.

By resolution of the Shareholders Meeting or Board of Directors Meeting, the preemptive right on issuance of shares, warrants or debentures convertible into shares can be cancelled in the cases provided for in article 172 of the Brazilian Corporate Law.

Preferred shares do not have voting rights, except in the cases specified at paragraphs from 1 to 3 of article 12 of the By-laws, but are assured priority in the receipt of a minimum noncumulative dividend equivalent to the higher of 6% per year, calculated on the amount obtained after dividing capital by the total number of shares, and 3% per year, calculated on the amount obtained after dividing the accounting shareholders equity by the total number of shares.

**b. Treasury shares**

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The treasury shares derive from Stock Repurchase Programs carried out from 2002 to 2004. On September 13, 2004, a material event notice was disclosed on the last proposal approved by the Company's Board of Directors for repurchase of preferred and common shares issued by the Company to be held in treasury, cancelled, or subsequently sold.

**F-43**

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

The number of treasury shares is as follows:

|                                  | December 31, 2008                     |                        | September 30, 2009  |                        |
|----------------------------------|---------------------------------------|------------------------|---------------------|------------------------|
|                                  | Preferred<br>shares (in<br>thousands) | Historical cost        | Preferred<br>shares | Historical cost        |
| Balance at beginning of the year | 13,678,100                            | 154,692                | 13,451,400          | 152,129                |
| Shares sold                      | (226,700)                             | (2,563) <sup>(1)</sup> | (219,844)           | (2,487) <sup>(1)</sup> |
| Balance at end of the year       | 13,451,400                            | 152,129                | 13,231,556          | 149,642                |

(1) Equals the cost of the shares sold.

| History cost of the purchase of treasury shares in (R\$ per share) | 12/31/2008 | 09/30/2009 |
|--|------------|------------|
| Weighted average cost  | 11.31      | 11.31      |
| Minimum  | 10.31      | 10.31      |
| Maximum  | 13.80      | 13.80      |

Unit cost considers all stock repurchase programs.

Shares were sold in the year to comply with a Management and Employee Stock Option Program, whose amount was R\$3,572 and represented a net gain of R\$1,085, which was recorded in a capital reserve.

Market Value of Treasury Shares

The market value of the treasury shares at the balance sheet date was as follows:

|                                      | December 31,<br>2008 | September 30,<br>2009 |
|--------------------------------------|----------------------|-----------------------|
| Number of common shares in treasury  | 13,451,400           | 13,231,556            |
| Quotation per share on BOVESPA (R\$) | 13.64                | 15.68                 |
| <b>Market value</b>                  | <b>183,477</b>       | <b>207,471</b>        |

The costs of the purchase of treasury shares are recorded in a specific line account of shareholders' equity.

The table below shows the deduction of the amount of treasury shares from the reserves used in the buyback:

|  | Share subscription<br>premium |                | Other capital reserves |               |
|--|-------------------------------|----------------|------------------------|---------------|
|  | 09/30/2009                    | 12/31/2008     | 09/30/2009             | 12/31/2008    |
| Reserves account balance               | 458,684                       | 458,684        | 126,372                | 125,287       |
| Treasury shares                        | (99,822)                      | (99,822)       | (49,820)               | (52,307)      |
| <b>Balance, net of treasury shares</b> | <b>358,862</b>                | <b>358,862</b> | <b>76,552</b>          | <b>72,980</b> |

**c. Capital reserves**



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Capital reserves are recognized pursuant to the following practices:

Reserve for Share Subscription Premium; results from the difference between the amount paid on subscription and the amount allocated to capital.

Special Reserve - Goodwill; represents the counterentry of the amount of the goodwill recorded as asset, under the provisions of the CVM Instruction n° 319/99. Tax benefit generated by the amortization of goodwill, may be capitalized at each yearend.

**F-44**

**NOTES TO THE UNAUDITED INTERIM**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

Reserve for tax incentives and donations: Recognized as a result of the investment grants received before the beginning of the fiscal year of 2008, and whose counterentry represents an asset received by the Company.

Special reserve for inflation adjustment of Law n° 8.200/91: Recognized as a result of special monetary restatement adjustments of permanent assets to offset distortions in the monetary adjustment indexes prior to 1991.

Stock options: consists on the stock option plans, approved and recognized according to payment plans based on stocks and payed with net equity instruments.

Other Capital Reserves: consist of the counterentry of interest on works in progress incurred up to December 31, 1998 and the funds invested in income tax incentives prior to the beginning of 2008.

**d. Profit reserves**

Profit reserves are recognized pursuant to the following practices:

Legal Reserve: allocation of five percent of the annual net income up to the limit of twenty percent of paid-up capital. This allocation is optional when the legal reserve plus the capital reserves exceeds 30 percent of capital. This reserve is only used for increasing capital or offsetting losses.

Investment Reserve: comprises the remaining balances of net income for the year, adjusted pursuant to article 202 of Law 6404/76 and allocated after the payment of dividends. The net income allocated to this reserve was fully allocated as retained earnings by the related Shareholders Meetings, in view of the Company's investment budget and pursuant to article 196 of the Brazilian Corporate Law. Until the end of 2007, the net income retained for investments remained in the retained earnings line account, pursuant to article 8 of CVM Resolution 59/86. After Law 11638/37 came into effect, determining that no balances should remain under the retained earnings line account at the balance sheet date, said net income was transferred to this investment reserve.

**e. Dividends and Interest on Shareholders' Equity**

Dividends are calculated pursuant to the Company's By-laws and the Brazilian Corporate Law. Mandatory minimum dividends are calculated in accordance with article 202 of Law 6404/76, and preferred or priority dividends are calculated pursuant to the Company's By-laws.

By deliberation of the Board of Directors, the Company can pay or credit, as dividends, interest on shareholders' equity pursuant to article 9, paragraph 7, Law 9249, of December 26, 1995. The interest paid or credited will be offset against the annual mandatory minimum dividend, pursuant to article 43 of the By-laws.

