

OI S.A.  
Form 6-K  
February 19, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

Report of Foreign Private Issuer Pursuant to Rule 13a-16 or  
15d-16 of the Securities Exchange Act of 1934

**For the month of February 2014**

**Commission File Number: 1-15256**

**OI S.A.**

(Exact Name as Specified in its Charter)

**N/A**

(Translation of registrant's name into English)

**Rua General Polidoro, No. 99, 5th floor/part Botafogo**

**22280-001 Rio de Janeiro, RJ**

**Federative Republic of Brazil**

(Address of principal executive offices)

(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:**

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(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 the registrant 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):



***The Company's commitment to quality of sales impacts positively profitability and churn*****4Q13**

Net revenue increased 1.5% sequentially, reaching R\$7.2 billion, as a result of fixed broadband and pay TV growth in the Residential segment as well as the increase of Personal Mobility services revenue due to higher recharges and data usage. On the year-over-over, the growth on these segments was more than offset by the MTR cuts, reduction on handset sales and the Corporate/SMEs revenue decline.

EBITDA totaled R\$3.5 billion in 4Q13 (+39% vs 4Q12), impacted by the gain from sale of GlobeNet. Excluding the one-off event, routine EBITDA improved on a quarter-over-quarter basis, underpinned by the Company's focus on sales quality, profitability, operational efficiency and financial discipline.

Operational cash flow (routine EBITDA minus Capex) amounted to R\$484 million, presenting year-over-year and sequential improvements.

Net income reached R\$1.2 billion, R\$776 million increase over 4Q12 (+191%) and R\$1.0 billion (+588%) sequentially.

Net debt stood at R\$30.4 billion, a 3.8% sequential increase, impacted by the adherence to the tax refinancing program (Refis), which effectively improves Oi's balance sheet, and the dividend payout.

Revenue Generating Units (RGUs) grew 0.2% year-over-over and reduced by 0.5% in a quarterly basis, totaling 74.5 million at the end of 2013, reflecting Oi's commitment to customer quality and profitability.

**Consolidated Results**

|                                      | 4Q13   | 4Q12   | 3Q13   | YoY   | QoQ   | 2013   | 2012   | YoY   |
|--------------------------------------|--------|--------|--------|-------|-------|--------|--------|-------|
| <b>Oi S.A. Pro -<br/>Forma</b>       |        |        |        |       |       |        |        |       |
| Revenue<br>Generating Unit<br>( 000) | 74,466 | 74,339 | 74,873 | 0.2%  | -0.5% | 74,466 | 74,339 | 0.2%  |
| Residential                          | 17,837 | 18,337 | 18,336 | -2.7% | -2.7% | 17,837 | 18,337 | -2.7% |
| Personal Mobility                    | 47,727 | 46,305 | 47,337 | 3.1%  | 0.8%  | 47,727 | 46,305 | 3.1%  |
| Corporate / SMEs                     | 8,246  | 8,971  | 8,542  | -8.1% | -3.5% | 8,246  | 8,971  | -8.1% |
| Public Telephones                    | 655    | 727    | 657    | -9.9% | -0.3% | 655    | 727    | -9.9% |
|                                      | 7,209  | 7,390  | 7,099  | -2.4% | 1.5%  | 28,422 | 28,142 | 1.0%  |

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|                              |        |        |        |           |           |        |        |         |
|------------------------------|--------|--------|--------|-----------|-----------|--------|--------|---------|
| Net Revenue (R\$ million)    |        |        |        |           |           |        |        |         |
| Residential                  | 2,606  | 2,589  | 2,564  | 0.7%      | 1.6%      | 10,303 | 9,974  | 3.3%    |
| Personal Mobility            | 2,389  | 2,463  | 2,330  | -3.0%     | 2.5%      | 9,290  | 9,102  | 2.1%    |
| Corporate / SMEs             | 2,117  | 2,195  | 2,106  | -3.6%     | 0.5%      | 8,456  | 8,510  | -0.6%   |
| VAS and Others               | 97     | 143    | 99     | -32.2%    | -2.0%     | 374    | 556    | -32.7%  |
| EBITDA (R\$ million)         | 3,496  | 2,516  | 2,139  | 39.0%     | 63.4%     | 9,583  | 8,873  | 8.0%    |
| EBITDA Margin (%)            | 48.5%  | 34.0%  | 30.1%  | 14.5 p.p. | 18.4 p.p. | 33.7%  | 31.5%  | 2.2p.p. |
| Routine EBITDA (R\$ million) | 1,999  | 2,196  | 1,966  | -9.0%     | 1.7%      | 7,576  | n.a.   |         |
| Routine EBITDA Margin (%)    | 27.7%  | 29.7%  | 27.7%  | -2.0p.p.  | 0.0p.p.   | 26.7%  | n.a.   |         |
| Net Earnings (R\$ million)   | 1,183  | 407    | 172    | 190.7%    | 587.8%    | 1,493  | 1,785  | -16.4%  |
| Net Debt (R\$ million)       | 30,416 | 25,068 | 29,295 | 21.3%     | 3.8%      | 30,416 | 25,068 | 21.3%   |
| Available Cash (R\$ million) | 3,931  | 7,804  | 4,758  | -49.6%    | -17.4%    | 3,931  | 7,804  | -49.6%  |
| CAPEX (R\$ million)          | 1,515  | 2,106  | 1,540  | -28.1%    | -1.6%     | 6,250  | 6,564  | -4.8%   |

Note: 2012 Net income refers to two months of results from the former Brasil Telecom S.A. and ten months  
(1) from Oi S.A.  
(2) n.a.: In 2012, the Company did not use the routine EBITDA concept.  
(3) SMEs: small and medium enterprises.

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**Net Revenue:****Table 1 Breakdown of Net Revenue**

| R\$ million                                      | Quarter      |              |              | YoY           | QoQ          | Full Year     |               | YoY           | %             |               |
|--|--------------|--------------|--------------|---------------|--------------|---------------|---------------|---------------|---------------|---------------|
|  | 4Q13         | 4Q12         | 3Q13         |               |              | 2013          | 2012          |               | 4Q13          | 4Q12          |
| <b>Residential</b>                               | <b>2,606</b> | <b>2,589</b> | <b>2,564</b> | <b>0.7%</b>   | <b>1.6%</b>  | <b>10,303</b> | <b>9,974</b>  | <b>3.3%</b>   | <b>36.1%</b>  | <b>35.0%</b>  |
| <b>Personal</b>                                  |              |              |              |               |              |               |               |               |               |               |
| <b>Mobility</b>                                  | <b>2,389</b> | <b>2,463</b> | <b>2,330</b> | <b>-3.0%</b>  | <b>2.5%</b>  | <b>9,290</b>  | <b>9,102</b>  | <b>2.1%</b>   | <b>33.1%</b>  | <b>33.3%</b>  |
| Services /<br>Clients <sup>(1)</sup>             | 1,737        | 1,680        | 1,679        | 3.4%          | 3.5%         | 6,609         | 6,276         | 5.3%          | 24.1%         | 22.7%         |
| Network<br>Usage                                 | 490          | 587          | 554          | -16.5%        | -11.6%       | 2,147         | 2,337         | -8.1%         | 6.8%          | 7.9%          |
| Sales of<br>handsets, sim<br>cards and<br>others | 161          | 195          | 97           | -17.4%        | 66.0%        | 535           | 489           | 9.4%          | 2.2%          | 2.6%          |
| <b>Corporate /<br/>SMEs</b>                      | <b>2,117</b> | <b>2,195</b> | <b>2,106</b> | <b>-3.6%</b>  | <b>0.5%</b>  | <b>8,455</b>  | <b>8,510</b>  | <b>-0.6%</b>  | <b>29.4%</b>  | <b>29.7%</b>  |
| <b>Other</b>                                     |              |              |              |               |              |               |               |               |               |               |
| <b>Services</b>                                  | <b>97</b>    | <b>143</b>   | <b>99</b>    | <b>-32.2%</b> | <b>-2.0%</b> | <b>375</b>    | <b>556</b>    | <b>-32.6%</b> | <b>1.4%</b>   | <b>1.9%</b>   |
| Public Phone                                     | 13           | 27           | 10           | -51.9%        | 30.0%        | 32            | 79            | -59.5%        | 0.2%          | 0.4%          |
| VAS and<br>Others                                | 84           | 116          | 90           | -27.6%        | -6.7%        | 342           | 476           | -28.2%        | 1.2%          | 1.6%          |
| <b>Total Net<br/>Revenue</b>                     | <b>7,209</b> | <b>7,390</b> | <b>7,099</b> | <b>-2.4%</b>  | <b>1.5%</b>  | <b>28,422</b> | <b>28,142</b> | <b>1.0%</b>   | <b>100.0%</b> | <b>100.0%</b> |

Note: (1) Includes subscriptions, outgoing calls, mobile long distance, roaming, data and value added.

(2) 2012 results are pro-forma.

Net revenue totaled R\$7.2 billion in 4Q13, 2.4% down from the same period of the previous year, chiefly due to: (i) reduction in mobile termination rate and lower revenue from handset sales, both in the Personal Mobility segment and (ii) lower fixed and mobile voice revenue in the SMEs, as a result of the ongoing restructuring in this segment, in addition to the decrease in postpaid voice and mobile data services in the Corporate segment, and (iii) the focus on profitability and protection of the Company's cash flow. These effects were partially offset by the growth of pay TV and fixed broadband in the Residential segment, as well as the increase in revenue from Personal Mobility services on the back of higher recharge volume and greater data use.

The sequential performance of net revenue (+1.5%) is explained by the growth in fixed broadband, pay TV and mobile data, as well as the increase in handset sales during Christmas. Mobile data revenue, specifically, increased 17.5% compared to the previous quarter and 69% YoY, reaching R\$463 million, as a result of the new plans that encourage data usage launched in the second half of the year.

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Annual net revenue came to R\$28.4 billion, R\$280 million more than in 2012 (+1.0%), driven by increased revenue from the Residential segment, due to pay TV and fixed broadband growth, and from the Personal Mobility segment due to the increase prepaid recharges, data usage and VAS packages, which more than offset the impact of the decline in MTR and lower revenue from the Residential fixed line and from the Corporate / SMEs segment.

