TELESP HOLDING CO
Form 6-K
April 06, 2009

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 April, 2009

Commission File Number: 001-14475

TELESP HOLDING COMPANY

(Translation of registrant's name into English)

Rua Martiniano de Carvalho, 851 - 21 andar

São Paulo, S.P.

Federative Republic of Brazil

(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 x 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 x

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 x

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 x

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

TELESP HOLDING COMPANY

TABLE OF CONTENTS

Item

1. Press Release entitled *"Telecomunicações de São Paulo S.A. - Telesp - Financial Statement"* dated on December 31, 2008.

Financial Statements

Telecomunicações de São Paulo S.A. -TELESP

December 31, 2008 and 2007

With Report of Independent Auditors

(A free translation of the original issued in Portuguese)

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

Financial statements

December 31, 2008 and 2007

Contents

Report of independent auditors	1
Audited financial statements	
Balance sheets	3
Statements of income	5
Statements of shareholders´ equity	6
Statements of cash flows	7
Statements of added value	8
Notes to financial statements	9
Management report	81

Report of independent auditors

(A free translation of the original report issued in Portuguese)

Shareholders, Management and Board Members

Telecomunicações de São Paulo S.A. TELESP

São Paulo - SP

1. We have audited the accompanying balance sheets (company and consolidated) of Telecomunicações de São Paulo S.A. TELESP as of December 31, 2008, and the related statements of income, shareholders equity, cash flows and value added for the year then ended. These financial statements are the responsibility of the Companys management. Our responsibility is to express an opinion on these financial statements.

2. We conducted our audit in accordance with generally accepted auditing standards in Brazil which comprised: (a) the planning of our work, taking into consideration the materiality of balances, the volume of transactions and the accounting and internal control systems of Telecomunicações de São Paulo S.A. TELESP, (b) the examination, on a test basis, of the documentary evidence and accounting records supporting the amounts and disclosures in the financial statements, and (c) an assessment of the accounting practices used and significant estimates made by management of Telecomunicações de São Paulo S.A. TELESP, as well as an evaluation of the overall financial statement presentation.

3. In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Telecomunicações de São Paulo S.A. TELESP at December 31, 2008, and the results of its operations, its shareholders equity, its cash flows and value added for the year then ended, in accordance with the accounting practices adopted in Brazil.

1

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4. We have formerly audited the financial statements (company and consolidated) for the year ended December 31, 2007, comprising the balance sheet as of that date, and the related statements of operations, of shareholders equity and of changes in financial position for the year then ended, in addition to supplementary information including the statements of cash flows and of value added, on which we issued an unqualified report dated February 18, 2008. As mentioned in Note 3, the accounting practices adopted in Brazil were subjected to changes effective from January 1, 2008. The financial statements for the year ended December 31, 2007, presented in conjunction with 2008 financial statements, were prepared in accordance with the accounting practices effectively adopted in Brazil through December 31, 2007 and, as allowed by CPC Technical Pronouncement No. 13 First Time Adoption of Law No. 11638/07 and Provisional Executive Act No. 449/08, do not include any adjustments for

purposes of comparison between the years.

São Paulo, February 16, 2009.
ERNST & YOUNG
Auditores Independentes
CRC-2SP015199/O-6

Luiz Carlos Marques
Accountant CRC-1SP147693/O-5

2

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Balance sheets

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

		Company		Consolidated	
	Note	**2008**	**2007**	**2008**	**2007**
Assets					
Current assets		**5,870,998**	5,023,155	**6,459,830**	5,227,685
Cash and cash equivalents	**5 and 34**	**1,597,606**	845,805	**1,741,006**	933,275
Trade accounts receivable, net	**6**	**2,853,548**	2,700,775	**3,152,831**	2,832,050
Deferred and recoverable taxes	**7**	**925,877**	1,023,430	**1,032,516**	1,117,982
Inventories	**8**	**114,735**	99,690	**164,410**	125,004
Derivatives	**34**	**80,214**	25,423	**95,747**	25,423
Other	**9**	**299,018**	328,032	**273,320**	193,951
Noncurrent assets		**13,639,320**	13,609,201	**13,532,179**	13,722,960
Trade accounts receivable, net	**6**	**-**	-	**61,563**	-
Deferred and recoverable taxes	**7**	**570,017**	525,383	**579,807**	539,371
Escrow deposits	**10**	**678,583**	532,558	**711,300**	534,914
Other	**9**	**109,363**	214,489	**156,312**	152,212
Investments	**11**	**1,353,640**	731,640	**301,830**	177,557
Property, plant and equipment, net	**12**	**9,115,239**	9,611,982	**9,868,933**	10,260,126

Intangible assets, net	**13**	**1,812,478**	1,993,149	**1,852,434**	2,050,320
Deferred charges	**14**	**-**	-	**-**	8,460
Total assets		**19,510,318**	18,632,356	**19,992,009**	18,950,645

3

		Company		Consolidated	
	Note	**2008**	**2007**	**2008**	**2007**
Liabilities and shareholders equity					
Current liabilities		**5,399,517**	5,399,923	**5,846,874**	5,697,223
Loans and financing	**15 and 34**	**454,188**	751,586	**502,503**	793,783
Debentures	**16 and 34**	**16,339**	12,357	**16,339**	12,357
Trade accounts payable		**2,030,787**	1,680,058	**2,314,698**	1,846,232
Taxes payable	**17**	**847,363**	837,405	**926,437**	908,260
Dividends and interest payable to shareholders	**18**	**1,153,670**	996,997	**1,153,670**	996,997
Payroll and related accruals	**19**	**163,372**	247,916	**174,672**	264,841
Reserve for contingencies	**20**	**128,451**	114,952	**128,488**	115,884
Derivatives obligations	**34**	**15,200**	279,312	**15,200**	279,312
Other	**21**	**590,147**	479,340	**614,867**	479,557
Non-current liabilities		**4,065,109**	3,327,191	**4,099,443**	3,348,180
Loans and financing	**15 and 34**	**1,717,352**	1,001,029	**1,717,352**	1,003,029
Debentures	**16 and 34**	**1,500,000**	1,500,000	**1,500,000**	1,500,000
Taxes payable	**17**	**40,151**	38,483	**47,401**	38,601
Reserve for contingencies	**20**	**567,220**	523,240	**570,778**	525,393
Reserve for post-retirement benefit plans	**32**	**148,770**	95,426	**148,770**	95,426
Derivatives obligations	**34**	**22,148**	103,885	**22,148**	103,885
Other	**21**	**69,468**	65,128	**92,994**	81,846
Shareholders equity	**22**	**10,045,692**	9,905,242	**10,045,692**	9,905,242
Capital		**6,575,480**	6,575,198	**6,575,480**	6,575,198
Special goodwill reserve		**63,074**	-	**63,074**	-
Capital reserves		**2,670,488**	2,670,488	**2,670,488**	2,670,488
Legal reserve		**659,556**	659,556	**659,556**	659,556
Adjustments for equity valuation		**76,232**	-	**76,232**	-
Cumulative translation adjustments		**862**	-	**862**	-

Total liabilities and shareholders equity	**19,510,318**	18,632,356	**19,992,009**	18,950,645

See accompanying notes.

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Statements of income

Years ended December 31, 2008 and 2007

(In thousands of reais, except earnings per share)

(A free translation of the original report issued in Portuguese)

		Company		Consolidated	
	Note	**2008**	**2007**	**2008**	**2007**
Gross operating revenue	**23**	**21,736,101**	20,427,630	**23,020,780**	21,183,809
Deductions from gross revenue	**23**	**(6,918,739)**	(6,399,884)	**(7,041,795)**	(6,456,247)
Net operating revenue	**23**	**14,817,362**	14,027,746	**15,978,985**	14,727,562
Cost of goods and services	**24**	**(7,919,086)**	(7,580,110)	**(8,726,408)**	(8,029,203)
Gross profit		**6,898,276**	6,447,636	**7,252,577**	6,698,359
Operating expenses		**(3,251,744)**	(2,844,785)	**(3,523,027)**	(3,050,981)
Selling	**25**	**(2,440,773)**	(2,384,151)	**(2,600,556)**	(2,462,457)
General and administrative	**26**	**(602,625)**	(765,074)	**(755,522)**	(838,613)
Equity pick-up in subsidiaries	**11**	**(118,056)**	3,633	**8,262**	(2,145)
Permanent asset disposal, net	**27**	**(26,213)**	82,666	**(50,555)**	81,653
Other operating income expenses, net	**28**	**(64,077)**	218,141	**(124,656)**	170,581

Operating income before financial

expenses,net		**3,646,532**	3,602,851	**3,729,550**	3,647,378
Financial income	**29**	**880,512**	494,006	**932,554**	503,453
Financial expense	**29**	**(1,718,379)**	(1,437,775)	**(1,776,440)**	(1,452,385)
Income before income tax and social contribution		**2,808,665**	2,659,082	**2,885,664**	2,698,446
Income tax and social contribution	**30**	**(1,004,694)**	(937,913)	**(1,081,693)**	(977,486)
Reversal of interest on shareholders equity		**616,000**	642,000	**616,000**	642,000
Net income for the year		**2,419,971**	2,363,169	**2,419,971**	2,362,960
Number of shares outstanding at the balance sheet date in thousands		**505,841**	505,841		
Earnings per share - R$		**4.7840**	4.6718		

See accompanying notes.

