

April 10, 2012

Merger of Shares with and into Oi S.A. (formerly called Brasil Telecom S.A.)

AMENDED

Name: Tele Norte Leste Participações S.A

DR CUSIP: 879246106

Ratio: 1 : 1 (ADR:ORD)

Symbol: TNE

The Bank of New York Mellon has been advised that the shareholders of Tele Norte Leste Participações S.A. (“Tele Norte Leste”) and Oi S.A. (“Oi”) have approved a merger of the shares of Tele Norte Leste into Oi S.A. Shareholders in Brazil will receive 0.1879 common shares of Oi and 1.9262 preferred shares of Oi in exchange for 1 Preferred Share of Tele Norte Leste.

Effective **April 12, 2012**, holders of American Depositary Shares (“ADSs”) of Tele Norte Leste (CUSIP # 879246106) will be required to surrender their American Depositary Receipts (“ADRs”) for cancellation on a mandatory basis in order to receive new ADSs of Oi.

Below is a summary of the pertinent details:

Tele Norte Leste ADSs	Oi S.A. Common ADSs	Oi S.A. Preferred ADSs
CUSIP # 879246106	CUSIP # 670851104	CUSIP # 670851203
Ticker Symbol - TNE	Ticker Symbol – BTM.C	Ticker Symbol – BTM

New Oi Ticker Symbol effective **April 9, 2012**:

Ticker Symbol – OIBR.C

Ticker Symbol – OIBR

Exchange Ratio:

0.1879 Oi Common ADSs and 0.6420 Oi Preferred ADSs will be issued for each 1 ADS of Tele Norte Leste cancelled.

The New ADSs of Oi S.A. (Common and Preferred) issuable on the exchange of Tele Norte Leste ADSs are expected to begin trading on The New York Stock Exchange on or about the opening of business April 9, 2012.

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Registered holders must surrender their Tele Norte Leste ADR certificate(s) for cancellation along with a Letter of Transmittal. In accordance with the Deposit Agreements for the ADR programs, ADR holders will be subject to payment of the depositary's fees of \$0.05 per each ADS of Tele Norte Leste cancelled, \$0.05 per each ADS of Oi Common ADS and \$0.05 per each Oi Preferred ADS issued.

As a result of the merger of Tele Norte Leste into Oi S.A., please note the Amended and Restated Deposit Agreement dated as of December 29, 2008 will terminate 30 days from April 12, 2012.

Fractional Oi ADSs will not be issued. ADR holders of Tele Norte Leste entitled to fractional ADSs of Oi will receive cash in lieu of any fractional ADSs.

Tele Norte Leste ADSs received on April 11th for cancellation and delivery of Tele Norte shares in Brazil will be completed on a best efforts. The Bank of New York Mellon's books will be closed for all transactions (including transfers) of Tele Norte Leste as of close of business New York Time on April 11, 2012.

To learn more about Depositary Receipts and issuer programs, please contact our marketing desks:

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