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

**24. Related-parties transaction**

Related-party transactions are carried out at prices and terms similar to those agreed with third parties and are summarized as follow:

**a. Direct and indirect subsidiaries**

|   | 09/30/2009     |                       |               |                   |              |               |
|---|----------------|-----------------------|---------------|-------------------|--------------|---------------|
|   | BrT<br>Celular | BrT<br>Call<br>Center | BrTI          | BrT<br>Multimidia | VANT         | BrT<br>CS     |
| <b>Assets</b>                             | <b>128,730</b> | <b>38,399</b>         | <b>683</b>    | <b>10,063</b>     | <b>2,519</b> | <b>1,860</b>  |
| Due from subsidiary - loan receivable (i) |                | 21,183                |               |                   |              |               |
| Other assets                              | 128,730        | 17,216                | 683           | 10,063            | 2,519        | 1,860         |
| <b>Liabilities</b>                        | <b>638,208</b> | <b>68,729</b>         | <b>6,699</b>  | <b>15,867</b>     |              | <b>21,662</b> |
| Loans and financing (ii)                  | 503,508        |                       |               |                   |              |               |
| Other liabilities                         | 134,700        | 68,729                | 6,699         | 15,867            |              | 21,662        |
| <b>Income</b>                             | <b>236</b>     | <b>673</b>            | <b>20,063</b> | <b>28,413</b>     | <b>4</b>     |               |
| Operating income                          |                |                       | 20,063        | 28,413            | 1            |               |
| Financial income                          | 236            | 673                   |               |                   | 3            |               |
| <b>Expenses</b>                           | <b>390,188</b> | <b>202,225</b>        |               | <b>41,063</b>     |              | <b>52,276</b> |
| Costs and expenses                        | 348,894        | 202,225               |               | 41,063            |              | 52,276        |
| Financial expenses                        | 41,294         |                       |               |                   |              |               |

*Continues*

... continued

|   | 09/30/2009         |                   |                  |                |          |                |
|---|--------------------|-------------------|------------------|----------------|----------|----------------|
|   | BrT SCS<br>Bermuda | BrT of<br>America | BrT<br>Venezuela | iG<br>Brasil   | iG Part  | Total          |
| <b>Assets</b>                             | <b>28</b>          | <b>63</b>         | <b>9</b>         | <b>26,823</b>  | <b>5</b> | <b>209,182</b> |
| Due from subsidiary - loan receivable (i) |                    |                   |                  |                |          | 21,183         |
| Other assets                              | 28                 | 63                | 9                | 26,823         | 5        | 187,999        |
| <b>Liabilities</b>                        | <b>7,042</b>       | <b>2,290</b>      |                  | <b>7,397</b>   |          | <b>767,894</b> |
| Loans and financing                       |                    |                   |                  |                |          | 503,508        |
| Other liabilities                         | 7,042              | 2,290             |                  | 7,397          |          | 264,386        |
| <b>Income</b>                             | <b>20,193</b>      | <b>1,370</b>      | <b>548</b>       | <b>130,146</b> |          | <b>201,646</b> |
| Operating income                          | 20,193             | 1,370             | 548              | 130,146        |          | 200,734        |
| Financial income                          |                    |                   |                  |                |          | 912            |
| <b>Expenses</b>                           |                    | <b>7,032</b>      |                  | <b>14,091</b>  |          | <b>706,875</b> |
| Costs and expenses                        |                    | 7,032             |                  | 14,091         |          | 665,581        |
| Financial expenses                        |                    |                   |                  |                |          | 41,294         |

(i) Loan agreement with subsidiary BrT Call Center, maturing on May 20, 2010 and which bears interest equivalent to the interbank rate (DI) compounded by spread of 4.0% per year.

(ii)

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Loan agreement with subsidiary BrT Celular, maturing on April 16, 2010. This loan bears interest equivalent to the 101.75% of the DI rate.

**F-46**

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

**b. Indirect Controlling Company - Telemar Norte Leste S.A.**

*Company transactions*

The transactions conducted with TMAR refer to the provision of services and the assignment of means involving mainly interconnection and Industrial Exploration of Dedicated Line (EILD), as shown in the table below:

|                           | 09/30/2009 |
|---------------------------|------------|
| <b>Assets</b>             |            |
| Trade accounts receivable | 12,252     |
| <b>Liabilities</b>        |            |
| Trade accounts payable    | 11,665     |
| <b>Income</b>             |            |
| Service revenue           | 78,363     |
| <b>Costs and expenses</b> |            |
| Cost of services          | 13,863     |

The Company has purchased, with BrT Part incorporation, the rights with the indirect parent company referring to the subscription of private debentures, non-convertible in stocks. Such debentures issued by TMAR, at the amount of R\$ 1,200,000,00, have their due date set for December 11, 2013. The average cost of this facility is the CDI rate capitalized of 4.0% per year. The amount receivable by the Company, at September 30, 2009, was of R\$ 1,302,021.

*Transaction with BrT Celular*

Subscribed debentures: On March 12, 2009, subsidiary Brasil Telecom Celular S.A. subscribed private, nonconvertible debentures, issued by TMAR, in the amount of R\$300,000. These debentures mature in five years, on December 11, 2013. These debentures yield rate is equivalent to the DI Rate compounded by 4.0% per year. At the balance sheet date the adjusted amount of the debentures receivable was R\$322,458, accounted for as financial income for the year of R\$22,458.

**c. TNL PCS S.A. ( Oi Móvel )**

The transactions conducted with Oi Móvel, a subsidiary of TMAR, refer to the provision of services and the assignment of means involving mainly interconnection and EILD, as shown in the table below:

|                           | 09/30/2009 |
|---------------------------|------------|
| <b>Assets</b>             |            |
| Trade accounts receivable | 2,704      |
| <b>Liabilities</b>        |            |
| Trade accounts payable    | 5,179      |
| <b>Income</b>             |            |

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|                           |        |
|---------------------------|--------|
| Service revenue           | 55,080 |
| <b>Costs and expenses</b> |        |
| Cost of services          | 41,795 |

F-47

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**NOTES TO THE UNAUDITED INTERIM**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

**d. Telemar Internet Ltda. ( Oi Internet )**

The transactions conducted with Oi Internet, subsidiary of TMAR, refer to services provided and, at the end of the quarter, resulted in an amount receivable of R\$34, and operating income for the period totaled R\$74.