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**Residential**

|   | 4Q13   | 4Q12   | 3Q13   | YoY   | QoQ   | 2013   | 2012   | YoY   |
|---|--------|--------|--------|-------|-------|--------|--------|-------|
| <b>Residential</b>                          |        |        |        |       |       |        |        |       |
| Net Revenue (R\$ million)                   | 2,606  | 2,589  | 2,564  | 0.7%  | 1.6%  | 10,303 | 9,974  | 3.3%  |
| Revenue Generating Units (RGU) -<br>( '000) | 17,837 | 18,337 | 18,336 | -2.7% | -2.7% | 17,837 | 18,337 | -2.7% |
| Fixed Line in Service                       | 11,750 | 12,478 | 12,091 | -5.8% | -2.8% | 11,750 | 12,478 | -5.8% |
| Fixed Broadband                             | 5,258  | 5,102  | 5,336  | 3.1%  | -1.5% | 5,258  | 5,102  | 3.1%  |
| Pay TV                                      | 829    | 757    | 909    | 9.5%  | -8.8% | 829    | 757    | 9.5%  |
| ARPU Residential (R\$)                      | 73.9   | 69.2   | 70.7   | 6.8%  | 4.5%  |        |        |       |

Note: 2012 results are pro-forma.

Net revenue from Residential segment totaled R\$2.6 billion in 4Q13, 0.7% up from the same period of the previous year. This performance reflected the continuing increase in sales of bundled offers, especially bundling fixed with broadband and pay TV, products that were mostly responsible for the upturn in this segment, which is presenting the fifth consecutive quarter with YoY growth, offsetting the natural fixed line declining trend.

In December 2013, 58% of households connected to the network had more than one Oi product, a YoY increase of 4.7 percentage points. Upselling also contributed to the increase in revenue, both in terms of broadband, underpinned by network improvements in order to offer higher speeds, and pay TV, with the offer of more complete packages and extra premier channels. The average broadband speed in 4Q13 reached 3.8 Mbps, 19% higher than the 4Q12 average. This performance, coupled with a significant reduction in wireline voluntary churn, is explained by the Company's successful strategy of offering services and initiatives to increase profitability and customer loyalty, leading to a Residential ARPU growth of 6.8% YoY, reaching R\$73.9 in 4Q13.

In comparison to the previous quarter, Residential net revenue climbed by 1.6% as a result of the 4.2% sequential improvement in ARPU, also due to the increase in bundled offering sales and upselling both in broadband and pay TV.

In 2013, net revenue from Residential segment came to R\$10.3 billion, up 3.3% compared to 2012, primarily due to increase in broadband and pay TV customers, whose growth more than offset the decline in wireline revenue. The decline in wireline revenue slowed in comparison to the decline in 2012 over 2011, as a result of the successful strategy of bundling broadband, pay TV and mobile, through *Oi Conta Total* and the launch of new prepaid offerings, such as *Oi Voz Total*, that promotes the fixed-to-mobile convergence, adding more value to the fixed line.

Oi closed 2013 with 17,837 thousand RGUs (Revenue Generating Units) in the Residential segment, down 2.7% from 2012, explained by the 5.8% annual reduction in the number of fixed lines in use, which offset the expansion of pay TV (+9.5%) and fixed broadband (+3.1%). Both the reduction in the number of fixed lines and the slowdown in pay TV and fixed broadband growth resulted from the focus on the quality of its customer base, which impacted gross additions in the fourth quarter. Additionally, in the 4Q13 the company did a clean-up in its base, in line with the strategy of improve quality and profitability.

All in all, the Company continued to focus on improving the quality of its customer base, through a more conservative commercial strategy, adapting its credit policies and sales processes accordingly, which naturally resulted in lower



gross additions. On the other hand, the strategy based on bundles, initiatives to retain existing customers and upselling efforts resulted in declining voluntary churn, increasing ARPU and a more reasonable bad debt level, leading to a more quality and profitable profile of customer base.

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### **Wireline**

At the end of 4Q13, Oi had 11,750 wireline customers in the Residential segment, with net disconnections of 728 thousand fixed lines in 2013, versus 568 thousand in 2012. This increase resulted from the combination of lower volume of gross additions, due to a more conservative credit policy, and the maintenance of the strict involuntary churn policy during the second half of 2013, in line with the Company's objective of improving the quality of its customer base. However, the Company maintained low level of disconnections in historical terms.

Retention rates improved throughout 2013, thanks to initiatives focused on cross selling and other retention initiatives, which basically consisted of a more assertive application of strategies in the offering of products that are most suitable to the customer's current profile. With this in mind, the options offered by Oi's sales teams include redesigning customers' wireline plans, selling new broadband subscriptions and pay TV through convergent packages, as well as offering plans in the Personal Mobility segment that promote fixed-to-mobile convergence. The bundled offers *Oi Conta Total* and *Oi Voz Total* are two such examples that focus on increasing ARPU and reducing churn. *Oi Conta Total* (OCT) is a *triple-play* postpaid offer that combines fixed line, broadband and postpaid mobile, and that can also be combined with pay TV (*quadruple-play*) and mobile data packages, while *Oi Voz Total* is a double-play prepaid offer combining fixed and prepaid mobile aiming to improve fixed-to-mobile convergence. All these bundled offers have significant lower churn rate when compared to the single products.

Under-contract plans, whereby customers accumulate discounts on their monthly bills if they remain in the base for the entire term of their 12-month contract, have been another important tool to control churn rates.

### **Broadband**

Oi closed the fourth quarter with 5,258 thousand fixed broadband RGUs in the Residential segment, up 3.1% against 4Q12, recording 156 thousand net additions in 2013. The penetration of Oi's fixed broadband in residences with Oi products reached 44.2%, 3.8 percentage points up from the 40.4% recorded at the end of 2012. In addition to pay TV, broadband plays an important role in increasing the profitability of the Residential segment, either through cross selling or the upselling of convergent offerings which helps reduce churn and improve ARPU in this segment. In comparison with the previous quarter, there was a 1.5% decline in broadband RGUs, mainly due to a clean-up base and lower gross adds, in line with the Company's focus on sales quality.

In 4Q13, the average speed for Residential broadband customers moved up by 18.8% YoY, from 3.2 Mbps, in 4Q12, to 3.8 Mbps. There was also an increase in the share of RGUs with speeds equal to or greater than 5 Mbps, up 8 p.p. year-over-year, ending 2013 at 39%. Approximately 18% of broadband RGUs have speeds equal to or greater than 10 Mbps. These advances are the result of Oi's efforts to increase its ability to retain and profit from its customers, supported by investments to expand the capillarity and capacity of its broadband network and upgrade customer speeds. As a result, voluntary churn continued to decline, showing the results of the strategy focused on improving the customer base quality.

### **Pay TV**

Oi ended 4Q13 with a pay TV base of 829 thousand RGUs, 9.5% more than in the same period last year, despite the initiatives focused on sales quality and the Company's decision to re-launch Oi TV in 2014 after

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the implementation of a new platform over the SES-6 satellite contracted in 2013, which impacted the acquisition of new clients in 4Q13. Compared to the previous quarter, the base fell by 8.8%, also explained by the initiatives focused on sales quality, lower commercial efforts due to the future launch of the new TV product as well as a base clean-up occurred in 4Q13.

SES-6 will increase the DTH capacity of Oi TV and will improve signal quality and coverage, allowing the Company to offer more HD and local channels in its programming schedule and include pay-per-view, video on demand and interactive services. The additional capacity provided by the SES-6 satellite is a competitive advantage that will support Oi's pay TV via DTH growth in the medium and long term.

In 4Q13, the penetration of Oi TV in homes with Oi products came to 7%, 1.0 p.p. up from the 6% recorded at the end of 2012. With the attraction of entry-level offerings with HD channels at competitive prices, the pay TV segment has great upselling potential in Oi's portfolio due to the offer of various packages and extra channels, which will have a positive impact on the sustainable growth of the residential ARPU, in addition to playing a strategic role in retaining and increasing the loyalty of residential customers.

### **Residential ARPU**

The Company ended 2013 with 11,900 thousand homes connected to the network, 58% of which, or 6,911 thousand homes, had more than one Oi product, improving 4.7 p.p. YoY, with a more significant increase in the number of households with triple-play and quadruple-play offerings. Because of the greater exposure of Oi households to fixed broadband and pay TV products with higher upselling potential, residential ARPU continued to post positive results, closing 4Q13 at R\$73.9, up 6.8% in the YoY comparison. This performance was fueled by fixed broadband and pay TV growth (both in terms of RGUs and ARPU) as well as the loyalty and retention initiatives.

In comparison to the previous quarter, residential ARPU grew by 4.5% despite 2.7% reduction in the number of RGUs. This performance reflected the Company's commitment to increasing profitability and improving the quality of its customer base, both through the strict disconnection policy, increasing retention efforts and by improving the quality of gross additions.

### **Personal Mobility**

|   | 4Q13   | 4Q12   | 3Q13   | YoY    | QoQ    | 2013   | 2012   | YoY   |
|---|--------|--------|--------|--------|--------|--------|--------|-------|
| <b>Personal Mobility</b>                |        |        |        |        |        |        |        |       |
| Net Revenue (R\$ million)               | 2,389  | 2,463  | 2,330  | -3.0%  | 2.5%   | 9,290  | 9,102  | 2.1%  |
| Services / Clients <sup>(1)</sup>       | 1,737  | 1,680  | 1,679  | 3.4%   | 3.5%   | 6,609  | 6,276  | 5.3%  |
| Network Usage                           | 490    | 587    | 554    | -16.5% | -11.6% | 2,147  | 2,337  | -8.1% |
| Sales of handsets, sim cards and others | 161    | 195    | 97     | -17.4% | 66.0%  | 535    | 489    | 9.4%  |
| Revenue Generating Units (RGU)          |        |        |        |        |        |        |        |       |
| - ( '000)                               | 47,727 | 46,305 | 47,337 | 3.1%   | 0.8%   | 47,727 | 46,305 | 3.1%  |
| Pre-Paid Plans                          | 41,019 | 39,832 | 40,676 | 3.0%   | 0.8%   | 41,019 | 39,832 | 3.0%  |
| Post-Paid Plans <sup>(2)</sup>          | 6,708  | 6,472  | 6,662  | 3.6%   | 0.7%   | 6,708  | 6,472  | 3.6%  |

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- Note: (1) Includes: subscriptions, outgoing calls, mobile long distance, roaming, data and value added.  
(2) Includes: high-end postpaid plans, *Oi Controle*, bundled mobile services (*Oi Conta Total* and *Oi Internet Total*) and 3G (mini-modem).  
(3) 2012 results are pro-forma.

