

TELESP HOLDING CO

Form 6-K

December 23, 2005

Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Issuer

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

For the month of December, 2005

Commission File Number: 001-14475

TELESP HOLDING COMPANY

(Translation of registrant's name into English)

Rua Martiniano de Carvalho, 851 21andar

São Paulo, S.P.

Federative Republic of Brazil

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(Address of principal executive office)

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

Form 20-F Form 40-F

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

Yes No

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

Yes No

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

Yes No

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

Table of Contents

TELESP HOLDING COMPANY

TABLE OF CONTENTS

Item

1. Press Release entitled *Quarterly Information - Telecomunicações de São Paulo S.A. Telesp: Quarter ended September 30, 2005 with Special Review of Independent Auditors* dated on October 28, 2005.

Table of Contents

Quarterly Information

Telecomunicações de São Paulo S.A. - TELESP

Quarter ended September 30, 2005

with Special Review Report of Independent Auditors

*(A free translation of the original report in Portuguese containing
Quarterly Information prepared in accordance with the accounting
practices emanating from Brazil's Corporation Law)*

Table of Contents

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

QUARTERLY INFORMATION

September 30, 2005

Contents

<u>Review Report of Independent Auditors</u>	1
<u>Balance Sheets</u>	2
<u>Statements of Income</u>	4
<u>Notes to Quarterly Information</u>	6
<u>Management comments on consolidated performance</u>	51

Table of Contents

SPECIAL REVIEW REPORT OF INDEPENDENT AUDITORS

(A free translation of the original issued in Portuguese)

To the Board of Directors and Shareholders

Telecomunicações de São Paulo S.A. - TELESP

São Paulo - SP

1. We have conducted a special review of the Quarterly Information (ITR) of Telecomunicações de São Paulo S.A and its subsidiaries for the quarter ended September 30, 2005, which comprised the balance sheets, statements of income, the performance report and other relevant information, prepared under responsibility of the Company's management and in accordance with the accounting practices adopted in Brazil.
2. Our review was conducted in accordance with specific standards established by the Brazilian Institute of Independent Public Accountants - IBRACON, in conjunction with the Federal Accounting Council, mainly comprising: (a) inquiries of and discussions with the officials responsible for the Company's Accounting, Financial and Operational areas, as to the main criteria adopted in preparing the quarterly information; and (b) review of information and subsequent events that had or might have had relevant effects on the Company and its subsidiaries' financial position and operations.
3. Based on our special review, we are not aware of any relevant change that should be made to the above mentioned quarterly information, in order for it to be in conformity with the accounting practices adopted in Brazil and standards established by the Brazilian Securities Commission (Comissão de Valores Mobiliários - CVM), specifically applicable to the preparation of quarterly information.
4. The individual and consolidated balance sheets as of June 30, 2005 presented for comparative purposes, were reviewed by us and our unqualified special review report was issued on July 22, 2005. The individual and consolidated statements of income for the quarter and nine-month period ended September 30, 2004, also presented for comparative purposes, were reviewed by other independent auditors, who issued an unqualified special review report dated October 29, 2004.

São Paulo (SP), October 28, 2005

ERNST & YOUNG

Audidores Independentes S.S.

CRC-2SP015199/O-6

Luiz Carlos Marques

Accountant CRC-1SP147693/O-5

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

BALANCE SHEETS

September 30 and June 30, 2005

(In thousands of reais R\$)

(A free translation of the original issued in Portuguese)

	Company		Consolidated	
	09/30/05	06/30/05	09/30/05	06/30/05
Assets				
Current assets	6,099,990	4,554,219	6,150,391	4,610,792
Cash and cash equivalents	1,699,616	499,349	1,738,960	541,152
Trade accounts receivable, net	2,754,953	2,734,019	2,772,028	2,754,269
Deferred and recoverable taxes	1,265,116	903,061	1,286,917	926,228
Inventories	77,973	85,009	78,757	85,866
Other recoverable amounts	116,848	108,780	118,942	110,520
Other	185,484	224,001	154,787	192,757
Non-current assets	915,295	845,732	1,011,903	947,186
Deferred and recoverable taxes	409,267	390,558	437,014	420,900
Escrow deposits	461,721	418,584	462,236	419,085
Other	44,307	36,590	112,653	107,201
Permanent assets	12,743,516	13,069,166	12,653,656	12,980,966
Investments	465,581	469,465	254,652	261,106
Property, plant and equipment, net	12,202,397	12,511,548	12,309,913	12,617,588
Deferred charges	75,538	88,153	89,091	102,272
Total assets	19,758,801	18,469,117	19,815,950	18,538,944

See accompanying notes.

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

BALANCE SHEETS

September 30 and June 30, 2005

(In thousands of reais R\$)

(A free translation of the original issued in Portuguese)

	Company		Consolidated	
	09/30/05	06/30/05	09/30/05	06/30/05
Liabilities and shareholders equity				
Current liabilities	6,774,681	4,583,629	6,795,704	4,615,550
Loans and financing	635,397	322,433	638,787	325,727
Trade accounts payable	1,191,958	1,262,412	1,213,306	1,292,735
Taxes payable	1,468,916	1,194,523	1,484,983	1,213,035
Dividends and interest on capital	2,381,720	890,551	2,381,720	890,551
Reserve for contingencies	65,603	58,047	65,659	58,105
Payroll and related charges	164,987	145,348	171,627	150,898
Temporary losses on derivatives	418,601	344,287	421,788	346,164
Other	447,499	366,028	417,834	338,335
Non-current liabilities	3,164,989	3,186,432	3,183,645	3,206,868
Loans and financing	2,125,653	2,221,464	2,142,220	2,239,350
Taxes payable	23,468	24,249	23,468	24,249
Reserve for contingencies	895,917	858,069	896,082	858,222
Other	119,951	82,650	121,875	85,047
Deferred income			17,470	17,470
Shareholders equity	9,817,517	10,697,442	9,817,517	10,697,442
Capital	5,978,074	5,978,074	5,978,074	5,978,074
Capital reserves	2,686,861	2,745,529	2,686,861	2,745,529
Profit reserves	659,556	659,556	659,556	659,556
Retained earnings	493,026	1,314,283	493,026	1,314,283
Funds for capitalization	1,614	1,614	1,614	1,614
Total liabilities and shareholders equity	19,758,801	18,469,117	19,815,950	18,538,944

See accompanying notes.

Table of Contents

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

STATEMENTS OF INCOME

Quarters ended September 30, 2005 and 2004

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

(A free translation of the original issued in Portuguese)

	Company		Consolidated	
	09/30/05	09/30/04	09/30/05	09/30/04
Telecommunications services	5,212,075	4,681,230	5,290,641	4,708,600
Revenue deductions	(1,540,887)	(1,274,790)	(1,568,831)	(1,283,606)
Net operating revenue	3,671,188	3,406,440	3,721,810	3,424,994
Cost of services provided	(1,907,158)	(1,878,862)	(1,924,426)	(1,897,628)
Gross profit	1,764,030	1,527,578	1,797,384	1,527,366
Operating expenses	(715,277)	(619,717)	(744,381)	(612,080)
Selling	(503,204)	(404,668)	(516,304)	(419,252)
General and administrative	(215,935)	(164,166)	(226,625)	(152,943)
Equity in subsidiaries	(479)	(19,225)	(3,642)	(4,828)
Other, net	4,341	(31,658)	2,190	(35,057)
Income from operations before financial expenses, net	1,048,753	907,861	1,053,003	915,286
Financial expenses, net	(348,446)	(99,401)	(350,215)	(100,863)
Nonoperating income, net	11,642	11,024	11,699	11,073
Income before taxes	711,949	819,484	714,487	825,496
Income and social contribution taxes	(243,206)	(281,204)	(245,744)	(287,216)
Reversal of interest on capital	241,000		241,000	
Net income	709,743	538,280	709,743	538,280
Number of shares outstanding at the end of quarter, excluding treasury stocks (in thousands)	492,030	493,592,279		
Earning per thousand shares R\$	1.44248	0.00109		

See accompanying notes.