**e. National Social and Economic Development Bank (BNDES)**

*Company contracts*

The Company entered into a financing agreement with BNDES, controlling shareholder of BNDESPart, which holds 31.4% of the common share of Telemar Participações S.A., holding company of the Group, and is, therefore, a Company associate.

The balance payable by the Company at the balance sheet date, related to the BNDES financing was R\$2,345,840. Up to the end of the quarter, the Company recorded financial expenses of R\$187,070.

These loans, whose funds are being used to expand the network infrastructure (data, voice and image) and information technology, as part of the plan to ensure the compliance with the universal service and quality goals, and allow the consolidation of the Company as multi-provider of telecommunications services, are broken down below.

The Company contracted in August 2004 financing of R\$1,014,074 with the BNDES, with actual borrowings of R\$1,032,543, which bears interest equivalent to the TJLP plus 5.5% per year. Financing will be repaid in 60 monthly installments, which started in March 2006, the last maturing on February 15, 2011.

Also in August 2004, the Company contracted financing of R\$253,519, with the BNDES, with actual borrowings of R\$212,919, which bears interest equivalent to the UMBNDES plus 5.5% per year. This financing will be repaid in 60 monthly installments, from May 2006 to April 15, 2011.

The Company contracted in November 2006 financing of R\$2,004,336, with actual borrowings of R\$2,055,279, which bears interest equivalent to the TJLP plus 4.3% per year. This financing will be repaid in 60 monthly installments, from June 2009 to May 15, 2014.

Also in November 2006, the Company contracted financing of R\$100,000, with actual borrowings of R\$55,000, which bears interest equivalent to the TJLP plus 2.3% per year. This financing will be repaid in 60 monthly installments, from June 2009 to May 15, 2014.

*BrT Celular Contract*

BrT Celular contracted in March 2008 financing of R\$259,100, with actual borrowings of R\$259,376, to be used in the refurbishment of the cellular telephone network and increase traffic capacity, by implementing new services that will improve service quality to users. This financing bears interest pegged to TJLP, plus 3.52% per year. This financing will be repaid in 84 monthly installments, starting October 2010 until September 15, 2017. At the balance sheet date, the balance due by BrT Celular was R\$260,939. Up to the end of the quarter, this subsidiary recorded financial expenses of R\$18,441.

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

**f. Management**

*Management Compensation*

The compensation of the managers responsible for planning, managing and controlling the Company's activities, including that of the members of the Board of Directors and Executive Board, is as follows:

|  | 12/31/2008    | 09/30/2009   |
|--|---------------|--------------|
| Salaries and other short-term benefits | 49,579        | 6,993        |
| Postemployment benefits                | 184           |              |
| Employment termination benefits        | 6,875         | 1,364        |
| Share-based compensation               | 16,743        |              |
| <b>Total</b>                           | <b>73,381</b> | <b>8,357</b> |

**25. Insurance**

During the concession's period, it is the concession holder's responsibility to maintain the following insurance cover, in accordance with the contractual periods: comprehensive insurance against all risk of material damage to insurable assets held under the concession, insurance covering the economic conditions required to continue providing the service, and insurance guaranteeing the fulfillment of all obligations regarding quality and universal access, in accordance with the provisions of the Concession Contracts. The assets and responsibilities of material value and/or subject to high risk are all covered by insurance. The Company and its subsidiaries have an insurance policy program for covering returnable assets, loss of profits and contractual guarantees, as established in the Concession Agreement entered into with the government, and civil liability for telephony service operations.

The assets, liabilities and interests covered by insurance are as follows:

| Insurance line                        | Insured amount |            |
|---------------------------------------|----------------|------------|
|                                       | 12/31/2008     | 09/30/2009 |
| Operational risks and loss of profits | 500,000        | 500,000    |
| Fire inventories;                     | 40,000         | 40,000     |
| Civil liability - Third parties (i)   | 145,075        | 177,810    |
| Concession Warranty                   | 94,601         | 98,291     |
| Theft inventories                     | 2,282          | 2,372      |
| General civil liability               | 20,000         | 15,000     |

**26. RISK ANALYSIS AND FINANCIAL INSTRUMENTS**

**Financial Risk Management**

The activities of the Company expose it to several financial risks, such as: market risk (including currency risk, interest rate risk on fair value, interest rate risk on cash flows and price risk), credit risk and liquidity risk. The global risk management program focuses on the unpredictability of financial markets and seeks to mitigate potential adverse impacts on financial performance. The Company uses derivatives for certain risk exposures.

Risk management is carried out by the Company's treasury officer, in accordance with the policies approved by management. The treasury officer identifies, evaluates and covers financial risks together with the other business units of the Company. Management provides written guidelines for global risk management, as well as policies addressing specific areas, such as foreign exchange rate and interest risk, credit risk,



the use of derivatives and non-derivatives, and immediately liquid investments.

**F-49**

## NOTES TO THE UNAUDITED INTERIM

## CONSOLIDATED FINANCIAL STATEMENTS

(In thousands of Brazilian reais)

According to their nature, financial instruments may involve known or unknown risks, and the potential of these risks is important, in the best judgment. Therefore, there may be risks with or without guarantees depending on circumstantial or legal aspects.

**a. Fair Value of Financial Assets and Liabilities**

The Company has evaluated the active market for or effective realizable values (fair values) of financial assets and liabilities by using available information and evaluation methodologies appropriate for each situation. The interpretation of market data as regards the choice of methodologies requires considerable judgment and the establishment of estimates to reach an amount considered appropriate to each situation. Therefore, the estimates presented may not necessarily indicate the amounts that could be obtained in the active market. The use of different hypotheses for fair value calculation may have a material impact on the amounts obtained.

The fair value of swap derivatives was calculated based on the future cash flows associated to each contract, discounted to the market rates in effect at the balance sheet date.

For securities traded in an active market, the fair value is equivalent to the amount of the last quotation available at the balance sheet date multiplied by the number of outstanding securities. For contracts whose current terms and conditions are similar to those originally contracted or which do not present quotation benchmarks, the fair values equal the carrying amounts.