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Net revenue from Personal Mobility segment totalled R\$2.4 billion in 4Q13, down 3.0% from 4Q12, impacted by the MTR cuts and lower revenue from handset sales. Service revenue reached R\$1.7 billion this quarter, 3.4% up YoY, mainly explained by: (i) larger mobile customer base, (ii) data revenue performance (mobile internet, mobile broadband and value added services), which grew by 69.0% over 4Q12 to R\$463 million and (iii) new prepaid offerings launched in the second half, which resulted in continued growth in average recharge volume. Net revenue from handset sales totalled R\$161 million, R\$34 million less than in 4Q12, reflecting a more rational subsidy policy, together with the focus on quality and cash flow protection, resulting in lower handset sales volume.

In comparison with the previous quarter, net revenue increased by 2.5% as a result of increasing prepaid recharges and handset sales due to Christmas season, partially offset by the decrease in network usage revenue mainly related to lower SMS traffic. Annual net revenue from Personal Mobility totalled R\$9.3 billion, R\$188 million more than in 2012, driven by the increase in the average prepaid recharge and higher consumption of data mainly from the prepaid segment, as well as the 9.4% increase in handset sales. This increase was partially offset by the impact from the MTR cuts, which resulted in an 8.1% decrease in network usage revenue.

Oi closed 2013 with 47,727 thousand RGUs in the Personal Mobility segment, 3.1% up on 2012, equivalent to 1,422 thousand net additions in the last 12 months, 1,186 thousand of which prepaid RGUs and 236 thousand postpaid.

In 4Q13 monthly churn stood at 3.8%, improved from 4.2% in 4Q12.

At the end of 2013, Oi's mobile customer base (Personal Mobility + Corporate / SMEs) totalled 50,238 thousand RGUs, 47,727 thousand of which in Personal Mobility and 2,511 thousand in Corporate / SMEs. Gross and net additions came to 5.9 million and 203 thousand, respectively, in 4Q13.

### ***Prepaid***

Prepaid base ended the fourth quarter of 2013 with 41,019 thousand RGUs, representing an increase of 3.0%, or 1,186 thousand RGUs, in relation to 4Q12, and a sequential increase of 0.8%.

Given the Company's focus on financial discipline and cash generation, the prepaid segment is strategically important due to its intrinsic characteristics, including: (i) scale, (ii) very low customer acquisition costs, (iii) neither invoice nor collection costs, (iv) no bad debt issues, and (v) favorable impact on working capital. For these reasons, Oi has been concentrating on this segment, seeking to increase the use of voice and data by these customers, especially those with an active consumption and recharge profile, underlining the Company's focus on profitable growth.

Similarly to 3Q13, the fourth quarter was marked by substantial gross recharge volume, which reached record levels in December, growing by 5.3% YoY, outpacing the 3% annual increase in the prepaid customer base. As a result, the average recharge in 4Q13 recorded its highest level since 2010, climbing by 5.6% over 4Q12. The Company will continue to encourage this segment, which is already equipped with recharge processing infrastructure capable of handling 7,000 transactions per minute.

Mobile data consumption on prepaid lines also continued to record consistent growth in terms of mobile internet, as a result of add-on packages that complement customer offerings and the use of active marketing tools. These initiatives are already producing results, confirmed by the 77% increase in prepaid data revenue and 32% in SVA revenue over 2013 and the bigger share of data usage in recharge consumption.

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The Company has successfully implemented a platform to manage recharge campaigns, which began as a pilot project in 2Q13. This tool creates, executes and manages customized campaigns for prepaid and *Oi Controle* customers (one-on-one marketing concept), enabling the sending of real time messages to encourage customers to recharge their accounts and purchase add-on packages based on their profile and context, making the offerings more relevant. The improving performance in volume of recharge that Oi have been presenting in the last quarters is a direct result of the use of the new platform.

### ***Postpaid***

Oi closed 2013 with 6,708 thousand postpaid RGUs in the Personal Mobility segment, 3.6% up from the end of 2012 and 0.7% up from the previous quarter, despite the more restrictive sales approach. The postpaid segment represented 14.1% of the Personal Mobility base at year-end, virtually flat over the 14.0% recorded in 4Q12.

In this context of the Company's focus on sales quality, it is worth noting that the current volume of gross subsidized additions in the postpaid segment is less than 1% of total sales. The goal is to add more quality to the customer base and protect cash flow with more targeted subsidies, monetizing the segment through sustainable growth of the postpaid base, in addition to improving churn levels. In fact, in recent quarters postpaid revenue has grown at a higher rate than its respective RGU growth. In addition, the early churn in postpaid decreased by around 20% YoY.

The offer of customer loyalty programs has also sustained the ongoing decline in voluntary churn, both in terms of postpaid customers and customers with mobile access through the *Oi Conta Total* offer. The new *Oi Conectado* offer, which combines voice, data package, unlimited SMS and unlimited on-net calls, already represents 10% of sales, proving the increasing attractiveness of data.

### ***3G and 4G LTE coverage***

Oi closed the quarter with 3G coverage in 891 municipalities (76% of the country's urban population), an increase of 29%, or 199 municipalities, over the end of 2012. This improvement is key to increasing data penetration in the customer base and sustaining consistent revenue growth in the mobile data segment.

Oi is already offering the 4G LTE data package in 24 municipalities, including the six cities that hosted FIFA's Confederations Cup (Rio de Janeiro, Belo Horizonte, Brasília, Salvador, Recife and Fortaleza).

### ***Mobile ARPU***

Mobile ARPU treats total mobile revenue (Personal Mobility + Corporate / SMEs) as if it were generated by a separate mobile company, i.e. including revenue from traffic between Oi's mobile and wireline divisions (intercompany), but excluding revenue from mobile long-distance calls that belongs to the STFC license (fixed voice concession). This amount is then divided by the average customer base to calculate the mobile ARPU.

Mobile ARPU in 4Q13 was R\$19.9, 7.4% less than in 4Q12, despite the 11.3% drop in mobile termination rate. The lower interconnection revenue was partially offset by growth in data revenue and increase in the recharge levels of the prepaid base. Excluding the interconnection revenue, the mobile ARPU in 4Q13 presented a 3.9% growth in comparison to 4Q12.



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**Corporate / SMEs**

|   | 4Q13  | 4Q12  | 3Q13  | YoY    | QoQ   | 2013  | 2012  | YoY    |
|---|-------|-------|-------|--------|-------|-------|-------|--------|
| <b>Corporate / SMEs</b>                     |       |       |       |        |       |       |       |        |
| Net Revenue (R\$ million)                   | 2,117 | 2,195 | 2,106 | -3.6%  | 0.5%  | 8,455 | 8,510 | -0.6%  |
| Revenue Generating Units (RGU) -<br>( '000) | 8,246 | 8,971 | 8,542 | -8.1%  | -3.5% | 8,246 | 8,971 | -8.1%  |
| Fixed                                       | 5,105 | 5,422 | 5,222 | -5.8%  | -2.2% | 5,105 | 5,422 | -5.8%  |
| Broadband                                   | 630   | 594   | 623   | 6.1%   | 1.1%  | 630   | 594   | 6.1%   |
| Mobile                                      | 2,511 | 2,955 | 2,698 | -15.0% | -6.9% | 2,511 | 2,955 | -15.0% |

Note: 2012 results are pro-forma.

Net revenue totaled R\$2.1 billion, 3.6% down from 4Q12, essentially due to the 8.5% decrease in revenue from the SME segment and the 3.1% reduction in Corporate revenue, partially offset by wholesale settlement agreements in 4Q13.

In 2013, net revenue came to R\$8.5 billion, a slight reduction (-0.6%) over the previous year, as a result of the strong operating result in 2012 in terms of number of RGUs and the change in the strategy throughout 2013 with a focus on sales quality.

Oi closed 2013 with 8,246 thousand RGUs in the Corporate / SMEs segment, 8.1% down from the end of 2012, reflecting the focus on sales quality and the continuing base clean-up. The shrinkage of the customer base was mainly consequence of the Company's strategy to focus on profitability, including the more rational use of handset subsidies, as well as the reassessment of sales process in seeking a higher quality customer addition mix.

Oi maintained its technological partnership with Portugal Telecom, aiming to capture synergies and take advantage of its cloud computing expertise to provide more complete services, seeking solutions that are both scalable and available, as well as to reduce costs. In 3Q13, Oi launched the second phase of its cloud computing services targeted at the Corporate / SMEs segment, reinforcing its strategy of helping customers to increase revenue and reduce costs through the use of innovative technology. The new solutions will operate on Oi and Portugal Telecom's international data center network, including the recently inaugurated Covilhã facility, one of the biggest and most efficient in the world.

**SMEs**

The SMEs segment increased its focus on sales quality and, especially, on the ongoing restructuring of its franchise network and the adoption of own stores to sell its offerings. Since 3Q13, the Company has altered its franchise commissioning policy, conditioning the payment of commissions on timely payments by the customers added. This initiative improved the quality of the franchise base, which is now subject to stricter oversight. Additionally, it reduced the total number of franchises and, consequently, the segment's sales force, which had a direct impact on the decline in gross additions. However, the Company has already developed a new sales force (internal sales force, branded stores and service to sales) and higher partner support in order to increase gross additions in the future.

In addition, the segment was exceptionally restrictive in terms of subsidies, adopting a highly conservative approach with a focus on strengthening the loyalty of existing customers. The highlight was the continuing expansion of

wireline voice (basic and advanced) and broadband services, underlining the assertiveness of the convergence strategy in this segment, and partially offsetting the reduction in the mobile base.

