WIDMAN PHILLIP
Form 4
February 12, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WIDMAN PHILLIP

(Last) (First) (Middle)

TEREX CORPORATION, 200 NYALA FARM ROAD

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TEREX CORP [TEX]

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $.01	02/08/2007		P		10 (1)	A	$ 59.31	119,759	D	
Common Stock, par value $.01	02/08/2007		I	V	0	A	$ 0	2,371	I	401(k) plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WIDMAN PHILLIP TEREX CORPORATION 200 NYALA FARM ROAD WESTPORT, CT 06880			SVP & Chief Financial Officer	

Signatures

/s/ Phillip Widman	02/12/2007
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents shares purchased through payroll deductions through the Company's Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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At 03/31/18

Cost	
	22,850,363
	15,127,578
	4,513,278
	1,658,897
	20,237,572

Explanation of Responses:

	238,195
	(499)
	622,662
	65,248,046
Accumulated amortization	
	-
	(12,499,199)
	(2,671,813)
	(606,333)
	(6,497,986)
	(218,482)
	-
	-
	(22,493,813)
Total	

22,850,363

2,628,379

1,841,465

1,052,564

13,739,586

19,713

(499)

622,662

42,754,233

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Explanation of Responses:

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Telefônica Brasil S. A.

NOTES TO THE QUARTERLY FINANCIAL STATEMENTS

Three-month period ended March 31, 2018

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

		Consolidated					
	Indefinite useful life	Finite useful life					
	Goodwill	Software	Customer portfolio	Trademarks	Licenses	Other intangible assets	Es lo s
Annual amortization rate (%)		**20.00 to 50.00**	**11.76 to 12.85**	**5.13 to 66.67**	**3.60 to 6.67**	**6.67 to 20.00**	
Balances and changes:							
Balance at 12/31/16	**23,062,421**	**2,694,521**	**2,561,220**	**1,157,820**	**14,897,968**	**50,702**	
Additions	-	95,295	-	-	-	18	
Write-offs, net	-	(1)	-	-	-	-	
Net transfers	-	186,924	-	-	-	(24,110)	
Amortization (Note 24)	-	(246,372)	(148,320)	(21,051)	(232,091)	(1,707)	
Balance at 03/31/17	**23,062,421**	**2,730,367**	**2,412,900**	**1,136,769**	**14,665,877**	**24,903**	
Additions	-	181,095	-	-	-	189	
Write-offs, net	-	(7,426)	-	-	-	-	
Net transfers	-	514,621	-	-	-	(187)	
Amortization	-	(698,381)	(434,037)	(63,154)	(696,271)	(3,953)	

Business Combination (Note 1.c)	-	530	-	-	-	-
Balance at 12/31/17	**23,062,421**	**2,720,806**	**1,978,863**	**1,073,615**	**13,969,606**	**20,952**
Additions	-	47,054	-	-	-	-
Net transfers	-	117,558	-	-	-	-
Amortization (Note 24)	-	(239,644)	(137,398)	(21,051)	(230,020)	(1,238)
Balance at 03/31/18	**23,062,421**	**2,645,774**	**1,841,465**	**1,052,564**	**13,739,586**	**19,714**
At 12/31/17						
Cost	23,062,421	15,125,532	4,513,278	1,658,897	20,237,572	238,201
Accumulated amortization	-	(12,404,726)	(2,534,415)	(585,282)	(6,267,966)	(217,249)
Total	**23,062,421**	**2,720,806**	**1,978,863**	**1,073,615**	**13,969,606**	**20,952**
At 03/31/18						
Cost	23,062,421	15,288,319	4,513,278	1,658,897	20,237,572	238,202
Accumulated amortization	-	(12,642,545)	(2,671,813)	(606,333)	(6,497,986)	(218,488)
Total	**23,062,421**	**2,645,774**	**1,841,465**	**1,052,564**	**13,739,586**	**19,714**

b) <u>Goodwill breakdown</u>

	Company	Consolidated
Ajato Telecomunicação Ltda.	149	149
Spanish e Figueira (merged with TDBH) (1)	-	212,058
Santo Genovese Participações Ltda. (2)	71,892	71,892
Telefônica Televisão Participações S.A. (3)	780,693	780,693
Vivo Participações S. A. (4)	9,160,488	9,160,488
GVT Participações S. A. (5)	12,837,141	12,837,141
Total	**22,850,363**	**23,062,421**

(1) Goodwill from partial spin-off of “Spanish and Figueira”, which was reversed to the Company upon merger of Telefônica Data Brasil Holding S.A. (TDBH) in 2006.

(2) Goodwill generated upon acquisition of equity control of Santo Genovese Participações (parent company of Atrium Telecomunicações Ltda.), in 2004.

(3) Goodwill generated upon acquisition/merger of Telefônica Televisão Participações (formerly Navytree) in 2008.

(4) Goodwill generated upon acquisition/merger of Vivo Participações in 2011.

(5) Goodwill generated upon acquisition of GVT Participações in 2015.

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NOTES TO THE QUARTERLY FINANCIAL STATEMENTS

Three-month period ended March 31, 2018

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

14) PERSONNEL, SOCIAL CHARGES AND BENEFITS

	Company		Consolidated	
	03/31/18	12/31/17	03/31/18	12/31/17
Salaries and wages	21,185	37,070	19,134	40,171
Social charges and benefits	371,148	354,467	420,540	399,229
Profit sharing	110,571	247,501	123,130	273,384
Share-based payment plans (Note 28)	20,750	31,567	22,771	33,880
Total	**523,654**	**670,605**	**585,575**	**746,664**
Current	523,654	648,957	584,873	723,380
Non-current	-	21,648	702	23,284

15) TRADE ACCOUNTS PAYABLE

	Company		Consolidated	
	03/31/18	12/31/17	03/31/18	12/31/17
Sundry suppliers (Opex, Capex, Services e Material)	6,171,379	6,380,614	6,497,652	6,683,503
Amounts payable (operators, cobilling)	898,829	183,250	187,517	187,976
Interconnection / interlink	237,989	224,777	237,989	224,777
Related parties (Note 27)	785,429	1,772,203	365,238	350,844
Total	**8,093,626**	**8,560,844**	**7,288,396**	**7,447,100**

16) TAXES, CHARGES AND CONTRIBUTIONS PAYABLE

	Company		Consolidated	
	03/31/18	12/31/17	03/31/18	12/31/17
ICMS	1,039,598	1,106,507	1,081,705	1,149,137
PIS and COFINS	339,432	385,501	418,823	419,589
Fust and Funttel	91,259	93,869	91,259	93,869
Fistel, ISS, CIDE and other taxes	283,380	102,327	300,909	113,689
Total	**1,753,669**	**1,688,204**	**1,892,696**	**1,776,284**
Current	1,735,790	1,669,741	1,842,607	1,726,836
Non-current	17,879	18,463	50,089	49,448

17) DIVIDENDS AND INTEREST ON EQUITY (IOE)

a) Dividends and interest on equity receivable

At March 31, 2018 and December 31, 2017, the Company had R$426,709 and R$323,206 to be received from TData, respectively.

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Telefônica Brasil S. A.

NOTES TO THE QUARTERLY FINANCIAL STATEMENTS

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

	Company
Balance at 12/31/17	**323,206**
Supplementary dividends for 2017 of TData	963,503
Receipt of dividends of TData	(860,000)
Balance at 03/31/18	**426,709**

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

b) <u>Dividends and interest on equity payable</u>

b.1) Breakdown:

	Company / Consolidated	
	03/31/18	12/31/17
Telefónica Latinoamérica Holding S.L.	505,750	505,750
Telefónica	609,003	609,003
SP Telecomunicações Participações	383,933	383,933
Telefónica Chile	1,070	1,070
Non-controlling interest		

	897,666	896,360
Total	**2,397,422**	**2,396,116**

b.2) Changes:

	Company/ Consolidated
Balance at 12/31/17	**2,396,116**
Payment of dividends and interest on equity	(367)
IRRF on shareholders exempt/immune from interest on equity	1,673
Balance at 03/31/18	**2,397,422**

For the cash flow statement, interest on equity and dividends paid to shareholders are recognized in "Financing Activities".

Interest on equity and dividends not claimed by shareholders expire within three years from the initial payment date. Should dividends and interest on equity expire, these amounts are recorded in retained earnings for later distribution.

18) PROVISIONS AND CONTINGENCIES

The Company and its subsidiaries are parties to administrative and judicial proceedings and labor, tax and civil claims filed in different courts. The management of the Company and its subsidiaries, based on the opinion of its legal counsel, recognized provisions for proceedings for which an unfavorable outcome is considered probable.

Breakdown of changes in provisions for cases in which an unfavorable outcome is probable, in addition to contingent liabilities and provisions for decommissioning are as follows:

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NOTES TO THE QUARTERLY FINANCIAL STATEMENTS

Three-month period ended March 31, 2018

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

				Company
			Provisions for contingencies	
	Labor	Tax	Civil	Regulator
Balances at 12/31/16	**1,374,570**	**3,109,806**	**1,038,230**	**828,93**
Additions (income) (Note 25)	347,204	49,404	159,242	25,04
Write-offs due to reversal (income) (Note 25)	(231,532)	(5,882)	(55,957)	(2,137
Other additions	-	100,252	650	
Write-offs due to payment	(114,134)	-	(96,700)	(152
Monetary restatement	39,089	112,631	34,923	21,50
Balances at 03/31/17	**1,415,197**	**3,366,211**	**1,080,388**	**873,19**
Additions (income)	457,333	166,595	586,414	246,07
Write-offs due to reversal (income)	(276,329)	(63,387)	(251,449)	(70,643
Other additions (reversal)	-	-	(1,748)	
Write-offs due to payment	(746,564)	(158,783)	(451,821)	(6,721
Write-offs due to taxes (3)	-	(66,027)	-	
Monetary restatement	104,682	230,291	85,651	61,88
Balances at 12/31/17	**954,319**	**3,474,900**	**1,047,435**	**1,103,79**
Additions (income) (Note 25)	136,116	48,122	202,750	1,39
Write-offs due to reversal (income) (Note 25)	(54,947)	(8,602)	(92,420)	(5,455
Other additions (reversal)	-	-	216	
Write-offs due to payment	(133,887)	(19,683)	(135,281)	(357
Monetary restatement	33,655	92,542	33,554	13,97
Balances at 03/31/18	**935,256**	**3,587,279**	**1,056,254**	**1,113,35**
At 12/31/17				
Current	239,229	-	201,673	994,00
Non-current	715,090	3,474,900	845,762	109,78
At 03/31/18				
Current	225,459	-	184,466	1,002,21
Non-current	709,797	3,587,279	871,788	111,13

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NOTES TO THE QUARTERLY FINANCIAL STATEMENTS

Three-month period ended March 31, 2018

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

				Consolidated
	Provisions for contingencies			
	Labor	Tax	Civil	Regulator
Balances at 12/31/16	**1,382,957**	**3,129,681**	**1,039,357**	**828,93**
Additions (income) (Note 25)	347,988	49,404	160,695	25,04
Write-offs due to reversal (income) (Note 25)	(231,887)	(5,882)	(56,309)	(2,137
Other additions	-	100,252	650	
Write-offs due to payment	(114,134)	-	(96,988)	(152
Monetary restatement	39,359	113,818	35,472	21,50
Balances at 03/31/17	**1,424,283**	**3,387,273**	**1,082,877**	**873,19**
Additions (income) (Note 25)	461,766	176,721	587,925	246,07
Write-offs due to reversal (income) (Note 25)	(280,696)	(65,802)	(253,618)	(70,643
Other additions (reversal)	(492)	(6,656)	(443)	
Write-offs due to payment	(751,522)	(168,407)	(454,940)	(6,721
Write-offs due to taxes (3)	-	(66,027)	-	
Monetary restatement	107,975	234,575	88,015	61,88
Business combination (Note 1 c)	19,282	87,531	6,061	
Balances at 12/31/17	**980,596**	**3,579,208**	**1,055,877**	**1,103,79**
Additions (income) (Note 25)	141,195	48,164	203,460	1,39
Write-offs due to reversal (income) (Note 25)	(56,818)	(8,498)	(92,547)	(5,455
Other additions (reversal)	(330)	-	332	
Write-offs due to payment	(137,538)	(20,115)	(135,656)	(357
Monetary restatement	34,864	93,305	33,801	13,97
Balances at 03/31/18	**961,969**	**3,692,064**	**1,065,267**	**1,113,35**
At 12/31/17				
Current	239,229	-	201,673	994,00
Non-current	741,367	3,579,208	854,204	109,78
At 03/31/18				
Current	225,459	-	184,466	1,002,21
Non-current	736,510	3,692,064	880,801	111,13

Explanation of Responses:

(1) This refers to contingent liabilities arising from Purchase Price Allocation (PPA) generated on acquisition of the controlling interest of Vivo Participações in 2011 and GVTPart. in 2015.

(2) These refer to costs to be incurred to return the sites (locations for installation of base radio, equipment and real estate) to their respective owners in the same conditions as at the time of execution of the initial lease agreement.

(3) This refers to the amounts of tax on tax losses used to offset tax provisions arising from the Company's adherence to the Special Tax Regularization Program (PERT).

a) Provisions and labor contingencies

	Amounts involved			
	Company		Consolidated	
Nature/Degree of Risk	03/31/18	12/31/17	03/31/18	12/31/17
Provisions - probable losses	935,256	954,319	961,969	980,596
Possible losses	181,377	210,211	228,412	261,876

Labor provisions and contingencies involve labor claims filed by former employees and outsourced employees (the latter alleging subsidiary or joint liability) claiming for, among other issues, overtime, salary equalization, post-retirement benefits, allowance for health hazard and risk premium, and matters relating to outsourcing.