Table of Contents

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

STATEMENTS OF INCOME

Nine-month periods ended September 30, 2005 and 2004

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

(A free translation of the original issued in Portuguese)

	Company		Consolidated	
	09/30/05	09/30/04	09/30/05	09/30/04
Telecommunications services	14,855,234	13,541,455	15,061,264	13,619,912
Revenue deductions	(4,345,017)	(3,739,074)	(4,421,426)	(3,757,827)
Net operating revenue	10,510,217	9,802,381	10,639,838	9,862,085
Cost of services provided	(5,657,815)	(5,480,687)	(5,712,535)	(5,512,219)
Gross profit	4,852,402	4,321,694	4,927,303	4,349,866
Operating expenses	(2,025,172)	(1,965,752)	(2,098,886)	(1,991,224)
Selling	(1,301,687)	(1,146,577)	(1,355,124)	(1,205,163)
General and administrative	(620,236)	(638,490)	(655,124)	(630,472)
Equity in subsidiaries	(37,394)	(29,161)	(19,823)	(1,705)
Other, net	(65,855)	(151,524)	(68,815)	(153,884)
Income from operations before financial expenses, net	2,827,230	2,355,942	2,828,417	2,358,642
Financial expenses, net	(930,380)	(589,641)	(936,978)	(592,843)
Nonoperating income, net	40,363	28,079	40,807	28,175
Income before taxes	1,937,213	1,794,380	1,932,246	1,793,974
Income and social contribution taxes	(669,917)	(615,162)	(664,950)	(614,756)
Reversal of interest on capital	600,000	295,800	600,000	295,800
Net income	1,867,296	1,475,018	1,867,296	1,475,018
Number of shares outstanding at the end of the nine-month period, excluding treasury stocks (in thousands)	492,030	493,592,279		
Earning per thousand shares R\$	3.79509	0.00299		

See accompanying notes.

Table of Contents

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

NOTES TO THE QUARTERLY INFORMATION

September 30, 2005

(In thousands of reais, unless otherwise stated)

(A free translation of the original issued in Portuguese)

1. Operations and Background

a) Ownership control and operations

Telecomunicações de São Paulo S.A. - Telesp, hereinafter referred to as the Company or Telesp, is controlled by Telefónica S.A. that, as of September 30, 2005, holds directly and indirectly 84.71% of the common shares and 88.90% of the preferred shares of the Company.

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

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

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

The STFC Concession Agreement in effect until December 31, 2005 may be renewed, upon the Concessionaire's request, on a chargeable basis, only once for another 20 years, provided the Concessionaire meets the requirements of the agreement. The new agreement can contain new requirements and establish new universalization and quality targets, based on the conditions in force at the time of the renewal.

As provided for in the agreement, at June 30, 2003, the Company declared to Anatel an interest in the renewal of the concession. As such, as from January 1, 2006, Telesp will be governed by a concession agreement, which was submitted in 2002 to a Public Inquiry, showing the Company's comments and pronouncements.

Table of Contents

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

1. Operations and Background (Continued)

b) Telecommunications service providers and subsidiaries

Assist Telefônica S.A.: this wholly-owned subsidiary is a closely-held company engaged primarily in providing the following services: technical assistance for installation, operation and maintenance of internal telephone, data and IT networks; value-added services, including those related to internet content, connection and access, as well as technology services and internet support; installation, operation and maintenance of internet, intranet and extranet solutions; sale, rent and maintenance of telecommunications and IT equipment and devices in general.

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

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

Companhia ACT de Participações: on June 30, 2001, Telesp paid up an equity interest of 32% in this company. In November and December 2003, this company underwent a corporate restructuring process that increased Telesp equity interest to 50% in this company, whose business purposes are participate in Refibra Consortium, render technical advisory services for preparation of projects for the conclusion of the Refibra Network, making the necessary studies to render them economically feasible, as well as monitor the status of activities related to the Consortium.

Santo Genovese Participações Ltda.: on December 24, 2004, the Company acquired all the shares of Santo Genovese Participações Ltda., a limited liability company, which holds an equity interest in Atrium Telecomunicações Ltda., a company that provides telecommunication management services for corporate clients in Brazil (industries, companies and condominiums), internet and intranet services, and sale, rent and representation of telecommunication systems and related equipment.

Table of Contents

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

2. Presentation of the Quarterly Information

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

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

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

The interim financial statements have been reclassified, when applicable, for comparability purposes, as shown in Note 22.

3. Summary of Principal Accounting Practices

The interim financial statements as of September 30, 2005 have been prepared in accordance with the principles, practices and criteria consistently applied to the financial statements for the prior year and should be analyzed together with those financial statements.

4. Cash and Cash Equivalents

	Company		Consolidated	
	Sep/2005	Jun/2005	Sep/ 2005	Jun/2005
Cash and banks	25,209	8,477	38,276	19,842
Temporary cash investments	1,674,407	490,872	1,700,684	521,310
Total	1,699,616	499,349	1,738,960	541,152



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

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

5. Trade Accounts Receivable, Net

	Company		Consolidated	
	Sep/2005	Jun/2005	Sep/2005	Jun/2005
Billed amounts	2,188,478	2,225,143	2,205,664	2,245,400
Unbilled amounts	1,128,223	1,068,610	1,133,630	1,074,069
Gross accounts receivable	3,316,701	3,293,753	3,339,294	3,319,469
Allowance for doubtful accounts	(561,748)	(559,734)	(567,266)	(565,200)
Total	2,754,953	2,734,019	2,772,028	2,754,269
Current	2,129,405	2,141,749	2,116,952	2,139,116
Past-due 1 to 30 days	475,800	462,164	486,482	473,383
Past-due 31 to 60 days	146,655	130,677	152,481	136,658
Past-due 61 to 90 days	57,870	64,215	61,783	66,186
Past-due 91 to 120 days	40,350	31,316	43,766	33,044
Past-due more than 120 days	466,621	463,632	477,830	471,082
Total	3,316,701	3,293,753	3,339,294	3,319,469

Amounts receivable from and payable to Embratel, included in the June 2005 balances, were negotiated and adjusted in September 2005, and did not generate any effect on the Company's result of operations.

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

6. Deferred and Recoverable Taxes

	Company		Consolidated	
	Sep/2005	Jun/2005	Sep/2005	Jun/2005
Withholding taxes	54,037	40,410	55,479	41,473
Prepaid income tax	528,952	269,566	530,547	270,968
Prepaid social contribution tax	191,474	97,025	191,827	97,371
Deferred taxes	676,328	669,397	719,237	711,967
Tax loss carryforwards			20,332	22,245
Income tax				
Tax loss carryforwards			7,320	8,009
Social contribution tax				
Reserve for contingencies	313,481	298,044	313,556	298,115
Postretirement benefit plans	17,331	15,255	17,370	15,290
Allowance for doubtful accounts	96,474	98,125	98,296	99,842
Allowance for reduction of inventory to market value	42,574	45,217	42,574	45,299
Income tax on other temporary differences	151,815	156,438	161,609	164,093
Social contribution tax on other temporary differences	54,653	56,318	58,180	59,074
ICMS (state VAT) (*)	222,368	216,001	224,989	223,474
Other	1,224	1,220	1,852	1,875
Total	1,674,383	1,293,619	1,723,931	1,347,128
Current	1,265,116	903,061	1,286,917	926,228
Non current	409,267	390,558	437,014	420,900

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

Deferred income and social contribution taxes

Considering the existence of taxable income in the last five fiscal years and the expected generation of future taxable income discounted to present value based on a technical feasibility study, as provided for in CVM Instruction No. 371/2002, the Company estimates the realization of the deferred taxes as of September 30, 2005 as follows:

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<u>Year</u>	<u>Company</u>	<u>Consolidated</u>
2005	108,114	121,835
2006	252,155	254,855
2007	80,292	86,344
2008	68,275	77,104
Between 2009 and 2011	167,492	179,099
Total	676,328	719,237

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

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

7. Other Recoverable Amounts

	Company		Consolidated	
	Sep/2005	Jun/2005	Sep/2005	Jun/2005
Advances to employees	19,907	14,748	20,400	15,173
Advances to suppliers	32,067	31,999	32,629	32,523
Other recoverable amounts	64,874	62,033	65,913	62,824
Total current	116,848	108,780	118,942	110,520

The balance of other recoverable amounts comprises the amount of R\$42,597 referring to recoverable FUST Contribution for the Fund for Universal Access to Telecommunications Services, recorded in December 2004. The tax credit realization is expected to occur in less than 12 months.