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As a result, net revenue from SMEs fell by 8.5% YoY in 4Q13. On the other hand, operating costs improved due to stricter control over bad debt and early churn (from non-payment of the first and second monthly bills), avoiding unnecessary billing, collection and logistics costs. In fact, fixed and mobile churn in this segment dropped by around 30% sequentially, while ARPU increased during the same period.

The Company continues to focus on the profitability of the customer base through improving the quality of its sales with such initiatives as the Quality Call (a follow-up call to double-check the order with the customer), the commissioning model review and adjustments to current offers.

The number of RGUs in the wireline base (basic and advanced voice) increased by 9.1% over 4Q12, continuing to consolidate the reversal of the wireline base decline in this segment, despite the more restrictive customer addition policy. The broadband base grew by 9.8%, underlining the continuing expansion of fixed-line broadband in the SME segment. The mobile segment fell by 23.9% YoY, reflecting the reduced use of subsidies.

### *Corporate*

The annual decline in Corporate RGUs was due to: (i) the insourcing of a supplier's workers in 3Q13, which reduced the number of RGUs in the segment, offset by an increase in the number of RGUs in the Personal Mobility segment, (ii) the focus on sales quality, (iii) the reduction in subsidies in the pursuit of profitability, especially in mobile offerings, and (iv) higher sales volume in 4Q12, in line with the Company's strategy at that time.

In terms of operating performance, VPN networking (+20.4%), internet access (+9.2%) and fixed digital trunking (+4.9%) continued to record substantial growth in 4Q13. However, the result was negatively impacted by the reduction in postpaid voice (-9.0%) and mobile data services (-7.8%), as a direct result of the cut in subsidies and the insourcing, in the 3Q13, of previously outsourced workers, who were reallocated from the corporate customer base to Oi's mobile base. As a result, Corporate net revenue fell by 3.1% over 4Q12, more than offsetting the 4.4% increase in data revenue during the same period.

Considering the annual performance, Corporate revenue outperformed the market in all products. Corporate data revenue grew 6.0% while the market improved 2.8%. Mobile revenue from this segment increased 9.3% against 6.3% of the market. And although Corporate's wireline revenue fell by 3.3%, the overall market decreased 8.5% on the full year comparison.

The Company maintained the new cloud service offering, in association with Portugal Telecom, adding additional services to the segment's cloud computing portfolio and providing more complete telecom and IT solutions. This has allowed Oi to (i) develop a virtual data center platform, allowing even greater flexibility and granularity in resource management and billing, (ii) strengthen the cloud offering portfolio, with the addition of innovative solutions in platform and Software as a Service models (SaaS), and (iii) expand Oi's data center ecosystem with the integration of Portugal Telecom's data centers, enabling sophisticated redundancy and disaster recovery solutions.

Oi's partnership with Portugal Telecom is also aimed at capturing operational synergies in the M2M (Machine-to-Machine) segment. A project is currently under way to use Portugal Telecom's platform and expertise to improve Oi's portfolio of solutions in this segment.

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## Operating Costs and Expenses

**Table 2 Breakdown of Operating Costs and Expenses**

| Item - R\$ million         | 4Q13         | 4Q12         | 3Q13         | YoY           | QoQ           | 2013          | 2012          | YoY          |
|----------------------------|--------------|--------------|--------------|---------------|---------------|---------------|---------------|--------------|
| <b>Operating Expenses</b>  |              |              |              |               |               |               |               |              |
| Interconnection            | 905          | 1,125        | 907          | -19.6%        | -0.2%         | 3,966         | 4,414         | -10.1%       |
| Personnel                  | 585          | 536          | 603          | 9.1%          | -3.0%         | 2,453         | 2,016         | 21.7%        |
| Materials                  | 62           | 46           | 60           | 34.8%         | 3.3%          | 221           | 156           | 41.7%        |
| Handset Costs/Other (COGS) | 135          | 207          | 96           | -34.8%        | 40.6%         | 515           | 542           | -5.0%        |
| Third-Party Services       | 2,040        | 2,202        | 2,102        | -7.4%         | -2.9%         | 8,394         | 8,236         | 1.9%         |
| Marketing                  | 148          | 108          | 116          | 37.0%         | 27.6%         | 539           | 475           | 13.5%        |
| Rent and Insurance         | 533          | 437          | 566          | 22.0%         | -5.8%         | 2,067         | 1,813         | 14.0%        |
| Provision for Bad Debts    | 117          | 157          | 201          | -25.5%        | -41.8%        | 850           | 595           | 42.9%        |
| Other Operating Expenses   |              |              |              |               |               |               |               |              |
| (Revenue), Net             | -811         | 56           | 310          | n.m.          | n.m.          | -165          | 1,021         | n.m.         |
| <b>TOTAL</b>               | <b>3,713</b> | <b>4,874</b> | <b>4,960</b> | <b>-23.8%</b> | <b>-25.1%</b> | <b>18,839</b> | <b>19,269</b> | <b>-2.2%</b> |

Note: 2012 figures are pro-forma.

Fourth-quarter operating costs and expenses totaled R\$3.7 billion, 23.8% down from 4Q12 and 25.1% less than in the previous quarter. Annual operating costs and expenses came to R\$18.8 billion, a 2.2% reduction over 2012. It is worth highlighting that 4Q13 was impacted by the gain from the sale of GlobeNet in amount of R\$1,497 million (transaction value deducted from related expenses). Disregarding this one-off gain, the opex in 4Q13 stood at R\$ 5,210 million. It is also worth noting that despite the fact that approximately 70% of the opex is linked to inflation, which stood at 5.9% in 2013, routine opex in 4Q13 remained stable comparable to the 4Q12 routine opex, which amounted R\$ 5,194 million (disregarding R\$ 200 million from the sales of mobile towers and R\$ 120 million related to reversal of labor contingencies).

### *Interconnection*

Interconnection costs totaled R\$905 million in 4Q13, 19.6% down YoY, primarily due to MTR reduction, as well as lower mobile voice and SMS off-net traffic due to the Company's incentives for on-net offers. In relation to the previous quarter, these costs remained flat. Annual interconnection costs reached R\$4 billion, 10.1% less than in 2012, also explained by the reduction in the MTR tariff and lower off-net traffic.

### *Personnel*

Personnel costs and expenses totaled R\$585 million in 4Q13, 9.1% higher than in 4Q12, mainly due to the insourcing of part of Oi's internal network maintenance operations in 2013 and the annual collective bargaining agreement adjusted by inflation. Compared to the previous quarter, the 3.0% decrease in personnel costs was mostly due to reduction in employees' overtime pay, underlining the Company's commitment to improving productivity and reducing costs.

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Annual personnel expenses amounted to R\$2.5 billion, a 21.7% increase over the year before, due to the expansion of the workforce related to the insourcing of part of Oi's internal network maintenance operations, the one-off payment of 2012 wage bonuses in 2Q13, and the annual collective bargaining agreement adjusted by inflation.

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### ***Third Party Services***

Expenses with third-party services totaled R\$2.0 billion in 4Q13, 7.4% and 2.9% down from 4Q12 and 3Q13, respectively, chiefly due to: (i) slowdown in sales and consequently commissions, as a result of the Company's focus on sales quality, especially in the YoY comparison, (ii) reduction in the contact rate, and (iii) lower plant maintenance costs. These effects were partially offset by increased data-processing expenses and higher expenses with legal consulting and advisory services. The annual comparison was also impacted by the higher cost of pay TV content acquisitions and the reduction in electricity tariffs.

Annual expenses from third-party services came to R\$8.4 billion, an increase of 1.9% over 2012, reflecting the consulting expenses related to the implementation of the BPO project for the back-office operations at the end of 2Q12, contractual adjustments due to inflation, and greater pay TV content acquisitions in 2013, partially offset by reduced electricity tariffs and lower expenses with commissions and sales mostly in the second half of 2013.

### ***Marketing***

Advertising expenses closed 4Q13 at R\$148 million, up 37.0% YoY, due to the launch of *Oi Galera* and the *Oi Sorte na Palma da Mão* campaign. The 27.6% increase over 3Q13 was the result of increased expenses with advertising campaigns for Christmas.

Annual advertising expenses amounted to R\$539 million, 13.5% more than in 2012, reflecting higher expenses from the launch of *Oi Galera*, the *Oi Sorte na Palma da Mão* campaign, sponsorship of Rock in Rio, and FIFA's Confederations Cup media expenses where Oi was a sponsor and the official provider of IT and telecom services in June 2013.

### ***Rent and Insurance***

Rent and insurance expenses moved up by 22.0% over 4Q12 to R\$533 million, chiefly due to (i) increased real estate rentals and higher operational leasing of network infrastructure, both related to assets sold during 2013, (ii) annual contractual adjustments, (iii) higher expenses with the insourcing of internal plant, including car rental and insurance, and (iv) the launch of the SES-6 satellite.

Annual rent and insurance expenses totaled R\$2.1 billion, R\$254 million higher than in 2012, primarily as a result of higher expenses with tower rentals related to the asset disposals in 2013, real estate and vehicle rentals related to the insourcing of internal plant, and annual contractual adjustments.

### ***Provision for Bad Debt***

The provision for bad debt came to R\$117 million in 4Q13, a YoY decline of R\$40 million and a sequential decrease of R\$84 million, as a result of sales quality improvement initiatives, improved collection efficiency especially in the Residential and SMEs segments, and the more strict credit requirements for new customers. It is also worth noting that this provision represented 1.6% of net revenue, versus 2.8% in 3Q13 and 2.1% in 4Q12, demonstrating the Company's focus on financial discipline.



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Total expenses with the provision for bad debt in 2013 reached R\$850 million, 42.9%, or R\$255 million, higher than in 2012, reflecting the sales growth in 2012, combining with the deterioration of the macroeconomic scenario in 2013. The 2013 provision represented 3.0% of the annual net revenues while in 2012 it represented 2.1%. Worth noting that the initiatives adopted in the second half to improve sales quality and collection efficiency are already showing positive results with the bad debt decreasing to 1.6% of net revenues in 4Q13.