The Company is also a defendant in labor claims filed by retired former employees who are covered by the Retired Employees Medical Assistance Plan ("PAMA"), who, among other issues, are demanding the cancellation of amendments to this plan. Most of these claims await a decision by the Regional Labor Court of São Paulo and the Superior Labor Court. Based on the opinion of its legal counsel and recent decisions of the courts, management considers the risk of loss in these cases as possible. No amount has been specified for these claims, since is not possible to estimate the cost to the Company in the event of loss.

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In addition, the Company is party to Public Civil Actions filed by the Labor Public Prosecutor's Office, mainly in relation to the determination that the Company must cease the engagement of intermediaries to carry out its core activities. No amounts were allocated to the possible degree of risk in these Public Civil Actions in the above table, since at this stage of the proceedings it is not possible to estimate the cost to the Company in the event of loss.

b) Provisions and tax contingencies

	Amounts involved			
	Company		Consolidated	
Nature/Degree of Risk	03/31/18	12/31/17	03/31/18	12/31/17
Provisions - probable losses	3,587,279	3,474,900	3,692,064	3,579,208
Federal	428,055	420,128	510,672	502,153
State	307,603	231,667	307,603	231,998
Municipal	32,690	32,054	32,690	32,054
FUST, FISTEL and EBC	2,818,931	2,791,051	2,841,099	2,813,003
Possible losses	31,596,809	34,029,094	33,051,650	35,388,910
Federal	8,004,524	7,936,925	8,329,214	8,226,374
State	15,563,351	18,015,683	16,523,416	18,968,349
Municipal	575,767	542,084	581,723	548,014

FUST, FUNTTEL, FISTEL and EBC	7,453,167	7,534,402	7,617,297	7,646,173

b.1) Probable tax contingencies

Management and its legal counsel understand that losses are probable in the following federal, state, municipal and other tax proceedings (FUST, FISTEL and EBC) are described below:

Federal Taxes

The Company and/or its subsidiaries are parties to administrative and legal proceedings relating to: (i) claims resulting from the non-ratification of compensation and refund requests formulated; (ii) CIDE levied on the remittance of amounts abroad related to technical and administrative assistance and similar services, as well as royalties; (iii) IRRF on interest on equity; (iv) Social Investment Fund (Finsocial) offset amounts; and (v) additional charges to the PIS and COFINS tax base, as well as additional charges to COFINS required by Law No. 9,718/98.

At March 31, 2018, consolidated provisions totaled R$510,672 (R$502,153 at December 31, 2017).

State taxes

The Company and/or its subsidiaries are parties to administrative and judicial proceedings relating to: (i) disallowance of ICMS credits; (ii) telecommunications services not subject to ICMS; (iii) tax credit for challenges / disputes over telecommunication services not provided or wrongly charged (Agreement 39/01); (iv) rate difference of ICMS; (v) ICMS on rent of infrastructure necessary for internet (data) services; and (vi) outflows of goods with prices lower than those of acquisition.

At March 31, 2018, consolidated provisions totaled R$307,603 (R$231,998 at December 31, 2017).

Municipal taxes

The Company and/or its subsidiaries are parties to various municipal tax proceedings, at the judicial level, relating to: (i) Property tax (IPTU); (ii) Services tax (ISS) on equipment leasing services, non-core activities and supplementary activities; and (iii) withholding of ISS on contractors' services.

At March 31, 2018, consolidated provisions totaled R$32,690 (R$32,054 at December 31, 2017).

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NOTES TO THE QUARTERLY FINANCIAL STATEMENTS

Three-month period ended March 31, 2018

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

FUST, FISTEL and EBC

The Company and/or subsidiaries have administrative and judicial discussions related to: (i) the non-inclusion of interconnection expenses and industrial exploitation of a dedicated line in the calculation basis of FUST; (ii) exclusion of the calculation basis of the Installation Inspection Fee ("TFI") and Inspection and Operation Fee ("TFF") of the mobile stations that are not owned by it; and (iii) Contribution to the Promotion of Public Broadcasting (EBC).

At March 31, 2018, consolidated provisions totaled R$2,841,099 (R$2,813,003 at December 31, 2017).

b.2) Possible tax contingencies

Management and its legal counsel understand that losses are possible in the following federal, state, municipal and other tax proceedings (FUST, FUNTTEL, FISTEL and EBC) are described below:

Federal taxes

The Company and/or its subsidiaries are parties to various administrative and judicial proceedings, at the federal level, which are awaiting decisions in different court levels.

The most important of these proceedings are: (i) statements of dissatisfaction resulting from failure to approve requests for compensation submitted by the Company; (ii) INSS (social security contribution) (a) on compensation payment for salary losses arising from the "*Plano Verão*" and the "*Plano Bresser*"; (b) SAT, social security amounts owed to third parties (INCRA and SEBRAE) and (c) supply of meals to employees, withholding of 11% (assignment of workforce); (iii) IRRF and CIDE on the funds remitted abroad related to technical services and to administrative support and similar services, etc., and royalties; (iv) IRPJ and CSLL - disallowance of costs and sundry expenses not evidenced; (v) deduction of COFINS on swap operation losses; (vi) PIS and COFINS accrual basis versus cash basis; (vii) IRPJ FINOR, FINAN or FUNRES; (viii) IRPJ and CSLL, disallowance of expenses on goodwill of the corporate restructuring of Terra Networks and Vivo S.A., and for the takeovers of Navytree, TDBH, VivoPart. and GVTPart.; (ix) ex-tariff, cancellation of the benefits under CAMEX Resolution No. 6, increase in the import duty from 4% to 28%; (x) IPI levied on shipment of fixed access units from the Company's establishment; (xi) PIS and COFINS levied on value-added services and monthly subscription services; (xii) INSS on Stock Options - requirement of social security contributions on amounts paid to employees under the stock option plan; (xiii) IOF - required on loan transactions, intercompany loans and credit transactions; and (xiv) operating expenses allegedly non-deductible and related to estimated losses on the recoverable value of accounts receivable.

At March 31, 2018, consolidated amounts involved totaled R$8,329,214 (R$8,226,374 at December 31, 2017).

State taxes

The Company and/or its subsidiaries are parties to various administrative and judicial proceedings, at the state level, which are awaiting decisions in different court levels.

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Among these lawsuits, the following are highlighted: (i) rental of movable property; (ii) international calls (DDI); (iii) reversal of ICMS credit related to the acquisition of items of property, plant and equipment and payment of ICMS in interstate transfers of property, plant and equipment between branches; (iv) reversal of previously unused ICMS credits; (v) service provided outside São Paulo state with ICMS paid to São Paulo State; (vi) co-billing; (vii) tax substitution with a fictitious tax base (tax guideline); (viii) use of credits related to acquisition of electric power; (ix) secondary activities, value added and supplementary services; (x) tax credits related to opposition/challenges regarding telecommunications services not provided or mistakenly charged (Agreement 39/01); (xi) deferred collection of ICMS - interconnection (DETRAF - Traffic and Service Provision Document); (xii) credits derived from tax benefits granted by other states; (xiii) disallowance of tax incentives related to cultural projects; (xiv) transfers of assets among business units owned by the Company; (xv) communications service tax credits used in provision of services of the same nature; (xvi) card donation for prepaid service activation; (xvii) reversal of credit from return and free lease in connection with assignment of networks (used by the Company itself and exemption of public bodies); (xviii) DETRAF fine; (xix) ICMS on own consumption; (xx) ICMS on exemption of public bodies; (xxi) ICMS on amounts given by way of discounts; (xxii) new tax register bookkeeping without prior authorization by tax authorities; (xxiii) ICMS on monthly subscription; (xxiv) ICMS on unmeasured services; and (xxv) ICMS on advertising services.

At March 31, 2018, consolidated amounts involved totaled R$16,523,416 (R$18,968,349 at December 31, 2017).

Municipal taxes

The Company and/or its subsidiaries are parties to various administrative and judicial proceedings, at the municipal level, which are awaiting decisions in different court levels.

The most important of these proceedings are: (i) ISS on non-core activity, value-added and supplementary services; (ii) ISS withholding at source; (iii) IPTU; (iv) land use tax; (v) various municipal charges; (vi) charge for use of mobile network and lease of infrastructure; (vii) advertising services; (viii) services provided by third parties; (ix) advisory services in corporate management provided by Telefónica Latino América Holding; (x) ISS on call identification and mobile phone licensing services; (xi) ISS on full-time services, provisions, returns and cancelled tax receipts; and (xii) ISS on data processing and antivirus congeners.

At March 31, 2018, consolidated amounts involved totaled R$581,723 (R$548,014 at December 31, 2017).

FUST, FUNTTEL, FISTEL and EBC

Universal Telecommunications Services Fund ("FUST")

Writs of mandamus were filed seeking the right to not include revenues with interconnection and Industrial Use of Dedicated Line (EILD) in FUST tax base, according to Abridgment No. 7 of December 15, 2005, as it does not comply with the provisions contained in sole paragraph of Article 6 of Law No. 9,998/00, which are awaiting a decision from Higher Courts.

Various delinquency notices were issued by ANATEL in the administrative level to collect charges on interconnections, EILD and other revenues not earned from the provision of telecommunication services.

At March 31, 2018, consolidated amounts involved totaled R$4,481,532 (R$4,316,571 at December 31, 2017).

Fund for Technological Development of Telecommunications ("FUNTTEL")

Proceedings filed for recognition of the right not to include interconnection revenues and any others arising from the use of resources that are part of the networks in FUNTTEL calculation basis, as determined by Law 10,052/00 and Decree No. 3,737/01, thus avoiding the improper application of Article 4, paragraph 5, of Resolution 95/13.

Several notifications of debits drawn up by the Ministry of Communications in administrative actions for constitution of the tax credit related to the interconnection, network resources and other revenues that do not originate from the provision of telecommunication services.

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At March 31, 2018, consolidated amounts involved totaled R$554,548 (R$493,867 at December 31, 2017).

Telecommunications Inspection Fund ("FISTEL") and Contribution to Empresa Brasil de Comunicação (“EBC”)

Judicial actions for the collection of TFI on: (i) extensions of the term of validity of the licenses for use of telephone exchanges associated with the operation of the fixed switched telephone service; (ii) extensions of the period of validity of the right to use radiofrequency associated with the operation of the telephone service personal mobile service; and (iii) Contribution to Empresa Brasil de Comunicação (“EBC”).

At March 31, 2018, consolidated amounts involved totaled R$2,581,217 (R$2,835,735 at December 31, 2017).

b.3) Exclusion of ICMS on the basis of calculation of PIS and COFINS

On March 20, 2018, the Superior Court of Justice passed a decision in favor of the Company, which recognized the right to deduct ICMS from the calculation basis of PIS and COFINS contributions, for the period from September 2003 to July 2014 in accordance with CPC 00 (R1) - Conceptual Framework for Elaboration and Disclosure of Financial Reporting (Recognition of Financial Statements) / Conceptual Framework for Financial Reporting (Measurement uncertainty), an item must be recognized if it is probable that some future economic benefit associated with the item flows to the entity and the item has value that can be reliably measured, that is, completely, neutral and error-free.

Due to the fact that the determination of the value of the asset involves the processing of a large volume of information to be extracted and analyzed for the period 2003-2014, encompassing several billing systems and legacy systems, with different ICMS tax rates for the provision of services in all Brazilian States, due to the various restructurings that took place over the period, among others, it was not practicable for the Company to reliably measure the value of the asset, and the corresponding gain, and proceed with its due accounting record in the quarterly information for the quarter ended March 31, 2018, when the change of estimate occurred. In view of this, the Company is in the process of quantifying the amounts paid over for the referred period and will record the assets and the corresponding gain, as soon as the value is measured with reliability. The Company expects to complete this process in 2018.

c) Provisions civil contingencies

	Amounts involved			
	Company		Consolidated	
Nature/Degree of Risk	03/31/18	12/31/17	03/31/18	12/31/17
Provisions - probable losses	1,056,254	1,047,435	1,065,267	1,055,877
Possible losses	2,901,342	2,840,894	2,917,639	2,858,796

c.1) Provisions for probable civil losses

Management and its legal counsel understand that losses are probable in the following civil proceedings:

- The Company and/or its subsidiaries are parties to proceedings involving rights to the supplementary amounts from shares calculated on network expansion plans since 1996 (supplement of share proceedings). These proceedings are at different stages: lower courts, court of justice and high court of justice. At March 31, 2018, consolidated provisions totaled R$306,238 (R$324,232 at December 31, 2017).

- The Company and/or its subsidiaries are parties to various civil proceedings related to consumers at the administrative and judicial level, relating to the non-provision of services and/or products sold. At March 31, 2018, consolidated provisions totaled R$339,510 (R$296,169 at December 31, 2017).

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- The Company and/or its subsidiaries are parties to various civil proceedings of a non-consumer nature at administrative and judicial levels, all arising in the ordinary course of business. At March 31, 2018, consolidated provisions totaled R$419,519 (R$435,476 at December 31, 2017).

c.2) Civil contingencies assessed as possible losses

Management and its legal counsel understand that losses are possible in the following civil proceedings:

- Collective Action filed by SISTEL Participants' Association (ASTEL) in the state of São Paulo, in which SISTEL associates in the state of São Paulo challenge the changes made in the health insurance plan for retired employees ("PAMA") and claim for the reestablishment of the prior "status quo". This proceeding is still in the appeal phase, and awaits a decision on the Interlocutory Appeal filed by the Company against the decision on possible admission of the appeal to higher and supreme courts filed in connection with the Court of Appeals' decision, which changed the decision rendering the matter groundless. The amount cannot be estimated, and the claims cannot be settled due to their unenforceability because it entails the return to the prior plan conditions.

- Civil Class Actions filed by ASTEL, in the state of São Paulo, and by the Brazilian National Federation of Associations of Retirees, Pensioners and Pension Fund Members of the Telecommunications Industry (FENAPAS), both against SISTEL, the Company and other carriers, in order to annul the spin-off of the PBS private pension plan, alleging, in short, the "windup of the supplementary private pension plan of the SISTEL Foundation", which led to various specific mirror PBS plans, and corresponding allocation of funds from technical surplus and tax contingencies existing at the time of the spin-off. The amount cannot be estimated, and the claims cannot be settled due to their unenforceability because this involves the return of the spun-off assets of SISTEL relating to telecommunication carriers of the former Telebrás System.