8. Inventories

	Company		Consolidated	
	Sep/2005	Jun/2005	Sep/2005	Jun/2005
Consumption materials	91,807	97,233	91,852	97,280
Resale items	99,803	109,382	100,542	110,432
Public telephone prepaid cards	10,978	10,467	10,978	10,467
Scraps	601	918	601	918
Allowance for reduction to market value and obsolescence	(125,216)	(132,991)	(125,216)	(133,231)
Total current	77,973	85,009	78,757	85,866

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

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

9. Other

	Company		Consolidated	
	Sep/2005	Jun/2005	Sep/2005	Jun/2005
Prepaid expenses	81,290	106,442	79,564	104,123
Receivables from Barramar S.A. (*)			72,406	73,772
Intercompany receivables - current	98,036	102,425	64,943	70,336
Onlending of foreign currency loans	1,592	3,620	1,592	3,620
Tax incentives, net of allowance	411	411	411	411
Amounts linked to National Treasury securities	8,838	8,640	8,838	8,640
Receivables - sale of scraps	17,766	25,004	17,766	25,004
Other assets	3,233	3,907	5,380	4,549
Total	211,166	250,449	250,900	290,455
Current	185,484	224,001	154,787	192,757
Non current	25,682	26,448	96,113	97,698

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

10. Escrow Deposits

	Company		Consolidated	
	Sep/2005	Jun/2005	Sep/2005	Jun/2005
Civil litigation	70,248	39,619	70,285	39,655
Tax litigation	298,224	292,529	298,587	292,890
Labor claims	93,249	86,436	93,364	86,540
Total non current	461,721	418,584	462,236	419,085

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

11. Investments

	Company		Consolidated	
	Sep/2005	Jun/2005	Sep/2005	Jun/2005
Investments carried under the equity method	280,783	281,628		
Aliança Atlântica Holding B.V.	58,189	61,978		
Assist Telefônica S.A.	155,446	151,133		
Companhia AIX de Participações	67,122	68,491		
Companhia ACT de Participações	26	26		
Negative and positive goodwill on acquisition of investments	93,364	96,359	110,834	113,829
Negative goodwill on acquisition of shares Companhia AIX de Participações	(17,470)	(17,470)		
Goodwill on acquisition Santo Genovese Participações Ltda.	119,820	119,820	119,820	119,820
Amortization of goodwill Santo Genovese Participações Ltda.	(8,986)	(5,991)	(8,986)	(5,991)
Investments carried at cost	91,434	91,478	143,818	147,277
Portugal Telecom	75,362	75,362	127,746	131,161
Other companies	26,796	26,840	26,796	26,840
Other investments	3,359	3,359	3,359	3,359
Tax incentives	15,164	15,164	15,164	15,164
Allowance for losses	(29,247)	(29,247)	(29,247)	(29,247)
Total	465,581	469,465	254,652	261,106

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

Investment acquisition - Santo Genovese Participações Ltda.

On December 24, 2004, the Company acquired control of Santo Genovese Participações Ltda., parent company of Atrium Telecomunicações Ltda. (Atrium), which is engaged in telecommunication services management.

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Santo Genovese Participações Ltda. (Santo Genovese) is a holding company which holds 99.99% of Atrium as its only assets. The acquisition price was R\$113,440.

Such operation will allow extending the offer of higher value-added services in the domestic market, through the management of the rendering of telecommunication services.

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

11. Investments (Continued)

The goodwill, based on Atrium's future profitability, is calculated as follows:

	<u>Amounts</u>
Acquisition price	113,440
Acquisition costs	2,435
(-) Book value of investment	(3,945)
	<u> </u>
Total goodwill	<u>119,820</u>

The principal financial information on the subsidiaries as of September 30, 2005 and June 30, 2005 is as follows:

	<u>Sep/2005</u>				
	<u>Aliança Atlântica</u>	<u>Assist Telefônica</u>	<u>Companhia AIX</u>	<u>Companhia ACT</u>	<u>Santo Genovese (a)</u>
Paid-up capital	106,870	254,000	460,929	1	51,850
Capital reserves					450
Retained earnings (accumulated deficit)	9,509	(98,554)	(326,685)	50	(60,815)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Shareholders' equity	116,379	155,446	134,244	51	(8,515)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Shares (thousands)					
Number of subscribed and paid-up shares	88	367,977	298,562	1	51,850
Number of common shares owned	44	367,977	149,281	0,5	51,850
Ownership percentage	50%	100%	50%	50%	100%

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

11. Investments (Continued)

	Jun/2005				
	Aliança Atlântica	Assist Telefônica	Companhia AIX	Companhia ACT	Santo Genovese (a)
Paid-up capital	113,834	254,000	460,929	1	51,850
Capital reserves					450
Retained earnings (accumulated deficit)	10,122	(102,867)	(323,948)	50	(61,180)
Shareholders' equity	123,956	151,133	136,981	51	(8,880)
Shares (million)					
Number of subscribed and paid-up shares	88	367,977	298,562	1	51,850
Number of common shares owned	44	367,977	149,281	0.5	51,850
Ownership percentage	50%	100%	50%	50%	100%

- a) The Company recorded a provision for shareholders' deficit in the amount of R\$8,515 (R\$8,880 as of June 30, 2005), under the caption Other liabilities.

	Sep/2005					Sep/2004			
	Aliança Atlântica	Assist Telefônica	Cia AIX	Cia ACT (c)	Santo Genovese (b) (c)	Aliança Atlântica	Assist Telefônica	Cia AIX	Cia ACT
Net profit (loss) in the period	4,615	(10,749)	(9,122)	1	(4,570)	3,722	(23,798)	(11,039)	49

- b) Santo Genovese's loss includes the result of December 2004, because the consolidated balance sheet for 2004 was prepared based on Santo Genovese's balance sheet as of November 2004. The current consolidated balance sheet has been prepared with the same month basis.
- c) Companhia ACT de Participações and Santo Genovese Participações Ltda. were consolidated from December 2004.