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Statements of shareholders equity

Years ended December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

		Capital reserves					Income reserves	
	Capital	Special goodwill reserve	Share premium	Treasury shares	Donations and subsidies for investments	Tax incentives	Legal reserve	Ac f

Balances at December 31, 2006	**6,575,198**		**2,678,195**	**(17,719)**	**9,065**	**188**	**659,556**
Donations and subsidies for investments	-	-	-	-	**759**	-	-
Unclaimed dividends and interest on shareholders’ equity , net of taxes	-	-	-	-	-	-	-
Net income for the year	-	-	-	-	-	-	-
Appropriations:	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-
Interest on shareholders’ equity	-	-	-	-	-	-	-
Witholding tax on interest on shareholders’ equity	-	-	-	-	-	-	-
Balances at December 31, 2007	**6,575.198**	**-**	**2,678,195**	**(17,719)**	**9,824**	**188**	**659,556**
Merged DABR – 11/30/2008	**282**	**63,074**	-	-	-	-	-
Unclaimed dividends and interest on shareholders’ equity , net of taxes	-	-	-	-	-	-	-
Opening Balance of settings as law No. 11638	-	-	-	-	-	-	-
Adjustments for equity valuation	-	-	-	-	-	-	-
Cumulative translation adjustments	-	-	-	-	-	-	-
Net income for the year	-	-	-	-	-	-	-
Appropriations:	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-
Interest on shareholders’ equity	-	-	-	-	-	-	-
Witholding tax on interest on shareholders’ equity	-	-	-	-	-	-	-
Balances at December 31, 2008	**6.575.480**	**63.074**	**2.678.195**	**(17.719)**	**9.824**	**188**	**659.556**

See accompanying notes.

6

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

Supplementary statements of cash flows

Years ended December 31, 2008 and 2007

(A free translation of the original report issued in Portuguese)

	Company		Consolidated	
	2008	**2007**	**2008**	**2007**
Cash flows from operations				
Net income for the year	**2,419,971**	2,363,169	**2,419,971**	2,362,960
Expenses (revenues) not affecting cash	**3,440,009**	3,068,052	**3,630,372**	3,210,254
Depreciation and amortization	**2,474,609**	2,543,494	**2.657.903**	2,634,384
Monetary and exchange variations	**193,794**	(85,432)	**209.574**	(85,432)
(Gain) loss from equity pick-up in subsidiaries	**118,056**	(3,633)	**(8.262)**	2,145
Gain /(Loss) on permanent asset disposals	**26,213**	(82,641)	**50.555**	(83,956)
Amortization of goodwill	**117,724**	64,738	**117.724**	64,738
Provision for doubtful accounts	**461,760**	611,030	**538.625**	652,692
Pension and other post-retirement benefits plans, net of funding	**53,344**	20,496	**53.344**	20,403
Others	**(5,491)**	-	**10.909**	5,280
(Increase) decrease in operating assets:	**(1,162,515)**	(541,054)	**(1,117,253)**	(614,033)
Trade accounts receivable	**(614,533)**	(91,600)	**(830,435)**	(206,524)
Other current assets	**95,918**	(263,607)	**(60,544)**	(268,263)
Other noncurrent assets	**(643,900)**	(185,847)	**(226,274)**	(139,246)
Increase (decrease) in operating liabilities:	**57,693**	(223,998)	**196,790)**	(181,396)
Payroll and related accruals	**(98,603)**	61,296	**(104,228)**	62,608
Accounts payable and accrued expenses	**179,391**	138,869	**263,970**	247,862
Taxes other than income taxes	**19,407**	(62,931)	**30,907**	(38,206)
Other current liabilities	**105,685**	(339,510)	**126,453**	(442,202)
Accrued interest	**(9,721)**	20,386	**(9,490)**	20,386
Income and social contribution taxes	**(47,497)**	(21,533)	**(56,061)**	(17,301)
Reserve for contingencies	**57,479**	(39,010)	**57,989**	(36,102)
Other noncurrent liabilities	**(148,448)**	18,435	**(112,750)**	21,559
Cash provided by operations	**4,755,158**	4,666,169	**5,129,880**	4,777,785
Cash flows generated from (used in) investing activities				
Acquisition of subsidiary, net of cash acquired	**-**	(599,660)	**-**	(426,353)
Advance for future share acquisition	**(30,000)**	(110,339)	**-**	-
Acquisition of fixed and intangible assets, net of donations	**(1,753,785)**	(1,620,353)	**(2,102,438)**	(2,038,979)

Cash from sales of fixed assets and investment	**15,548**	146,747	**27,364**	147,693
Cash received on merger	**435**	-	**435**	-
Cash used in investing activities	**(1,767,802)**	(2,183,605)	**(2,074,639)**	(2,317,639)
Cash flows generated from (used in) financing activities				
Loans repaid	**(997,260)**	(1,631,467)	**(1,041,391)**	(1,634,845)
New loans obtained	**1,241,864**	2,623,327	**1,274,364**	2,635,813
Net payment on derivatives contracts	**(262,345)**	(112,149)	**(262,669)**	(112,149)
Dividends and interest on shareholders equity paid	**(2,217,814)**	(2,628,726)	**(2,217,814)**	(2,628,726)
Cash used in financing activities	**(2,235,555)**	(1,749,015)	**(2,247,510)**	(1,739,907)
(Increase) decrease in cash and cash equivalents	**751,801**	733,549	**807,731**	720,239
Cash and cash equivalents at beginning of year	**845,805**	112,256	**933,275**	213,036
Cash and cash equivalents at end of year	**1,597,606**	845,805	**1,741,006**	933,275
Changes in cash during the year	**751,801**	733,549	**807,731**	720,239

See accompanying notes.

7

TELECOMUNICAÇÕES DE SÃO PAULO S.A. - TELESP

Statements of added value

Years ended December 31, 2008 and 2007

(A free translation of the original report issued in Portuguese)

	Company		**Consolidated**	
	2008	**2007**	**2008**	**2007**
Revenues	**20,471,026**	19,595,263	**22,016,525**	20,539,986
Sale of goods products and services	**20,371,173**	19,326,806	**21,957,551**	20,303,064
Other income	**561,613**	879,487	**597,599**	889,614

Allowance for doubtful accounts	**(461,760)**	(611,030)	**(538,625)**	(652,692)
Input products acquired from third parties	**(7,285,645)**	(6,530,573)	**(8,204,473)**	(6,838,670)
Cost of goods and services	**(5,097,180)**	(4,686,673)	**(5,550,391)**	(4,910,840)
Materials, energy, services of third parties and others	**(2,070,610)**	(1,671,249)	**(2,462,078)**	(1,727,707)
Loss/Recovery of assets	**(41,760)**	(64,081)	**(77,925)**	(66,040)
Others	**(76,095)**	(108,570)	**(114,079)**	(134,083)
Gross added value	**13,185,381**	13,064,690	**13,812,052**	13,701,316
Retentions	**(2,592,333)**	(2,608,232)	**(2,775,627)**	(2,699,122)
Depreciation and amortization, including goodwill	**(2,592,333)**	(2,608,232)	**(2,775,627)**	(2,699,122)
Net added value produced	**10,593,048**	10,456,458	**11,036,425**	11,002,194
Added value received upon transfer	**762,456**	497,639	**940,816**	501,308
(Gain) loss from equity pick-up in subsidiaries	**(118,056)**	3,633	**8,262**	(2,145)
Financial income	**880,512**	494,006	**932,554**	503,453
Total added value to be distributed	**11,355,504**	10,954,097	**11,977,241**	11,503,502
Distribution of added value	**(11,355,504)**	(10,954,097)	**(11,977,241)**	(11,503,502)
Payroll and related charges	**(574,355)**	(699,627)	**(629,360)**	(767,999)
Salary	**(411,952)**	(397,343)	**(456,348)**	(451,923)
Benefits	**(89,293)**	(102,319)	**(95,194)**	(110,578)
Payroll tax (FGTS)	**(38,652)**	(36,634)	**(40,896)**	(39,940)
Others	**(34,458)**	(163,331)	**(36,922)**	(165,558)
Taxes, fees and contributions	**(6,794,755)**	(6,823,869)	**(7,128,655)**	(7,185,213)
Federal tax	**(2,251,571)**	(2,243,748)	**(2,454,034)**	(2,373,556)
State tax	**(4,498,031)**	(4,530,949)	**(4,576,328)**	(4,724,120)
Municipal tax	**(45,153)**	(49,172)	**(98,293)**	(87,537)
Interest on third parties capital	**(1,405,834)**	(987,200)	**(1,636,959)**	(1,104,058)
Interest	**(409,762)**	(329,359)	**(418,664)**	(335,382)
Rent and leasing operations	**(308,205)**	(278,278)	**(481,238)**	(384,568)
Others	**(687,867)**	(379,563)	**(737,057)**	(384,108)
Dividends and interest on shareholders' equity	**(2,419,971)**	(2,363,169)	**(2,419,971)**	(2,362,960)