• The Company is party to other civil claims, at several levels, related to service rendering rights. Such claims have been filed by individual consumers, civil associations representing consumer rights or by the Bureau of Consumer Protection (PROCON), as well as by the Federal and State Public Prosecutor's Office. The Company is also party to other claims of several types related to the ordinary course of business. At March 31, 2018, the consolidated amount totaled R$2,887,467 (R$2,827,071 at December 31, 2017).

• TGLog (company controlled by TData) is a party to the civil enforcement action process in the 3rd Civil Court of Barueri - SP for the allegation of contractual noncompliance with the transportation of goods. At March 31, 2018, the amount was R$184 (R$178 at December 31, 2017).

• Terra Networks (company controlled by TData) is a party to: (i) supplier action related to the transmission of events; (ii) PROCON fine (annulment action); (iii) indemnification action related to the use of content; (iv) ECAD action on copyright collection; and (v) claim actions filed by former subscribers regarding unrecognized collection, collection of undue value and contractual noncompliance. At March 31, 2018, the amount was R$15,781 (R$17,340 at December 31, 2017).

• The Company has received notices regarding noncompliance with the Customer Service (SAC) Decree. The Company is currently party to various lawsuits (administrative and legal proceedings). At March 31, 2018, the amount was R$14,207 (R$14,207 at December 31, 2017).

• Intelectual Property: Lune Projetos Especiais Telecomunicação Comércio e Ind. Ltda. (Lune), a Brazilian company, filed an action on November 20, 2001 against 23 wireless carriers claiming to own the patent for caller ID and the trademark "Bina". The purpose of that lawsuit was to interrupt provision of such service by carriers and to seek indemnification equivalent to the amount paid by consumers for using the service.

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An unfavorable decision was handed down determining that the Company should refrain from selling mobile phones with Caller ID service ("Bina"), subject to a daily fine of R$10,000.00 (Ten thousand reais) in case of noncompliance. Furthermore, according to that decision, the Company must pay indemnification for royalties, to be calculated on settlement. Motions for Clarification were proposed by all parties and Lune's motions for clarification were accepted since an injunctive relief in this stage of the proceedings was deemed applicable. A bill of review appeal was filed in view of the current decision which granted a stay of execution suspending that unfavorable decision until final judgment of the review. A bill of review was filed in view of the sentence handed down on June 30, 2016, by the 4th Chamber of the Court of Justice of the Federal District, in order to annul the lower court sentence and remit the proceedings back to the lower court for a new examination. At the present time, we await the judgment of the regimental grievance filed against a decision prior to the judgment, which rejected the application of the former lawyers of Lune as assistants of the author. There is no way to determine the extent of potential liabilities with respect to this claim.

• The Company and other wireless carriers figure as defendants in several lawsuits filed by the Public Prosecutor's Office and consumer associations to challenge imposition of a period to use prepaid minutes. The plaintiffs allege that the prepaid minutes should not expire after a specific period. Conflicting decisions were handed down by courts on the matter, even though the Company understands that its criteria for the period determination comply with ANATEL standards.

d) Provisions and regulatory contingencies

	Amounts involved			
	Company		Consolidated	
Nature/Degree of Risk	03/31/18	12/31/17	03/31/18	12/31/17
Provisions - probable losses	1,113,352	1,103,792	1,113,352	1,103,792
Possible losses	5,125,880	5,065,907	5,125,880	5,065,907

d.1) Provisions for regulatory contingencies assessed as probable losses

The Company is party to administrative proceedings against ANATEL, filed based on an alleged failure to meet sector regulations, and to judicial proceedings to contest sanctions applied by ANATEL at the administrative level. At March 31, 2018, consolidated provisions totaled R$1,113,352 (R$1,103,792 at December 31, 2017).

d.2) Regulatory contingencies assessed as possible losses

According to the Company's management and legal counsel, the likelihood of loss of the following regulatory civil proceedings is possible:

- The Company is party to administrative proceedings filed by ANATEL alleging noncompliance with the obligations set forth in industry regulations, as well as legal claims which discuss the sanctions applied by ANATEL at the administrative level. At March 31, 2018, the consolidated amount was R$5,125,880 (R$5,065,907 at December 31, 2017).

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- Administrative and judicial proceedings discussing payment of a 2% charge on interconnection services revenue arising from the extension of right of use of SMP related radio frequencies. Under clause 1.7 of the authorization term that grants right of use of SMP related radio frequencies, the extension of right of use of such frequencies entails payment every two years, during the extension period (15 years) of a 2% charge calculated on net revenues from the service provider's Basic and Alternative Plans of the service company, determined in the year before that of payment.

However, ANATEL determined that in addition to revenues from Service Plans, the charge corresponding to 2% should also be levied on interconnection revenues and other operating revenues, which is not stipulated in clause 1.7 of referred Authorization Term.

Considering, based on the provisions of the Authorization Terms, that revenue from interconnection services should not be included in the calculation of the 2% charge for radiofrequency use right extension, the Company filed administrative and legal proceedings challenging these charges, based on ANATEL's position.

d.3) Term of Conduct Adjustment ("TAC")

The Board of Directors of ANATEL approved, on October 27, 2016, the Company's TAC. On September 27, 2017, this instrument was judged by the Brazilian Court of Audit ("TCU"), with the instruction of recommendations and determinations to ANATEL for the continuation of the analysis of the instrument.

On March 8, 2018, ANATEL ultimately adjudicated fines in the amount of R$700 million, which have been withdrawn from the TAC. As a result of this fact, the Company is re-evaluating the scope of the TAC.

e) Guarantees

The Company and its subsidiaries granted guarantees for tax, civil and labor proceedings, as follows:

	Consolidated					
	03/31/18			12/31/17		
	Property and equipment	Judicial deposits and garnishments	Letters of guarantee	Property and equipment	Judicial deposits and garnishments	Letters of guarantee
Civil, labor and tax	170,566	6,728,530	1,586,710	176,591	6,663,805	1,669,476
Total	**170,566**	**6,728,530**	**1,586,710**	**176,591**	**6,663,805**	**1,669,476**

At March 31, 2018, in addition to the guarantees presented above, the Company and its subsidiaries had amounts under short-term investment frozen by courts (except for loan-related investments) in the consolidated amount of R$75,662 (R$69,764 at December 31, 2017).

19) DEFERRED REVENUE

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	Company		Consolidated	
	03/31/18	12/31/17	03/31/18	12/31/17
Services and goods (1)	294,390	301,292	294,390	301,292
Disposal of PP&E (2)	165,066	165,162	165,066	165,162
Activation revenue (3)	5,608	7,477	6,090	7,959
Customer loyalty program (4)	52,330	50,354	52,330	50,354
Government grants (5)	110,545	115,379	110,545	115,379
Contractual Liabilities - IFRS 15 (6)	182,199	-	182,199	-
Other (7)	79,458	81,466	85,739	83,052
Total	**889,596**	**721,130**	**896,359**	**723,198**
Current	508,765	370,493	515,528	372,561
Non-current	380,831	350,637	380,831	350,637

(1) This refers mainly to the balances of revenues from recharging prepaid services, which are recognized in income as services are provided to customers. It includes the amount of the agreement the Company entered into for industrial use of its mobile network by a different SMP operator in Regions I, II and III of the general authorizations plan, which is intended solely for the rendering of SMP services by the operator for its customers.

(2) Includes the net balances of the residual values from sale of non-strategic towers and rooftops, which are transferred to income as the conditions for recognition are fulfilled.

(3) This refers to the deferred activation revenue (fixed) recognized in income over the estimated period in which a customer remains in the base.

(4) This refers to points earned under the Company's loyalty program, which enables customers to accumulate points by paying bills relating to use of services offered. The balance represents the Company's estimate of customers exchanging points for goods and / or services in the future.

(5) This refers to: i) government subsidy arising from funds obtained from BNDES credit lines to be used in the acquisition of domestic equipment, which have been amortized over the useful life cycle of the equipment; and ii) subsidies arising from projects related to state taxes, which are being amortized over the contractual period.

(6) Refers to the balance of contractual liabilities arising from the adoption of IFRS 15 (Note 2.b).

(7) Includes amounts of the reimbursement for costs for leaving radio frequency sub-bands 2,500MHz to 2,690MHz due to cancellation of the Multichannel Multipoint Distribution Service (MMDS).

20) LOANS, FINANCING AND DEBENTURES

a) Breakdown

On March 31, 2018, the contractual terms of the loans and financing are the same as in Note 20) Loans, Financing and Debentures, disclosed in the financial statements for the fiscal year ended December 31, 2017.

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	Information as of March 31, 2018				Company / Consolidated 03/31/18			12/31/	
	Currency	Annual interest rate	Maturity	Garantees	Current	Non-current	Total	Current	Non-cur
<u>Local currency</u>					**1,269,510**	**2,049,514**	**3,319,024**	**1,478,656**	**2,237**
Financial Institutions (a.1)					**821,259**	**1,260,222**	**2,081,481**	**820,468**	**1,456**
BNDES FINEM	URTJLP	TJLP+ 0 to 4.08%	7/15/2019	(1)	370,888	122,722	493,610	371,946	213
BNDES FINEM	URTJLP	TJLP+ 0 to 3.38%	8/15/2020	(3)	184,159	258,485	442,644	184,007	303
BNDES FINEM	R$	5.00%	11/15/2019	(3)	14,646	9,729	24,375	14,654	13
BNDES FINEM	URTJLP	TJLP+ 0 to 3.12%	1/15/2023	(3)	103,291	388,923	492,214	101,879	413
BNDES FINEM	R$	4.00% to 6.00%	1/15/2023	(3)	37,939	122,698	160,637	37,061	132
BNDES FINEM	R$	Selic Acum. D-2 + 2.32%	1/15/2023	(3)	76,457	291,800	368,257	70,426	305
BNDES PSI	R$	2.5% to 5.5%	1/15/2023	(2)	18,810	14,876	33,686	25,405	19
BNB	R$	7.06% to 10%	8/18/2022	(4)	15,069	50,989	66,058	15,090	54
Suppliers (a.2)	**R$**		**3/31/2019**			-			

		101.7% a 109.7% of CDI			395,320		395,320	607,152	
Finance lease (a.3)	**R$**	**IPCA and IGP-M**	**8/31/2033**		52,931	338,208	391,139	51,036	334
Contingent Consideration (a.4)	**R$**	**Selic**			-	451,084	451,084	-	446
<u>Foreign Currency</u>					**142,576**	**47,403**	**189,979**	**142,299**	**82**
Financial Institutions (a.1)					**142,576**	**47,403**	**189,979**	**142,299**	**82**
BNDES FINEM	UMBND	ECM + 2.38%	7/15/2019	(1)	142,576	47,403	189,979	142,299	82
Total					**1,412,086**	**2,096,917**	**3,509,003**	**1,620,955**	**2,320**

<u>Guarantees:</u>

(1) Guarantee in receivables relating to 15% of the outstanding debt balance or four times the largest installment, whichever is higher.

(2) Pledge of financed assets.

(3) Assignment of receivables corresponding to 20% of outstanding debt balance or 1 time the last installment of sub-credit facility "A" (UMIPCA) plus 5 times the last installment of each of the other sub-credit facilities, whichever is greater.

(4) Bank guarantee in an amount equivalent to 100% of the outstanding financing debt balance. Setting up a liquidity fund represented by financial investments in the amount equivalent to three installments of repayment referenced to the average post-grace period performance. Balances were R$11,907 and R$11,722 at March 31, 2018 and December 31, 2017, respectively.

a.1) Loans and financing

Some financing agreements with the BNDES described above, have lower interest rates than those prevailing on the market. These operations fall within the scope of IAS 20 / CPC 7 and thus the subsidies granted by BNDES were adjusted to present value deferred in accordance with the useful lives of the financed assets, resulting in a balance until March 31, 2018 of R$29,488 (R$32,155 at December 31, 2017), Note 19.

a.2) Financing - Suppliers

Under bilateral agreements with suppliers, the Company obtained extension of the terms for payment of trade accounts payable at a cost based on fixed CDI rate for the corresponding periods, with the net cost equivalent to between 101.7% to 109.7 of CDI (101.4% to 109.4% of CDI at December 31, 2017).

a.3) Finance lease

The Company has agreements classified as finance lease agreements in the condition of lessee relate to: (i) lease of towers and rooftops arising from sale and finance leaseback transactions; (ii) lease of Built to Suit ("BTS") sites to install antennas and other equipment and transmission facilities; (iii) lease of information technology equipment and; (iv) lease of infrastructure and transmission facilities associated with the power transmission network. The net carrying amount of the assets has remained unchanged until sale thereof, and a liability is recognized corresponding to the present value of mandatory minimum installments of the agreement.

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

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

	Company / Consolidated	
	03/31/18	12/31/17
Nominal value payable	780,345	787,147
Unrealized financial expenses	(389,206)	(401,687)
Present value payable	**391,139**	**385,460**
Current	52,931	51,036
Non-current	338,208	334,424

Aging list of finance lease payable at March 31, 2018 is as follows:

	Company / Consolidated	
	Nominal value payable	Present value payable
Up to 1 year	60,264	52,931
From 1 to 5 years		

	201,027	144,706
Over five years	519,054	193,502
Total	**780,345**	**391,139**

There are no unsecured residual values resulting in benefits to the lessor or contingent payments recognized as revenue at March 31, 2018 and December 31, 2017.

a.4) Contingent consideration

As part of the Purchase and Sale Agreement and Other Covenants executed by and between the Company and Vivendi to acquire all shares in GVTPart., a contingent consideration relating to the judicial deposit made by GVT for the monthly installments of deferred income tax and social contribution on goodwill amortization was agreed, arising from the corporate restructuring process completed by GVT in 2013. If these funds are realized (being reimbursed, refunded, or via netting), they will be returned to Vivendi, as long as they are obtained in a final unappeasable decision. Reimbursement will be made within 15 years and this amount is subject to monthly restatement at the SELIC rate.

b) Debentures

The contractual terms of the debentures are the same as in Note 20) Loans, Financing and Debentures, disclosed in the financial statements for the fiscal year ended December 31, 2017.