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

11. Investments (Continued)

The Company's equity in subsidiaries is as follows:

	<u>Sep/2005</u>	<u>Sep/2004</u>
Aliança Atlântica	(17,515)	131
Assist Telefônica	(10,749)	(23,798)
Companhia AIX de Participações	(4,561)	(5,519)
Santo Genovese Participações Ltda.	1	25
	<u>(4,570)</u>	
	<u>(37,394)</u>	<u>(29,161)</u>

12. Property, Plant and Equipment, Net

	Company						
	Annual depreciation %	September 2005			June 2005		
		Cost	Accumulated depreciation	Net book value	Cost	Accumulated depreciation	Net book value
Property, plant and equipment in service		38,597,937	(26,772,871)	11,825,066	38,287,016	(26,140,361)	12,146,655
Switching and transmission equipment	12.50	15,723,361	(12,159,296)	3,564,065	15,616,085	(11,881,161)	3,734,924
Transmission equipment, overhead, underground and building cables, teleprinters, PABX, energy equipment and furniture	10.00	11,401,944	(8,244,640)	3,157,304	11,343,823	(8,088,546)	3,255,277
Transmission equipment - modems	20.00	594,295	(456,595)	137,700	574,550	(430,313)	144,237
Underground and undersea cables, poles and towers	5.00 to 6.67	389,592	(210,724)	178,868	389,188	(206,932)	182,256
Subscriber, public and booth equipment	12.50	1,920,711	(1,136,628)	784,083	1,871,391	(1,089,103)	782,288

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IT equipment	20.00	479,566	(410,791)	68,775	470,279	(401,653)	68,626
Buildings and underground cables	4.00	6,368,051	(3,339,781)	3,028,270	6,343,427	(3,285,564)	3,057,863
Vehicles	20.00	49,848	(35,168)	14,680	47,793	(35,781)	12,012
Land		253,926		253,926	257,645		257,645
Other	10.00 to 20.00	1,416,643	(779,248)	637,395	1,372,835	(721,308)	651,527
Property, plant and equipment in progress		377,331		377,331	364,893		364,893
Total		38,975,268	(26,772,871)	12,202,397	38,651,909	(26,140,361)	12,511,548
Average annual depreciation rates - %		10.56			10.55		
Assets fully depreciated		13,752,758			13,116,022		

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

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

	Consolidated						
	Annual depreciation %	September 2005			June 2005		
		Cost	Accumulated depreciation	Net book value	Cost	Accumulated depreciation	Net book value
Property, plant and equipment in service		38,763,757	(26,835,755)	11,928,002	38,447,312	(26,196,612)	12,250,700
Switching and transmission equipment	12.50	15,727,410	(12,159,704)	3,567,706	15,619,450	(11,881,447)	3,738,003
Transmission equipment, overhead, underground and building cables, teleprinters, PABX, energy equipment and furniture	10.00	11,421,956	(8,246,688)	3,175,268	11,361,151	(8,090,128)	3,271,023
Transmission equipment - modems	20.00	613,138	(467,063)	146,075	594,431	(440,227)	154,204
Underground and undersea cables, poles and towers	5.00 to 6.67	402,625	(211,887)	190,738	402,220	(207,862)	194,358
Subscriber, public and booth equipment	12.50	1,920,718	(1,136,631)	784,087	1,871,397	(1,089,106)	782,291
IT equipment	20.00	490,323	(414,412)	75,911	480,163	(404,952)	75,211
Buildings and underground cables	4.00	6,368,101	(3,339,801)	3,028,300	6,343,478	(3,285,581)	3,057,897
Vehicles	20.00	50,333	(35,296)	15,037	48,279	(35,888)	12,391
Land		253,926		253,926	257,686		257,686
Other	10.00 to 20.00	1,515,227	(824,273)	690,954	1,469,057	(761,421)	707,636
Property, plant and equipment in progress		381,911		381,911	366,888		366,888
Total		39,145,668	(26,835,755)	12,309,913	38,814,200	(26,196,612)	12,617,588
Average annual depreciation rates - %		10.60			10.59		
Assets fully depreciated		13,757,251			13,118,096		

Returnable assets

Pursuant to the Concession Agreement, all assets pertaining to the Company's equity and indispensable to the provision of the services described in said agreement are considered returnable and are part of the concession assets. These assets will be automatically returned to ANATEL upon

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expiration of the Concession Agreement. As of September 30, 2005, the net book value of such returnable assets is estimated at R\$9,272,386 (9,607,947 as of June 30, 2005), comprised of switching and transmission equipment, public use terminals, external network equipment, energy equipment, and system and operation support equipment.

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

13. Deferred Charges

Deferred charges as of September 30 and June 30, 2005 are as follows:

	Company		Consolidated	
	Sep/2005	Jun/2005	Sep/2005	Jun/2005
Pre-operating expenses	17,666	20,456	23,444	26,472
Cost	55,788	55,788	65,279	65,279
Accumulated amortization	(38,122)	(35,332)	(41,835)	(38,807)
Merged goodwill Ceterp S.A.	5,265	13,276	5,265	13,276
Cost	187,951	187,951	187,951	187,951
Accumulated amortization	(182,686)	(174,675)	(182,686)	(174,675)
Goodwill on acquisition of the IP network	52,607	54,421	52,607	54,421
Cost	72,561	72,561	72,561	72,561
Accumulated amortization	(19,954)	(18,140)	(19,954)	(18,140)
Other			7,775	8,103
Cost			12,059	12,059
Accumulated amortization			(4,284)	(3,956)
Total	75,538	88,153	89,091	102,272

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

The goodwill paid on the acquisition of Ceterp S.A. is presented in deferred charges due to that company's merger on November 30, 2000. This goodwill, based on the expectation of future profitability, is being amortized over 60 months.

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

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

14. Loans, Financing and Debentures

	Consolidated			Balance as of September 2005		
	Currency	Annual interest rate %	Maturity	Current	Long-term	Total
Mediocrédito	US\$	1.75%	2014	6,843	50,129	56,972
CIDA	CAN\$	3.00%	2005	1,360		1,360
Loans in local currency		6% + 3.75% spread and				
	R\$	CDI + 0.40% per month	Through 2006	2,729	341	3,070
Loans in foreign currency			Through 2009	605,682	591,750	1,197,432
Debentures	R\$	103.50% of CDI	Through 2007	22,173	1,500,000	1,522,173
Total				638,787	2,142,220	2,781,007

	Consolidated			Balance as of June 2005		
	Currency	Annual interest rate %	Maturity	Current	Long-term	Total
Mediocrédito	US\$	1.75%	2014	7,525	56,555	64,080
CIDA	CAN\$	3.00%	2005	1,361		1,361
Loans in local currency		6% + 3.75% spread and				
	R\$	CDI + 0.40% per month	through 2006	2,977	846	3,823
Loans in foreign			through 2009	290,387	681,949	972,336
currency			through 2007	23,477	1,500,000	1,523,477
Debentures	R\$	103.50% of CDI	through 2007	23,477	1,500,000	1,523,477
Total				325,727	2,239,350	2,565,077

Loans in foreign currency are as follows:

<u>Consolidated</u>	<u>Currency</u>	<u>Interest rate</u>	<u>Principal</u>	<u>Interest</u>	<u>Balance as of Sep/2005</u>
Resolution 2770	USD	3.00% to 6.90%	516,883	13,595	530,478
Resolution 2770	JPY	1.40%	260,432	204	260,636
Untied Loan JBIC	JPY	Libor + 1.25%	388,480	952	389,432
DEG Deutsche Investitions	USD	Libor + 6%	15,000	1,886	16,886
			<u>1,180,795</u>	<u>16,637</u>	<u>1,197,432</u>

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

14. Loans, Financing and Debentures (Continued)

<u>Consolidated</u>	<u>Currency</u>	<u>Interest rate</u>	<u>Principal</u>	<u>Interest</u>	<u>Balance as of Jun/2005</u>
Resolution 2770	USD	3.00% to 6.90%	469,998	9,200	479,198
Untied Loan JBIC	JPY	Libor + 1.25%	473,090	2,692	475,782
DEG Deutsche Investitions	USD	Libor + 6%	15,865	1,491	17,356
			<u>958,953</u>	<u>13,383</u>	<u>972,336</u>

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

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

Long-term debt maturities

<u>Year</u>	<u>Amount</u>
2006	341
2007	1,620,029
2008	387,969
2009	103,804
Thereafter	30,077
	<u>2,142,220</u>

Debentures

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

The Program amounts to R\$3.0 billion for a period of two years from the filing with the CVM on October 15, 2004, and contemplates the issuance of simple nonconvertible debentures, unsecured or subordinated, and/or promissory notes.