Interest on shareholders equity	**(616,000)**	(642,000)	**(616,000)**	(642,000)
Dividends	**(1,803,971)**	(1,721,169)	**(1,803,971)**	(1,720,960)
Other	**(160,589)**	(80,232)	**(162,296)**	(83,272)
Reserve for contingencies	**(160,589)**	(80,232)	**(162,296)**	(83,272)

See accompanying notes.

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Notes to the financial statements

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

1. Operations and background

a) Controling shareholders

Telecomunicações de São Paulo S.A. - Telesp (hereinafter Telesp or Company), is headquarted at Rua Martiniano de Carvalho, 851, in the capital of the State of São Paulo. Telesp belongs to the Telefónica Group, telecommunications industry leader in Spain and present in several European and Latin American countries. The Company is controlled by Telefónica S.A., which as of December 31, 2008, holds total indirect interest of 87.95% of which 85.57% are common shares and 89.13% are preferred shares.

b) Operations

The Company´s basic business purpose is the rendering of fixed wire telephone services in the state of São Paulo under Fixed Switch Telephone Service Concession Agreement - STFC granted by the National Communications Agency (ANATEL), which is in charge of regulating the telecommunications sector in Brazil (Note 1.c). The Company has also authorizations from ANATEL, directly or through its subsidiaries, to provide other telecommunications services, such as data communication to the business market and broadband internet services under the *Speedy and Ajato* brand and since the second half 2007, pay TV services (i) by satellite all over the country (Telefônica TV Digital) and (ii) using MMDS technology in the cities of São Paulo, Rio de Janeiro, Curitiba and Porto Alegre.

The Company is registered with the Brazilian Securities Commission (CVM) as a public 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).

c) The STFC concession agreement

The Company is a concessionaire of the fixed switch telephone service (STFC) to render local and domestic long-distance calls originated in Region 3, which comprises the State of São Paulo, in Sectors 31, 32 and 34, established in the General Concession Plan (PGO).

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Notes to the financial statements (Continued)

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

1. Operations and background (Continued)

c) The STFC concession agreement

The current Concession Agreements renewal, dated December 22, 2005, in force since January 1, 2006, awarded as an onerous title, will be valid until December 31, 2025. However, the agreement can be reviewed on December 31, 2010, 2015 and 2020. Such condition allows ANATEL to set up new requirements and goals for univerzaliation and quality of telecommunication services, according to the conditions in force by that moment.

The Concession Agreement establishes that all assets owned by the Company and which are indispensable to the provision of the services described on such agreement are considered reversible assets and are deemed to be part of the concession assets. These assets will be automatically returned to ANATEL upon expiration of the concession agreement, according to the regulation in force by that moment. On December 31, 2008, the net book value of reversible assets is estimated at R$6,929,532 (R$7,187,898 in 2007), comprised of switching and transmission equipment and public use terminals, external network equipment, energy equipment and system and operation support equipment.

Every two years, during the agreements new 20-year period, public regime companies will have to pay a renewal fee which will correspond to 2% of its prior-year SFTC revenue, net of taxes and social contributions. Exceptionally, the first payment of this biannual fee happened on April 30, 2007 by value of R$224,760, based on the 2006 STFC net revenues. The next payment is scheduled for April 30 of 2009 based on the 2008 net revenues (note 21).

d) The telecommunications services subsidiaries and associated companies

A. Telecom S.A.

A. Telecom S.A. is a closely held, wholly-owned by the Company. It is engaged primarily in providing the telecommunication and data services and customer internal telephony network maintenance. The principal services are as follows:

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Notes to the financial statements (Continued)

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

1. Operations and Background (Continued)

d) The telecommunications services subsidiaries and associated companies (Continued)

A. Telecom S.A. (Continued)

(i) Digital Condominium: integrated solution equipment and services for voice transmission, data and images on commercial buildings;

(ii) Installation, maintenance, exchange and extension of new points of internal telephony wire in companies and houses

(iii) iTelefônica, provider of free internet access;

(iv) Speedy Wi-Fi, broadband service for wireless internet access;

(v) Speedy Corp, broadband provider developed specially to the corporate market;

(vi) Integrated IT solution named Posto Informático allowing access to Internet, connection of private networks and rent of IT equipment.

(vii) Satellite TV services (Direct to Home DTH) in all the country. The DTH is a special type of subscription TV service, which uses satellites for direct distribution of TV and audio signals to subscribers.

Telefônica Sistema de Televisão S.A. (formerly Lightree Sistema de Televisão S.A.):

The corporate purpose of Telefônica Sistema de Televisão S.A. (TST) is to provide pay-TV services in the form of Multichannel Multipoint Distribution Service (MMDS), as well as telecommunication and internet-based services.

Telefônica Data S.A. (formerly Telefônica Empresas S.A.):

The corporate purpose of Telefônica Data S.A. is to provide and operate telecommunications services, as well as to prepare, implement and deploy projects involving integrated corporate solutions, telecommunication advisory services, technical assistance services, sale, lease and maintenance of telecommunication equipment and networks.

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Notes to the financial statements (Continued)

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

1. Operations and Background (Continued)

d) The telecommunications services subsidiaries and associated companies (Continued)

Aliança Atlântica Holding B.V.:

A company formed under the laws of the Netherlands in Amsterdam, whose main asset is the participation of 0.61% in Portugal Telecom. As of December 31, 2008, the Company holds a 50% interest in Aliança Atlântica and

(In thousands of reais)

Telefónica S.A. holds the remaining 50%.

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

Companhia ACT is engaged in providing technical assistance for the preparation of Rede Refibra project, by providing studies to make it more profitable, as well as inspect the activities in progress related to the project. Currently, Telesp holds 50% interest in this company.

2. Corporate events

a) Acquisition of Telefônica Televisão Participações S.A. (formerly Navytree Participações S.A)

On October 31, 2007, ANATEL concluded the regulatory analysis of the association between Abril Group and the Company signed on October 29, 2006, and approved such operation.

Accordingly, the Company acquired 100% of the capital of Telefonica Televisão Participações S.A.(TTP), a company that owns interests in companies providing subscription TV services. Telefonica Televisão holds the following ownership interests:

2. Corporate events (Continued)

a) Acquisition of Telefônica Televisão Participações S.A. (formerly Navytree Participações S.A) (Continued)

	Ownership Interests	
	ON	**PN**
Telefônica Sistemas de Televisão S.A.	100.00%	100.00%
Comercial Cabo TV São Paulo S.A.	19.90%	100.00%
Lemontree Participações S.A.	-	100.00%
TVA Sul Paraná S.A.	49.00%	100.00%
GTR-T Participações e Empr.S.A.	-	100.00%

On February 29, 2008, the Company paid up a capital increase in Telefônica Televisão with shares held in A.Telecom. With this operation, A.Telecom became a wholly-owned subsidiary of TTP.

(In thousands of reais)

On July 25, 2008 the Company paid up a capital increase in Telefonica Televisão with shares held in Telefonica Data S.A. With this operation, T.Data became a wholly-owned subsidiary of TTP.

On October 31, 2007, Anatel concluded the process of regulation assessment of the association between Abril Group and the Company and approved the transaction. The process is being analyzed by CADE, in competition point of view.

b) Merger of Telefônica Data Brasil Participações Ltda. and Telefônica Televisão Participações S.A.