Information on the debentures at March 31, 2018 and December 31, 2017:

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							Company / Consolidated		
Information as of March 31, 2018							03/31/18		
			Amounts						
Issue	Issue date	Maturity	Issued	Outstanding	Issue value	Remuneration p.a.	Current	Non-current	T
4th issue – Series 3	10/15/2009	10/15/2019	810,000	23,557	810,000	IPCA+4.00%	688	40,447	41,
1st issue – Minas Comunica	12/17/2007	7/5/2021	5,550	5,550	55,500	IPCA+0.50%	25,522	76,565	102,
4th issue	4/25/2013	4/25/2018	130,000	130,000	1,300,000	100% of CDI + 0.68%	1,340,659	-	1,340,
5th issue	2/8/2017	2/8/2022	200,000	200,000	2,000,000	108.25% of CDI	17,101	1,996,864	2,013,
6th issue	11/27/2017	11/27/2020	100,000	100,000	1,000,000	100% of CDI + 0.24%	22,773	999,535	1,022,
Total							**1,406,743**	**3,113,411**	**4,520,**

Transaction costs in connection with the 4th, 5^{th} and 6th issues, totaling R$5,001 at March 31, 2018 (R$5,422 at December 31, 2017, 4th, 5^{th} and 6th issues), were allocated as a reduction of liabilities as costs to be incurred and are recognized as financial expenses, according to the contractual terms of each issue.

c) <u>Repayment schedule</u>

At March 31, 2018, breakdown of non-current loans, financing, finance lease, debentures and contingent consideration by year of maturity is as follows:

	Company / Consolidated				
Year	Loans and financing	Debentures	Finance lease	Contingent Consideration	Total
2019	501,177	65,968	44,812	-	611,957
2020	355,177	1,025,522	35,532	-	1,416,231
2021	227,618	1,025,522	33,599	-	1,286,739
2022	205,802	996,399	32,259	-	1,234,460
2023 onwards	17,851	-	192,006	451,084	660,941
Total	**1,307,625**	**3,113,411**	**338,208**	**451,084**	**5,210,328**

d) Covenants

There are loans and financing with BNDES and debentures with specific covenants involving a penalty in the event of breach of contract. A breach of contract provided for in the agreements with the institutions listed above is characterized as noncompliance with covenants (analyzed on a quarterly, half-yearly or yearly basis), being a breach of a contractual clause, resulting in the early maturity of the contract.

At March 31, 2018 and December 31, 2017 all economic and financial indexes established in existing contracts have been achieved.

e) Changes

Changes in loans and financing, debentures, finance lease agreements and contingent considerations are as follows:

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	Company / Consolidated					
	Loans and financing	Debentures	Finance lease	Financing - Suppliers	Contingent Consideration	Total
Balance at 12.31.16	**4,158,015**	**3,554,307**	**374,428**	**722,591**	**414,733**	**9,224,074**
Additions	-	2,000,000	2,163	146,483	-	2,148,646
Financial charges (Note 26)	99,417	144,841	21,310	18,914	9,569	294,051
Issue costs	-	(5,329)	-	-	-	(5,329)
Foreign exchange variation (Note 26)	(40,224)	-	-	-	-	(40,224)
Write-offs (reversal)	-	-	(3,032)	-	-	(3,032)
Write-offs (payments)	(276,551)	(136,460)	(14,688)	(367,619)	-	(795,318)
Balance at 03.31.17	**3,940,657**	**5,557,359**	**380,181**	**520,369**	**424,302**	**10,822,868**
Additions	55,876	1,000,000	11,299	424,961	-	1,492,136
Government grants (Note 19)	(1,581)	-	-	-	-	(1,581)
Financial charges	200,736	340,454	23,955	51,689	21,842	638,676
Issue costs	-	403	-	-	-	403
Foreign exchange variation	56,070	-	-	-	-	56,070
Write-offs (reversal)	-	-	3,032	-	-	3,032
					-	

Write-offs (payments)	(1,749,412)	(2,377,477)	(33,007)	(389,867)		(4,549,763)
Balance at 12.31.17	**2,502,346**	**4,520,739**	**385,460**	**607,152**	**446,144**	**8,461,841**
Additions	-	-	6,100	126,411	-	132,511
Government grants (Note 19)	(40)	-	-	-	-	(40)
Financial charges (Note 26)	48,299	81,118	14,521	8,377	4,940	157,255
Issue costs	-	421	-	-	-	421
Foreign exchange variation (Note 26)	270	-	-	-	-	270
Write-offs (payments)	(279,415)	(82,124)	(14,942)	(346,620)	-	(723,101)
Balance at 03.31.18	**2,271,460**	**4,520,154**	**391,139**	**395,320**	**451,084**	**8,029,157**

The following is a summary of funding and payments made during the year ended March 31, 2018.

	Write-offs (payments)		
	Principal	Financial charges	Total
Loans and financing	**(227,820)**	**(51,595)**	**(279,415)**
BNDES	(224,089)	(50,464)	(274,553)
BNB	(3,731)	(1,131)	(4,862)
Debêntures	**-**	**(82,124)**	**(82,124)**
5th issue	-	(82,124)	(82,124)
Suppliers	(322,245)	(24,375)	**(346,620)**
Finance lease	(10,991)	(3,951)	**(14,942)**
Total	**(561,056)**	**(162,045)**	**(723,101)**

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21) OTHER LIABILITIES

	Company		Consolidated	
	03/31/18	12/31/17	03/31/18	12/31/17
Authorization licenses (1)	119,221	258,742	119,221	258,742
Liabilities with related parties (Note 27)	79,737	139,173	81,183	125,987
Payment for license renewal (2)	187,659	167,536	187,659	167,536
Third-party withholdings (3)	115,500	126,361	130,592	144,593
Surplus from post-employment benefit plans (Note 29)	534,493	522,498	544,361	531,938
Amounts to be refunded to subscribers	201,033	187,826	202,514	189,380
Other liabilities	69,895	70,108	69,055	72,893
Total	**1,307,538**	**1,472,244**	**1,334,585**	**1,491,069**
Current	528,383	700,251	546,557	718,468
Non-current	779,155	771,993	788,028	772,601

(1) As December 31, 2017, includes a portion of the Company's liability arising from an agreement entered into with ANATEL, whereby the operators that won the auction of the 4G licenses organized Entidade Administradora do Processo de Redistribuição e Digitalização de Canais de TV e RTV ("EAD"), which will be responsible for equally performing all TV and RTV channel redistribution procedures and solutions to harmful interference in radio communication systems, in addition to other operations in which the winning operators have obligations, as defined in the agreement. On January 31, 2018, the Company paid R$142,862 to EAD, referring to the 4th installments of the auction of 700 MHz national frequency bands for the provision of SMP, performed by ANATEL on September 30, 2014.

(2) This refers to the cost of renewing STFC and SMP licenses.

(3) This refers to payroll withholdings and taxes withheld from pay-outs of interest on equity and on provision of services.

22) EQUITY

a) Capital

According to its Articles of Incorporation, the Company is authorized to increase its share capital up to 1,850,000,000 common and preferred shares. The Board of Directors is the competent body to decide on any increase and consequent issue of new shares within the authorized capital limit.

Nevertheless, Brazil’s Corporation Law (Law No. 6404/76, Article 166, item IV) - establishes that capital may be increased by means of a Special Shareholders’ Meeting resolution to decide about amendments to the Articles of Incorporation, if the authorized capital increase limit has been reached.

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Capital increases do not necessarily observe the proportion between the number of shares of each class to be maintained, however the number of non-voting or restricted-voting preferred shares must not exceed 2/3 of total shares issued.

Preferred shares are non-voting, except for cases set forth in Articles 9 and 10 of the Articles of Incorporation, but have priority in the event of reimbursement of capital, without premium, and are entitled to dividends 10% higher than those paid on common shares, as per Article 7 of the Company's Articles of Incorporation and item II, paragraph 1, Article 17 of Law No. 6404/76.

Preferred shares are also entitled to full voting rights if the Company fails to pay the minimum dividend to which they are entitled for three consecutive financial years and this right will be kept until payment of said dividend.

Subscribed and paid-in capital at March 31, 2018 and December 31, 2017 amounted to R$63,571,416, divided into shares without par value, held as follows:

	Common Shares		**Preferred Shares**		**Grand Total**	
<u>**Shareholders**</u>	**Number**	**%**	**Number**	**%**	**Number**	
<u>**Controlling Group**</u>	**540,033,264**	**94.47%**	**704,207,855**	**62.91%**	**1,244,241,119**	**73.5**
Telefónica Latinoamérica Holding, S.L.	46,746,635	8.18%	360,532,578	32.21%	407,279,213	24.0
Telefónica S.A.	198,207,608	34.67%	305,122,195	27.26%	503,329,803	29.7
SP Telecomunicações Participações Ltda	294,158,155	51.46%	38,537,435	3.44%	332,695,590	19.6
Telefónica Chile S.A.	920,866	0.16%	15,647	0.00%	936,513	0.0
Other shareholders	**29,320,789**	**5.13%**	**415,131,868**	**37.09%**	**444,452,657**	**26.2**
Treasury Shares	**2,290,164**	**0.40%**	**983**	**0.00%**	**2,291,147**	**0.1**
Total shares	**571,644,217**	**100.00%**	**1,119,340,706**	**100.00%**	**1,690,984,923**	**100.0**
Treasury Shares	(2,290,164)		(983)		(2,291,147)	

Total shares outstanding	**569,354,053**	**1,119,339,723**	**1,688,693,776**

b) <u>Capital reserves</u>

b.1) Special goodwill reserve

This represents the tax benefit generated by the merger of Telefonica Data do Brasil Ltda. which will be capitalized in favor of the controlling shareholders (SPTE Participações Ltda.) after the tax credits are realized under the terms of CVM Ruling No. 319/99.

b.2) Other capital reserves

The breakdown at March 31, 2018 and December 31, 2017 is as follows.

Excess of the value in the issue or capitalization, in relation to the basic value of the share on the issue date (1)
Cancelation of treasury shares according to the Special Shareholders' Meeting (SGM) of 3/12/15 (2)
Direct costs of capital increases (3)

Incorporation of shares of GVTPart. (4)
Effects of the acquisition of Lemontree and GTR by Company and Tglog by TData (5)
Preferred shares delivered referring to the judicial process of expansion plan (6)
Effects of the acquisition of Terra Networks Brasil by TData (7)
Total

(1) Refers to the excess of the value on the issue or capitalization, in relation to the basic value of the share on the issue date.

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(2) The cancellation of 2,332,686 shares issued by the Company, held in treasury, approved at the Special Shareholders' Meeting held on March 12, 2015.

(3) Refers to direct costs (net of taxes) of Company capital increases on April 28, 2015 and April 30, 2015, arising from the Primary Offering of Shares.

(4) Refers to the difference between the economic values of the merger of shares of GVTPart. and market value of shares, issued on the transaction closing date.

(5) Regarding the effects of the acquisition of shares of non-controlling shareholders that, with the adoption of IFRS 10 / CPCs 35 and 36, would be recorded in equity when there is no change in the shareholding control.

(6) Refers to the effects of write-offs due to the transfer of 62 preferred shares in treasury to outstanding shares, for compliance with judicial process decisions in which the Company is involved regarding rights to the complementary receipt of shares calculated in relation to network expansion plans after 1996.

(7) Refers to the effects of TData's acquisition of Terra Networks, related to the difference between the consideration given in exchange for the equity interest obtained and the value of the net assets acquired (Note 1 c).

b.3) Treasury shares

The Company's shares held in treasury whose balance is resulting: (i) from the exercise of the right to withdraw from the Company's common and preferred shareholders, who expressed their dissent regarding the acquisition of GVTPart.; (ii) the acquisition of preferred shares in the financial market in accordance with the share buyback program in effect at the time of the transaction (see Note 22.f); and (iii) transfers of preferred shares, related to compliance with court decisions in which the Company is involved, which deals with rights to the complementary receipt of shares calculated in relation to network expansion plans after 1996.

c) Income reserves

c.1) Legal reserve

This reserve is set up by allocation of 5% of the net income for the year, up to the limit of 20% of the paid-up capital. The legal reserve will only be used to increase capital and offset accumulated losses.

c.2) Special Reserve for Expansion and Modernization

This reserve is constituted based on the capital budget, whose purpose is to guarantee the expansion of the network capacity to meet the Company's increasing demand and guarantee the quality of service rendering. In accordance with Article 196 of Law No. 6404/76, the capital budget will be submitted for appreciation and approval by the Shareholders' Meeting.

c.3) Tax Incentives Reserve

The Company has State VAT (ICMS) tax benefits in the States of Minas Gerais and Espírito Santo, relating to tax credits approved by the relevant bodies of said states, in connection with investments in the installation of SMP support equipment, fully operational, in accordance with the rules in force, ensuring that the localities listed in the call for bid be included in the SMP coverage area. The portion of profit subject to the incentive was excluded from the dividend calculation, and may be used only in the event of capital increase or loss absorption.

d) Dividend and interest on equity

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d.1) Additional dividends proposed for 2017

As per management's proposal for allocation of net income on December 31, 2017, the Company classified R$2,191,864 as proposed additional dividend. This proposal will be submitted to the Annual Shareholders' Meeting to be held in the second quarter of 2018.

d.2) Unclaimed dividends and interest on equity

Pursuant to Article 287, paragraph II, item “a” of Law No. 6404, of December 15, 1976, the dividends and interest on equity unclaimed by shareholders expire in 3 (three) years, as from the initial payment date. The Company reverses the amount of unclaimed dividends and IOE to equity upon expiry.

e) Other comprehensive income

Financial instruments available for sale: These refer to changes in fair value of financial assets available for sale.