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

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

14. Loans, Financing and Debentures (Continued)

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

15. Taxes Payable

	Company		Consolidated	
	Sep/2005	Jun/2005	Sep/2005	Jun/2005
Taxes on income				
Income tax	535,521	351,678	537,899	351,854
Social contribution tax	194,145	126,996	195,011	127,061
Deferred taxes				
Income tax	19,007	19,582	19,007	19,582
Social contribution tax	6,841	7,048	6,841	7,048
Indirect taxes				
ICMS (state VAT)	656,522	621,898	663,096	634,604
PIS and COFINS (taxes on revenue)	64,277	70,733	67,930	74,000
Other	16,071	20,837	18,667	23,135
Total	1,492,384	1,218,772	1,508,451	1,237,284
Current	1,468,916	1,194,523	1,484,983	1,213,035
Non current	23,468	24,249	23,468	24,249

16. Payroll and Related Charges

	Company		Consolidated	
	Sep/2005	Jun/2005	Sep/2005	Jun/2005

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Salaries and fees	19,315	17,800	21,143	19,167
Payroll charges	92,824	79,265	96,971	82,772
Accrued benefits	4,331	3,768	4,379	3,809
Employee profit sharing	48,517	44,515	49,134	45,150
Total	164,987	145,348	171,627	150,898

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

17. Consignments on Behalf of Third Parties

	Company		Consolidated	
	Sep/2005	Jun/2005	Sep/2005	Jun/2005
Collateral for deposits	1,845	1,853	1,845	1,853
Amounts charged to users	93,885	95,896	85,171	86,146
Retentions	62,254	67,663	63,022	68,634
Other consignments	1,363	1,138	1,363	1,138
Total	159,347	166,550	151,401	157,771

18. Dividends and Interest on Own Capital

	Company/Consolidated	
	Sep/2005	Jun/2005
Interest on own capital	708,047	503,050
Telefônica Internacional S.A.	341,070	203,825
SP Telecomunicações Holding Ltda.	106,137	63,428
Minority shareholders	260,840	235,797
Dividends	1,673,673	387,501
Telefônica Internacional S.A.	864,271	
SP Telecommunication Holding Ltda.	268,950	
Minority shareholders	540,452	387,501
Total	2,381,720	890,551

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

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

19. Provision for Contingencies

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

<u>Consolidated</u>	<u>Nature</u>			<u>Total</u>
	<u>Labor</u>	<u>Tax</u>	<u>Civil</u>	
Balances as of June 30, 2005	305,142	562,350	48,835	916,327
Additions	14,215	16,141	5,846	36,202
Write-offs	(11,356)	(2,192)	(3,060)	(16,608)
Monetary restatement	13,589	11,981	250	25,820
Balances as of September 30, 2005	321,590	588,280	51,871	961,741
Current	34,654	20,935	10,070	65,659
Non current	286,936	567,345	41,801	896,082

19.1 Labor contingencies

The Company has various labor contingencies and recorded a provision of R\$321,590, consolidated, to cover probable losses. The amounts involved and respective degrees of risk are as follows:

<u>Risk</u>	<u>Amount Involved</u>		
	<u>Telesp</u>	<u>Assist</u>	<u>Total</u>
Remote	1,907,098	4,312	1,911,410
Possible	98,021		98,021
Probable	321,383	207	321,590

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Total	<u>2,326,502</u>	<u>4,519</u>	<u>2,331,021</u>
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These contingencies involve a number of lawsuits, mainly related to salary differences, salary equalization, overtime, employment relationship with employees of outsourced companies and hazardous duty premium, among others.

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

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

Risk	Amount Involved		
	Telesp	Assist	Total
Remote	1,359,151		1,359,151
Possible	1,270,165	11,931	1,282,096
Probable	588,280		588,280
Total	3,217,596	11,931	3,229,527

Based on the assessment of the Company's legal counsel and management, a reserve amounting to R\$588,280 was recorded as of September 30, 2005. The principal tax contingencies, assessed as remote, possible and probable risk, are as follows:

Claims by the National Institute of Social Security (INSS), amounting to R\$804,249, referring to:

- a) Legal proceedings for the collection of Workers' Compensation Insurance (SAT) and joint liability of the Company for payment of social security contributions allegedly not made by contractors, considered possible risk, in the amount of R\$281,120. Based on a partially unfavorable court decision, management decided to provide for R\$98,291 relating to the portion of the total amount for which the likelihood of loss is probable.
- b) Discussion regarding social security contribution on certain amounts paid for compensation of salary losses resulting from economic plans (Plano Verão and Plano Bresser), in the approximate amount of R\$130,139 for which an unfavorable outcome is considered possible. Based on higher court decisions and an unfavorable court decision in a similar case involving another company of the group, the Company's management decided to provide for R\$90,611 to cover potential losses, despite the legal counsel's classification of possible risk.
- c) Notification demanding social security contributions, SAT and amounts for third parties (National Institute for Agrarian Reform and Colonization (INCRA) and Brazilian Mini and Small Business Support Agency (SEBRAE)) on the payment of various salary amounts for the period from January 1999 to December 2000, in the amount of approximately R\$54,021,

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considered as possible risk. These lawsuits are in the 1st lower court and at the last administrative level, respectively. No provision was recorded based on the risk classification of this matter.

Table of Contents

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

19. Provision for Contingencies (Continued)

19.2 Tax contingencies (Continued)

- d) Notification demanding social security contributions for joint liability in 1993, in the amount of approximately R\$176,987, for which the risk is considered possible. This process is at the 2nd administrative level. No provision was made based on the risk classification of this matter.
- e) Legal proceedings imposing fines of R\$161,982 for payment of dividends when the Company had allegedly a debt to the INSS. No provision was made for the balance, for which the likelihood of loss is deemed possible. This process is at the 2nd administrative level. No provision was made based on the risk classification of this matter.

Claims by the Finance Secretary of the State of São Paulo, totaling R\$769,541, referring to:

- f) Tax assessments on October 31 and December 13, 2001, related to ICMS (state VAT) allegedly due on international long-distance calls, amounting to approximately R\$19,196 for November and December 1996 and amounting to R\$143,114 from January 1997 to March 1998, at the second administrative level, assessed as possible risk, and R\$175,177 for the period from April 1998 to December 1999, at the second administrative level, assessed as remote risk. No provision was recorded based on the risk classification of these matters.
- g) Tax assessment on February 29, 2000 demanding payment of the ICMS allegedly due on cell phone activation tariff in the period from January 1995 to December 1997, plus fines and interest, amounting to approximately R\$274,877, assessed as remote risk. The claim is at the 1st administrative level. No provision was recorded based on the risk classification of this matter.
- h) Tax assessment on July 2, 2001 demanding the difference in ICMS paid without late-payment fine, amounting to R\$5,651, assessed as possible risk. The claim is at the higher court. No provision was recorded based on the risk classification of this matter.
- i) Tax assessment notice related to the untimely used credits in the period from January to April 2002, in the amount of R\$29,336, for which the risk is considered possible. The claim is at the 2nd administrative level. No provision was recorded based on the risk classification of this matter.

Table of Contents

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

19. Provision for Contingencies (Continued)

19.2 Tax contingencies (Continued)

- j) Tax assessment notice related to the use of ICMS credits on acquisition of consumption materials, in the amount of R\$10,685, for which the risk is considered possible. The claim is at the 2nd administrative level. No provision was recorded based on the risk classification of this matter.
- k) Tax assessment notice related to the non-reversal of ICMS credits in proportion to tax-exempt and non-taxed sales and services in the period from January 1999 to June 2000, and July 2000 to December 2003, in addition to an ICMS credit unduly taken in March 1999. The total amount involved is R\$99,422. The risk is considered possible by legal counsel. The claim is at the 2nd administrative level. No provision was recorded based on the risk classification of this matter.
- l) Notifications of around R\$7,867 regarding the former Ceterp's loss of the tax benefit established by State Decree No. 48237/03, due to underpayment for an error in the calculation of the debt, assessed as possible risk. The claim is at the 2nd administrative level. No provision was recorded based on the risk classification of this matter.
- m) Tax collection lawsuits demanding about R\$4,216 of ICMS differences for the period from May 1999 to June 2003. The Company is gathering the documents to prove that the amounts have been effectively paid. Guarantee is being provided and defense is being prepared for presentation in the lower court. The risk is assessed as possible. No provision was recorded based on the risk classification of this matter.