The classes of assets and liabilities presented in this note were selected based on their materiality.

|  | December 31, 2008 |            | September 30, 2009 |            |
|--|-------------------|------------|--------------------|------------|
|  | Carrying Amount   | Fair Value | Carrying Amount    | Fair Value |
| <b>Assets</b>                              |                   |            |                    |            |
| Cash and cash equivalents                  | 1,478,558         | 1,478,558  | 1,336,977          | 1,336,977  |
| Cash investments                           | 561,867           | 561,867    | 299,923            | 299,923    |
| Trade accounts receivable                  | 2,210,090         | 2,210,090  | 2,175,002          | 2,175,002  |
| Credits with related parties               |                   |            | 1,624,479          | 1,772,403  |
| Loans and financing                        | 6,868             | 6,868      |                    |            |
| Derivatives                                | 29,179            | 29,179     |                    |            |
| Other assets                               | 236,075           | 236,075    | 292,541            | 292,541    |
| <b>Liabilities</b>                         |                   |            |                    |            |
| Accounts payable and accrued expenses      | 2,060,414         | 2,060,414  | 1,344,332          | 1,344,332  |
| Loans and financing                        | 3,571,999         | 3,597,016  | 3,230,683          | 3,249,679  |
| Debentures                                 | 1,091,906         | 1,058,712  | 1,124,475          | 1,165,074  |
| Derivatives                                | 222,073           | 222,073    | 185,650            | 185,650    |
| Dividends/ interest on shareholders equity | 424,022           | 424,022    | 105,013            | 105,013    |
| Treasury shares                            | (152,129)         | (183,477)  | (149,642)          | (207,471)  |
| Other liabilities                          | 894,594           | 894,594    | 358,099            | 358,099    |

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

**b. Financial Instruments per Category**

The book balances of financial instruments per category are as follows:

|   | September 30, 2009   |   |                  |
|---|--|---|------------------|
|   | Receivables, loans<br>and liabilities at<br>amortized cost | At fair value<br>with gains and<br>losses<br>recognized in<br>income (loss) | Total            |
| <b>Assets</b>                               |  |   |                  |
| Cash and cash equivalents                   |  | 1,336,977   | 1,336,977        |
| Cash investments                            |  | 299,923   | 299,923          |
| Trade accounts receivable                   | 2,175,002  |   | 2,175,002        |
| Credits with related parties                | 1,624,479  |   | 1,624,479        |
| Other assets                                | 292,541  |   | 292,541          |
| <b>Total</b>                                | <b>4,092,022</b>   | <b>1,636,900</b>  | <b>5,728,922</b> |
| <b>Liabilities</b>                          |  |   |                  |
| Accounts payable and accrued expenses       | 1,344,332  |   | 1,344,332        |
| Loans and financing                         | 3,230,683  |   | 3,230,683        |
| Debentures                                  | 1,124,475  |   | 1,124,475        |
| Derivatives                                 |  | 185,650   | 185,650          |
| Dividends/ interest on shareholders' equity | 105,013  |   | 105,013          |
| Treasury shares                             | (149,642)  |   | (149,642)        |
| Other liabilities                           | 358,099  |   | 358,099          |
| <b>Total</b>                                | <b>6,012,960</b>   | <b>185,650</b>  | <b>6,198,610</b> |
| <br>  |  |   |                  |
|   | December 31, 2008  |   |                  |
|   | Receivables, loans<br>and liabilities at<br>amortized cost | At fair value<br>with gains and<br>losses<br>recognized in<br>income (loss) | Total            |
| <b>Assets</b>                               |  |   |                  |
| Cash and cash equivalents                   |  | 1,478,558   | 1,478,558        |
| Cash investments                            |  | 561,867   | 561,867          |
| Trade accounts receivable                   | 2,210,090  |   | 2,210,090        |
| Loans and financing                         | 6,868  |   | 6,868            |
| Derivatives                                 |  | 29,179  | 29,179           |
| Other assets                                | 236,075  |   | 236,075          |
| <b>Total</b>                                | <b>2,453,033</b>   | <b>2,069,604</b>  | <b>4,522,637</b> |
| <b>Liabilities</b>                          |  |   |                  |
| Accounts payable and accrued expenses       | 2,060,414  |   | 2,060,414        |
| Loans and financing                         | 3,571,999  |   | 3,571,999        |
| Debentures                                  | 1,091,906  |   | 1,091,906        |
| Derivatives                                 |  | 222,073   | 222,073          |
| Dividends/ interest on shareholders' equity | 424,022  |   | 424,022          |
| Treasury shares                             | (152,129)  |   | (152,129)        |
| Other liabilities                           | 894,594  |   | 894,594          |

|              |                  |                |                  |
|--------------|------------------|----------------|------------------|
| <b>Total</b> | <b>7,890,806</b> | <b>222,073</b> | <b>8,112,879</b> |
|--------------|------------------|----------------|------------------|

The Company had no financial instruments classified as held to maturity and available for sale at the balance sheet date.

**F-51**

## NOTES TO THE UNAUDITED INTERIM

## CONSOLIDATED FINANCIAL STATEMENTS

(In thousands of Brazilian reais)

**c. Credit risk**

The concentration of credit risk related to trade accounts receivables is immaterial due to the diversification of its portfolio and the monitoring controls applied. Doubtful receivables are adequately covered by an allowance for potential losses. (See note 10).

Transactions with financial institutions (short-term investments and loans and financing) are conducted with prime banks, avoiding concentration risks.

**d. Exchange rate risk**

The Company has loans and financing denominated in foreign currency. The risk associated with these liabilities is related to the possibility of fluctuations in exchange rates that could increase their balances. The loans subject to this risk represent approximately 12.5% (16.7% as of December 31, 2008) of the total loan and financing liabilities, less the foreign exchange hedging transactions contracted. In order to minimize this type of risk, the Company has been entering into foreign exchange hedging contracts with financial institutions. Of the debt portion in foreign currency, 37.0% (60.5% as of 12/31/08) is hedged by exchange rate swap and US dollar options, and foreign currency-denominated cash investments. The unrealized positive or adverse effects on hedging transactions, under exchange rate swaps and US dollar options, are recorded in the statement of income as earnings or losses, according to the status of each contract.