Derivative financial instruments: These refer to the effective part of cash flow hedges up to the balance sheet date.

Currency translation effects for foreign investments: This refers to currency translation differences arising from the translation of financial statements of Aliança (jointly-controlled entity).

Changes in other comprehensive income are as follows:

	Consolidated			
	Financial instruments available for sale	Derivative transactions	Currency translation effects - foreign investments	Total
Balances at 12/31/16	**(8,881)**	**3,549**	**16,793**	**11,461**
Exchange variation	-	-	(1,051)	(1,051)
Gains from future contracts	-	4,047	-	4,047
Gains on financial assets available for sale	307	-	-	307
Balances at 03/31/17	**(8,574)**	**7,596**	**15,742**	**14,764**
Exchange variation	-	-	12,290	12,290
Losses from future contracts	-	(5,642)	-	(5,642)
Losses on financial assets available for sale	(84)	-	-	(84)
Balances at 12/31/17	**(8,658)**	**1,954**	**28,032**	**21,328**
Exchange variation	-	-	2,680	2,680
Losses from future contracts	-	(509)	-	(509)
Gains on financial assets available for sale	13	-	-	13
Balances at 03/31/18	**(8,645)**	**1,445**	**30,712**	**23,512**

f) Company Share Repurchase Program

In a meeting held on June 9, 2017, the Company's Board of Directors, in accordance with Article 17, item XV, of the Articles of Incorporation, approved the repurchase of common and preferred shares issued by the Company, under CVM Ruling No. 567, of September 17, 2015, for acquisition of common and preferred shares issued by the Company for subsequent cancellation, disposal or to be held in treasury, without decreasing capital, to increase shareholder value through the efficient application of available cash resources and optimize the Company's capital allocation.

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The repurchase will be made through the use of the capital reserve balance included in the balance sheet as at March 31, 2017, excluding the reserves referred to in Article 7, paragraph 1, of CVM Instruction 567, of September 17, 2015.

This program is effective until December 8, 2018, with the acquisitions made at B3, at market prices, observing the legal and regulatory limits, being the maximum amounts to be acquired of 870,781 common shares and 41,510,761 preferred shares.

On June 1, 2017 and July 5, 2017, the Company acquired 45 and 661 preferred shares issued by the Company at an average unit price of R$47.31 and R$45.26, respectively, totaling R$32.

g) <u>Earnings per share</u>

Basic and diluted earnings per share were calculated by dividing profit attributed to the Company's shareholders by the weighted average number of outstanding common and preferred shares for the year.

The following table shows the calculation of earnings per share for the quarters ended March 31, 2018 and 2017:

	Company	
	1st quarter of 2018	1st quarter of 2017
Net income for the year	1,098,019	996,197

Common shares	347,191	314,995
Preferred shares	750,828	681,202
Number of shares (thousands):	1,688,694	1,688,694
Weighted average number of outstanding common shares for the year	569,354	569,354
Weighted average number of outstanding preferred shares for the year	1,119,340	1,119,340
Basic and diluted earnings per share:		
Common shares	0.61	0.55
Preferred shares	0.67	0.61

23) NET OPERATING REVENUE

	Company		Consolidated	
	1st quarter of 2018	1st quarter of 2017	1st quarter of 2018	1st quarter of 2017
Gross operating revenue (1)	**14,472,602**	**15,979,142**	**16,334,390**	**16,570,394**
Deductions from gross operating revenue	**(5,329,802)**	**(5,899,496)**	**(5,545,429)**	**(5,980,244)**
Taxes	(3,549,776)	(4,119,220)	(3,762,895)	(4,197,975)
Discounts granted and return of goods	(1,780,026)	(1,780,276)	(1,782,534)	(1,782,269)
Net operating revenue	**9,142,800**	**10,079,646**	**10,788,961**	**10,590,150**

(1) These include telephone services, use of interconnection network, data and SVA services, cable TV, other services and sale of goods (handsets, simcards and accessories).

No one customer accounted for more than 10% of gross operating revenues in the quarters ended March 31, 2018 and 2017.

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

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Explanation of Responses:

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The information for the first quarter of 2018 includes the effects of the adoption of IFRS 15.To facilitate the understanding and comparability of information, the Company discloses in Note 33 the consolidated income statement for the three-month period ended March 31, 2018, excluding the effects of adopting IFRS 15.

24) OPERATING COSTS AND EXPENSES

	Company						
	1st quarter of 2018				1st quarter of 2017		
	Cost of sales and services	Selling expenses	General and administrative expenses	Total	Cost of sales and services	Selling expenses	General and administrative expenses
Personnel	(183,483)	(552,505)	(86,303)	(822,291)	(196,275)	(573,415)	(128,951)
Third-party services	(1,170,704)	(1,471,527)	(288,499)	(2,930,730)	(1,196,345)	(1,608,319)	(305,297)
Interconnection and network use	(284,110)	-	-	(284,110)	(392,978)	-	-
Advertising and publicity	-	(210,455)	-	(210,455)	-	(207,170)	-
Rental, insurance, condominium and connection means	(691,911)	(36,606)	(44,978)	(773,495)	(620,287)	(35,869)	(49,597)
Taxes, charges and contributions	(406,222)	(8,261)	(9,872)	(424,355)	(443,664)	(11,008)	(13,818)
Estimated impairment losses on accounts	-	(356,007)	-	(356,007)	-	(327,248)	-

receivable							
Depreciation and amortization (1)	(1,536,878)	(334,147)	(118,665)	(1,989,690)	(1,463,041)	(360,905)	(112,186)
Cost of goods sold	(434,544)	-	-	(434,544)	(446,846)	-	-
Materials and other operating costs and expenses	(17,885)	(46,191)	(2,758)	(66,834)	(19,962)	(32,054)	(6,381)
Total	**(4,725,737)**	**(3,015,699)**	**(551,075)**	**(8,292,511)**	**(4,779,398)**	**(3,155,988)**	**(616,230)**

	Consolidated						
	1st quarter of 2018				1st quarter of 2017		
	Cost of sales and services	Selling expenses	General and administrative expenses	Total	Cost of sales and services	Selling expenses	General and administrative expenses
Personnel	(216,729)	(636,877)	(105,649)	(959,255)	(204,065)	(575,834)	(132,015)
Third-party services	(1,369,037)	(1,518,051)	(302,688)	(3,189,776)	(1,415,741)	(1,599,161)	(296,759)
Interconnection and network use	(284,110)	-	-	(284,110)	(392,978)	-	-
Advertising and publicity	-	(217,740)	-	(217,740)	-	(207,170)	-
Rental, insurance, condominium and connection means	(691,113)	(36,820)	(54,830)	(782,763)	(623,694)	(36,109)	(49,654)
Taxes, charges and contributions	(413,712)	(8,283)	(9,978)	(431,973)	(457,453)	(11,008)	(14,753)
Estimated impairment losses on accounts receivable	-	(398,080)	-	(398,080)	-	(357,743)	-
Depreciation and amortization (1)	(1,543,039)	(334,157)	(121,094)	(1,998,290)	(1,470,390)	(360,915)	(112,305)
Cost of goods sold	(484,359)	-	-	(484,359)	(472,747)	-	-
Materials and other operating costs and expenses	(18,831)	(48,694)	(6,577)	(74,102)	(21,363)	(34,198)	(6,515)

Total	**(5,020,930)**	**(3,198,702)**	**(600,816)**	**(8,820,448)**	**(5,058,431)**	**(3,182,138)**	**(612,001)**

(1) Includes R$884, related to non-cumulative PIS and COFINS tax credits for the quarter ended March 31, 2017.

25) OTHER OPERATING INCOME (EXPENSES)

	Company		Consolidated	
	1st quarter of 2018	1st quarter of 2017	1st quarter of 2018	1st quarter of 2017
Recovered expenses and fines	79,037	114,191	88,644	115,625
Provisions for labor, tax and civil contingencies	(209,503)	(257,076)	(213,440)	(258,606)
Net gain (loss) on asset disposal/loss	587	(549)	789	(5,751)
Other operating income (expenses)	238,169	(37,187)	(48,328)	(18,566)
Total	**108,290**	**(180,621)**	**(172,335)**	**(167,298)**
Other operating income	317,793	114,191	89,433	115,625
Other operating expenses	(209,503)	(294,812)	(261,768)	(282,923)
Total	**108,290**	**(180,621)**	**(172,335)**	**(167,298)**

26) FINANCIAL INCOME (EXPENSES)

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	Company		Consolidated	
	1st quarter of 2018	1st quarter of 2017	1st quarter of 2018	1st quarter of 2017
Financial Income				
Interest income	58,128	172,275	71,967	190,193
Interest receivable (customers, taxes and other)	26,205	36,873	30,184	37,346
Gain on derivative transactions	55,613	94,442	56,579	94,442
Foreign exchange variations on loans and financing	9,347	62,677	9,347	62,677
Other revenues from foreign exchange and monetary variation	81,134	118,759	83,321	121,815
Other financial income	19,803	40,598	27,598	47,441
Total	**250,230**	**525,624**	**278,996**	**553,914**
Financial Expenses				
Loan, financing, debenture and finance lease charges	(157,255)	(294,051)	(157,255)	(294,051)
Foreign exchange variation on loans and financing	(9,616)	(22,453)	(9,617)	(22,453)
Loss on derivative transactions	(48,073)	(143,697)	(48,839)	(143,697)
Interest payable (financial institutions, provisions, trade accounts payable, taxes and other)	(29,108)	(35,686)	(29,875)	(36,573)
Other expenses with foreign exchange and monetary variation	(166,969)	(284,467)	(170,539)	(287,503)

IOF, Pis, Cofins and other financial expenses	(34,278)	(58,900)	(35,597)	(60,009)
Total	**(445,299)**	**(839,254)**	**(451,722)**	**(844,286)**

27) BALANCES AND TRANSACTIONS WITH RELATED PARTIES

a) <u>Balances and transactions with related parties</u>

The main balances of assets and liabilities with related parties arises from transactions with companies related to the controlling group carried out at the prices and other commercial conditions agreed in contracts between the parties as follows:

a) Fixed and mobile telephony services provided by Telefónica Group companies;

b) Digital TV services provided by Media Networks Latino America;

c) Lease and maintenance of safety equipment provided by Telefônica Inteligência e Segurança Brasil;

d) Corporate services passed through at the cost effectively incurred for these services;

e) Right to use certain software licenses, including maintenance and support, provided by Telefónica Global Technology

f) International transmission infrastructure for several data circuits and roaming services provided by Telxius Cable Brasil, Telefónica International Wholesale Services Espanha, Telefónica USA; and Media Net Br;

g) Operations relating to the purchase of internet content, advertising and auditing services;

h) Marketing services provided by Group companies;

i) Information access services through the electronic communications network, provided by Telefonica de Espanha;

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j) Data communication services and integrated solutions provided by Telefónica International Wholesale Services Espanha and Telefónica USA;

k) Long distance call and international roaming services provided by companies of Telefónica Group;

l) Sundry expenses and costs to be reimbursed by companies of Telefónica Group;

m) Brand Fee for assignment of rights to use the brand paid to Telefónica;

n) Stock option plan for employees of the Company and its subsidiaries related to acquisition of Telefónica shares;

o) Cost Sharing Agreement (CSA) for digital-business related expenses reimbursed to Telefónica Digital;

p) Leases/rentals of Telefónica Group companies' buildings;

q) Financial Clearing House roaming, inflows of funds for payments and receipts arising from roaming operation between group companies operated by Telfisa;

r) Integrated e-learning, online education and training solutions provided by T.Learning Services Brasil;

s) Factoring transactions, credit facilities for services provided by the Group's suppliers;

t) Social investment in Fundação Telefônica, innovative use of technology to enhance learning and knowledge, contributing to personal and social development;

u) Contracts or agreements assigning user rights for cable ducts, optical fiber duct rental services, and right-of-way related occupancy agreements with several highway concessionaires provided by Companhia AIX;

v) Adquira Sourcing platform - online solution provided by Telefónica Compras Electrónicas to transact purchase and sale of all types of goods and services;

w) Digital media; marketing and sales, in-store and outdoor digital marketing services provided by Telefônica On The Spot Soluções Digitais Brasil; and

x) Sale/transfer of the Company's towers and customer portfolio to Telxius Torres Brasil.

As described in Note 29, the Company and its subsidiaries sponsor pension plans and other post-employment benefits for its employees with Visão Prev e Sistel.