Pursuant to the Relevant Fact published on October 21, 2008, the Companys Board of Directors approved, on that date, the proposed corporate reorganization involving the Company, Telefônica Data do Brasil Participações Ltda. (DABR) and Telefônica Televisão Participações S.A. (TTP), as approved at the General Shareholders Meeting held by Telesp on November 11, 2008.

2. Corporate events (Continued)

The transaction included the following steps:

1st Step: DABR was merged into Telesp and, as a result, the company and its shares ceased to exist. Telesp shares then owned by DABR were directly assigned to controlling shareholder SP Telecomunicações Participações Ltda. upon merger, with the rights applicable to outstanding shares issued by TELESP remaining unchanged. DABRs net equity included goodwill from Telesp shares, in the amount of R$185,511, which was recorded at the acquisition date based on future profits. In accordance with Law No. 9532/1997, amortization of goodwill will provide Telesp with a tax benefit of R$63,074 to be capitalized by the controlling shareholder upon realization, pursuant to CVM Instruction No. 319/1999. Other shareholders have preemptive rights in the subscription of capital increases.

b) Merger of Telefônica Data Brasil Participações Ltda. and Telefônica Televisão Participações S.A. (Continued)

The following table shows DABRs merged equity:

	DABR
Assets	
Current assets	1,021
Permanent assets	
Investments	63,074
Goodwill	185,511
Provision for safeguarding shareholders rights	(122,437)

Fixed assets	44
Liabilities	
Current liabilities	(742)
Net equity	63,397
Capital increase	282
Capital reserve	63,074
Retained earnings (*)	41
Net equity	63,397

(*) change in equity from the date of the appraisal report to the date of the merger.

2nd Step: TTP was merged into Telesp, and, as a result, the company and its shares ceased to exist. Goodwill generated by the acquisition of this company in 2007 was recorded based on expected future profits, in the amount of R$848,307, and will provide Telesp with a tax benefit of R$288,424.

14

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Notes to the financial statements (Continued)

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

2. **Corporate events** (Continued)

The following table shows TTPs merged equity:

	TTP
Assets	
Current assets	1,744
Permanent assets	
Investments	1,108,872
Liabilities	
Current liabilities	(3)

Net equity (*)	1,110,613

(*) Net equity in the amount of R$1,110,613 represented the Companys investment in TTP on the merger date.

b) Merger of Telefônica Data Brasil Participações Ltda. and Telefônica Televisão Participações S.A. (Continued)

For merger purposes, the net equities of TTP and DABR were measured at book value on September 30, 2008 and October 17, 2008, respectively, by an independent appraiser whose appointment was ratified at the General Shareholders Meeting held by Telesp on November 11, 2008. The merged companies had no unrecorded contingent liabilities that would have been assumed by Telesp as a result of this transaction. The transaction is not subject to approval by Brazilian or foreign regulatory entities or anti-trust agencies. No withdrawal rights were exercised since the subsidiaries had no minority interests.

Telesps management believes that this corporate reorganization meets the Companys and its shareholders interests, and will allow increased synergies, optimized managerial risks and simpler administrative and corporate structures, reducing costs as well as generating tax benefits opportunities and cash flow improvement for the Company and its shareholders.

15

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Notes to the financial statements (Continued)

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

3. Basis of presentation of the financial statements

The accompanying individual and consolidated financial statements as of December 31, 2008 and 2007 were prepared in accordance which accounting practices adopted in Brazil, with are based on accounting practices issued from Brazilian corporate law and accounting standards and procedures established by the Brazilian Securities Commission (CVM).

On January 1, 2008, Law No. 11638, of December 28, 2007 became effective, which substantially amends Chapter XV of Law No. 6404 (Corporation Law), which addresses the financial statements. On December 3, 2008, Provisional Exective Act (MP) No. 449 was published and produced some adjustments in Law No. 6404 and of Law No. 11638.

As permitted by CVM Resolution No. 565, which approved Technical Pronouncement No. 13, issued by the Brazilian Accounting Pronouncements Committee (CPC), the Company opted for the first-time adoption of Law No. 11638 and of MP No. 449/08 in its financial statements for the year ended December 31, 2008. Accordingly, there were changes in the accounting practices as compared to the year ended December 31, 2007.

16

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Notes to the financial statements (Continued)

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

3. Base of presentation of the financial statements (Continued)

Changes in accounting practices taken into consideration when preparing or presenting the financial statements for the year ended December 31, 2008 and the initial balance sheet for December 31, 2008 were measured and recorded by the Company based on the following accounting pronouncements issued by the Brazilian Accounting Pronouncements Committee (CPC) and approved by the Brazilian Securities Commission (CVM):

- Conceptual Framework for Preparation and Presentation of the Financial Statements, as approved by CVM Resolution No. 539;
- CPC 01 Impairment of Assets;
- CPC 02 Effects on Changes in Exchange Rates and Financial Statement Conversions;
- CPC 03 Cash Flows Statements;
- CPC 04 Intangible Assets;
- CPC 05 Related Party Disclosures;
- CPC 06 Capital Lease;
- CPC 09 Statement of Value Added;
- CPC 12 Present Value Adjustment;
- CPC 13 First-time adoption of Law No. 11638/07 and Provisional Executive Act No. 449/08;
- CPC 14 Financial Instruments: Recognition, Measurement and Disclosure.

The initial balance sheet as of December 31, 2007 (*transition date*) was prepared considering the required exceptions and some of the elective exemptions permitted by CPC Technical Pronouncement No. 13, with only the exempted classification of financial instruments being relevant. Although CPC Technical Pronouncement No.14 requires the financial instruments to be classified upon initial recognition, for the purpose of first-time adoption, CPC Technical Pronouncement No. 13 allows classification on the *transition date*, which was the option elected by the Company.

Pursuant to the requirements for the first-time adoption of the new accounting practices, the Company presents below, for fiscal year 2008, a brief description and the amounts impacting shareholders equity and net income, from the company and consolidated, as these relate to the changes introduced by Law No. 11638/08 and by Provisional Executive Act No. 449/08.

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Notes to the financial statements (Continued)

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

3. Base of presentation of the financial statements (Continued)

a) Capital lease: CPC Technical Pronouncement No.06

Assets under lease agreements are classified either as finance leases or operating leases. Under a finance lease, a lessor transfers substantially all the risks and rewards incident to ownership to the lessee. All other leases are classified as operating leases.

In the capacity of lessor, the Company executed lease agreements for IT equipment (Posto Informático) that meet the criteria of finance leases. On the date the equipment is installed, income is recognized for the present value of lease payments and matched with accounts receivable. Investments made in the acquisition of equipment are recorded as Inventories and recognized as lease costs upon installation. The difference between gross and net investment value is recognized as unrealized financial income and the related financial expenses are posted to each period over the lease term reflecting a periodic interest rate on the outstanding liability balance.

b) Financial instruments: CPC Technical Pronouncement No. 14 and CVM Instruction No. 475

Financial assets and liabilities should be initially classified and measured based on the following categories:

Financial assets	**Valuation method**
Financial assets at fair value through profit or loss	Fair value
Investments held to maturity	Amortized cost
Loans and receivables	Amortized cost
Available for sale	Fair value

Financial liabilities

Financial liabilities at fair value through profit or loss	Fair value
Financial liabilities not at fair value	Amortized cost

Financial assets and liabilities recognized on the balance sheet for December 31, 2008 are shown by category in Note 34.

3. Base of presentation of the financial statements (Continued)

b) Financial instruments: CPC Technical Pronouncement No. 14 and CVM Instruction No. 475 (Continued)

Financial assets and liabilities should be initially measured at fair value. The fair value of financial assets and liabilities is determined based on (i) the price quoted in an active market or, if an active market does not exist, (ii) valuation techniques that allow estimating fair value on the transaction date, considering arms length transactions between knowledgeable and willing parties.

Financial assets and liabilities are subsequently measured at fair value or amortized cost. Amortized cost corresponds to (i) the initial carrying amount of financial assets or liabilities (ii) less amortizations of principal and (iii) more or less interest accrued under the effective interest method.

The effects of subsequent measurement of financial assets and liabilities are directly posted to the net income for the year as financial income or expenses, except for financial assets available for sale, whose subsequent measurement is reflected under shareholders equity as adjustments for equity valuation (Note 11).

Derivative financial instruments are classified as financial assets or liabilities at fair value through profit and loss, except where they meet the criteria for hedge instruments.