Litigation at the Federal and Municipal levels in the amount of R\$378,043:

- n) The Company filed a lawsuit challenging the increase of the COFINS and PIS (taxes on revenue) tax basis (COFINS until February 2004 tax basis and PIS until November 2002 tax basis), requiring the inclusion of financial and securitization income and exchange gains, instead of only operating revenues. Despite the injunction obtained suspending the change in the calculation method and the risk assessed as possible, the Company recognized a provision of R\$254,046, in case it receives an unfavorable judgment.

Table of Contents

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

19. Provision for Contingencies (Continued)

19.2 Tax contingencies (Continued)

- o) FINSOCIAL, currently COFINS, was a tax on gross operating revenues, originally established at a rate of 0.5% and gradually and subsequently raised to 2.0%. Such rate increases were judicially challenged with success by several companies, which resulted in tax credits from overpayments. These credits were offset by CTBC (company merged into the Company in November 1999) against current amounts of COFINS due. Claiming that those offsets made by CTBC were improper, the Federal Government made an assessment in the amount of R\$16,050, considered as a possible loss. The claim is at the higher court. No provision was recorded based on the risk classification of this matter.

- p) Litigation contesting the levy of corporate income tax, social contribution tax, PASEP and COFINS on telecommunications services of Centrais Telefônicas de Ribeirão Preto S.A. - CETERP, merged in November 2000, based on paragraph 3 of Article 155 of the Federal Constitution, according to which, with the exception of ICMS (state VAT) and taxes on exports and imports, no other taxation applies to services. The Company assesses this case as probable loss and has recorded a reserve of R\$70,625. The claim is in the higher court.

- q) Lawsuit seeking a court decision declaring the nonexistence of a legal tax relationship between Telesp and the Federal Government, the defendant, that would require the Company to pay the Federal Economic Intervention Contribution (CIDE) on remittances to be made based on contracts with foreign residents, since the unconstitutionality of said tax is clear. The lawsuit also seeks offset against other taxes payable, in the amount of R\$2,190, monetarily restated, related to the CIDE payment made in March 2002. The Company made an escrow deposit of R\$2,178 related to the remittance made on October 18, 2002. Despite the risk considered to be possible, the Company recognized a reserve for the unpaid amounts, in the amount of R\$13,276. The claim is at the lower court.

- r) Tax collection claim demanding differences regarding income tax, based on DCTF's (Declaration of Federal Tax Credits and Debits) for the first half of 1999, amounting to approximately R\$5,002, assessed as possible risk. These claims are at the 1st administrative level and no provision was recorded based on the risk classification.

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

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

- s) At the municipal level, the Company has contingencies related to the IPTU (municipal real estate tax), ISS (municipal service tax), fine and interest in the amount of R\$794, which have all been accrued due to the existence of favorable and unfavorable decisions regarding this matter.
- t) The Municipal Government of São Paulo assessed the Company, alleging differences in the payment of the ISS (municipal service tax), a fine of 20% not paid in the amount of R\$18,250. No reserve has been recorded for this contingency, since the attorneys responsible for this case believe that the risk is possible. The claim is at the second administrative level.

There are other contingencies that have also been accrued, in the amount of R\$49,952, for which the risk is assessed by management as probable.

19.3 Civil contingencies

Risk	Amount involved		
	Telesp	Assist	Total
Remote	1,415,183	1,778	1,416,961
Possible	772,696	154	772,850
Probable	51,857	14	51,871
Total	2,239,736	1,946	2,241,682

These contingencies assessed as possible risk involve various matters: unacknowledged title to telephone line, indemnity for material and personal damages, and other, in the amount of approximately R\$110,700.

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In addition, the Company is also involved in civil class actions related to the Community Telephone Plan (PCT), where the telephone expansion plan buyers who did not receive shares in return for their financial investments seek an indemnity, in the municipalities of Diadema, São Caetano do Sul, São Bernardo do Campo, Ribeirão Pires and Mauá, involving a total amount of approximately R\$393,989. The risks involved were assessed as possible by legal counsel. The claims are in the higher court.

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

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

The Association of the Participants of the Sistel in the State of São Paulo - ASTEL moved against the Company, Fundação Sistel de Seguridade Social and others, a class action questioning subjects related to the Plan of Medical Assistance for Retirees - PAMA, considering in synthesis: (i) prohibition of the collection of contribution of the retirees included in the PAMA; (ii) the registration in the PAMA of the retirees and assisted people whose registrations were suspended for insolvency; (iii) reevaluation of the economic necessities of the PAMA; (iv) restoration of the basis of incidence of the contributions on the total and gross amount of the payroll of all the employees of the company; (v) reaccreditation of all the hospitals, clinics, laboratories and doctors disaccredited by Sistel and (vi) review of the accounting distribution of shareholders' equity. At the moment it is not possible to estimate the amount involved in this claim. Company Management, based on the opinion of its legal council, assess this suit as a possible risk. Based on the risk classification, no provision was recorded.

20. Other Liabilities

	Company		Consolidated	
	Sep/2005	Jun/2005	Sep/2005	Jun/2005
Provision for post-retirement benefit plans (Note 31)	50,975	44,867	51,089	44,972
Advances from customers	54,262	60,138	54,262	60,138
Amounts to be refunded to subscribers	33,040	33,896	32,010	32,191
Installments payable - acquisition of Santo Genovese Participações Ltda. (Atrium Telecomunicações Ltda.)	6,456	6,160	6,456	6,160
Subsidiaries' shareholders' deficit (Santo Genovese Participações Ltda.)	8,515	8,880		
Accounts payable - sell of shares fractions after grouping of shares (Note 21)	100,129		100,129	
Other	33,557	48,400	43,279	58,224
Total	286,934	202,341	287,225	201,685
Current	209,801	133,414	207,676	130,365
Non current	77,133	68,927	79,549	71,320

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

21. Shareholders Equitya) Capital

Capital as of September 30 and June 30, 2005 is R\$5,978,074. Subscribed and paid-up capital is represented by shares without par value, as follows:

Common shares	165,320,206
Preferred shares	328,272,072
Total shares	493,592,278
Book value per share R\$	19.89

Preferred shares are nonvoting but have priority in the reimbursement of capital and are entitled to dividends 10% higher than those paid on common shares, as per article 7 of the Company's bylaws and clause II, paragraph 1, article 17, of Law No. 6404/76, with wording of Law No. 10303/01.

Grouping of shares

On February 22, 2005, the Company, represented by the Board of Directors, following Instruction CVM 358 dated January 3, 2002, published a significant event notice and on May 11, 2005, submitted a proposal for grouping the totality of the shares representing the Company's capital at the Extraordinary Shareholders' Meeting, as provided for in article 12 of Law No. 6404, dated December 15, 1976.

The proposal for grouping the totality of the former 165,320,206,602 (one hundred and sixty-five billion, three hundred and twenty million, two hundred and six thousand, six hundred and two) common shares and 328,272,072,739 (three hundred and twenty-eight billion, two hundred and seventy-two million, seventy-two thousand, seven hundred and thirty-nine) preferred shares representing the Company's capital was unanimously approved in voting, as provided for in article 12 of Law No. 6404/76, at a ratio of 1,000 (one thousand) existing shares to 1 (one) of the related type, with no capital reduction, resulting in 493,592,278 shares, 165,320,206 of which are common and 328,272,072 preferred. The authorized capital limit will now be of 700,000,000 common or preferred shares.