The following table summarizes the consolidated balances with related parties:

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		Balance Sheet - Assets				
		03/31/18			12/31/17	
Companies	Type of transaction	Cash and cash equivalents	Accounts receivable, net	Other assets	Cash and cash equivalents	Accounts receivable, net
Parent Companies						
SP Telecomunicações Participações	d) / l)	-	1,422	4,588	-	531
Telefónica LatinoAmerica Holding	l)	-	-	144,161	-	
Telefónica	l)	-	505	13,910	-	492
		-	**1,927**	**162,659**	**-**	**1,023**
Other Group companies						
Colombia Telecomunicaciones ESP	k)	-	1,212	4,649	-	1,210
Media Networks Brasil Soluções Digitais	a) / d)	-	1,143	112	-	1,017
Pegaso PCS	k)	-	2,768	-	-	2,757
T.O2 Germany GMBH CO. OHG	k)	-	24,042	-	-	22,315
Telefónica Venezolana (former Telcel Telecom. Celulares C. A.)	k)	-	6,008	-	-	6,067
	l)					

Explanation of Responses:

Telefônica Digital España		-	1,929	-	-	1,929
Telefônica Factoring do Brasil	a) / d) / l)	-	14,548	77	-	12,337
Telefónica Global Technology	l)	-	-	14,206	-	
Telefônica Inteligência e Segurança Brasil	a) / d) / l)	-	406	974	-	271
Telefónica International Wholesale Services Espanha	j)	-	74,741	-	-	69,087
Telefônica Learning Services Brasil	a)	-	340	-	-	175
Telefónica Moviles Argentina	k)	-	9,127	-	-	7,194
Telefónica Moviles Del Espanha	k)	-	9,046	-	-	8,918
Telefônica Serviços Empresariais do Brasil	a) / d) / p)	-	2,974	2,110	-	2,938
Telefónica USA	j)	-	6,907	-	-	6,248
Telfisa Global BV	q)	11,537	-	-	9,523	
Telxius Cable Brasil	a) / d) / p)	-	18,538	767	-	28,981
Telxius Torres Brasil	d) / l) / p) / x)	-	9,798	10,551	-	14,666
Terra Networks Chile, Terra Networks México, Terra Networks Perú and Terra Networks Operation	g) / h)	-	7,481	-	-	8,159
Other	a) / d) / g) / h) / k) / l) / p)	-	5,329	1,545	-	5,729
		11,537	**196,337**	**34,991**	**9,523**	**199,998**
Total		**11,537**	**198,264**	**197,650**	**9,523**	**201,021**
Current assets		**11,537**	**198,264**	**195,382**	**9,523**	**201,021**
Non-current assets		**-**	**-**	**2,268**	**-**	**-**

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Explanation of Responses:

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		Balance Shee	
		03.31.18	
Companies	Type of transaction	Trade accounts payable and other payables	Other liabilities
Parent Companies			
SP Telecomunicações Participações	l)	7,760	15,000
Telefónica LatinoAmerica Holding	l)	89	-
Telefónica	l) / m) / n)	1,587	53,945
		9,436	**68,945**
Other Group companies			
Colombia Telecomunicaciones S.A. ESP	k)	497	-
Fundação Telefônica	t)	3,667	137
Media Networks Latina America SAC	b)	12,453	-
Media Networks Brasil Soluções Digitais	f)	34,329	318
Pegaso PCS	k)	415	-
T.O2 Germany GMBH CO. OHG	k)	4,988	-
Telefónica Venezolana (former Telcel Telecom. Celulares C. A.)	k)	5,206	-
Telefónica Compras Electrónicas	v)	24,294	-

Telefônica Digital España	l) / o)	53,630	-
Telefônica Factoring do Brasil	l) / s)	-	146
Telefónica Global Technology	e) / l)	17,476	5,148
Telefônica Inteligência e Segurança Brasil	c) / l)	15,501	27
Telefónica International Wholesale Services Espanha	f) / k)	48,595	-
Telefônica Learning Services Brasil	r)	22,916	-
Telefónica Moviles Argentina	k)	4,472	-
Telefónica Moviles Del Espanha	k)	3,994	-
Telefônica Serviços Empresariais do Brasil	l)	-	416
Telefónica USA	f)	-	172
Telxius Cable Brasil	f)	35,984	2,068
Telxius Torres Brasil	l) / x)	41,364	3,760
Terra Networks México, Terra Networks Perú and Terra Networks Operation	h)	8,782	-
Other	g) / h) / i) / k) / l) / u) / w)	17,239	46
		355,802	**12,238**
Total		**365,238**	**81,183**
Current liabilities		**365,238**	**79,930**
Non-current liabilities		**-**	**1,253**

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					Income statement
		1st quarter of 2018			
Companies	Type of transaction	Operating revenues	Cost, despesas and other expenses (revenues) operating	Financial result	Operat revenu
Parent Companies					
SP Telecomunicações Participações	d) / l)	-	65	-	
Telefónica LatinoAmerica Holding	l)	-	4,759	3,899	
Telefónica	l) / m) / n)	-	(95,803)	(8,058)	
		-	**(90,979)**	**(4,159)**	
Other Group companies					
Colombia Telecomunicaciones S.A. ESP	k)	30	15	132	1
Companhia AIX de Participações	a) / u)	18	(1,915)	-	
Fundação Telefônica	a) / t)	-	(3,667)	-	
Media Networks Brasil Soluções Digitais	a) / d) / f)	577	(29,282)	-	
Media Networks Latina America SAC	b)	-	(9,061)	59	
Pegaso PCS	k)	8	(321)	-	
T. Learning Services Brasil	a) / r)	247	(8,052)	-	
T.O2 Germany GMBH CO. OHG	k)				

		(50)	481	-	
Telefónica Compras Electrónicas	v)	-	(8,374)	-	
Telefônica Digital España	l) / o)	-	(24,056)	(1,496)	
Telefônica Factoring do Brasil	a) / d) / l) / s)	8	53	1,626	
Telefónica Global Technology, S.A.U.	e) / l)	-	(9,464)	(68)	
Telefônica Inteligência e Segurança Brasil	a) / c) / d) / l)	161	(7,001)	-	
Telefónica International Wholesale Services Espanha	f) / j) / k)	13,960	(14,546)	(423)	14,4
Telefónica Moviles Argentina	k)	1,965	(662)	-	2,6
Telefónica Moviles Del Chile	k)	336	(301)	12	1,0
Telefónica Moviles Del Espanha	k)	36	(702)	-	2
Telefônica Serviços Empresariais do Brasil	a) / l) / p)	-	-	-	
Telefónica USA	f) / j)	618	(4,502)	118	1,1
Telxius Cable Brasil	a) / d) / f) / p)	3,780	21,905	(360)	1,6
Telxius Torres Brasil	d) / l) / p) / x)	-	(22,807)	-	
Terra Networks Chile, Terra Networks México, Terra Networks Perú and Terra Networks Operation	g) / h)	-	346	(149)	
Other	a) / d) / g) / h) / i) / k) / l) / p) / u) / w)	(217)	(7,217)	(301)	2,4
		21,477	**(129,130)**	**(850)**	**23,9**
Total		**21,477**	**(220,109)**	**(5,009)**	**23,9**

b) Management compensation

Consolidated key management personnel compensation paid by the Company to its Board of Directors and Statutory Officers were R$6,138 and R$4,786 for the quarters ended March 31, 2018 and 2017 respectively. Of this amount, R$4,467 (R$2,865 at March 31, 2017) corresponds to salaries, benefits and social charges and R$1,671 (R$1,921 at March 31, 2017) to variable compensation.

These amounts were recorded as expenses with personnel under the General and administrative expenses group of accounts (Note 24).

For the quarters ended March 31, 2018 and 2017, our Directors and Officers did not receive any pension, retirement or similar benefits.

28) SHARE-BASED PAYMENT PLANS

Telefónica, as the Company's parent company, has different share-based payment plans based on the share quotes, which were also offered to management and employees of its subsidiaries, including Telefônica Brasil and the latter's subsidiaries.

The fair value of these options is estimated on the grant date, based on a binomial pricing model reflecting terms and conditions of instruments granted.

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The Company and its subsidiaries reimburse Telefónica for the amount of the fair value of the benefits granted to management and employees on the grant date.

The details of these plans are the same as in Note 29) Share-Based Payment Plans, as disclosed in the financial statements for the fiscal year ended December 31, 2017.

The main plans in force at March 31, 2018 and December 31, 2017 were:

Performance & Investment Plan ("PIP") to reward senior management's global commitment: cycle 2015-2018 (October 1, 2015 to September 30, 2018): with 74 active Company executives (including 2 executives appointed under the Articles of Incorporation of the Company), hold the right to potentially receive 429,610 Telefónica shares (includes initial amounts and co-investment).

Talent for the Future Share Plan ("TFSP") to reward the global commitment: cycle 2015-2018 cycle (October 1, 2015 to September 30, 2018): with the right to potentially receive 83,000 Telefónica shares (includes initial amounts).

At March 31, 2018, the value of Telefónica' share price was Eur 8.0280.

The expenses of the Company and its subsidiaries with the share-based compensation plans described above, where applicable, are recorded as personnel expenses, divided into the groups Cost of Services, Selling expenses and General and Administrative Expenses (Note 24), corresponding to R$1,186 and R$5,746 for the three-month periods ended March 31, 2018 and 2017.

29) PENSION PLANS AND OTHER POST-EMPLOYMENT BENEFITS

The plans sponsored by the Company and related benefit types are as follows:

Plan	**Type**	**Entity**	**Sponsor**
PBS-A	Defined benefit (DB)	Sistel	Telefônica Brasil, jointly with other telecoms resulting from privatization of the Sistema Telebrás
PAMA / PCE	Defined benefit (DB)	Sistel	Telefônica Brasil, jointly with other telecoms resulting from privatization of the Sistema Telebrás
Healthcare - Law No. 9656/98	Defined benefit (DB)	Telefônica Brasil	Telefônica Brasil, TData, Terra Networks and TGLog
CTB	Defined benefit (DB)	Telefônica Brasil	Telefônica Brasil
Telefônica BD	Defined benefit (DB)	VisãoPrev	Telefônica Brasil
TCOPREV	Hybrid	VisãoPrev	Telefônica Brasil
VISÃO	Defined contribution (DC) / Hybrid	VisãoPrev	Telefônica Brasil, TData, Terra Networks and TGLog

The details of these plans are the same as in Note 30) Pension Plans and Other Post-Employment Benefits, as disclosed in the financial statements for the fiscal year ended December 31, 2017.

Consolidated balances of both underfunded and surplus plans are shown below:

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		Consolidated	
	Plans with surplus	Plans with deficit	Total
Balances at 12/31/16	**9,041**	**(327,670)**	**(318,629)**
Current service cost	(767)	(1,738)	(2,505)
Net interest on net defined benefit liabilities/assets	284	(8,916)	(8,632)
Contributions and benefits paid by the employers	689	2,747	3,436
Balances at 03/31/17	**9,247**	**(335,577)**	**(326,330)**
Current service cost	(1,890)	(6,255)	(8,145)
Net interest on net defined benefit liabilities/assets	859	(26,810)	(25,951)
Contributions and benefits paid by the employers	1,050	9,235	10,285
Effects on comprehensive income	555	(171,851)	(171,296)
Business combinations	12	(680)	(668)
Balances at 12/31/17	**9,833**	**(531,938)**	**(522,105)**
Current service cost	(611)	(3,552)	(4,163)
Net interest on net defined benefit liabilities/assets	256	(13,247)	(12,991)
Contributions and benefits paid by the employers	492	4,376	4,868
Balances at 03/31/18	**9,970**	**(544,361)**	**(534,391)**

Of the surplus amounts shown in the table above, the Company recognized consolidated amounts of R$9,970 and R$9,833 at March 31, 2018 and December 31, 2017, respectively (Note 10).

30) FINANCIAL INSTRUMENTS AND RISK AND CAPITAL MANAGEMENT

a) Derivative transactions

The derivative financial instruments contracted by the Company are mainly intended to hedge against foreign exchange risk arising from assets and liabilities in foreign currency, risk of inflation on its debentures and leases indexed to the IPCA and against the risk of changes in TJLP of a portion of debt with BNDES. There are no, derivative financial instruments for speculative purposes and possible currency risks are hedged.

Management understands that the Company's internal controls for its derivatives are adequate to control risks associated with each strategy for the market. Gains/losses obtained or sustained by the Company in relation to its derivatives show that its risk management has been appropriate.

The Company calculates the effectiveness of the derivative contracts to hedge its financial liabilities and cash flows in foreign currency at the beginning of the operation and on an ongoing basis. At March 31, 2018 and December 31, 2017, the derivative instruments were effective for the hedged items.

As long as these derivatives contracts qualify for hedge accounting, the hedged item may also be adjusted to fair value, offsetting the result of the derivatives, according to the rules of hedge accounting. This hedge accounting applies both to financial liabilities and probable cash flows in foreign currency.

At March 31, 2018 and December 31, 2017, the Company held no embedded derivatives contracts.

Derivatives contracts include specific penalties for breach of contract. Breach of contract provided for in agreements made with financial institutions leads to the anticipated liquidation of the contract.

a.1) Fair value of derivative financial instruments

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The valuation method used to calculate the fair value of financial liabilities (if applicable) and derivative financial instruments was the discounted cash flow method, based on expected settlements or realization of liabilities and assets at market rates prevailing at the balance sheet date.

The fair values of positions in Reais are calculated by projecting future inflows from transactions using B3 yield curves discounting these flows to present value using market DI rates for swaps announced by B3.

The market values of foreign-exchange derivatives were obtained using the market exchange rates in effect at the balance sheet date and projected market rates obtained from the currency's coupon-rate yield curves. The linear convention of 360 calendar days was used to determine coupon rates of positions indexed in foreign currencies, while the exponential convention of 252 business days was used to determine coupon rates for positions indexed to CDI rates.

Consolidated derivatives financial instruments shown below are registered with B3 and classified as swaps, usually, that do not require margin deposits.

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	Consolidated			
	Notional Value		Accumulated effects from fair value Amount receivable (payable)	
Description	03.31.18	12.31.17	03.31.18	12.31.17
Long position	**1,020,774**	**1,166,777**	**151,332**	**164,405**
Foreign Currency	316,705	326,149	86,164	102,876
US$ (1) (2)	100,898	201,445	40,973	49,110
EUR (2)	120,056	11,000	112	449
LIBOR US$ (1)	95,751	113,704	45,079	53,317
Floating rate	543,967	643,589	23,148	28,263
CDI (1) (2)	211,890	249,239	95	82
TJLP (4)	332,077	394,350	23,053	28,181
Inflation rates	160,102	197,039	42,020	33,266
IPCA (3) (5)	160,102	166,775	42,020	33,266
IGPM	-	30,264	-	-
Short position	**(900,718)**	**(1,363,491)**	**(23,417)**	**(20,651)**
Floating rate	(640,953)	(952,283)	(20,585)	(16,416)

CDI (1) (2) (3) (4) (5)	(640,953)	(952,283)	(20,585)	(16,416)
Foreign Currency	(259,765)	(411,208)	(2,832)	(4,235)
US$ (2)	(211,890)	(354,356)	(2,832)	(4,235)
LIBOR US$ (1)	(47,875)	(56,852)	-	-
	Long position		**151,332**	**164,405**
	Current		85,417	87,643
	Non Current		65,915	76,762
	Short position		**(23,417)**	**(20,651)**
	Current		(5,430)	(5,239)
	Non Current		(17,987)	(15,412)
	Amounts receivable, net		**127,915**	**143,754**

(1) Foreign currency swaps (US$ and LIBOR) x CDI (R$195,988) - swap transactions for varying debt repayment dates held to hedge currency risk affecting the Company's loans in US$ (carrying amount R$189,979).