Derivatives aimed at protecting specific market risks (foreign currency and interest rate risks) and considered to be effective are classified as fair value hedges. In this category both the derivative and the hedged item are adjusted to fair value at each balance sheet date.

c) Present value adjustment: CPC Technical Pronouncement No. 12

Some long-term assets and liabilities must be initially measured at the discounted present value. The Company adopted this concept for ICMS assets generated by the acquisition of fixed assets, to be realized over 48 months.

19

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Notes to the financial statements (Continued)

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

3. Base of presentation of the financial statements (Continued)

d) Cumulative translation adjustments: CPC Technical Pronouncement No. 02

Foreign exchange gains and losses arising from the translation into reais of foreign investments accounted for under the equity method of accounting using a different functional currency must be recorded under the parent companys shareholders equity as Cumulative Translation Adjustments. The Company has investments in Aliança Atlântica (jointly-owned subsidiary) head quartered in the Netherlands.

The effects of the first-time adoption of Law No. 11638/07 and Provisional Executive Act No. 449/08 on net income and shareholders equity for 2008 are shown below:

	Net income		Company / Consolidated
Effects of first-time adoption	**Company**	**Consolidated**	**Shareholders equity**
Balances per 12/31/2008 financial statements	2,419,971	2,419,971	10,045,692

Effects of Law No. 11638/07	**(43,639)**	**(43,639)**	**79,511**
Lease (lessor and lessee) (Note 3.a)	-	(33,981)	11,233
Adjustments for equity valuation (Note 3.b)	-	-	115,504
Financial instruments (Note 3.b)	(11,357)	(11,236)	19,092
Discount to present value of long-term assets (Note 3.c)	(1,056)	(2,946)	(31,997)
Cumulative translation adjustments (Note 3.d)	-	-	1,306
Additions to property, plant and equipment	289	304	(289)
Equity pick-up(*)	(35,735)	-	-
Other	-	-	(10)
Deferred taxes	4,220	4,220	(35,328)
Balances before adoption of Law No. 11638/07	**2,463,610**	**2,463,610**	**9,966,181**

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Notes to the financial statements (Continued)

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

3. Base of presentation of the financial statements (Continued)

d) Cumulative translation adjustments: CPC Technical Pronouncement No. 02 (Continued)

(*) Breakdown of equity pick-up	Amount
Discount to present value of long-term assets	(1,890)
Additions to property, plant and equipment	15
Lease (lessor and lessee)	(33,981)
Financial instruments	121

(In thousands of reais)

Total	(35,735)

Additionally, due to the elimination of the non-operating income/expenses account by Provisional Executive No. 449/08, the Company reclassified R$8,376 and R$131,596 reported in the financial statements for the years ended December 31, 2008 and 2007, respectively, to other operating income/expenses accounts and net proceeds from the sale of fixed assets and investment, as well its disclosure in note.

The approval of the financial statements conclusion occurred in an Executive Committee Meeting on February 12, 2009.

Assets and liabilities are classified as current when their realization or liquidation will probably occur in the next twelve months. Otherwise, they will be classified as non-current assets and liabilities.

Accounting estimates are considered for the financial statements preparation process. Such estimates are based on objective and subjective factors according to managements judgment for the appropriate amounts to be recorded in the financial statements.

Transactions which involve estimates mentioned above may result in different amounts when realized in subsequent periods due to inaccurate results regarding the estimate process. The Company revises its estimation and assumptions periodically.

The consolidated financial statements include the accounts and transactions of the following directly and indirectly wholly-owned subsidiaries and jointly controlled affiliates which are proportionally consolidated, according to the corporate participation described below:

3. Base of presentation of the financial statements (Continued)

d) Cumulative translation adjustments: CPC Technical Pronouncement No. 02 (Continued)

Subsidiaries	2008	2007
A.Telecom S.A.	**100%**	100%
Telefonica Data S.A.	**100%**	100%
Aliança Atlântica Holding B.V.	**50%**	50%
Companhia AIX de Participações	**50%**	50%
Companhia ACT de Participações	**50%**	50%

(In thousands of reais)

Telefônica Televisão Participações S.A.	**-**	100%
Telefônica Sistemas de Televisão S.A.	**100%**	100%

Due to the acquisition of Telefônica Televisão Participações (note 2.a), the Company's consolidate results for the year ended as of December 31, 2007 include the consolidate results of TTP from October to December 2007.

In consolidation, all assets, liabilities, revenues and expenses resulting from intercompany transactions and equity holdings among the consolidated companies have been eliminated.

For the financial statements as of December 31, 2007, certain accounts were reclassified to allow adequacy and consistency thereof with the current period. However, the amounts of these reclassifications are immaterial in relation to the financial statements taken as whole.

4. Summary of principal accounting practices

a) Cash and cash equivalents: include cash, positive current account balances, and investments redeemable 90 days from the balance sheet dates basically comprising CDB (Bank Deposit Certificate) indexed to CDI (Interbank Deposit Certificate) with quick liquidity and unlikely change in market value.

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4. Summary of principal accounting practices (Continued)

b) Trade accounts receivable, net: are stated at the rendered service value according to the contracted conditions adjusted by the estimated amount of eventual losses. This caption also includes accounts receivable from services rendered but not billed at the balance sheet date. Allowance for doubtful account is recorded in order to cover eventual losses and and mainly considers the average default rate. This item, in the consolidated financial statements, includes finance lease receivables (lessor) as mentioned in Note 3.a.

c) Foreign currency transactions: transactions in foreign currencies are recorded at the prevailing exchange rate at the date of the transaction. Foreign currency denominated assets and liabilities are remeasured using the exchange rate at the balance sheet date. Exchange differences resulting from foreign currency transactions were recognized in financial income and financial expenses.

d) Inventories: are stated at average acquisition cost, net of allowance for reduction to realizable value. This corresponds to items for use, maintenance or resale, and the latter includes equipment for finance lease operations (Note 3.a)

e) Investments: wholly, jointly-owned subsidiaries and affiliated are accounted for under the equity method. Other corporate investments are considered to be available-for-sale financial assets valued at market value based on the latest stock exchange rate for the year (Note 3.b). On the consolidated financial statements, all the investments accounted for an equity method are consolidated. The subsidiaries are consolidated as of December 31, of each period.

f) Property, plant and equipment: this item is measured at acquisition and/or construction cost, less accumulated depreciation and any impairment losses, if applicable. Asset costs are capitalized until the asset becomes operational.

Costs incurred after the asset becomes operational are immediately expensed, under the accrual method of accounting. Expenses that represent asset improvement (expanded installed capacity or useful life) are capitalized.

Depreciation is calculated under the straight-line method based on the estimated useful lives of the assets and as determined by the Public Telecommunications Service regulations. The main depreciation rates are shown in Note 12.

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4. Summary of principal accounting practices (Continued)

g) Intangible assets: these are stated at acquisition and/or construction cost, less accumulated depreciation and any impairment losses, if applicable.

Intangible assets with finite lives are amortized on the straight-line basis over their estimated useful life. Intangible assets with indefinite useful lives are not amortized but tested for impairment annually or when there is an indication that their carrying amount may not be recovered.

Goodwill arising from the acquisition of investments and recorded based on future profits will be treated as intangible assets with indefinite useful lives. Until December 31, 2008, amortization of goodwill was based on results estimated for 10-year periods; goodwill will no longer be amortized starting January 1, 2009, being thus subjected to annual impairment testing (Note h).

h) Asset recoverability test: Management conducts annual reviews of the net book value of its assets in order to evaluate events or changes in economic, operating or technological circumstances that may indicate asset impairment or loss in its carrying amount. In cases where the net book value exceeds the realizable value an impairment provision is recognized to adjust the assets net book value to its realizable value.

i) Income tax and social contribution: corporate income tax and social contribution are accounted for on the accrual basis and are presented net of prepaid taxes, paid during the year. Deferred taxes assets and liabilities attributable to temporary differences and tax loss carry-forwards are recognized as deferred tax assets and liabilities, if applicable, on the assumption of future realization within the parameters established by CVM Deliberation 273/1998 and CVM Instruction No. 371/2002.

j) Reserves for contingencies, net: it is made based on managements judgment and it is composed by several administrative and legal proceedings. It is recognized for those cases in which an unfavorable outcome is considered probable at the balance sheet date. This reserve is presented net of the corresponding escrow deposits and classified as labor, civil or tax contingency (Note 20).

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Notes to the financial statements (Continued)

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

4. Summary of principal accounting practices (Continued)

k) Revenue recognition: revenues related to Telecommunications services rendered are recorded on the accrual basis. Revenue unbilled from the date of the last billing until the date of the balance sheet is recognized in the month the service is rendered.