### *Other Operating Expenses (Revenue)*

The Company recorded other net operating revenues of R\$811 million in 4Q13, versus other net operating expenses of R\$310 million in 3Q13 and R\$56 million in 4Q12. This result was impacted by the sale of GlobeNet concluded in 4Q13 with net positive impact of R\$1,497 million. Considering the routine expenses, the year-over-year increase was mainly explained by lower revenue from infrastructure rentals primarily due to asset sales, prescribed dividend in 4Q12, higher VAS content acquisition costs and lower revenue from late bill payment fees. In comparison to the previous quarter, the routine expenses increased chiefly due to the lower revenue from infrastructure rentals primarily related to asset sales, and the lower levels of recovered taxes.

In 2013, the Company recorded other operating revenues of R\$165 million, a positive impact of R\$1.2 billion compared to 2012, chiefly due to the sale of GlobeNet.

### **EBITDA**

**Table 3 EBITDA and EBITDA Margin**

|                           | 4Q13  | 4Q12  | 3Q13  | YoY       | QoQ      | 2013  | 2012  | YoY     |
|---------------------------|-------|-------|-------|-----------|----------|-------|-------|---------|
| <b>Oi S. A. Pro-Forma</b> |       |       |       |           |          |       |       |         |
| EBITDA (R\$ Mn)           | 3,496 | 2,516 | 2,139 | 39.0%     | 63.4%    | 9,583 | 8,873 | 8.0%    |
| EBITDA Margin (%)         | 48.5% | 34.0% | 30.1% | 14.5p.p.  | 18.4p.p. | 33.7% | 31.5% | 2.2p.p. |
| Routine EBITDA (R\$ Mn)   | 1,999 | 2,196 | 1,966 | -9.0%     | 1.7%     | 7,576 | n.a.  |         |
| Routine EBITDA Margin     |       |       |       |           |          |       |       |         |
| (%)                       | 27.7% | 29.7% | 27.7% | -2.0 p.p. | 0.0 p.p. | 26.7% | n.a.  |         |

Note: (1) 2012 figures are pro-forma.

(2) n.a.: In 2012, the Company did not use the routine EBITDA concept.

EBITDA totaled R\$3.5 billion in 4Q13, 39.0% up against the same period of last year and 63.4% higher than the previous quarter, as a result of the gain from the sale of GlobeNet. The year-over-over comparison is also impacted by the YoY decline in net revenue. Annual EBITDA came to R\$9.6 billion, an 8.0% growth compared to 2012.

Routine EBITDA stood at R\$1,999 million in 4Q13. Disposal of GlobeNet resulted in gains of R\$1,497 million. Additionally, in 4Q13 Oi booked a gain associated with the reversal of labor contingencies amounting to R\$115 million, of which R\$74 million were deemed to be related to prior years. This gain was offset by one-offs including provisions related to write-offs in connection with a project of fixed assets reconciliation. The objective of such project is to comply with obligations related to the identification of reversible assets.

Routine EBITDA presented a year-over-year decrease of 9.0%, explained by the net revenue reduction during the same period. Comparing to 3Q13, routine EBITDA showed a 1.7% growth, reflecting the continuing improvements on quality of sales, operational efficiency and financial discipline. Routine EBITDA margin reached 27.7% in 4Q13, flat from 3Q13.

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*Capex***Table 4 Capex**

| R \$ million          | 4Q13         | 4Q12         | 3Q13         | YoY           | QoQ          | 2013         | 2012         | YoY          |
|-----------------------|--------------|--------------|--------------|---------------|--------------|--------------|--------------|--------------|
| <b>Capex</b>          |              |              |              |               |              |              |              |              |
| Network               | 1,095        | 1,577        | 1,119        | -30.6%        | -2.1%        | 4,678        | 4,772        | -2.0%        |
| IT Services           | 92           | 82           | 65           | 12.2%         | 41.5%        | 348          | 336          | 3.6%         |
| Outros <sup>(1)</sup> | 328          | 447          | 355          | -26.6%        | -7.6%        | 1,224        | 1,456        | -15.9%       |
| <b>Total</b>          | <b>1,515</b> | <b>2,106</b> | <b>1,540</b> | <b>-28.1%</b> | <b>-1.6%</b> | <b>6,250</b> | <b>6,564</b> | <b>-4.8%</b> |

Note: (1) Includes the 4G license in 2012.

(2) 2012 results are pro-forma.

Annual Capex totaled R\$6.3 billion in 2013, 4.8% less than in 2012. These figures include the capitalization of financial expenses related to interest on construction in progress in the amount of R\$250 million (2013) and R\$324 million (2012). Excluding these financial expenses, the investments in Capex amounted to R\$6.0 billion in 2013 and R\$6.2 billion in 2012.

It is important to mention that R\$4.7 billion (or 75% of total Capex) went to the network, mainly allocated to: (i) expanding and improving the quality of the 3G mobile network; (ii) improving the wireline network for the broadband service; (iii) optimizing the Oi TV platform; and (iv) implementing and expanding the 4G network, which began operations in 2013. The Others line amounted to R\$1.2 billion in 2013, down by 15.9%, reflecting the 4G license acquired in 2012.

*Operational Cash Flow (EBITDA - Capex)***Table 5 Operational Cash Flow**

|   | 4Q13         | 4Q12       | 3Q13       | YoY           | QoQ           | 2013         | 2012         | YoY          |
|---|--------------|------------|------------|---------------|---------------|--------------|--------------|--------------|
| <b>Oi S. A. Pro-Forma</b>                     |              |            |            |               |               |              |              |              |
| EBITDA (R\$ Mn)                               | 3,496        | 2,516      | 2,139      | 39.0%         | 63.4%         | 9,583        | 8,873        | 8.0%         |
| Capex (R\$ Mn)                                | 1,515        | 2,106      | 1,540      | -28.1%        | -1.6%         | 6,250        | 6,564        | -4.8%        |
| <b>Operational Cash Flow (EBITDA - Capex)</b> | <b>1,981</b> | <b>410</b> | <b>599</b> | <b>383.2%</b> | <b>230.7%</b> | <b>3,333</b> | <b>2,309</b> | <b>44.3%</b> |
| <b>Routine Operational Cash Flow</b>          |              |            |            |               |               |              |              |              |
| <b>Flow</b>                                   | <b>484</b>   | <b>90</b>  | <b>426</b> | <b>437.8%</b> | <b>13.6%</b>  | <b>1,326</b> | <b>n.a.</b>  |              |

Note: (1) 2012 figures are pro-forma.

(2) n.a.: In 2012, the Company did not use the routine EBITDA concept.

***Depreciation and Amortization***

The Company reported depreciation and amortization expenses of R\$1.1 billion in 4Q13, 7.7% greater than 4Q12 due to higher volume of investments, and 0.8% less than in the previous quarter as a result of reduced investments in the second half of the year.

Annual depreciation and amortization expenses totaled R\$4.3 billion, 32.4% up against 2012, due to the increasing volume of investments occurred in the past years and, partly, to the fact that Oi S.A. was only operational for 10 months of 2012.

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**Table 6 Depreciation and Amortization (Oi S.A. Consolidated)**

| <b>R\$ million</b>            | <b>4Q13</b> | <b>4Q12</b> | <b>3Q13</b> | <b>YoY</b> | <b>QoQ</b> | <b>2013</b> | <b>2012</b> | <b>YoY</b> |
|-------------------------------|-------------|-------------|-------------|------------|------------|-------------|-------------|------------|
| Depreciation and Amortization |             |             |             |            |            |             |             |            |
| Total                         | 1,083       | 1,006       | 1,092       | 7.7%       | -0.8%      | 4,278       | 3,231       | 32.4%      |

Note: 2012 figures refer to two months of results from the former Brasil Telecom S.A. and ten months from Oi S.A.

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## Financial Results

**Table 7 Financial Results (Oi S.A. Consolidated)**

| R\$ Million   | 4Q13        | 4Q12        | 3Q13        | 2013          | 2012          |
|---|-------------|-------------|-------------|---------------|---------------|
| <b>Oi S. A. Consolidated</b>                                |             |             |             |               |               |
| Net Interest (on fin. investments and loans and financing)  | -659        | -461        | -513        | -2,174        | -1,551        |
| Net FX result (on fin. investments and loans and financing) | -196        | -112        | -191        | -785          | -484          |
| Other Financial Income / Expenses                           | 31          | -161        | -114        | -316          | -180          |
| <b>Net Financial Income (Expenses)</b>                      | <b>-825</b> | <b>-734</b> | <b>-818</b> | <b>-3,274</b> | <b>-2,216</b> |

Note: 2012 figures refer to two months of results from the former Brasil Telecom S.A. and ten months from Oi S.A.

Oi S.A. reported a net financial expense of R\$825 million in 4Q13, 0.8% more than in the previous quarter and 12.4% higher than in 4Q12. In the year, Oi posted an annual net financial expense of R\$3.3 billion, 47.8% up on 2012.

The sequential performance was primarily due to the increase in net interest but offset by other financial expenses. The increase in net interest was explained by the Company's higher leverage, Selic rate interest increase, greater expenses from interest linked to IPCA in 4Q13. The slight growth in net FX results, despite the substantial QoQ devaluation of the Real, was due to the Company's low average foreign currency exposure in 4Q13. The decrease in Other Financial Income / Expenses was mainly due to the reversal of interest and monetary restatement over PIS/COFINS included in the tax refinancing program (Refis).

The annual net financial result was mainly impacted by higher IPCA index and Dollar and Euro appreciation, as well as the Company's increased leverage.

### Net Result

Oi S.A. posted net income of R\$1.2 billion in 4Q13, R\$776 million increase over 4Q12 (+191%) and R\$1.0 billion (+588%) sequentially. Annual net income totaled R\$1.5 billion in 2013, R\$292 million less than in 2012 (-16.4%).

**Table 8 Net Income (Oi S.A. Consolidated)**

|                          | 4Q13  | 4Q12  | 3Q13  | YoY       | QoQ       | 2013  | 2012  | YoY       |
|--------------------------|-------|-------|-------|-----------|-----------|-------|-------|-----------|
| <b>Net Income</b>        |       |       |       |           |           |       |       |           |
| Net Earnings (R\$ Mn)    | 1,183 | 407   | 172   | 190.7%    | 587.8%    | 1,493 | 1,785 | -16.4%    |
| Net Margin               | 16.4% | 5.5%  | 2.4%  | 10.9 p.p. | 14.0 p.p. | 5.3%  | 7.1%  | -1.8 p.p. |
| Earnings per Share (R\$) | 0.721 | 0.248 | 0.105 | 190.7%    | 586.7%    | 0.910 | 1.088 | -16.4%    |

Note: 2012 figures refer to two months of results from the former Brasil Telecom S.A. and ten months from Oi S.A.