(2) Foreign currency swaps (Euro and CDI x Euro) (R$110,201) and (US$ and CDI x US$) (R$183,141) - maturing through May 14, 2018 to hedge currency risk affecting net amounts payable (carrying amount R$109,460 in euros) and receivables (carrying amount R$183,787 in US$).

(3) IPCA x CDI rate swaps (R$40,413) - maturing through 2019 to hedge the same flow as the debentures (4th issue - 3rd series) indexed to the IPCA (carrying amount R$41,134).

(4) TJLP x CDI swaps (R$352,346) - maturing through 2019 to hedge the risk of TJLP variation on loan with BNDES (carrying amount R$370,870).

(5) IPCA x CDI swaps (R$244,929) - maturing in 2033 to hedge risk of change in finance lease rate pegged to IPCA (carrying amount R$245,686).

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The table below shows the breakdown of swaps maturing after March 31, 2018:

	Company/Consolidated Maturing in				
Swap contract	2018	2019	2020	2021 onwards	Amount receivable (payable) at 03.31.18
Foreign currency x CDI	49,104	36,730	-	-	85,834
CDI x Foreign Currency	(4,919)	(144)	-	-	(5,063)
TJLP x CDI	15,447	7,606	-	-	23,053
IPCA x CDI	685	10,222	1,554	11,630	24,091
Total	**60,317**	**54,414**	**1,554**	**11,630**	**127,915**

For the purposes of preparing its financial statements, the Company adopted the fair value hedge accounting methodology for its foreign currency swaps x CDI, IPCA x CDI and TJLP x CDI for hedging or financial debt. Under this arrangement, both derivatives and hedged risk are recognized at fair value.

The ineffective portion at March 31, 2018 was R$1,126 (R$1,289 at December 31, 2017).

At March 31, 2018 and 2017, the transactions with derivatives generated consolidated positive (net) result of R$7,740 and negative (net) result of R$49,255, respectively (Note 26).

a.2) Sensitivity analysis to the Company's risk variables

CVM Resolution 604/09 requires listed companies to comply with CPC 40 Financial Instruments: Disclosures (IFRS 7) by disclosing sensitivity analyses for each type of market risk that management understands to be significant when originated by financial instruments to which the entity is exposed at the end of each period, including all derivatives financial instrument transactions.

In making the above analysis, each of the transactions with derivative financial instruments was assessed and assumptions included a probable scenario and two others that could adversely impact the Company.

In the probable scenario the assumption is to use, on the maturity dates of each of the transactions, what the market had been showing through B3 yield curves (currencies and interest rates), as well as data available at IBGE, Central Bank, FGV, among others. In the probable scenario, there is no impact on the fair value of the above-mentioned derivatives. However, for scenarios II and III, as per CVM ruling, risk variables were considered to deteriorate by 25% and 50% respectively.

Since the Company only holds derivatives to hedge its foreign-currency assets and liabilities, changing scenarios are tracked by the corresponding hedged items, thus showing that effects are almost non-existent. For these transactions, the Company reported the consolidated net exposure in each of the above-mentioned three scenarios at March 31, 2018.

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Sensitivity analysis - net exposure

	Consolidated		
Transaction	Risk	Probable	25%
Hedge (long position)	Derivatives (depreciation risk EUR)	(110,201)	
Payables in EUR	Debt (appreciation risk EUR)	(29,560)	
Receivables in EUR	Debt (depreciation risk EUR)	139,021	
	Net Exposure	(740)	
Hedge (short position)	Derivatives (depreciation risk US$)	(183,141)	
Payables in US$	Debt (appreciation risk US$)	(32,416)	
Receivables in US$	Debt (depreciation risk US$)	216,203	
	Net Exposure	646	
Hedge (long position)	Derivatives (risk of decrease in IPCA)	285,343	
Debt in IPCA	Debt (risk of increase in IPCA)	(394,471)	
	Net Exposure	(109,128)	
Hedge (long position)	Derivatives (risk of decrease in UMBND)	186,444	
Debt in UMBND	Debt (risk of increase in UMBND)	(190,596)	
	Net Exposure	(4,152)	
Hedge (long position)	Derivatives (risk of decrease in TJLP)	352,346	
Debt in TJLP	Debt (risk of increase in TJLP)	(1,426,371)	
	Net Exposure	(1,074,025)	
Hedge (CDI position)			
Hedge US$ and EUR (short and long position)	Derivatives (risk of decrease in CDI)	(293,342)	
Hedge IPCA (short position)	Derivatives (risk of increase in CDI)	(285,343)	
Hedge UMBND (short position)	Derivatives (risk of increase in CDI)	(186,444)	
Hedge TJLP (short position)	Derivatives (risk of increase in CDI)	(352,346)	
	Net Exposure	**(1,117,475)**	

Total net exposure in each scenario	**(2,304,874)**
Net effect on changes in current fair value	**-**

The assumptions used by the Company for the sensitivity analysis at March 31, 2018 were as follows:

Sensitivity analysis assumptions

Risk Variable	Probable	25% depreciation	50% depreciation
US$	3.3238	4.1548	4.9857
EUR	4.0946	5.1182	6.1419
JPY	0.0313	0.0391	0.0469
IPCA	2.71%	3.39%	4.07%
IGPM	0.20%	0.25%	0.30%
IGP-DI	0.83%	1.04%	1.24%
UMBND	0.0649	0.0811	0.0974
TJLP	0.0675	0.0844	0.1013
CDI	6.39%	7.99%	9.59%

For calculation of the net exposure for the sensitivity analysis, all derivatives were considered at market value and hedged items designated for hedge for accounting purposes were also considered at fair value.

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The fair values shown in the table above are based on the portfolio position at March 31, 2018, but do not reflect an estimate for realization due to the dynamism of the market, which is constantly monitored by the Company. The use of different assumptions could significantly affect the estimates.

b) Fair value

The Company and its subsidiaries assessed their financial assets and liabilities in relation to market values using available information and appropriate valuation methodologies. However, both the interpretation of market data and the selection of valuation methods require considerable judgment and reasonable estimates to produce the most adequate realization value. As a result, the estimates shown do not necessarily indicate amounts that could be realized in the current market. The use of different assumptions for the market and/or methodologies may have a material effect on estimated realization values. At March 31, 2018 and December 31, 2017, neither the Company not its subsidiaries detected any significant and enduring impairment of their financial instruments.

The fair value of all assets and liabilities are classified within the fair value hierarchy described below, based on the lowest level of information that is significant to the fair value measurement as a whole:

Level 1: quoted market prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: valuation techniques for which significant lower level of information to measure the fair value directly or indirectly observable; and

Level 3: valuation techniques for which the lowest and significant level of information to measure the fair value is not available.

The following tables show the composition of financial assets and liabilities at March 31, 2018 and December 31, 2017. During the periods shown in the tables below, there were no transfers between fair value measurements of Level 3 and levels 1 and 2.

The following tables show the composition of financial assets and liabilities at March 31, 2018 and December 31, 2017.

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			Company			
			Book value		Fair value	
	Classification by category	Fair value hierarchy	03.31.18	12.31.17	03.31.18	12.31.17
Financial Assets						
Current						
Cash and cash equivalents (Note 3)	Amortized cost		3,857,949	3,681,173	3,857,949	3,681,173
Trade accounts receivable (Note 4)	Loans and receivables		8,346,384	8,413,403	8,346,384	8,413,403
Derivative transactions (Note 30)	Measured at fair value through profit or loss	Level 2	1,136	2,480	1,136	2,480
Derivative transactions (Note 30)	Hedges (economic)	Level 2	84,281	85,163	84,281	85,163
Non-current						
Short-term investments pledged as collateral	Amortized cost		87,558	81,472	87,558	81,472
Trade accounts receivable (Note 4)	Loans and receivables		174,863	167,682	174,863	167,682
Derivative transactions (Note 30)	Hedges (economic)	Level 2	65,915	76,762	65,915	76,762

Total financial assets			**12,618,086**	**12,508,135**	**12,618,086**	**12,508,135**
Financial Liabilities						
Current						
Trade accounts payable, net (Note 15)	Amortized cost		8,093,626	8,560,844	8,093,626	8,560,844
Loans, financing and finance lease (Note 20)	Amortized cost		1,009,522	1,316,034	1,143,882	1,463,609
Loans, financing and finance lease (Note 20)	Measured at fair value through profit or loss	Level 2	402,564	304,921	358,354	317,231
Debentures (Note 20)	Amortized cost		1,406,055	1,412,174	1,532,374	1,532,427
Debentures (Note 20)	Measured at fair value through profit or loss	Level 2	688	312	1,515	1,490
Derivative transactions (Note 30)	Measured at fair value through profit or loss	Level 2	5,213	4,372	5,213	4,372
Derivative transactions (Note 30)	Hedges (economic)	Level 2	-	735	-	735
Non-current						
Loans, financing and finance lease (Note 20)	Amortized cost		1,208,637	1,353,582	1,173,094	1,291,974
Loans, financing and finance lease (Note 20)	Measured at fair value through profit or loss	Level 2	437,196	520,421	428,254	505,422
Contingent consideration (Note 20)	Measured at fair value through profit or loss	Level 2	451,084	446,144	451,084	446,144
Debentures (Note 20)	Amortized cost		3,072,964	3,068,243	2,860,756	2,866,372
Debentures (Note 20)	Measured at fair value through profit or loss	Level 2	40,447	40,010	38,694	37,717
Derivative transactions (Note 30)	Hedges (economic)	Level 2	17,987	15,412	17,987	15,412

Total financial liabilities	**16,145,983**	**17,043,204**	**16,104,833**	**17,043,749**

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

			Consolidated			
			Book value		Fair value	
	Classification by category	Fair value hierarchy	03.31.18	12.31.17	03.31.18	12.31.17
Financial Assets						
Current						
Cash and cash equivalents (Note 3)	Amortized cost		4,354,491	4,050,338	4,354,491	4,050,338
Trade accounts receivable (Note 4)	Loans and receivables		8,770,683	8,588,466	8,770,683	8,588,466
Derivative transactions (Note 30)	Measured at fair value through profit or loss	Level 2	1,136	2,480	1,136	2,480
Derivative transactions (Note 30)	Hedges (economic)	Level 2	84,281	85,163	84,281	85,163
Non-current						
Short-term investments pledged as collateral	Amortized cost		87,569	81,486	87,569	81,486
Trade accounts receivable (Note 4)	Loans and receivables		285,780	273,888	285,780	273,888
Derivative transactions (Note 30)	Hedges (economic)	Level 2	65,915	76,762	65,915	76,762

Total financial assets			**13,649,855**	**13,158,583**	**13,649,855**	**13,158,583**
Financial Liabilities						
Current						
Trade accounts payable (Note 15)	Amortized cost		7,288,396	7,447,100	7,288,396	7,447,100
Loans, financing and finance lease (Note 20)	Amortized cost		1,009,522	1,316,034	1,143,882	1,463,609
Loans, financing and finance lease (Note 20)	Measured at fair value through profit or loss	Level 2	402,564	304,921	358,354	317,231
Debentures (Note 20)	Amortized cost		1,406,055	1,412,174	1,532,374	1,532,427
Debentures (Note 20)	Measured at fair value through profit or loss	Level 2	688	312	1,515	1,490
Derivative transactions (Note 30)	Measured at fair value through profit or loss	Level 2	5,213	4,504	5,213	4,504
Derivative transactions (Note 30)	Hedges (economic)	Level 2	217	735	217	735
Non-current						
Loans, financing and finance lease (Note 20)	Amortized cost		1,208,637	1,353,582	1,173,094	1,291,974
Loans, financing and finance lease (Note 20)	Measured at fair value through profit or loss	Level 2	437,196	520,421	428,254	505,422
Debentures (Note 20)	Amortized cost		3,072,964	3,068,243	2,860,756	2,866,372
Debentures (Note 20)	Measured at fair value through profit or loss	Level 2	40,447	40,010	38,694	37,717
Contingent consideration (Note 20)	Measured at fair value through profit or loss	Level 2	451,084	446,144	451,084	446,144
Derivative transactions	Hedges (economic)	Level 2	17,987	15,412	17,987	15,412

(Note 30)				
Total financial liabilities	**15,340,970**	**15,929,592**	**15,299,820**	**15,930,137**

c) <u>Capital management</u>

The purpose of the Company's capital management is to ensure maintenance of a high credit rating before institutions and an optimal capital ratio in order to support the Company's business and maximize shareholder value.

The Company manages its capital structure by making adjustments and adapting to current economic conditions. For this purpose, the Company may pay dividends, obtain new loans, issue debentures and contract derivatives. For the quarter ended March 31, 2018, there were no changes in capital structure objectives, policies or processes.

In its net debt structure, the Company includes balances referring to loans, financing, debentures, finance leasing, contingent consideration and transactions with derivatives, less cash and cash equivalents, short-term investments to secure BNB financing and guarantor of the contingent consideration liability.

The Company’s ratio of consolidated debt to shareholders’ equity consists of the following:

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	Consolidated	
	03.31.18	12.31.17
Cash and cash equivalents	4,354,491	4,050,338
Loans, financing, debentures, financial lease and contingent consideration	(8,029,157)	(8,461,841)
Derivative transactions, net	127,915	143,754
Short-term investment pledged as collateral	11,907	11,722
Asset guarantor of contingent consideration	451,084	446,144
Net debt	**3,083,760**	**3,809,883**
Net equity	70,422,898	69,461,358
Net debt-to-equity ratio	**4.38%**	**5.48%**

d) Risk management policy

The Company and its subsidiaries are exposed to several market risks as a result of its commercial operations, debts contracted to finance its activities and debt-related financial instruments.

d.1) Currency Risk

There is risk arising from the possibility that the Company may incur losses due to fluctuating exchange rates, which add to costs arising from loans denominated in foreign currencies.