Exchange rate exposure at the balance sheet date, at carrying amount and fair value, was as follows:

|                       | December 31, 2008 |                | September 30, 2009 |                |
|-----------------------|-------------------|----------------|--------------------|----------------|
|                       | Carrying Amount   | Fair Value     | Carrying Amount    | Fair Value     |
| <b>Assets</b>         |                   |                |                    |                |
| Derivatives           | 29,179            | 29,179         |                    |                |
| <b>Total</b>          | <b>29,179</b>     | <b>29,179</b>  |                    |                |
| Current assets        | 29,179            | 29,179         |                    |                |
|                       |                   |                |                    |                |
|                       | December 31, 2008 |                | September 30, 2009 |                |
|                       | Carrying Amount   | Fair Value     | Carrying Amount    | Fair Value     |
| <b>Liabilities</b>    |                   |                |                    |                |
| Loans and financing   | 779,932           | 763,571        | 534,950            | 553,245        |
| Derivatives           | 222,073           | 222,073        | 185,650            | 185,650        |
| <b>Total</b>          | <b>1,002,005</b>  | <b>985,644</b> | <b>720,600</b>     | <b>738,895</b> |
| Current liabilities   | 230,773           | 230,150        | 290,388            | 297,761        |
| Long-term liabilities | 771,232           | 755,494        | 430,212            | 441,134        |
| <u>Derivatives</u>    |                   |                |                    |                |

In accordance with investment policies approved by the Board of Directors in May 2007, the Company is allowed to enter into derivative transactions, without leverage, with prime financial institutions, in order to implement investment strategies and to hedge debts. The investment limits in derivative transactions cannot exceed 10% of the higher of Company's total investments and total foreign-currency denominated debt exposed to exchange rate changes. Transactions of this type can only be entered into after being approved by management, in accordance with formally established procedures.

Internal controls are maintained to ensure timely monitoring of foreign exchange risks. Since the Company has derivative investments for debt hedge, the management and evaluation of the results from these transactions only consider the reduction or elimination of the effects of

fluctuations in exchange rates on its debt.

**F-52**

## NOTES TO THE UNAUDITED INTERIM

## CONSOLIDATED FINANCIAL STATEMENTS

(In thousands of Brazilian reais)

The amounts of the derivatives are summarized as follows:

|  | Maturity         | Notional amount |            | Fair Value       |                  | Accumulated effect<br>current period |                                 |
|--|------------------|-----------------|------------|------------------|------------------|--------------------------------------|---------------------------------|
|  |                  | 12/31/2008      | 09/30/2009 | 12/31/2008       | 09/30/2009       | Amount<br>payable<br>12/31/2008      | Amount<br>payable<br>09/30/2009 |
| <b>Swap contracts</b>                                      |                  |                 |            |                  |                  |                                      |                                 |
| <b>Asset position</b>                                      |                  |                 |            |                  |                  |                                      |                                 |
| Foreign currency - yen (i)                                 | Set/09 to Mar/11 | 280,703         | 116,702    | 277,774          | 128,793          | 277,774                              | 128,793                         |
| <b>Liability position</b>                                  |                  |                 |            |                  |                  |                                      |                                 |
| Interest rate - Interbank Certificate of Deposit (CDI) (i) | Set/09 to Mar/11 | (280,703)       | (116,702)  | (499,428)        | (314,443)        | (499,428)                            | (314,443)                       |
| <b>Net amount</b>  |                  |                 |            | <b>(221,654)</b> | <b>(185,650)</b> | <b>(221,654)</b>                     | <b>(185,650)</b>                |
| <b>Options contracts</b>                                   |                  |                 |            |                  |                  |                                      |                                 |
| <b>Holder position - Call</b>                              |                  |                 |            |                  |                  |                                      |                                 |
| Foreign currency - dollar (i)                              | Feb/09           | US\$ 80,000     |            | <b>29,179</b>    |                  |                                      |                                 |
| <b>Writer position - Put</b>                               |                  |                 |            |                  |                  |                                      |                                 |
| Foreign currency - dollar (ii)                             | Feb/09           | US\$ (64,000)   |            | <b>(419)</b>     |                  | (419)                                |                                 |

## (i) Yen to CDI Swap (Plain Vanilla)

In 2004, the Company entered into foreign exchange swap transactions (plain vanilla) in order to hedge cash flows related to its yen-denominated liabilities with final maturity in March 2011. Under these contracts, the Company has an asset position in yens, plus fixed interest rate, and a liability position tied to a percentage of a one-day interest rate (CDI), thus hedging against the foreign exchange fluctuation risk of the yen against the Brazilian real, which in effect represented a swap of yen cost of +1.92% per year with an average weighted rate of 95.9% at the balance sheet date. Such contracts were entered into with the following prime financial institutions: Citibank N.A. - Brazilian branch, Citibank DTVM S.A., Banco Citibank S.A., Banco JP Morgan S.A. and Banco Santander Brasil S.A. These transactions were duly registered at the Clearinghouse for the Custody and Financial Settlement of Securities (CETIP S.A.) and there is no required guarantee margin on these contracts.

As the asset flows of swap contracts will be fully offset against the liability flows of the yen-denominated debt, the Company considers that the risk of being in default with a one-day interest rate (CDI) is an increase in the CDI.

## (ii) US Dollar Options

The Company contracted US dollar options to partially hedge cash flows from its foreign currency-denominated debts (Notes issued in February 2004). These transactions involve the purchase of call options fully financed by the sale of put options, and an identical exercise price for both transactions. Such contracts were entered into with the following prime financial institutions: Banco Santander Brasil S.A., Banco JP Morgan S.A., Banco Citibank S.A., HSBC Bank Brasil S.A., Banco Múltiplo and Banco Alfa de Investimentos S.A. These transactions were duly registered at the Clearinghouse for the Custody and Financial Settlement of Securities (CETIP S.A.) and mature in February 2009. There is no required guarantee margin on these contracts.

## NOTES TO THE UNAUDITED INTERIM

## CONSOLIDATED FINANCIAL STATEMENTS

(In thousands of Brazilian reais)

Sensitivity Analysis of Exchange Rate Changes

At the balance sheet date, management estimated the probable scenario of depreciation of the Brazilian real against other currencies based on the closing dollar exchange rate (sell PTAX). The same US dollar rate at the balance sheet date was used for the probable scenario rate. The probable rate was then depreciated by 25% and 50%, serving as a parameter for the possible and remote scenarios, respectively.