Revenue from the sales of cards for public phones is deferred and recognized in income as the cards are utilized based on comsumption estimates.

Income from equipment under lease agreements classified as finance leases is recognized upon equipment installation, when the risk is actually transferred. Income is recognized for the present value of lease payments (Note 3.a).

l) Concession agreements renewal fee: it is a fee which will be paid every two years, during the 20-year period that the concession agreement is in force, equivalent to 2% of its prior-year SFTC net revenue, according to the contract. Expenses are proportionally recognized during corresponding 24 months (Note 21).

m) Financial income (expense), net: represent interest, monetary and exchange variations arising from financial investments, debentures, loans and financing obtained and granted, as well as the results of derivative operations (hedge).

Declared interest on shareholders equity is included in these accounts, however for disclosure purposes; the amount declared in the year was reversed to retained earnings in equity.

n) Pension and other post-retirement benefit: the Company sponsors individual and multiemployer post-retirement and health assistance plans for its employees. Actuarial liabilities, with characteristics of defined benefit, were calculated using the projected unit credit method, as provided for by CVM Deliberation No. 371/2000. Other considerations related to such plans are described in Note 32.

o) Financial instruments: are measured at fair value or amortized cost in the December 31, 2008 financial statements, as described in Note 3.b. For the year ended December 31, 2007, loans, financing and derivative instruments are shown at contractually agreed rates.

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4. Summary of principal accounting practices (Continued)

p) Earnings per share: it is calculated based on net income for the year and the total number of shares outstanding at the balance sheet date. The difference between the Company's and the consolidated net income for the year ended December 31, 2007, in the amount of R$209, refers to donations directly recorded as capital reserves at subsidiary A. Telecom S.A., accounted for under the equity method by the Company (Note 11).

5. Cash and cash equivalents

	Company		Consolidated	
	2008	**2007**	**2008**	**2007**
Bank accounts	**12,885**	534,887	**31,993**	584,627
Short-term investments	**1,584,721**	310,918	**1,709,013**	348,648
Total	**1,597,606**	845,805	**1,741,006**	933,275

Short-term investments are basically CDB (Bank Deposits Certificate) and indexed under CDI (Certificate for Inter-bank Deposits) rate variation, which are readily liquid and maintained with reputable financial institutions.

6. Trade accounts receivable, net

	Company		Consolidated	
	2008	**2007**	**2008**	**2007**
Billed amounts	**2,269,588**	2,169,386	**2,608,012**	2,212,396
Accrued unbilled amounts	**1,233,242**	1,214,858	**1,374,080**	1,353,244
Gross accounts receivable	**3,502,830**	3,384,244	**3,982,092**	3,565,640
Allowance for doubtful accounts	**(649,282)**	(683,469)	**(767,698)**	(733,590)
Total	**2,853,548**	2,700,775	**3,214,394**	2,832,050
Current	**1,888,812**	1,827,535	**2,248,736**	2,115,867
Past-due 1 to 30 days	**508,523**	498,767	**530,238**	500,048
Past-due 31 to 60 days	**197,231**	158,354	**195,213**	146,483
Past-due 61 to 90 days	**111,791**	110,894	**113,101**	70,224
Past-due 91 to 120 days	**110,594**	67,582	**110,720**	67,199
Past-due more than 120 days	**685,879**	721,112	**784,084**	665,819

(In thousands of reais)

Total	**3,502,830**	3,384,244	**3,982,092**	3,565,640
Current	**2,853,548**	2,700,775	**3,152,831**	2,832,050
Non-current	**-**	-	**61,563**	-

6. Trade accounts receivable, net (Continued)

Subsidiary A.Telecom offers Posto Informático, a product that consists in the lease of IT equipment to small- and medium-sized companies for fixed installments received over the agreed term. Considering the related contractual conditions, the Company classified this product as Finance Lease in its December 31, 2008 financial statements (Note 3.a).

The Consolidated accounts receivable as of December 31, 2008. reflects the following effects:

	2008
Present value of minimum payments receivable	139,214
Unrealized financial income	20,154
Gross investment in finance lease receivables at year-end	159,368
Allowance for doubtful accounts	(26,159)
Financial Leases receivable, net	133,209
Current amount	77,651
Noncurrent amount	61,563

Aging list of financial leases receivable:

Year	**Gross investment**	**Present value**

Falling due within one year	77,651	77,651
Falling due within five years	81,717	61,563
Total	159,368	139,214

There are neither unsecured residual values that produce benefits to the lessor nor contingent payments recognized as revenues during the year.

27

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Notes to the financial statements (Continued)

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

7. Deferred and recoverable taxes

	Company		Consolidated	
	2008	**2007**	**2008**	**2007**
Withholding taxes	**63,171**	38,328	**77,371**	47,657
Recoverable income tax and social contribution	**10,538**	147,648	**36,754**	150,991
Deferred taxes	**1,022,787**	956,874	**1,027,879**	996,348
Tax loss carry-forwards Income tax	**-**	-	**3,305**	5,996
Tax loss carry-forwards Social contribution tax	**-**	-	**1,787**	1,949
Reserve for contingencies	**340,850**	302,103	**340,850**	302,377
Post-retirement benefit plans	**50,581**	32,445	**50,581**	32,445
Allowance for doubtful accounts	**94,691**	86,137	**94,691**	95,783
Allowance for reduction of inventory to recoverable value	**28,909**	29,943	**28,909**	29,943
Merger tax credit (7.2)	**132,515**	100,504	**132,515**	100,504
Income tax and Social contribution on other temporary differences	**375,241**	405,742	**375,241**	427,351
ICMS (state VAT) (*)	**396,706**	399,509	**456,192**	449,759
Other	**2,692**	6,454	**14,127**	12,598

(In thousands of reais)

Total	**1,495,894**	1,548,813	**1,612,323**	1,657,353
Current	**925,877**	1,023,430	**1,032,516**	1,117,982
Non-current	**570,017**	525,383	**579,807**	539,371

(*) Refers to credits on the acquisition of property, plant and equipment items, available for offset against VAT obligations in 48 months.

7.1. Deferred income and social contribution taxes

The Company recognized deferred income and social contribution tax assets considering the existence of taxable income in the last five fiscal years and the expected generation of future taxable profit discounted to present value based on a technical feasibility study, approved by the Board of Directors on December 19, 2008, as provided for in CVM Instruction No. 371/2002.

Company estimates the realization of the deferred taxes as of December 31, 2008 as follows:

7. Deferred and recoverable taxes (Continued)

7.1. Deferred income and social contribution taxes (Continued)

Year	Company	Consolidated
2009	499,985	502,119
2010	212,139	215,097
2011	135,675	135,675
2012	101,904	101,904
Thereafter	73,084	73,084
Total	1,022,787	1,027,879

(In thousands of reais)

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

Tax losses and temporary differences in the respective amounts of R$62,512 and R$35,379 were not recognized by the subsidiaries at December 31, 2008 in view of the unlikely generation of future taxable profits.

7.2. Merger tax credits

In October 2008, the merger of DABR into the Company through a corporate reorganization process mentioned in Note 2.b resulted in the recognition of merged tax credits arising from goodwill recorded by DABR in connection with the investment made in Telesp in 2006.

Additionally, the Company has tax credits arising from corporate reorganization processes following corporate investments acquired in prior years, as shown in the table below.

The Companys accounting records for corporate and fiscal purposes include specific (merged) goodwill and reserve accounts, and the related amortization, reversal of provision and tax credit realization are as follows:

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7. Deferred and recoverable taxes (Continued)

7.2. Merged tax credits (Continued)

	2008		2007
Company/Consolidated	**DABR**	**Spanish/ Figueira**	**Spanish/ Figueira**
Balance sheet			
Goodwill, net of accumulated amortization	**176,236**	**213,514**	295,600
Provision for safeguarding shareholders rights, net of reversals	**(116,316)**	**(140,919)**	(195,096)
Net amount tax credit	**59,920**	**72,595**	100,504
Statement of income			
Goodwill amortization for the year	**(9,276)**	**(82,086)**	(82,086)
Reversal of provision for safeguarding shareholders	**6,122**	**54,177**	54,177

(In thousands of reais)

rights for the year			
Tax credit for the year	**3,154**	**27,909**	27,909
Effect on net income for the year	**-**	**-**	-

For calculation of the tax credits resulting from acquisition, income and social contribution tax rates are 25% and 9%, respectively.

As shown above, goodwill amortization, net of provision reversal and of the corresponding tax credit, had no impact on P&L.

For presentation purposes, the net amount of R$132,515 (R$92,863 under non-current assets and R$39,652 under current assets), basically representing merger tax credit, was classified in the balance sheet as deferred and recoverable taxes. Goodwill amortization and provision reversal are recognized in the accounting records as operating income and expenses, and the related tax credit is recognized as provision for income and social contribution taxes.

The tax benefit generated by the amortization of DABR goodwill will be reversed to the Company's controlling shareholder, SP Telecomunicações Holding Ltda., through a capital increase with the issuance of the Company's shares. Other shareholders will be entitled to preemptive rights in the subscription of capital increases that may occur.

8. Inventories

	Company		Consolidated	
	2008	**2007**	**2008**	**2007**
Consumption materials	**128,948**	115,011	**129,600**	115,217
Resale items (*)	**57,192**	59,078	**106,734**	87,786
Public telephone cards	**13,461**	13,447	**13,461**	13,447
Scraps	**161**	222	**161**	222
Allowance for reduction to net recoverable value and obsolescence	**(85,027)**	(88,068)	**(85,546)**	(91,668)
Total current	**114,735**	99,690	**164,410**	125,004

(In thousands of reais)

(*) Includes the inventory of IT equipaments (note 4.d)

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

9. Other assets

	Company		Consolidated	
	2008	**2007**	**2008**	**2007**
Advances to employees	**7,685**	6,187	**8,207**	7,313
Advances to suppliers	**16,814**	20,688	**33,567**	20,852
Prepaid expenses	**66,157**	80,596	**66,699**	81,710
Receivables from Barramar S.A. (a)	**-**	-	**62,526**	60,116
Related Parties receivables (Note 31) (b)	**228,372**	368,284	**153,285**	100,731
Amounts linked to National Treasury securities	**11,289**	10,495	**11,289**	10,495
Other assets	**78,064**	56,271	**94,059**	64,946
Total	**408,381**	542,521	**429,632**	346,163
Current	**299,018**	328,032	**273,320**	193,951
Non current	**109,363**	214,489	**156,312**	152,212

(a) Refers to receivables from Barramar S.A. recorded by the Company net of allowance for losses.

(b) Refer to current and non current amounts.

10. Escrow deposits

	Company		Consolidated	
	2008	2007	2008	2007
Civil litigation	**246,456**	161,250	**246,500**	161,287
Tax litigation	**223,465**	244,627	**254,571**	246,863
Labor claims	**165,221**	75,985	**165,306**	76,068
Freeze of assets by court order	**43,441**	50,696	**44,923**	50,696
Total non-current	**678,583**	532,558	**711,300**	534,914

The amounts presented above refer to escrow deposits for those cases in which an unfavorable outcome is considered possible or remote.

Those deposits related to provisions are presented in Note 20.

11. Investments

	Company		Consolidated	
	2008	2007	2008	2007
Investments carried under the equity method	**1,109,513**	635,336	**-**	-
Aliança Atlântica Holding B.V.	**64,143**	57,234	**-**	-
A. Telecom S.A.	**610,769**	432,016	**-**	-
Companhia AIX de Participações	**58,895**	56,057	**-**	-
Companhia ACT de Participações	**16**	23	**-**	-
Telefônica Empresas S.A.	**206,445**	12,951	**-**	-
Telefônica Televisão Participações S.A.	**-**	77,055	**-**	-
Telefônica Sistemas de Televisão S.A.	**169,245**	-	**-**	-
Investments in associates	**36,313**	-	**36,313**	28,051
GTR Participações e Empreendimentos S.A.	**1,476**	-	**1,476**	2,047
Lemontree Participações S.A.	**9,608**	-	**9,608**	6,130
Comercial Cabo TV São Paulo S.A.	**21,215**	-	**21,215**	13,345
TVA Sul Paraná S.A.	**4,014**	-	**4,014**	6,529
Other Investments (*)	**207,814**	96,304	**265,517**	149,506
Portugal Telecom	**157,823**	75,362	**210,431**	126,509
Portugal Multimédia	**14,436**	6,704	**19,531**	8,759

Other investments	**35,555**	14,238	**35,555**	14,238
Total	**1,353,640**	731,640	**301,830**	177,557

(*) In 2008, other investments are measured at market value, as mentioned in Note 4.e, and in 2007 these are stated at cost.

32

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Notes to the financial statements (Continued)

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

11. Investments (Continued)

The main accounting information of subsidiaries and jointly-controlled subsidiaries at December 31, 2008 and 2007 was as follows:

	2008				**2007**			
	Paid-in capital	**Capital reserves/ Adjustments for equity valuation**	**Retained earnings (accumulated losses)**	**Net equity**	**Paid-in capital**	**Capital reserves**	**Retained earnings (accumulated losses)**	**Net equity**
Aliança Atlântica	**130,095**	**(17,259)**	**15,450**	**128,286**	104,343	-	10,125	114,468
A. Telecom	**589,969**	**1,197**	**19,603**	**610,769**	414,969	209	16,838	432,016
Companhia AIX	**460,929**	**-**	**(343,138)**	**117,791**	460,929	-	(348,815)	112,114
Companhia ACT	**1**	**-**	**31**	**32**	1	-	45	46
Telefônica Data	**460,025**	**1,139**	**(254,719)**	**206,445**	210,025	1,137	(198,211)	12,951
TTP	**-**	**-**	**-**	**-**	82,544	-	(5,489)	77,055
TST	**255,847**	**-**	**(86,602)**	**169,245**	-	-	-	-

Shares thousand	**2008**			**2007**		
Quantity of shares	**Subscribed and paid-in shares**	**Company shares**	**% ownership interest**	**Subscribed and paid-in shares**	**Company shares**	**% ownership interest**

Aliança Atlântica	**88**	**44**	**50%**	88	44	50%
A. Telecom	**947,258**	**947,258**	**100%**	673,820	673,820	100%
Companhia AIX	**298,562**	**149,281**	**50%**	298,562	149,281	50%
Companhia ACT	**1**	**0,5**	**50%**	1	0,5	50%
Telefonica Data	**473,372**	**473,372**	**100%**	215,640	215,640	100%
TTP	**-**	**-**	**-**	84,544	84,544	100%
TST	**107,923**	**107,923**	**100%**	-	-	-

Investments in affiliates accounted for under the equity method derive from TTP, which was merged by the Company, as mentioned in Note 2.b. Significant information on these affiliate companies, are as follows:

		Quantity of shares (thousand)						% own inte
		Total shares			Company shares			
Affiliates	**Net equity**	**Ordinary**	**Preferred**	**Total**	**Ordinary**	**Preferred**	**Total**	**Total**
GTR Participações e Empreendimentos S.A	2,214	878	1,757	2,635	-	1,757	1,757	66.7%
Lemontree Participações S.A.	14,412	124,839	249,682	374,521	-	249,682	249,682	66.7%
Comercial Cabo TV São Paulo S.A.	35,387	12,282	12,282	24,564	2,444	12,282	14,726	59.9%
TVA Sul Paraná S.A.	5,388	13,656	13,656	27,312	6,691	13,656	20,347	74.5%

33

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Notes to the financial statements (Continued)

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

11. Investments (Continued)

The Company and Consolidated equity method in subsidiaries and affiliates is as follows:

Company	Consolidated

	2008	2007	2008	2007
Aliança Atlântica (a)	**5,184**	963	**-**	(4,161)
A. Telecom	**1,459**	68,559	**-**	-
Companhia AIX de Participações	**2,838**	(7,639)	**-**	-
Companhia ACT de Participações	**3**	(3)	**-**	-
Telefonica Data S.A.	**(56,447)**	(52,758)	**-**	-
Telefônica Televisão Participações S.A.	**155**	(5,489)	**-**	-
Telefônica Sistemas de Televisão S.A.	**(79,510)**	-	**-**	-
GTR Participações e Empreendimentos S.A	**(571)**	-	**(571)**	78
Lemontree Participações S.A.	**3,479**	-	**3,479**	495
Comercial Cabo TV São Paulo S.A.	**7,869**	-	**7,869**	1,152
TVA Sul Paraná S.A.	**(2,515)**	-	**(2,515)**	291
	(118,056)	3,633	**8,262**	(2,145)

(a) The net income posted by Aliança Atlântica in 2007 refers to equity method on foreign exchange fluctuation of net equity for that year. In 2008 the foreign exchange fluctuation is recorded as Cumulative Translation Adjustment under Net Equity (Note 3.d).

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Notes to the financial statements (Continued)

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

12. Property, plant and equipment - net

	Company					
		2008			2007	
	Annual depreciation rate %	Cost	Accumulated depreciation	Net book value	Cost	Accumulated depreciation
Property, plant and equipment						

in service		**41,606,822**	**(33,037,815)**	**8,569,007**	40,423,161	(31,099,432)
Switching and transmission equipment	12.50	**17,491,901**	**(15,257,495)**	**2,234,406**	16,947,453	(14,393,743)
Transmission equipment, overhead, underground and building cables, teleprinters, PABX, energy equipment and furniture	10.00	**12,457,496**	**(10,078,157)**	**2,379,339**	12,195,350	(9,574,331)
Transmission equipment - modems	66.67	**1,320,881**	**(952,581)**	**368,300**	1,112,425	(819,292)
Underground and undersea cables, poles and towers	5.00 to 6.67	**621,140**	**(407,765)**	**213,375**	616,363	(377,256)
Subscriber, public and booth equipment	12.50	**2,182,992**	**(1,742,651)**	**440,341**	2,104,393	(1,571,930)
IT equipment	20.00	**589,324**	**(505,389)**	**83,935**	571,623	(486,853)
Buildings and underground cables	4.00	**6,594,697**	**(4,013,956)**	**2,580,741**	6,533,607	(3,800,216)
Vehicles	20.00	**52,149**	**(37,455)**	**14,694**	59,471	(39,136)
Land	-	**228,117**	**-**	**228,117**	228,455	-
Other	4.00 to 20.00	**68,125**	**(42,366)**	**25,759**	54,021	(36,675)
Property, plant and equipment in progress	-	**546,232**	**-**	**546,232**	288,253	-
Total		**42,153,054**	**(33,037,815)**	**9,115,239**	40,711,414	(31,099,432)
Average annual depreciation rates - %		**10.27**			10.08	
Assets fully depreciated		**20,865,539**			18,357,081	

TELECOMUNICAÇÕES DE SÃO PAULO S.A. – TELESP

Notes to the financial statements (Continued)

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

12. Property, plant and equipment - net (Continued)

	Consolidated					
		2008			2007	
	Annual depreciation rate%	**Cost**	**Accumulated depreciation**	**Net book value**	**Cost**	**Accumulated depreciation**
Property, plant and equipment in service		**42,876,998**	**(33,604,274)**	**9,272,724**	41,417,128	(31,516,613)
Switching and transmission equipment	12.50	**17,529,850**	**(15,268,465)**	**2,261,385**	16,968,629	(14,402,569)
Transmission equipment, overhead, underground and building cables, teleprinters, PABX, energy equipment and furniture	10.00	**12,690,391**	**(10,121,251)**	**2,569,140**	12,340,271	(9,598,798)
Transmission equipment - modems	66.67	**1,381,539**	**(973,066)**	**408,473**	1,264,062	(844,834)
Underground and undersea cables, poles and towers	5.00 to 6.67	**634,323**	**(411,669)**	**222,654**	630,139	(380,619)
Subscriber, public and booth equipment	12.50	**2,245,185**	**(1,780,556)**	**464,629**	2,166,427	(1,601,088)
IT equipment	20.00	**651,826**	**(547,170)**	**104,656**	677,165	(526,313)
Buildings and underground cables	4.00	**6,596,896**	**(4,015,696)**	**2,581,200**	6,535,806	(3,801,899)
TV equipment	8.00 to 33.33	**712,437**	**(354,922)**	**357,515**	412,402	(242,198)
Vehicles	20.00	**53,568**	**(38,572)**	**14,996**	60,801	(40,209)
Land	-	**228,117**	**-**	**228,117**	228,455	-
Other	4.00 to 20.00	**152,866**	**(92,907)**	**59,959**	132,971	(78,086)
Provision for losses	-	**(11,807)**	**-**	**(11,807)**	(5,706)	-
Property, plant and equipment in progress	-	**608,016**	**-**	**608,016**	365,317	-
Total		**43,473,207**	**(33,604,274)**	**9,868,933**	41,776,739	(31,516,613)
Average annual depreciation rates - %		**10.64**			10.23	

Assets fully depreciated	**21,204,279**	18,413,172

TELECOMUNICAÇÕES DE SÃO PAULO S.A. TELESP

Notes to the financial statements (Continued)

December 31, 2008 and 2007

(In thousands of reais)

(A free translation of the original report issued in Portuguese)

13. Intangible assets, net

	Company					
		2008			2007	
	Annual depreciation rate %	Cost	Accumulated depreciation	Net book value	Cost	Accumulat depreciati
Software	20.00	**2,349,867**	**(1,594,563)**	**755,304**	2,119,150	(1,324,0
Customer Portifolio (a)	10.00	**72,561**	**(43,537)**	**29,024**	72,561	(36,2
Other	10.00 to 20.00	**184,563**	**(149,900)**	**34,663**	158,508	(119,8
Companhia Aix de Participações (b)		**(17,470)**	**17,470**	**-**	(17,470)	8,
TS Tecnologia da Informação Ltda.		**945**	**-**	**945**	945	
Spanish and Figueira goodwill (merged from TDBH) (c)		**301,276**	**(161,319)**	**139,957**	301,276	(107,1
Santo Genovese Participações Ltda. (d)		**119,820**	**(47,928)**	**71,892**	119,820	(35,9
Telefonica Televisão Participações S.A. (e)		**848,308**	**(67,615)**	**780,693**	860,203	(7,3
Total		**3,859,870**	**(2,047,392)**	**1,812,478**	3,614,993	(1,621,8
Average annual depreciation rates %		**19.93**			19.80	
Assets fully depreciated		**995,877**			663,741	

(In thousands of reais)

	Consolidated					
		2008			2007	
	Annual depreciation rate %	**Cost**	**Accumulated depreciation**	**Net book value**	**Cost**	**Accumulat depreciati**
Software	20.00	**2,520,983**	**(1,732,047)**	**788,936**	2,280,556	(1,443,8
Customer Portifolio (a)	10.00	**72,561**	**(43,537)**	**29,024**	72,561	(36,2
Other	10.00 to 20.00	**195,443**	**(154,605)**	**40,838**	169,475	(123,9
Ajato Telecomunicações Ltda.		**149**	**-**	**149**	-	
TS Tecnologia da Informação Ltda.		**945**	**-**	**945**	945	
Spanish and Figueira goodwill (merged from TDBH) (c)		**301,276**	**(161,319)**	**139,957**	301,276	(107,1
Santo Genovese Participações Ltda. (d)		**119,820**	**(47,928)**	**71,892**	119,820	(35,9
Telefonica Televisão Participações S.A. (e)		**848,308**	**(67,615)**	**780,693**	860,203	(7,3
Total		**4,059,485**	**(2,207,051)**	**1,852,434**	3,804,836	(1,754,5
Average annual depreciation rates %		**19.97**			19.81	
Assets fully depreciated		**1,114,804**			676,059	

13. Intangible assets, net (Continued)

(a) Acquisition of IP network customer portfolio from Telefônica Data in December 2002. This was stated as Deferred Assets until 2007.

(In thousands of reais)

(b) The negative goodwill on the acquisition of shares of Companhia AIX de Participações, recorded at the parent company, was allocated to Deferred Income in the consolidated financial statements, as defined in article 26 of CVM Instruction No. 247/96. Amortization was completed in 2008 based on estimated future profits.

(c) Goodwill on the spin-off of Figueira, which was merged into the Company following the merger of Telefônica Data Brasil Holding S.A. (TDBH) in 2006.

(d) Goodwill on the acquisition of control over Santo Genovese Participações Ltda. (controlling shareholder of Atrium Telecomunicações Ltda.), on December 24, 2004, has been amortized on the straight-line basis over 10 years, based on expected future profits.

(e) Goodwill on the acquisition of TTP (see Note 2.b) is based on expected future profits and is made up of total acquisition cost, R$913,747, less the book value of the investment at the time, R$53,544. In 2008, a price adjustment of R$11,895 brought goodwill down to R$848,308.

Changes in intangible assets - Consolidated	**2008**
Balance in 2007	**2,050,320**
Software acquisitions	**266,395**
Goodwill acquisitions Ajato	**149**
Price adjustment of TTP	**(11,895)**
Amortization	**(452,535)**
Balance in 2008	**1,852,434**

14. Deferred assets

In accordance with Provisional Executive Act No. 449/08, deferred assets cease to exist with all the items being valued and reclassified as Intangible Assets. Deferred expenses of subsidiaries AIX Participações and ACT Participações were written off to retained earnings on the opening balance for the year ended December 31, 2008, and the 2007 comparative amounts were R$8,460.

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15. Loans and financing

Company/Consolidated		**Balance in 2008 (*)**

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