At March 31, 2018, 2.4% of financial debt was foreign-currency denominated (2.7% at December 31, 2017). The Company enters into derivative transactions (currency hedge) with financial institutions to hedge against exchange rate variation affecting its total indebtedness in foreign currency (R$189,979 and R$225,254 at March 31, 2018 and December 31, 2017, respectively). Its total debt on these dates was covered by asset positions in currency-exchange hedge transactions with CDI-rate swaps.

There is also foreign exchange risk for non-financial assets and liabilities denominated in foreign currencies, which may generate a smaller amount receivable or larger amount payable depending on the exchange rate in the period.

Hedging transactions were contracted to minimize the risks associated with exchange-rate variation of non-financial assets and liabilities in foreign currencies. This balance is subject to daily changes due to the dynamics of the business. However, the Company intends to cover the net balance of these rights and obligations (US$55,592 thousand and €26,500 receivable at March 31, 2018 and US$16,953 thousand and €17,535 thousand receivable at December 31, 2017) to mitigate its foreign exchange risks.

d.2) Interest and Inflation Risk

This risk arises because the Company may incur losses in the event of an unfavorable change in the domestic interest rate, which may adversely affect financial expenses resulting from the portion of debentures referenced to the CDI and liability positions in derivatives (currency hedge, IPCA and TJLP) pegged to floating interest rates (CDI).

The debt with BNDES is indexed to the Long-Term Interest Rate (TJLP) which is set on a quarterly basis by the National Monetary Council. In the first quarter of 2017, the TJLP was 7.5%. As of the second quarter of 2017, the TJLP remained at 7.0% up to the end of the year. In the first quarter of 2018, the TJLP was 6.75%.

Inflation risk arises from the “Minas Comunica” debentures of the 1st issue, which are tied to the IPCA and thus may adversely affect financial expenses in the event of an unfavorable change in this index.

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To reduce exposure to the variable interest rate (CDI), the Company and its subsidiaries invested their cash equivalents of R$4,265,536 at March 31, 2018 (R$3,932,539 at December 31, 2017), mostly in short-term CDI-based financial investments (Bank Deposit Certificates). The carrying amounts of these instruments approximate their fair values, as they may be redeemed in the short term.

d.3) Liquidity Risk

Liquidity risk is the possibility of the Company or its subsidiaries not holding sufficient funds to meet their commitments due to different currencies and dates of realization of rights and settlement of obligations.

The Company structures the maturity dates of non-derivative financial contracts, as shown in Note 20, and their respective derivatives, as shown in the schedule of payments disclosed in this note, to avoid affecting their liquidity.

The Company cash flow and liquidity are managed on a daily basis by the departments in charge to ensure that operating cash flows and prior funding, when necessary, will be sufficient to meet their schedule of commitments in order to avoid liquidity risk.

Below, we summarize the maturity profile of our consolidated financial liabilities as set forth in loan agreements:

At 12.31.17	Less than one year	From 1 to 2 years	From 2 to 5 years	Over 5 years	Total
Trade accounts payable (Note 15)	7,447,100	-	-	-	7,447,100

Loans, financing and finance lease (Note 20)	1,620,955	780,904	885,411	207,688	3,494,958
Contingent consideration (Note 20)	-	-	-	446,144	446,144
Debentures (Note 20)	1,412,486	66,252	3,042,001	-	4,520,739
Derivative transactions (Note 30)	5,239	93	-	15,319	20,651
Total	**10,485,780**	**847,249**	**3,927,412**	**669,151**	**15,929,592**

At 03.31.18	Less than one year	From 1 to 2 years	From 2 to 5 years	Over 5 years	Total
Trade accounts payable (Note 15)	7,288,396	-	-	-	7,288,396
Loans, financing and finance lease (Note 20)	1,412,086	651,806	799,620	194,407	3,057,919
Contingent consideration (Note 20)	-	-	-	451,084	451,084
Debentures (Note 20)	1,406,743	62,368	3,051,043	-	4,520,154
Derivative transactions (Note 30)	5,430	57	-	17,930	23,417
Total	**10,112,655**	**714,231**	**3,850,663**	**663,421**	**15,340,970**

d.4) Credit Risk

The risk arises from the possibility of the Company and its subsidiaries incurring losses due to difficulty in receiving amounts billed to their customers and sales of prepaid handsets and cards that have been pre-activated for the distribution network.

The credit risk on accounts receivable is diversified and mitigated by strict control of the customer base. The Company constantly monitors the level of accounts receivable from postpaid services, and limits bad-debt risk by cutting off access to telephone lines if bills are past due. The mobile customer base predominantly uses the prepaid system, which requires purchase of credits beforehand and therefore does not pose credit risk. Exceptions are made for emergency services that must be maintained for security or national defense reasons.

Credit risk on sales of pre-activated prepaid handsets and cards is managed by a conservative policy for granting credit, using modern credit scoring methods, analyzing financial statements and consultations to commercial databases, in addition to requesting guarantees.

The Company and its subsidiaries are also subject to credit risk arising from their investments, letters of guarantee received as collateral for certain transactions and receivables from derivative transactions. The Company and its subsidiaries control the credit limits granted to each counterpart and diversify this exposure across first tier financial institutions as per current credit policies of financial counterparties.

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d.5) Social and Environmental Risks

Our operations and properties are subject to various environmental laws and regulations that, among others, govern environmental licenses and records, protection of fauna and flora, air emissions, waste management and remediation of contaminated sites. If we fail to meet present and future requirements, or to identify and manage new or existing contamination, we will incur in significant costs, which include cleaning costs, damages, compensation, fines, activities suspension and other penalties, investments to improve our facilities or change our processes, or interruption of operations. The identification of environmental conditions not currently identified, more stringent inspections by regulatory agencies, the entry into force of more stringent laws and regulations or other unanticipated events may occur and, ultimately, result in significant environmental liabilities and their costs. The occurrence of any of the above factors could have a material adverse effect on our business, results of operations and financial position. According to Article 75 of Law No. 9605 of 1998, the maximum fine per breach of environmental law is R$50,000.

From the social point of view, we are exposed to contingent liabilities due to the fact that our structure foresees the hiring of outsourced service providers. These potential liabilities may involve labor claims by employees of the service providers who, in suits against the service provider and Company, request the conviction of the Company in a subsidiary manner, that is, we may be compelled to pay in the case the provider does not settle these obligations. There is also a more remote possibility that these employees will be treated as direct employees by the Company, which would generate the risk of a joint and several conviction. The demands that are known to Telefónica are already provided.

d.6) Insurance Coverage

The policy of the Company and its subsidiaries, as well as the Telefónica Group, includes contracting insurance coverage for all assets and liabilities involving significant and high-risk amounts, based on management's judgment and following Telefónica corporate program guidelines.

At March 31, 2018, maximum limits of claims (established pursuant to the agreements of each entity consolidated by the Company) for significant assets, liabilities or interests covered by insurance and their respective amounts were R$1,501,052 for operational risks (with loss of profit) and R$75,000 for general civil liability.

d.7) Other Risks

The Company is required to comply with Brazilian anti-corruption laws and regulations, as well as laws and regulations on the same subject in jurisdictions where it has its securities traded. In particular, the Company is subject, in Brazil, to the Law No. 12.846/2013 and, in the United States, to the U.S. Foreign Corrupt Practices Act of 1977.

Although the Company has internal policies and procedures designed to ensure compliance with the aforementioned anti-corruption laws and regulations, there can be no assurance that such policies and procedures will be sufficient or that the Company’s employees, directors, officers, partners, agents and service providers will not take actions in violation of the Company’s policies and procedures (or otherwise in violation of the relevant anti-corruption laws and regulations) for which the Company or they may be ultimately held responsible. Violations of anti-corruption laws and regulations could lead to financial penalties, damage to the Company’s reputation or other legal consequences that could have a material adverse effect on the Company’s business, results of operations and financial condition.

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In connection with the above-mentioned policies, the Company is currently conducting an internal investigation - which is part of a broader investigation being conducted by the controlling shareholder of the Company (Telefónica, S.A.) - regarding possible violations of the abovementioned laws and regulations. The Company is in contact with governmental authorities about this matter and intends to cooperate with those authorities as the investigation continues. It is not possible at this time to predict the scope or duration of this matter or its likely outcome.

31) COMMITMENTS AND GUARANTEES (RENTALS)

The Company and its subsidiaries lease equipment, facilities, and several stores, administrative buildings, and sites (containing radio-base stations and towers), through several non-cancellable operating agreements maturing on different dates, with monthly payments.

At March 31, 2018, the total amounts corresponding to the full period of the contracts were as follows:

	Company	Consolidated
Up to 1 year	2,455,735	2,456,000
From 1 to 5 years	7,684,260	7,686,934
Over five years	4,837,988	4,839,458
Total	**14,977,983**	**14,982,392**

32) ADDITIONAL INFORMATION ON CASH FLOWS

a) Reconciliation of cash flow financing activities

The following is a reconciliation of the consolidated cash flow financing activities for the three-month periods ended March 31, 2018 and 2017.

		Cash flows from financing activities		Cash flows from operating activities	Financing activities not involving cash and cash equivalents		
	At 12/31/16	Addtions	Write-offs (payments)	Write-offs (payments)	Financial charges and foreign exchange variation	Additions of financial lease and supplier financing	Interim and unclaimed dividends and interest on equity
Interim dividends and interest on equity	2,195,031	-	(310)	-	-	-	385,083
Loans and financing	4,880,606	-	(561,089)	(83,081)	78,107	146,483	-
Finance lease	374,428	-	(11,484)	(3,204)	18,278	2,163	-
Debentures	3,554,307	2,000,000	-	(136,460)	139,512	-	-
Derivative financial instruments	(28,377)	-	8,224	(628)	43,097	-	-
Contingent Consideration	414,733	-	-	-	9,569	-	-
Total	**11,390,728**	**2,000,000**	**(564,659)**	**(223,373)**	**288,563**	**148,646**	**385,083**

		Cash flows from financing activities		Cash flows from operating activities	Financing activities not involving cash and cash equivalents		
	At 12/31/17	Addtions	Write-offs (payments)	Write-offs (payments)	Financial charges and foreign exchange variation	Additions of financial lease and supplier financing	Interim and unclaimed dividends and interest on equity
Interim dividends and	2,396,116	-	(367)	-	-	-	1,673

interest on equity							
Loans and financing	3,109,498	-	(550,065)	(75,970)	56,906	126,411	-
Finance lease	385,460	-	(10,991)	(3,951)	14,521	6,100	-
Debentures	4,520,739	-	-	(82,124)	81,539	-	-
Derivative financial instruments	(143,754)	-	22,804	-	(6,965)	-	-
Contingent Consideration	446,144	-	-	-	4,940	-	-
Total	**10,714,203**	**-**	**(538,619)**	**(162,045)**	**150,941**	**132,511**	**1,673**

b) Financing transactions that do not involve cash

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The main transactions that do not involve cash of the Company refer to the acquisition of assets through financial leases and income from financing with suppliers, as follows:

	Company / Consolidated	
	1st quarter of 2018	1st quarter of 2017
Financing transactions with suppliers	126,411	146,483
Acquisition of assets through financial leases	6,100	2,163
Total	**132,511**	**148,646**

33) ADDITIONAL INFORMATION ON THE CONSOLIDATED INCOME STATEMENT - IFRS 15

The information for the first quarter of 2018 of net operating revenues includes the effects of the adoption of IFRS 15.To facilitate the understanding and comparability of information, we present below the consolidated income statement for the three-month period ended March 31, 2018, excluding the effects of adopting IFRS 15.

	1st quarter of 2018			**1st quarter of 2017**
	Income Statements (IFRS 15)	**IFRS adjustments 15**	**Income Statements (IAS 18)**	**Income Statements (IAS 18)**
Net operating revenue	**10,788,961**	**(29,927)**	**10,759,034**	**10,590,150**
Cost of sales	(5,020,930)	-	(5,020,930)	(5,058,431)
Gross profit	**5,768,031**	**(29,927)**	**5,738,104**	**5,531,719**

Operating income (expenses)	**(3,971,853)**	**767**	**(3,971,086)**	**(3,961,437)**
Selling expenses	(3,198,702)	767	(3,197,935)	(3,182,138)
General and administrative expenses	(600,816)	-	(600,816)	(612,001)
Other operating income	89,433	-	89,433	115,625
Other operating expenses	(261,768)	-	(261,768)	(282,923)
Operating income	**1,796,178**	**(29,160)**	**1,767,018**	**1,570,282**
Financial income	278,996	-	278,996	553,914
Financial expenses	(451,722)	-	(451,722)	(844,286)
Equity pickup	565	-	565	805
Income before taxes	**1,624,017**	**(29,160)**	**1,594,857**	**1,280,715**
Income and social contribution taxes	(525,998)	9,914	(516,084)	(284,518)
Net income for the period	**1,098,019**	**(19,246)**	**1,078,773**	**996,197**

34) SUBSEQUENT EVENTS

On April 12, 2018, the Company's Ordinary General Meeting approved the allocation of proposed additional dividends for 2017, not yet distributed, amounting of R$2,191,864, equivalent to R$1.21727748174 and R$1.33900522992 for common and preferred shares, respectively, to the holders of common and preferred shares that were registered in the Company's records at the end of the day of the Ordinary General Meeting. The amount will be paid until the end of the year 2018, at a date to be defined by the Board of Executive Officers.

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SIGNATURE

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

		TELEFÔNICA BRASIL S.A.		
Date:	June 8, 2018	By:	/s/ Luis Carlos da Costa Plaster	
			Name:	Luis Carlos da Costa Plaster
			Title:	Investor Relations Director