## Exchange Rate Scenarios

|        | Probable scenario |              | Possible scenario |              | Remote scenario |              |
|--------|-------------------|--------------|-------------------|--------------|-----------------|--------------|
|        | Benchmark rate    | Depreciation | Benchmark rate    | Depreciation | Benchmark rate  | Depreciation |
| Dollar | 1.7781            | 0.0%         | 2.2226            | 25%          | 2.66715         | 50%          |
| Yen    | 0.019811          | 0.0%         | 0.024764          | 25%          | 0.029717        | 50%          |
| Cesta  | 0.035043          | 0.0%         | 0.043804          | 25%          | 0.052565        | 50%          |

As of September 30, 2009, management estimated a future outflow for the payment of interest and principal of its debts pegged to foreign exchange rates based on interest rates prevailing at balance sheet date and the foreign exchange rates above, also assuming that all interest and principal payments would be made on scheduled maturity dates. The impact of hypothetical devaluation of the Brazilian real in relation to other currencies can be measured by the difference in the future flows in the possible and remote scenarios compared to the probable scenario, where there is no estimate of devaluation. Such sensitivity analysis considers payment outflows in future dates. Thus, the sum of the amounts for each scenario is not equivalent to the fair value, or even the present value of liabilities.

| Transaction                          | Individual risk                  | Future payment outflows by period |                |                | Total          |
|--------------------------------------|----------------------------------|-----------------------------------|----------------|----------------|----------------|
|                                      |                                  | Up to 1 year                      | 1 to 3 years   | 3 to 5 years   |                |
| <b>Probable scenario</b>             |                                  |                                   |                |                |                |
| US dollar debts                      | Increase in dollar rate          | 44,925                            | 78,723         | 413,079        | 536,727        |
| Cash in dollar (*)                   | Decrease in dollar rate          | (74,747)                          |                |                | (74,747)       |
| Yen debts                            | Increase in yen rate             | 88,199                            | 43,278         |                | 131,477        |
| Derivatives (net position - yen)     | Decrease in yen rate             | (87,465)                          | (43,107)       |                | (130,572)      |
| Currency basket debts                | Increase in currency basket rate | 32,162                            | 17,468         |                | 49,630         |
| <b>Total pegged to exchange rate</b> |                                  | <b>3,074</b>                      | <b>96,362</b>  | <b>413,079</b> | <b>512,515</b> |
| <b>Possible scenario</b>             |                                  |                                   |                |                |                |
| US dollar debts                      | Increase in dollar rate          | 56,156                            | 98,404         | 516,349        | 670,909        |
| Cash in dollar (*)                   | Decrease in dollar rate          | (93,434)                          |                |                | (93,434)       |
| Yen debts                            | Increase in yen rate             | 110,249                           | 54,098         |                | 164,347        |
| Derivatives (net position - yen)     | Decrease in yen rate             | (109,331)                         | (53,884)       |                | (163,215)      |
| Currency basket debts                | Increase in currency basket rate | 40,203                            | 21,835         |                | 62,038         |
| <b>Total pegged to exchange rate</b> |                                  | <b>3,843</b>                      | <b>120,453</b> | <b>516,349</b> | <b>640,645</b> |
| <b>Remote scenario</b>               |                                  |                                   |                |                |                |
| US dollar debts                      | Increase in dollar rate          | 67,388                            | 118,085        | 619,619        | 805,092        |
| Cash in dollar (*)                   | Decrease in dollar rate          | (112,121)                         |                |                | (112,121)      |
| Yen debts                            | Increase in yen rate             | 132,299                           | 64,917         |                | 197,216        |
| Derivatives (net position - yen)     | Decrease in yen rate             | (131,198)                         | (64,661)       |                | (195,859)      |
| Currency basket debts                | Increase in currency basket rate | 48,243                            | 26,202         |                | 74,445         |



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|  |              |                |                |                |
|--|--------------|----------------|----------------|----------------|
| <b>Total pegged to exchange rate</b>         | <b>4,611</b> | <b>144,543</b> | <b>619,619</b> | <b>768,773</b> |
| <i>Impacts</i>                               |              |                |                |                |
| <b>Possible scenario - probable scenario</b> | <b>769</b>   | <b>24,091</b>  | <b>103,270</b> | <b>128,130</b> |
| US dollar                                    | (7,456)      | 19,681         | 103,270        | <b>115,495</b> |
| Yen  | 184          | 43             |                | <b>227</b>     |
| Currency basket                              | 8,041        | 4,367          |                | <b>12,408</b>  |
| <b>Remote scenario - probable scenario</b>   | <b>1,537</b> | <b>48,181</b>  | <b>206,540</b> | <b>256,258</b> |
| US dollar                                    | (14,911)     | 39,362         | 206,540        | <b>230,991</b> |
| Yen  | 367          | 85             |                | <b>452</b>     |
| Currency basket                              | 16,081       | 8,734          |                | <b>24,815</b>  |

Note: There are no outflows in periods higher than five years.

(\*) Cash in Dollar for hedge purposes.

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

(In thousands of Brazilian reais)

The fair value of instruments subject to foreign exchange risk would be impacted as follows in the estimated scenarios:

**Impacts on fair value of liability instruments**

| Transaction                                  | Risk                             | Balance at 09/30/2009 |
|--|----------------------------------|-----------------------|
| <b>Probable scenario</b>                     |                                  |                       |
| US dollar debts                              | Increase in dollar rate          | 387,534               |
| Cash in dollar (*)                           | Decrease in dollar rate          | (74,747)              |
| Yen debts                                    | Increase in yen rate             | 128,263               |
| Derivatives (net position - yen)             | Decrease in yen rate             | (126,560)             |
| Currency basket debts                        | Increase in currency basket rate | 46,119                |
| <b>Total pegged to exchange rate</b>         |                                  | <b>360,609</b>        |
| <b>Possible scenario</b>                     |                                  |                       |
| US dollar debts                              | Increase in dollar rate          | 484,418               |
| Cash in dollar (*)                           | Decrease in dollar rate          | (93,434)              |
| Yen debts                                    | Increase in yen rate             | 160,329               |
| Derivatives (net position - yen)             | Decrease in yen rate             | (158,200)             |
| Currency basket debts                        | Increase in currency basket rate | 57,649                |
| <b>Total pegged to exchange rate</b>         |                                  | <b>450,762</b>        |
| <b>Remote scenario</b>                       |                                  |                       |
| US dollar debts                              | Increase in dollar rate          | 581,301               |
| Cash in dollar (*)                           | Decrease in dollar rate          | (112,121)             |
| Yen debts                                    | Increase in yen rate             | 192,395               |
| Derivatives (net position - yen)             | Decrease in yen rate             | (189,840)             |
| Currency basket debts                        | Increase in currency basket rate | 69,179                |
| <b>Total pegged to exchange rate</b>         |                                  | <b>540,914</b>        |
| <b>Impacts</b>                               |                                  |                       |
| <b>Possible scenario - probable scenario</b> |                                  | <b>90,153</b>         |
| US dollar                                    |                                  | 78,197                |
| Yen  |                                  | 426                   |
| Currency basket                              |                                  | 11,530                |
| <b>Remote scenario - probable scenario</b>   |                                  | <b>180,306</b>        |
| US dollar                                    |                                  | 156,394               |
| Yen  |                                  | 852                   |
| Currency basket                              |                                  | 23,060                |

(\*) Cash in Dollar for hedge purposes.

**e. Interest rate risk**

Assets

Cash equivalents and financial investments in local currency are kept in financial investment funds (FIFs) exclusively managed for the Company and investments in its own portfolio of private securities (floating rate bank certificates of deposit - CDBs) issued by prime financial institutions.

The Company has also granted a loan to the company that manufactures telephone directories, which earns interest based on the IGP-DI (General Price Index - Domestic Supply). The Company also has fixed income securities (CDBs) invested in Banco de Brasília S.A., related to the guarantee for the credit incentive granted by the government of the Federal District, under the Program for Economic Sustainable

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Development in the Federal District (PRO-DF), which earn interest from 94% to 97% of the SELIC interest rate.

The interest rate risk linked to such assets arises from the possibility of fluctuations in these rates and consequent decrease in return on these assets.

**F-55**

**NOTES TO THE UNAUDITED INTERIM  
CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

These assets are presented in the balance sheet as follows:

|                     | Carrying amount and<br>fair<br>value |                  |
|---------------------|--------------------------------------|------------------|
|                     | 12/31/2008                           | 09/30/2009       |
| <b>Assets</b>       |                                      |                  |
| Cash equivalents    | 1,310,720                            | 1,163,998        |
| Cash investments    | 561,867                              | 299,923          |
| Loans and financing |                                      | 1,624,479        |
| Other assets        | 12,299                               | 15,379           |
| <b>Total</b>        | <b>1,884,886</b>                     | <b>3,103,779</b> |
| Current             | 1,874,345                            | 1,465,827        |
| Long-term           | 10,541                               | 1,637,952        |

Liabilities

The Company has loans and financing in local currency subject to the following indexes: Long-term Interest Rate (TJLP), Monetary Unit of the National Bank for Economic and Social Development (UMBNDDES), Interbank Certificate of Deposit (CDI) and General Price Index - Domestic Supply (IGP-DI), as well as financing in foreign currency subject to the YEN LIBOR and LIBOR indexes. It also has a CDI exposure arising from swap contracts, the purpose of which is to hedge its yen-denominated liabilities, as mentioned in note 26.d. There are no other derivative transactions to hedge the liabilities against the interest rate risk.

Furthermore, the Company issued public debentures, not convertible into or exchangeable for shares. These liabilities were contracted at an interest rate pegged to the CDI. The risk inherent to these liabilities arises from the possibility of fluctuations in those rates. However, the Company continuously monitors the market rates to evaluate the possibility of entering into derivative contracts to hedge against the risk of fluctuations in these rates.

Sensitivity Analysis of Interest Rate Changes

The Company understands that the most significant risk related to interest rate changes arises from its liabilities subject to the CDI and TJLP. The risk is associated to an increase in those rates.

At the balance sheet date, management estimated a probable scenario of changes in interbank deposit rates (DIs) and TJLP. The rates prevailing at the balance sheet date were used in the probable scenario. These rates have been stressed by 25% and 50%, and used as benchmark for the possible and remote scenarios.

| Interest exchange rate scenario |           |                   |           |                 |           |
|---------------------------------|-----------|-------------------|-----------|-----------------|-----------|
| Probable scenario               |           | Possible scenario |           | Remote scenario |           |
| CDI                             | TJLP      | CDI               | TJLP      | CDI             | TJLP      |
| 8.6% p.a.                       | 6.0% p.a. | 10.75% p.a.       | 7.5% p.a. | 12.9% p.a.      | 9.0% p.a. |

As of September 30, 2009, management estimated a future outflow for the payment of interest and principal of its debts pegged to CDI and TJLP based on the interest rates above, also assuming that all interest and principal payments would be made on scheduled maturity dates. The impact of hypothetical increase of interest rates can be measured by the difference in the future flows in the possible and remote scenarios compared to the probable scenario, where there is no estimate of increase. Such sensitivity analysis considers payment outflows in future dates. Thus, the aggregate of the amounts for each scenario is not equivalent to the fair value, or even the present value of these liabilities. The fair value of these liabilities, should the Company's credit risk remain unchanged, would not be impacted in the event of fluctuations in interest rates, as the interest

rates used to estimate future cash outflows would be the same which adjust such flows to present value.

**F-56**

## NOTES TO THE UNAUDITED INTERIM

## CONSOLIDATED FINANCIAL STATEMENTS

(In thousands of Brazilian reais)

In addition, cash equivalents and financial investments are being held in post-fixed bonds that could have a remuneration increase in possible and remote scenarios, neutralizing part of interest rates increase impact on debt's payment flow. However, as it is not possible to estimate their maturity dates equivalent to the financial liabilities, this event has not been considered. The balances of cash equivalents and financial investments are presented in Notes 9 and 10.

## Future interest payment outflows by period

| Transaction                                  | Individual risk | Up to 1 year   | 1 to 3 years   | 3 to 5 years   | Above 5 years | Total            |
|--|-----------------|----------------|----------------|----------------|---------------|------------------|
| <b>Probable scenario</b>                     |                 |                |                |                |               |                  |
| CDI pegged debts                             | CDI increase    | 131,085        | 217,094        | 42,894         |               | <b>391,073</b>   |
| Derivatives (net position - CDI)             | CDI increase    | 113,668        | 61,945         |                |               | <b>175,613</b>   |
| TJLP pegged debts                            | TJLP increase   | 224,817        | 272,665        | 89,187         | 15,899        | <b>602,568</b>   |
| <b>Total pegged to interest rates</b>        |                 | <b>469,570</b> | <b>551,704</b> | <b>132,081</b> | <b>15,899</b> | <b>1,169,254</b> |
| <b>Possible scenario</b>                     |                 |                |                |                |               |                  |
| CDI pegged debts                             | CDI increase    | 146,024        | 254,760        | 50,333         |               | <b>451,117</b>   |
| Derivatives (net position - CDI)             | CDI increase    | 116,758        | 65,194         |                |               | <b>181,952</b>   |
| TJLP pegged debts                            | TJLP increase   | 230,973        | 308,390        | 138,111        | 28,148        | <b>705,622</b>   |
| <b>Total pegged to interest rates</b>        |                 | <b>493,755</b> | <b>628,344</b> | <b>188,444</b> | <b>28,148</b> | <b>1,338,691</b> |
| <b>Remote scenario</b>                       |                 |                |                |                |               |                  |
| CDI pegged debts                             | CDI increase    | 160,793        | 292,063        | 57,699         |               | <b>510,555</b>   |
| Derivatives (net position - CDI)             | CDI increase    | 119,836        | 68,468         |                |               | <b>188,304</b>   |
| TJLP pegged debts                            | TJLP increase   | 237,101        | 344,685        | 189,094        | 41,404        | <b>812,284</b>   |
| <b>Total pegged to interest rates</b>        |                 | <b>517,730</b> | <b>705,216</b> | <b>246,793</b> | <b>41,404</b> | <b>1,511,143</b> |
| <b>Impacts</b>                               |                 |                |                |                |               |                  |
| <b>Possible scenario - probable scenario</b> |                 | <b>24,185</b>  | <b>76,640</b>  | <b>56,363</b>  | <b>12,249</b> | <b>169,437</b>   |
| CDI  |                 | 18,029         | 40,915         | 7,439          |               | <b>66,383</b>    |
| TJLP   |                 | 6,156          | 35,725         | 48,924         | 12,249        | <b>103,054</b>   |
| <b>Remote scenario - probable scenario</b>   |                 | <b>48,160</b>  | <b>153,512</b> | <b>114,712</b> | <b>25,505</b> | <b>341,889</b>   |
| CDI  |                 | 35,876         | 81,492         | 14,805         |               | <b>132,173</b>   |
| TJLP   |                 | 12,284         | 72,020         | 99,907         | 25,505        | <b>209,716</b>   |

**f. Liquidity Risk**

The cash flows from operations and third-party financing are used by the Company to defray capital expenses on the expansion and modernization of the network, payment of dividends, prepayment of debts and investments in new businesses.

**g. Risk of Early Maturity of Loans and Financing**

The nonperformance of debts in some consolidated debt instruments of the Company and its subsidiaries can typify the accelerated maturity of other debt instruments. The impossibility to incur in new debts might prevent such companies from investing in their business and incur in required or advisable capital expenditures, which would reduce future sales and adversely impact their profitability. Additionally, the funds necessary to meet the payment commitments of the loans taken can reduce the amount of funds available for capital expenditures.

If the covenants set out in the agreement between the Company and JBIC are not met in the period ending September 30, 2009 and if JBIC does not waive this right, the Company might be required to settle the debt. Non-settlement represents an agreement default event, which could result in default events and or the acceleration of maturity of other financing and loans. If a default event occurs, the entire debt under agreements encompassing cross-default clauses would be classified as short-term liabilities which, as of September 30, 2009, totaled R\$3,523,624.

**h. Risks Related to Contingencies**

Contingencies are assessed according to probable, possible or remote loss risk. The contingencies for which an unfavorable outcome is regarded as probable are recorded in liabilities. Details on these risks are presented in note 21.

**F-57**

**NOTES TO THE UNAUDITED INTERIM**

**CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of Brazilian reais)**

**i. Regulatory risk**

Regulatory risks are related to the STFC activity, which is the most important sector in which the Company operates.

Concession Agreements

The Company has entered into local and domestic long distance concession agreements with ANATEL, effective from January 1, 2006 to December 31, 2025. These agreements, which provide for revisions on a five-year basis, in general have a higher degree of intervention on management of the businesses and several provisions defending the consumer's interests, as understood by the regulatory agency. The main highlights are:

- (i) The public concession fee is defined as 2% of income net of taxes, calculated every two years, starting 2006, and the first payment was made on April 30, 2007. This will occur successively until termination of the concession. This calculation method, as regards its accrual, corresponds to 1% for each fiscal year;
  - (ii) The definition of new universal service goals, particularly the mandatory offer of the AICE (Special Class Individual Access), and the installation of network infrastructure for connection to high-capacity access networks;
  - (iii) The Regulatory Agency can impose alternative mandatory offer plans;
  - (iv) Introduction of the Regulatory Agency's right to intervene in and change the concessionaire's agreements with third parties;
  - (v) Classification of the parent company's, subsidiary's, associate's and third parties' assets, indispensable for the concession, as returnable assets; and
  - (vi) Establishment of a users' council in each concession.
- Interconnection tariffs are defined as a percentage of the public local and domestic long distance tariff until the effective implementation of a cost model by service/modality, which is scheduled for 2009, pursuant to the models defined by the Separation and Accounting Allocation Regulations (Resolution 396/05).



**SIGNATURES**

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

Date: May 26, 2010

BRASIL TELECOM S.A.

By: /s/ JOÃO FRANCISCO DA SILVEIRA NETO  
Name: **João Francisco da Silveira Neto**  
Title: **Officer**

By: /s/ JULIO CESAR PINTO  
Name: **Julio Cesar Pinto**  
Title: **Officer**