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The Company shareholders were granted the period from May 12, 2005 to June 24, 2005 to adjust, at their free and exclusive discretion, their shareholding positions, by type, in multiple lots of 1,000 (one thousand) shares, by means of negotiation via brokerage firms authorized to operate on the São Paulo Stock Exchange (BOVESPA), as well as so that the measures with the Securities and Exchange Commission SEC may be taken. As from June 27, 2005, the representative shares of the Company's capital are being traded exclusively by group and by unit quotation.

Table of Contents

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

21. Shareholders' Equity (Continued)

a) Capital (Continued)

The shares of the remaining fractions of the grouping were sold in their entirety in a BOVESPA auction on July 15, 2005. The net value obtained with the sale of shares in the auction was made available to the related shareholder, after the conclusion of the auction, as per significant event notice published on July 21, 2005, and is recorded in "Other Liabilities" in the Company's balance sheet.

As from June 27, 2005 each ADR represents 1 (one) preferred share.

b) Treasury Stocks

Treasury stocks result from the Company's participation in the auction of shares fraction, through which the Company acquired 1,258,508 common and 303,879 preferred shares in the amount of R\$58,892, acquisition which allowed the necessary liquidity to pay shareholders. The average cost of acquisition was R\$37.68. At September 30, 2005, the market value of treasury stocks was R\$54,648.

c) Interim dividends and interest on shareholders' equity based on retained earnings presented in the 2004 financial statements

On April 2 and 4, 2005, the Company published a statement of interim dividends and interest on shareholders' equity for 2005, determined in the Board of Directors' meeting held on April 1, 2005, following the General Shareholders' meeting:

Interim dividends - 2005 financial year

The Company declared interim dividends in the amount of R\$1,500,000 (one billion, five hundred million reais) based on retained earnings from the previous balance sheet, as per article 28 of the Company bylaws and articles 204 and 205 of Law No. 6404/76.

Type of share

Common Preferred (*)

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Value per lot of a thousand shares	R\$	2.849438	3.134382
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(*) 10% greater than for each common share, as per article 7 of the Company bylaws.

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

21. Shareholders Equity (Continued)

- c) Interim dividends and interest on shareholders' equity based on retained earnings presented in the 2004 financial statements (Continued)

The interim dividends will be attributed to the minimum mandatory dividends for the 2005 financial year, following the General Shareholders' Meeting, in accordance with article 28 of the Company bylaws.

The payment of these dividends began on April 20, 2005 to common and preferred shareholders included in the Company records at the end of April 1st, 2005.

Interest on shareholders' equity 2005 financial year

The Company declared interest on shareholders' equity in the amount of R\$359,000 (three hundred and fifty-nine million reais), withholding income tax at a 15% rate, resulting in net interest of R\$305,150 (three hundred and five million, one hundred and fifty thousand reais), in accordance with article 9 of Law No. 9249/95 and CVM Resolution No. 207/96.

Amount per lot of thousand shares (R\$)	Immune or exempt corporate entities (gross amount)	Income tax withheld at source (15%)	Corporate entities and individuals (net amount)
Common shares	0.681965	0.102294	0.579670
Preferred shares (*)	0.750162	0.112524	0.637637

(*) 10% greater than for each common share, as per article 7 of the Company bylaws.

The credits to the corresponding shareholders were recorded in the Company's book records on April 30, 2005, individually by shareholder, based on the share position at the end of April 29, 2005, and the payment of such interests began on October 24, 2005.

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As provided for in article 29 of the Company bylaws, interest on shareholders' equity may be attributed to the 2005 minimum mandatory dividends. Shareholders immune or exempt from income tax will receive the credits by their gross amounts, as per current legislation, evidencing such conditions, pursuant to shareholders' notice published on April 2 and 4, 2005.

- d) Interim dividends and interest on shareholders' equity based on retained earnings presented in the June 30, 2005 financial statements.

On September 19, 2005, the Company published a statement of interim dividends and interest on shareholders' equity for 2005, determined in the Board of Directors' meeting held on September 19, 2005, following the General Shareholders' meeting:

Table of Contents

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

21. Shareholders Equity (Continued)

- d) Interim dividends and interest on shareholders equity based on retained earnings presented in the June 30, 2005 financial statements. (Continued)

Interim dividends 2005 financial year

The Company declared interim dividends in the amount of R\$1,290,000 (one billion, two hundred and ninety million reais) based on retained earnings presented in the June 30, 2005 financial statements, as per article 28 of the Company bylaws and articles 204 and 205 of Law No. 6404/76.

<u>Type of share</u>	<u>Common</u>	<u>Preferred (*)</u>
Value per share R\$	2.457954	2.703749

(*) 10% greater than for each common share, as per article 7 of the Company bylaws.

The interim dividends will be attributed to the minimum mandatory dividends for the 2005 financial year, following the General Shareholders' Meeting, in accordance with article 28 of the Company bylaws.

The payment of these dividends began on October 24, 2005.

Interest on shareholders' equity 2005 financial year

The Company declared interest on shareholders' equity in the amount of R\$241,000 (two hundred and forty-one million reais), withholding income tax at a 15% rate, resulting in net interest of R\$204,850 (two hundred and four million, eight hundred and fifty thousand reais), in accordance with article 9 of Law No. 9249/95 and CVM Resolution No. 207/96.

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<u>Amount per share (R\$)</u>	<u>Immune or exempt corporate entities</u>	<u>Income tax withheld at source</u>	<u>Corporate entities and individuals</u>
	<u>(gross amount)</u>	<u>(15%)</u>	<u>(net amount)</u>
Common shares	0.459199	0.068879	0.390319
Preferred shares (*)	0.505119	0.075767	0.429351

(*) 10% greater than for each common share, as per article 7 of the Company bylaws.

The credits to the corresponding shareholders were recorded in the Company's book records on September 19, 2005, individually by shareholder, based on the share position at the end of September 19, 2005, and the payment of such interests began on October 24, 2005.

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

21. Shareholders Equity (Continued)

- d) Interim dividends and interest on shareholders' equity based on retained earnings presented in the June 30, 2005 financial statements. (Continued)

As provided for in article 29 of the Company bylaws, interest on shareholders' equity may be attributed to the 2005 minimum mandatory dividends. Shareholders immune or exempt from income tax will receive the credits by their gross amounts, as per current legislation, evidencing such conditions, pursuant to shareholders' notice published on September 19, 2005.

22. Operating Revenue, Net

	Company		Consolidated	
	Sep/2005	Sep/2004	Sep/2005	Sep/2004
Subscription (i)	4,233,492	3,618,841	4,233,121	3,618,841
Activation	70,354	63,952	70,354	63,952
Local service	2,373,217	2,274,458	2,373,217	2,274,458
Domestic long distance	2,419,508	2,308,485	2,419,508	2,308,485
Intraregional	1,777,948	1,747,950	1,777,948	1,747,950
Interregional	641,560	560,535	641,560	560,535
International long distance	104,076	81,771	104,076	81,771
Network	3,111,877	2,993,496	3,111,877	2,993,496
Use of network (i)	562,615	612,866	562,615	612,866
Public telephones	317,427	247,843	317,427	247,843
Business communication	954,364	645,646	948,566	645,842
Assignment of means (i)	293,113	290,896	293,113	290,896
Other (i)	415,191	403,201	627,390	481,462
Gross operating revenue	14,855,234	13,541,455	15,061,264	13,619,912
Taxes on gross revenue	(3,913,093)	(3,621,071)	(3,984,012)	(3,639,824)
ICMS (state VAT)	(3,344,119)	(3,115,074)	(3,392,503)	(3,120,914)
PIS and COFINS (taxes on revenue)	(549,723)	(501,870)	(569,246)	(511,904)
ISS (municipal service tax)	(19,251)	(4,127)	(22,220)	(7,005)

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IPI (federal value-added tax)			(43)	(1)
Discounts	(431,924)	(118,003)	(437,414)	(118,003)
Net operating revenue	10,510,217	9,802,381	10,639,838	9,862,085

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- (i) For the better presentation of Operating Revenue to the market and regulating agency, ANATEL, the Company made reclassifications in the amounts of September 2004. The main reclassifications were made in the captions subscription , use of network , assignment of means and other .