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*Debt & Liquidity***Table 9 Debt**

| <b>R\$ million</b>                                    | <b>Dec/13</b> | <b>Dec/12</b> | <b>Sep/13</b> | <b>% GrossDebt</b> |
|---|---------------|---------------|---------------|--------------------|
| <b>Debt</b>   |               |               |               |                    |
| Short Term  | 4,116         | 2,783         | 5,115         | 12.0%              |
| Long Term   | 30,231        | 30,088        | 28,938        | 88.0%              |
| <b>Total Debt</b>                                     | <b>34,347</b> | <b>32,871</b> | <b>34,053</b> | <b>100.0%</b>      |
| In Local Currency                                     | 21,287        | 20,497        | 20,682        | 62.0%              |
| In Foreign Currency                                   | 14,566        | 12,849        | 14,049        | 42.4%              |
| Swaps   | -1,507        | -475          | -678          | -4.4%              |
| (-) Cash  | -3,931        | -7,804        | -4,486        | -11.4%             |
| Balance transferred to noncurrent assets for sale (1) |               |               | -271          |                    |
| (-) Cash  | -3,931        | -7,804        | -4,758        | -11.4%             |
| <b>(=) N et Debt</b>                                  | <b>30,416</b> | <b>25,068</b> | <b>29,295</b> | <b>88.6%</b>       |

(1) This refers to GlobeNet cash and equivalents, which following the agreement settled for the sale of this business, was reclassified for accounting purposes, together with other GlobeNet assets, to noncurrent assets for sale. Consolidated gross debt closed 2013 at R\$34.3 billion, 0.9% up from the previous quarter. The accrual of debt, the hedge result and the quarter's funding operations were partially offset by the debt amortizations.

At the end of the quarter, 42.4% of gross debt was denominated in foreign currency, although only 0.2% (0.5% in September 2013 and 1.4% in December 2012), equivalent to R\$59 million (R\$167 million in September 2013 and R\$466 million in December 2012), was exposed to exchange rate fluctuations. It is worth noting that Oi hedges its foreign-currency debt with derivative instruments (swaps and NDFs) and foreign-currency cash holdings.

The Company continues to pursue a financial strategy designed to improve its debt profile. At the end of 4Q13, the average debt maturity was 4.3 years.

**Table 10 Net Debt Variation**

| <b>R\$ million</b>                    | <b>4Q13</b>   | <b>4Q12</b>   | <b>3Q13</b>   |
|---------------------------------------|---------------|---------------|---------------|
| <b>Net Debt BoP</b>                   | <b>29,295</b> | <b>24,483</b> | <b>29,489</b> |
| (-) EBITDA                            | 3,496         | 2,516         | 2,139         |
| (+) GlobeNet (EBITDA impact)          | 1,497         | 0             | 0             |
| (+) Capex                             | 1,515         | 2,106         | 1,540         |
| (+) Assets in Escrow                  | 246           | 210           | 170           |
| (+) Corporate Taxes                   | 169           | 331           | 121           |
| (+) PIS / COFINS on ICMS              | 709           | 0             | 0             |
| (+) r Working Capital                 | -369          | 341           | -636          |
| (+) Net Financial Charges             | 1,061         | 636           | 750           |
| (+) Dividends/Interest on Own Capital | 476           | 87            | 0             |
| (-) Asset Disposals                   | 687           | 610           | 0             |
| <b>Net Debt EoP</b>                   | <b>30,416</b> | <b>25,068</b> | <b>29,295</b> |

(1) Capex = economic capex in the period.

(2) Change in Working Capital includes the difference in capex disbursement and economic capex.

Given the cash balance of R\$3.9 billion, net debt closed the fourth quarter at R\$30.4 billion, 3.8% up on 3Q13, chiefly as a result of adherence to the tax refinancing program (Refis), which effectively improves Oi's balance sheet profile, and the quarterly dividend payout. It is important to highlight that, by adhering to Refis, the Company benefitted from the exemption to interest and monetary restatement over PIS/COFINS related to this payment, which impacted positively the P&L this quarter. Note also that the routine FCF evolution amounted to R\$623 million, an improvement from R\$1.3 billion registered in 4Q12, which shows the Company's discipline to fixing its cash flow profile. Additionally, the cash from the GlobeNet sale was received in January 2014.

The gross debt amortization schedule is as follows:

**Table 11 Gross Debt Amortization Schedule**

| <b>(R\$ million)</b>                               | <b>2014</b>  | <b>2015</b>  | <b>2016</b>  | <b>2017</b>  | <b>2018</b>  | <b>2019 onwards</b> | <b>Total</b>  |
|--|--------------|--------------|--------------|--------------|--------------|---------------------|---------------|
| <b>Schedule for the Amortization of Gross Debt</b> |              |              |              |              |              |                     |               |
| Local Currency Amortization                        | 3,256        | 2,324        | 3,789        | 4,119        | 2,720        | 5,080               | 21,287        |
| Foreign Currency Amortization + swap               | 861          | 1,265        | 1,179        | 2,905        | 408          | 6,442               | 13,060        |
| <b>Gross Debt Amortization</b>                     | <b>4,116</b> | <b>3,589</b> | <b>4,968</b> | <b>7,024</b> | <b>3,127</b> | <b>11,523</b>       | <b>34,347</b> |

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**Table 12 Breakdown of Gross Debt**

| <b>R\$ million</b>             |               |
|--------------------------------|---------------|
| <b>Breakdown of Gross Debt</b> | <b>4Q13</b>   |
| Int'l Capital Markets          | 11,730        |
| Local Capital Markets          | 9,414         |
| ECAs & Int'l Development Banks | 4,355         |
| National Development Banks     | 6,356         |
| Commercial Banks               | 4,528         |
| Hedge and Borrowing Costs      | -2,036        |
| <b>Total Gross Debt</b>        | <b>34,347</b> |

The Company has credit lines that are already contracted and available for disbursement as shown below:

BNDES: credit line linked to capex between 2012 and 2014

R\$2.5 billion

Revolving credit lines with commercial banks:

US\$1.0 billion

R\$1.5 billion

ECAs:

US\$361 million

### ***Asset Disposals***

Throughout 2012 and 2013, Oi has entered into several agreements to divest of non-strategic assets. The objective of these transactions is to monetize assets that are not essential to the Company's operations, in order to increase Oi's financial flexibility and obtain savings, once the Company will acquire the related service in more favorable financial conditions, and to add value for its shareholders.

These transactions, however, result in additional lease costs to the Company who naturally does not rely upon future revenues from these assets. On the other hand, these transactions bring savings in terms of Capex and maintenance costs related to these assets. Therefore, once each transaction is completed, the Company's results are subject to the effects of the above-mentioned items, net of taxes. In this sense, the table below shows the operational impact in 2013

EBITDA for each operation already concluded.

It is important to highlight that the cost of these transactions, between 7% and 8% (including costs, expenses, Capex and fiscal effects), is lower than the Company's average funding costs, which demonstrates Oi's financial discipline. Additionally, the Company estimates an impact of approximately R\$650 million in the 2014 EBITDA due to these transactions.

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The table below shows more details regarding these previously-announced transactions:

| <b>Pro-forma Numbers</b>                               | <b>Mobile Towers</b> | <b>Fixed Towers</b> | <b>Real Estate <sup>1</sup></b> | <b>Fixed Towers</b> | <b>GlobeNet <sup>1</sup></b> | <b>Mobile Towers</b>            | <b>TOTAL 2013</b> |
|--|----------------------|---------------------|---------------------------------|---------------------|------------------------------|---------------------------------|-------------------|
| Date of Signed Contract                                | Dec/12               | Apr/13              | Jul/13                          | Jul/13              | Jul/13                       | Dec/13                          |                   |
| Term of lease (years)                                  | 15                   | 20 - 40             |                                 | 20 - 40             | 13                           | 15                              |                   |
| Quantity   | 1,208                | 4,226               | 1                               | 2,113               |                              | 2,007                           |                   |
| Status   | OK                   | OK                  | OK                              | OK                  | OK                           | Completion expected by March/14 |                   |
| <b>Total value of the transaction (R\$ million)</b>    | <b>516</b>           | <b>1,087</b>        | <b>210</b>                      | <b>687</b>          | <b>1,779</b>                 | <b>1,525</b>                    | <b>5,288</b>      |
| <b>Impact of the sale on EBITDA (R\$ million)</b>      | <b>200</b>           | <b>n.m.</b>         | <b>173</b>                      | <b>n.m.</b>         | <b>1,497</b>                 | <b>1,340 <sup>2</sup></b>       | <b>1,670</b>      |
| <b>Operational impact in 4Q13 EBITDA (R\$ million)</b> | <b>11</b>            | <b>18</b>           | <b>0</b>                        | <b>3</b>            |                              |                                 |                   |
| <b>Operational impact in 2013 EBITDA (R\$ million)</b> | <b>45</b>            | <b>24</b>           | <b>0</b>                        | <b>3</b>            |                              |                                 | <b>72</b>         |

1 - Cash-in still pending

2 - Considering current book value

The chart above reflects the current view of management and is subject to various risks and uncertainties, including economic, regulatory and anti-trust factors. Any changes to these assumptions or factors may lead to practical results different from current expectations.

*Oi S.A. Consolidated*

| <b>Income Statement - R\$ million</b>            | <b>4Q13</b>      | <b>4Q12</b>      | <b>3Q13</b>      | <b>2013</b>      | <b>2012</b>      |
|--|------------------|------------------|------------------|------------------|------------------|
| <b>Net Operating Revenue</b>                     | <b>7,208.8</b>   | <b>7,389.9</b>   | <b>7,099.1</b>   | <b>28,422.1</b>  | <b>25,169.2</b>  |
| Operating Expenses                               | -3,713.0         | -4,874.3         | -4,960.0         | -18,839.4        | -17,181.0        |
| Cost of Services Provided                        | -1,788.0         | -1,682.9         | -1,847.9         | -7,117.5         | -5,611.2         |
| Cost of Goods Sold                               | -135.1           | -207.3           | -95.6            | -515.4           | -507.5           |
| Interconnection Costs                            | -904.6           | -1,125.5         | -906.8           | -3,965.6         | -3,914.5         |
| Selling Expenses                                 | -1,244.6         | -1,390.7         | -1,357.0         | -5,507.4         | -4,737.8         |
| General and Administrative Expenses              | -733.2           | -721.1           | -723.7           | -2,930.6         | -2,519.9         |
| Other Operating (Expenses) Revenue, net          | 1,092.5          | 253.1            | -29.1            | 1,197.0          | 109.9            |
| <b>EBITDA</b>                                    | <b>3,495.8</b>   | <b>2,515.6</b>   | <b>2,139.0</b>   | <b>9,582.7</b>   | <b>7,988.2</b>   |
| Margin %   | 48.5%            | 34.0%            | 30.1%            | 33.7%            | 31.7%            |
| Depreciation and Amortization                    | -1,083.3         | -1,006.0         | -1,091.8         | -4,278.5         | -3,228.1         |
| <b>EBIT</b>                                      | <b>2,412.5</b>   | <b>1,509.6</b>   | <b>1,047.2</b>   | <b>5,304.2</b>   | <b>4,760.1</b>   |
| Financial Expenses                               | -1,320.2         | -1,048.4         | -1,055.6         | -4,649.7         | -4,490.9         |
| Financial Income                                 | 495.5            | 315.0            | 237.5            | 1,375.2          | 2,275.4          |
| <b>Income Before Tax and Social Contribution</b> | <b>1,587.7</b>   | <b>776.2</b>     | <b>229.2</b>     | <b>2,029.8</b>   | <b>2,544.6</b>   |
| Income Tax and Social Contribution               | -405.1           | -369.5           | -56.9            | -536.8           | -759.7           |
| <b>Net Income</b>                                | <b>1,182.7</b>   | <b>406.7</b>     | <b>172.3</b>     | <b>1,493.0</b>   | <b>1,784.9</b>   |
| Margin %   | 16.4%            | 5.5%             | 2.4%             | 5.3%             | 7.1%             |
| <b>Outstanding Shares Thousand (ex-treasury)</b> | <b>1,640,028</b> | <b>1,640,028</b> | <b>1,640,028</b> | <b>1,640,028</b> | <b>1,640,028</b> |
| Earnings per share (R\$)                         | 0.7211           | 0.2480           | 0.1050           | 0.9104           | 1.0883           |

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*Oi S.A. Consolidated*

| <b>Balance Sheet - R\$ million</b>  | <b>Dec-13</b> | <b>Dec-12</b> | <b>Sep-13</b>  |
|-------------------------------------|---------------|---------------|----------------|
| <b>TOTAL ASSETS</b>                 | <b>70,096</b> | <b>69,150</b> | <b>68,711</b>  |
| Current                             | 17,687        | 21,138        | 16,758         |
| Cash and cash equivalents           | 2,425         | 4,408         | 3,130          |
| Financial investments               | 493           | 2,426         | 386            |
| Derivatives                         | 452           | 640           | 161            |
| Accounts Receivable                 | 7,097         | 7,018         | 6,984          |
| Inventories                         | 433           | 385           | 416            |
| Recoverable Taxes                   | 907           | 1,726         | 719            |
| Other Taxes                         | 1,474         | 1,557         | 1,535          |
| Assets in Escrow                    | 1,316         | 2,068         | 1,382          |
| Non-Current assets for sale         | 0             | 0             | 858            |
| Other Receivables                   | 1,776         | 0             | 0              |
| Other Current Assets                | 1,315         | 909           | 1,188          |
| Non-Current Assets                  | 52,409        | 48,012        | 51,953         |
| Long Term                           | 23,530        | 20,534        | 23,416         |
| Recoverable and Deferred Taxes      | 8,274         | 8,316         | 8,676          |
| Other Taxes                         | 891           | 738           | 969            |
| Financial investments               | 99            | 64            | 70             |
| Assets in Escrow                    | 11,051        | 9,723         | 10,815         |
| Derivatives                         | 1,621         | 349           | 1,427          |
| Financial Assets Available for Sale | 914           | 906           | 901            |
| Other                               | 679           | 439           | 558            |
| Investments                         | 174           | 180           | 178            |
| Property Plant and Equipment        | 24,786        | 23,103        | 24,293         |
| Intangible Assets                   | 3,919         | 4,196         | 4,066          |
| <b>Balance Sheet - R\$ million</b>  | <b>Dec-13</b> | <b>Dec-12</b> | <b>Sep -13</b> |
| <b>TOTAL LIABILITIES</b>            | <b>70,096</b> | <b>69,150</b> | <b>68,711</b>  |
| Current                             | 15,540        | 17,093        | 16,249         |
| Suppliers                           | 4,732         | 4,658         | 3,976          |
| Loans and Financing                 | 4,159         | 3,114         | 4,545          |
| Financial Instruments               | 410           | 310           | 731            |
| Payroll and Related Accruals        | 651           | 773           | 690            |
| Provisions                          | 1,224         | 1,569         | 1,064          |
| Pension Fund Provision              | 184           | 104           | 166            |
| Payable Taxes                       | 432           | 1,066         | 334            |
| Other Taxes                         | 2,113         | 2,248         | 2,188          |
| Dividends Payable                   | 231           | 655           | 689            |



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|  |               |               |               |
|--|---------------|---------------|---------------|
| Authorizations and Concessions Payable     | 457           | 1,059         | 506           |
| Liabilities to non-current assets for sale | 0             | 0             | 338           |
| Other Accounts Payable                     | 948           | 1,538         | 1,023         |
| <b>Non-Current Liabilities</b>             | <b>43,031</b> | <b>40,948</b> | <b>42,140</b> |
| Loans and Financing                        | 31,695        | 30,232        | 30,186        |
| Financial Instruments                      | 157           | 205           | 179           |
| Other Taxes                                | 1,747         | 2,239         | 2,515         |
| Contingency Provisions                     | 4,393         | 4,850         | 4,974         |
| Pension Fund Provision                     | 459           | 767           | 643           |
| Outstanding authorizations                 | 1,027         | 1,099         | 913           |
| Other Accounts Payable                     | 3,553         | 1,555         | 2,730         |
| <b>Shareholders Equity</b>                 | <b>11,524</b> | <b>11,109</b> | <b>10,322</b> |
| Controlling Interest                       | 11,524        | 11,109        | 10,322        |
| Minority Interest                          | 0             | 0             | 0             |

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***Please note***

The main tables in this Press Release will be available in Excel format in the Financial Information / Quarterly Reports section of the Company's website ([www.oi.com.br/ir](http://www.oi.com.br/ir)).

Definitions of the terms used in the Press Release are available in the Glossary section of the Company's website: [http://ri.oi.com.br/oi2012/web/conteudo\\_en.asp?idioma=1&conta=44&tipo=44334](http://ri.oi.com.br/oi2012/web/conteudo_en.asp?idioma=1&conta=44&tipo=44334)

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### ***Conclusion of the Sale of GlobeNet***

On December 23, 2013, Oi published a Material Fact announcing that, on December 20, 2013, it had concluded the transfer of GlobeNet to BTG Pactual YS Empreendimentos e Participações S.A.

The transaction had an impact on 4Q13 EBITDA of R\$1,497 million, after deducting the book value of the asset and the associated costs. Financial settlement took place in January 2014, following compliance with certain contractual conditions, considering the exchange rate on the settlement date.

The transaction also provided for Oi entering into a long-term supply contract to receive part of the telecommunications signal transmission capacity of GlobeNet's submarine cables, thereby guaranteeing Oi's use of this infrastructure and ensuring the continuity of its telecommunications services.

For more details, see the Material Fact:

[http://www.mzweb.com.br/oi2012/web/conteudo\\_en.asp?idioma=1&tipo=43100&conta=44&id=185983](http://www.mzweb.com.br/oi2012/web/conteudo_en.asp?idioma=1&tipo=43100&conta=44&id=185983)

### ***Transfer of 2,007 Mobile Telecommunications Towers***

On December 3, Oi published a Material Fact announcing that it had entered into an agreement with SBA Torres Brasil Ltda., through which it undertook to transfer 100% of the capital stock of one of its subsidiaries, which owns 2,007 telecommunications towers used for mobile telephony services, for a total of R\$1,525 million.

The transaction strengthens and improves the Company's financial flexibility, allowing it to extend its debt maturities, reduce financing costs and reinforce its liquidity. It also brings certain direct benefits, such as funding for the Company's investments in strategic businesses and the transfer to the purchaser of the responsibilities, costs and investments related to the operation, maintenance and expansion of the towers. At the same time, the transaction allows the Company to continue providing the Personal Mobile Service (SMP), since it also includes the leasing of space in the towers through a long-term agreement and establishes conditions for the expansion of the leased space.

Conclusion of the transaction is subject to compliance with the conditions precedent established in the agreement and is expected to occur by the end of March 2014.

For more details, see the Material Fact:

[http://www.mzweb.com.br/oi2012/web/conteudo\\_en.asp?idioma=1&tipo=43101&conta=44&id=185098](http://www.mzweb.com.br/oi2012/web/conteudo_en.asp?idioma=1&tipo=43101&conta=44&id=185098)

### ***Conclusion of the Sale of the Right to Use of Fixed Towers***

On December 3, 2013, Oi published a Notice to the Market announcing that, following approval by Anatel, it had concluded, on November 26, 2013, a transaction involving the assignment of the right of commercial exploration and use of 2,113 telecommunications towers and the respective areas where they are located to SBA Torres Brasil Ltda., without the transfer, directly or indirectly, of ownership of said telecommunications towers and areas. In exchange, Oi will receive the total amount of R\$686.725 million.

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The transaction strengthens and improves the Company's financial flexibility, allowing it to extend its debt maturities, reduce financing costs and reinforce its liquidity. It also brings certain direct benefits, such as the optimization of resources and the transfer of the assets' operating and maintenance costs to the assignee. At the same time, the transaction allows the Company to continue providing those services related to the Switched Wireline Telephony Service (STFC), given that it also involves the leasing of space in said towers and areas by the assignee in favor of the assignors and their subsidiaries, directly or indirectly, through a long-term agreement.

For more details, see the Notice to the Market:

[http://www.mzweb.com.br/oi2012/web/conteudo\\_en.asp?idioma=1&tipo=43100&conta=44&id=185018](http://www.mzweb.com.br/oi2012/web/conteudo_en.asp?idioma=1&tipo=43100&conta=44&id=185018)

### ***CADE's Approval of the Consolidation of the Activities and Businesses of Oi and Portugal Telecom***

On January 30, 2014, Oi informed to its shareholders and the market in general that the Administrative Council for Economic Defense (*Conselho Administrativo de Defesa Econômica* - CADE), the Brazilian antitrust regulator, has approved, without restrictions, the transaction subject of the material fact dated October 2, 2013, in connection with the consolidation of the activities and businesses of Oi and Portugal Telecom, SGPS, S.A. and that, on January 29, 2014, the deadline for third parties to lodge appeals against the decision or for CADE's tribunal to review the decision expired without manifestation by such parties. For this reason, the decision by CADE published on January 14, 2014 has been fully affirmed.

For more details, see the Notice to the Market:

[http://www.mzweb.com.br/oi2012/web/conteudo\\_en.asp?idioma=1&tipo=43101&conta=44&id=187414](http://www.mzweb.com.br/oi2012/web/conteudo_en.asp?idioma=1&tipo=43101&conta=44&id=187414)

### ***Incorporation of TNL PCS***

On February 1, 2014, Extraordinary General Meetings from TNL PCS (Oi's mobile operator from Regions 1 and 3) and from Oi Móvel (Oi's mobile operator from Region 2) deliberated on the incorporation of TNL PCS by Oi Móvel, thus extinguishing TNL PCS.

### ***Oi Included in the ISE for the 6th Consecutive Year***

For the sixth consecutive year, Oi was included in the BM&FBOVESPA's Corporate Sustainability Index (ISE), which became effective as of January 6, 2014.

The new portfolio, which will remain in effect until January 2, 2015, contains 51 shares from 40 companies in 18 sectors with a joint market capitalization of R\$1.14 trillion, equivalent to 47.16% of the total market cap of all the shares traded on the BM&FBOVESPA.

Oi's permanence in the ISE reflects its commitment to social responsibility and the adoption of sustainable management practices, representing a constant challenge for the Company, which has been putting enormous effort into maintaining its sustainability platform, consolidating its culture and involving its value chain with the issue, aiming to ensure a continuous improvement in its practices and strategies.

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**CVM INSTRUCTION 358, ART. 12:** Direct or indirect controlling shareholders and shareholders who elect members of the Board of Directors or the Fiscal Council, and any other individual or legal entity, or group of persons, acting as a group or representing the same interests, that attains a direct or indirect interest representing five percent (5%) or more of a type or class of shares of the capital of a publicly-held company, must notify the Securities Commission (CVM) and the Company of the fact, in accordance with the above article.

Oi recommends that its shareholders comply with the terms of article 12 of CVM Instruction 358, but it takes no responsibility for the disclosure or otherwise of acquisitions or disposals by third parties of interests corresponding to 5% or more of any type or class of its share, or of rights over those shares or other securities that it has issued.

|              | <b>Capital</b>       | <b>Treasury</b>    | <b>TmarPart</b>    | <b>TmarPart<br/>Shareholders <sup>(2)</sup></b> | <b>Free -Float</b> |
|--------------|----------------------|--------------------|--------------------|---|--------------------|
| Common       | 599.008.629          | 84.250.695         | 290.549.788        | 62.293.273                                      | 161.914.873        |
| Preferred    | 1.198.077.775        | 72.808.066         | 18.289.917         | 422.760.870                                     | 684.218.922        |
| <b>Total</b> | <b>1.797.086.404</b> | <b>157.058.761</b> | <b>308.839.705</b> | <b>485.054.143</b>                              | <b>846.133.795</b> |

Note: (1) Shareholding position as of December 31, 2013.

(2) AG Telecom, Andrade Gutierrez, BNDES, Bratel, Funcef, La Fonte Telecom, LF TEL, Petros and Previ.

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**Portuguese**

Date: Wednesday, February 19, 2014

09:00 a.m. (Brasília) / 07:00 a.m. (NY) / 12:00 p.m. (Portugal / UK)

Access: Phone: +55 (11) 3127-4971

+55 (11) 3728-5971

Code: Oi

Replay: +55 (11) 3127-4999

Available until 02/26/2014

Code: 54046124

Webcast: [Click here](#)

**English**

Date: Wednesday, February 19, 2014

11:00 a.m. (Brasília) / 09:00 a.m. (NY) / 02:00 p.m. (Portugal / UK)

Access: Phone: 1-877-317-6776 (USA)

1-412-317-6776 (other countries)

Code: Oi

Replay: 1-877-344-7529 (USA)

1-412-317-0088 (other countries)

Available until 03/02/2014

Code: 10040168

Webcast: [Click here](#)

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This report includes consolidated financial and operating data for Oi S.A. and its direct and indirect subsidiaries as of December 31, 2013. In compliance with CVM instructions, the data are presented in accordance with international financial reporting standards (IFRS).

Following approval of the corporate restructuring on February 2, 2012, the shareholders of Tele Norte Leste Participações S.A. (TNL), Coari Participações S.A. (Coari) and Telemar Norte Leste S.A. (TMAR) became shareholders of Oi S.A., TNL's and Coari's shares were extinguished and TMAR became a wholly-owned subsidiary of Oi S.A. The results presented herein refer to Oi S.A. (the remaining company and new name of Brasil Telecom S.A.) for the period ended December 31, 2013. However, in order to provide a clearer understanding of the Company's performance, we have prepared pro forma consolidated results for the year end of 2012, which are equivalent to operating figures, revenue, costs and expenses (EBITDA), and investments of TNL, as if the mergers had taken place on January 1, 2012.

Due to the seasonality of the telecom sector in its quarterly results, the Company will focus on comparing its financial results with the same period in the previous year.

This report contains projections and/or estimates of future events. The projections contained herein were compiled with due care, taking into account the current situation, based on work in progress and the corresponding estimates. The use of terms such as projects, estimates, anticipates, expects, plans, hopes and so on, is intended to indicate possible trends and forward-looking statements which, clearly, involve uncertainty and risk, so that future results that may differ from current expectations. These statements are based on various assumptions and factors, including general economic, market, industry, and operational factors. Any changes to these assumptions or factors may lead to practical results that differ from current expectations. Excessive reliance should not be placed on these statements. Forward-looking statements relate only to the date on which they are made, and the Company is not obliged to update them as new information or future developments arise. Oi takes no responsibility for transactions carried out or investment decisions taken on the basis of these projections or estimates. The financial information contained herein is unaudited and may therefore differ from the final results.

#### **Additional Information and Where to Find It:**

This communication is not an offering document and does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval in any jurisdiction in which distribution of an offering document or such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

This communication contains information related to (1) the proposed capital increase and related public offering of common shares and preferred shares by Oi, (2) the proposed merger of shares (*incorporação de ações*) between TmarPart and Oi, and (3) the proposed merger (*incorporação*) of Portugal Telecom with and into TmarPart.

Oi may file a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (the SEC) for the offering of its common shares and preferred shares to be issued in connection with its proposed capital increase. Before you invest, you should read the prospectus in that registration statement and other documents Oi has filed with the SEC for more complete information about Oi and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, Oi will arrange to send you the prospectus after filing if you request it by calling toll-free 1-855-672-2332.

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In connection with the proposed merger of shares between TmarPart and Oi and the proposed merger of Portugal Telecom with and into TmarPart, TmarPart plans to file with the SEC (1) one or more registration statements on Form F-4, containing a prospectus or prospectuses which will be mailed to shareholders of Oi and/or Portugal Telecom, as applicable (other than non-U.S. persons as defined in applicable rules of the SEC), and (2) other documents regarding this proposed merger.

**We urge investors and security holders to carefully read the relevant prospectuses and other relevant materials when they become available as they will contain important information about the proposed capital increase, proposed merger of shares and proposed merger.**

Investors and security holders will be able to obtain the documents filed with the SEC regarding the proposed mergers, when available, free of charge on the Commission's website at [www.sec.gov](http://www.sec.gov) or from TmarPart or Oi.

**Special Note Regarding Forward-Looking Statements:**

This communication contains certain forward-looking statements. Statements that are not historical facts, including statements about our beliefs and expectations, business strategies, future synergies and cost savings, future costs and future liquidity are forward-looking statements. The words will, may, should, could, anticipates, intends, be estimates, expects, plans, targets, goal and similar expressions, as they relate to TmarPart, Oi or Portugal Telecom, are intended to identify forward-looking statements and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, tendencies or expected results will actually occur. Such statements reflect the current views of management of Oi and are subject to a number of risks and uncertainties. These statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, corporate approvals, operational factors and other factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations. All forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements set forth in this paragraph. Undue reliance should not be placed on such statements. Forward-looking statements speak only as of the date they are made. Except as required under the U.S. federal securities laws and the rules and regulations of the SEC or of regulatory authorities in other applicable jurisdictions, we do not have any intention or obligation to update or to publicly announce the results of any revisions to any of the forward-looking statements to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements. You are advised, however, to consult any further disclosures TmarPart, Oi or Portugal Telecom make on related subjects in reports and communications TmarPart, Oi or Portugal Telecom file with the SEC.

**Oi Investor Relations**

|                     |                   |  |
|---------------------|-------------------|--|
| Bayard Gontijo      | 55 (21) 3131-2183 | <a href="mailto:bayard.gontijo@oi.net.br">bayard.gontijo@oi.net.br</a>           |
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| Rodrigo Faria       | 55 (21) 3131-1316 | <a href="mailto:rodrigo.faria@oi.net.br">rodrigo.faria@oi.net.br</a>             |

**SIGNATURES**

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

Date: February 18, 2014

OI S.A.

By: /s/ Bayard De Paoli Gontijo

Name: Bayard De Paoli Gontijo

Title: Chief Financial Officer