Table of Contents

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

22. Operating Revenue, Net (Continued)

Occurrence of tariff adjustments affecting recorded revenue

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

Local: 7.27%

Long distance: 2.94%

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

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

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

Local: 6.89%

Long-distance: 3.20%

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

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

On June 26, 2003, through Acts No. 37166 and 37167, ANATEL approved tariff adjustments for fixed-switch telephone service (STFC), based on the criteria established in the local and domestic long-distance concession contracts, effective June 30, 2003 and for the former CETERP s

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Region 33, July 3, 2003. The local basic plan had an average increase of 28.75%, including a productivity gain of 1%, while the net tariffs for the long-distance services basic plan had an average increase of 24.84%, including a productivity gain of 4%, as established in the concession contract. Net charges for other STFC services and products were increased by 30.05% on average. However, a preliminary court order annulled ANATEL's resolutions and stipulated the IPC-A (Extended Consumer Price Index), of approximately 17%, in lieu of the IGP-DI (General Price Index - Internal Availability) for the calculation set forth in clauses 11.1 and 11.2 of the public telephone service concession contracts.

Table of Contents

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

22. Operating Revenue, Net (Continued)

After the judgment of the injunction by the Superior Court of Justice and reestablishment of IGP-DI as the index to be used in the calculation, the approved percentages, according to ANATEL's published acts, were applied to the tariff bases approved in June 2003, without retroactive effects, divided in two amounts, the first of which becoming effective September 1, 2004. On September 1, 2004, the following tariff adjustment percentages were applied:

Pulse: on average 3.22%;

Domestic Long-distance service: on average 5.22%;

Non-residential subscription and branch exchange: on average 7.75%;

Residential subscription charges: 3.14%;

Activation: on average 14.14%.

The second amount was applied from November 1, 2004, with the following tariff adjustment percentages:

Pulse: on average 3.13%;

Domestic long-distance service: on average 4.97%;

Non-residential subscription and branch exchange: on average 7.20%;

Residential subscription: 3.05%;

Activation: on average 12.40%;

23. Cost of Services Provided

Company

Consolidated

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	Sep/2005	Sep/2004	Sep/2005	Sep/2004
Depreciation and amortization	(1,791,492)	(1,869,987)	(1,803,313)	(1,879,767)
Personnel	(152,678)	(137,737)	(157,416)	(139,598)
Materials	(38,519)	(27,503)	(38,842)	(27,764)
Network interconnection	(2,649,278)	(2,617,243)	(2,658,304)	(2,617,243)
Outside services	(835,126)	(668,174)	(857,884)	(688,329)
Other	(190,722)	(160,043)	(196,776)	(159,518)
Total	(5,657,815)	(5,480,687)	(5,712,535)	(5,512,219)

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

24. Selling Expenses

	Company		Consolidated	
	Sep/2005	Sep/2004	Sep/2005	Sep/2004
Depreciation and amortization	(5,618)	(5,620)	(5,618)	(5,620)
Personnel	(173,850)	(138,601)	(179,513)	(142,097)
Materials	(48,973)	(39,892)	(49,065)	(39,990)
Outside services	(745,677)	(627,630)	(788,037)	(677,704)
Allowance for doubtful accounts	(292,574)	(319,665)	(297,829)	(324,364)
Other	(34,995)	(15,169)	(35,062)	(15,388)
Total	(1,301,687)	(1,146,577)	(1,355,124)	(1,205,163)

25. General and Administrative Expenses

	Company		Consolidated	
	Sep/2005	Sep/2004	Sep/2005	Sep/2004
Depreciation and amortization	(190,448)	(168,982)	(200,472)	(172,999)
Personnel	(101,228)	(120,795)	(115,247)	(123,265)
Materials	(6,359)	(9,648)	(6,684)	(9,708)
Outside services	(291,026)	(323,837)	(300,596)	(308,793)
Other	(31,175)	(15,228)	(32,125)	(15,707)
Total	(620,236)	(638,490)	(655,124)	(630,472)

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

26. Financial Expenses, Net

	Company		Consolidated	
	Sep/2005	Sep/2004	Sep/2005	Sep/2004
Financial income	526,758	349,986	531,409	348,835
Income from temporary cash investments	70,753	52,497	75,563	54,254
Gains on derivative transactions	98,063	194,449	98,063	194,449
Interest	57,444	41,670	53,327	38,374
Monetary/exchange variations	296,456	58,702	299,966	58,704
Other	4,042	2,668	4,490	3,054
Financial expenses	(1,457,138)	(939,627)	(1,468,387)	(941,678)
Interest on shareholders' equity	(600,000)	(295,800)	(600,000)	(295,800)
Interest	(308,433)	(183,645)	(313,367)	(185,101)
Losses on derivative transactions	(481,894)	(393,604)	(486,965)	(393,604)
Expenses on financial transactions	(60,300)	(61,450)	(61,442)	(62,045)
Monetary/exchange variations	(6,511)	(5,128)	(6,613)	(5,128)
Total	(930,380)	(589,641)	(936,978)	(592,843)

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

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

27. Other Operating Expenses, Net

	Company		Consolidated	
	Sep/2005	Sep/2004	Sep/2005	Sep/2004
Income	295,191	280,855	295,770	280,978
Technical and administrative services	30,744	38,116	28,649	35,920
Income from supplies	27,977	10,054	27,977	10,060
Dividends	10,350	5,915	12,655	7,792
Fines on telecommunication services	84,290	73,473	84,290	73,527
Recovered expenses	58,000	53,343	58,056	53,523
Reversal of reserve for contingencies	35,255	38,838	35,589	39,035
Reversal of provision for pension plan	1,433	16,676	1,433	16,676
Other	47,142	44,440	47,121	44,445
Expenses	(361,046)	(432,379)	(364,585)	(434,862)
Write-offs and adjustments to realizable value of supplies	(7,898)	(11,462)	(7,916)	(11,481)
Goodwill amortization Ceterp and Santo Genovese	(33,019)	(24,032)	(33,019)	(24,032)
Donations and sponsorships	(8,463)	(10,557)	(8,494)	(10,562)
Taxes (except for income and social contribution taxes)	(159,555)	(176,623)	(159,624)	(176,390)
Reserve for contingencies	(75,640)	(83,110)	(75,684)	(83,177)
Commissions on voice and data communication services(a)		(67,789)		(67,789)
Provision for pension plan	(7,756)	(5,740)	(7,783)	(5,740)
Other	(68,715)	(53,066)	(72,065)	(55,691)
Total	(65,855)	(151,524)	(68,815)	(153,884)

(a) This balance refers mainly to commissions to Telefônica Empresas S.A., which in 2005 are presented as selling expenses for a better presentation of the financial statements.

28. Non Operating Income, Net

	Company		Consolidated	
	Sep/2005	Sep/2004	Sep/2005	Sep/2004

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Income	58,750	36,551	60,132	36,653
Proceeds from sale of property, plant and equipment and investments	24,860	11,047	25,767	11,047
Unidentified revenue	8,130	3,526	8,557	3,628
Other	25,760	21,978	25,808	21,978
Expenses	(18,387)	(8,472)	(19,325)	(8,478)
Cost of sale of property, plant and equipment and investments	(18,368)	(8,431)	(19,306)	(8,437)
Other	(19)	(41)	(19)	(41)
Total	40,363	28,079	40,807	28,175

Table of Contents

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

NOTES TO THE QUARTERLY INFORMATION (Continued)

September 30, 2005

(In thousands of reais, unless otherwise stated)

29. Income and Social Contribution Taxes

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

Reconciliation of tax expenses and standard rates

Reconciliation of the reported tax charges and the amounts calculated by applying 34% (income tax of 25% and social contribution tax of 9%) in September 2005 and 2004 is shown in the table below: