Fleury S.A.

Quarterly Information (ITR) at September 30, 2012 and Report on Review of Quarterly Information

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Report on Review of Quarterly Information

To the Board of Directors and Shareholders
Fleury S.A.

Introduction

We have reviewed the accompanying parent company and consolidated interim accounting information of Fleury S.A., included in the Quarterly Information Form (ITR) for the quarter ended September 30, 2012, comprising the balance sheet as at that date and the statements of income for the quarter and nine-month periods then ended, and the statements of changes in equity and cash flows for the nine-month period then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of the parent company interim accounting information in accordance with the accounting standard CPC 21, Interim Financial Reporting, of the Brazilian Accounting Pronouncements Committee (CPC), and of the consolidated interim accounting information in accordance with CPC 21 and International Accounting Standard (IAS) 34 - Interim Financial Reporting issued by the International Accounting Standards Board (IASB), as well as the presentation of this information in accordance with the standards issued by the Brazilian Securities Commission (CVM), applicable to the preparation of the Quarterly Information (ITR). Our responsibility is to express a conclusion on this interim accounting information based on our review.

Scope of review

We conducted our review in accordance with Brazilian and International Standards on Reviews of Interim Financial Information (NBC TR 2410 – Review of Interim Financial Information Performed by the Independent Auditor of the Entity and ISRE 2410 – Review of Interim Financial Information Performed by the Independent Auditor of the Entity, respectively). A review of interim information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Brazilian and International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion on the parent company interim information

Based on our review, nothing has come to our attention that causes us to believe that the accompanying parent company interim accounting information included in the quarterly information referred to above has not been prepared, in all material respects, in accordance with CPC 21 applicable to the preparation of the Quarterly Information, and presented in accordance with the standards issued by the CVM.

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Fleury S.A.

Conclusion on the consolidated interim information

Based on our review, nothing has come to our attention that causes us to believe that the accompanying consolidated interim accounting information included in the quarterly information referred to above has not been prepared, in all material respects, in accordance with CPC 21 and IAS 34 applicable to the preparation of the Quarterly Information, and presented in accordance with the standards issued by the CVM.

Other matters

Statements of value added

We have also reviewed the parent company and consolidated statements of value added for the nine-month period ended September 30, 2012. These statements are the responsibility of the Company's management, and are required to be presented in accordance with standards issued by the CVM applicable to the preparation of Quarterly Information (ITR) and are considered supplementary information under IFRS, which do not require the presentation of the statement of value added. These statements have been submitted to the same review procedures described above and, based on our review, nothing has come to our attention that causes us to believe that they have not been prepared, in all material respects, in a manner consistent with the parent company and consolidated interim accounting information taken as a whole.

São Paulo, October 31, 2012.

PricewaterhouseCoopers
Auditores Independentes
CRC 2SP000160/O-5

Marcelo Orlando
Contador CRC 1SP217518/O-7

FLEURY S.A. AND SUBSIDIARIES

BALANCE SHEETS AS AT SEPTEMBER 30, 2012 AND DECEMBER 31, 2011
(In thousands of Brazilia reais - R$)

	Note	Parent Company		Consolidated	
Assets		**09/30/2012**	**12/31/2011**	**09/30/2012**	**12/31/2011**
Current Assets					
Cash and cash equivalents	5	236,207	481,400	238,736	486,006
Derivative financial instruments	6	12,843	434	12,843	434
Trade receivables	4.7	344,855	280,803	354,994	284,630
Inventories	8	11,582	17,065	11,613	17,651
Recoverable taxes	4.9	68,440	38,186	70,664	40,100
Prepaid expenses		4,405	2,563	4,433	2,569
Other		10,797	7,318	11,318	7,550
Total current assets		689,129	827,769	704,601	838,940
Non-current Assets					
Long-term receivables:					
Recoverable taxes	9	-	3,464	-	3,464
Related parties	21	550	-	-	-
Judicial deposits	19	10,646	7,007	16,896	13,235
Deferred income tax and social contribution	4.28	98,275	79,176	98,275	79,176
Derivative financial instruments	6	-	5,502	-	5,502
Other		8,728	10,325	8,728	10,326
Total long-term assets		118,199	105,474	123,899	111,703
Investments	10	75,898	62,901	246	251
Property and equipment	11	399,742	361,013	418,492	375,625
Intangible assets	4.12	1,482,078	1,467,808	1,529,527	1,515,418
Total non-current assets		2,075,917	1,997,196	2,072,164	2,002,997
Total Assets		2,765,046	2,824,965	2,776,765	2,841,937

	Note	Parent Company		Consolidated	
Liabilities and Equity		**09/30/2012**	**12/31/2011**	**09/30/2012**	**12/31/2011**
Current Liabilities					
Debentures	13	12,231	1,688	12,231	1,688
Borrowings and financing	14	87,502	33,025	87,736	34,427
Derivative financial instruments	6	10	70	10	70
Trade payables	15	69,870	73,096	72,154	75,441
Payroll and related taxes	16	66,500	42,463	67,643	43,000
Provision for income tax and social contribution		-	1,011	142	1,011
Taxes and contributions payable	17	30,166	24,567	33,651	27,216
Payables - business acquisitions	18	10,432	192,190	10,898	195,734
Other payables		1,126	1,446	1,126	1,446
Total current liabilities		277,837	369,556	285,591	380,033
Non-current Liabilities					
Debentures	13	450,000	451,568	450,000	451,568
Borrowings and financing	14	34,013	100,266	34,326	101,814
Deferred income tax and social contribution	28	161,003	113,565	161,003	113,565
Provision for tax, labor and civil risks	4.19	53,938	53,247	57,065	56,374
Taxes and contributions payable	17	59,381	70,166	59,626	70,593
Payables - business acquisitions	18	24,010	33,711	24,289	35,104
Related parties	21	2	-	2	-
Other		-	1,005	1	1,005
Total non-current liabilities		782,347	823,528	786,312	830,023
Equity					
Share capital	22	1,379,747	1,378,124	1,379,747	1,378,124
Capital reserve - options granted		3,199	2,561	3,199	2,561
Revaluation reserve		1,624	2,236	1,624	2,236
Legal reserve		25,169	25,169	25,169	25,169
Investment reserve		223,791	223,791	223,791	223,791
Retained earnings		71,332	-	71,332	-
Total Equity		1,704,862	1,631,881	1,704,862	1,631,881
Total Liabilities and Equity		2,765,046	2,824,965	2,776,765	2,841,937

The accompanying nores are an integral part of these financial statements.

FLEURY S.A. AND SUBSIDIARIES

INCOME STATEMENTS
FOR THE PERIODS ENDED SEPTEMBER 30, 201 2 AND SEPTEMBER 30, 2011
(In thousands of Brazilian - R$, except earnings per share)

	Note	Parent Company		Consolidated	
		01/01/2012 to 09/30/2012	01/01/2011 to 09/30/2011	01/01/2012 to 09/30/2012	01/01/2011 to 09/30/2011
Service revenue	23	**1,093,211**	**732,920**	**1,125,697**	**795,152**
Cost of services	24	(784,820)	(488,083)	(810,778)	(531,393)
Gross profit		**308,391**	**244,837**	**314,919**	**263,759**
General and administrative expenses	25	(136,842)	(121,381)	(138,931)	(132,624)
Other operating income (expenses)	26	(4,954)	(15,958)	(5,804)	(16,499)
Provision for tax, labor and civil risks	19	(3,346)	(2,729)	(3,346)	(2,713)
Share of profits (losses) of subsidiaries	10	2,242	272		-
Operating profit before finance income (costs)		**165,491**	**105,041**	**166,838**	**111,923**
Finance income	27	35,875	50,033	36,039	50,428
Finance costs	27	(82,917)	(37,075)	(83,640)	(40,737)
Finance income (costs)		**(47,042)**	**12,958**	**(47,601)**	**9,691**
Profit before income tax and social contribution		**118,449**	**117,999**	**119,237**	**121,614**
Income tax and social contribution					
Current	28	-	(23,274)	(788)	(23,481)
Deferred	28	(28,340)	(10,227)	(28,340)	(10,228)
Profit for the period		**90,109**	**84,498**	**90,109**	**87,905**
Total comprehensive income		90,109	84,498	90,109	87,905
Attributable to:					
Owners of the Company		90,109	84,498	90,109	84,498
Non-controlling interests		-	-	-	3,407
		90,109	**84,498**	**90,109**	**84,498**
Earnings per share attributable to owners of the Company					
Basic earnings per share (weighted average)	30	**0.58**	**0.64**	**0.58**	**0.64**
Diluted earnings per share (weighted average)	30	**0.58**	**0.64**	**0.58**	**0.64**

The accompanying nores are an integral part of these financial statements.

FLEURY S.A. AND SUBSIDIARIES

STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIODS ENDED SEPTEMBER 30, 2012 AND DECEMBER 31, 2011
(In thousands of Brazilian reais - R$, except earnings and dividends per share, proposed and distributed)

		Capital		Capital reserve		Earnings reserves			Equity
	Note	Share capital	Share issue costs	Options granted	Revaluation reserve	Legal reserve	Investment reserve	Retained earnings	attributable to owners of the company
Balances at December 31, 2010		854,842	(22,784)	1,196	3,142	20,137	155,270	-	1,011,803
Capital increase	22	546,066	-	-	-	-	-	-	546,066
Realization of revaluation reserve	11	-	-	-	(906)	-	-	906	-
Stock option plan	29	-	-	1,365	-	-		-	1,365
Profit for the year (R$0.64 per share)		-	-	-	-	-	-	100,647	100,647
Allocation of profit for the year:									
Interest on own capital proposed (R$0.21 per share)	22	-	-	-	-	-	-	(28,000)	(28,000)
Legal reserve	22	-	-	-	-	5,032	-	(5,032)	-
Investment reserve	22	-	-	-	-	-	68,521	(68,521)	-
Balances at December 31, 2011		1,400,908	(22,784)	2,561	2,236	25,169	223,791	-	1,631,881
Capital increase	22	1,623							1,623
Realization of revaluation reserve	11	-	-	-	(612)	-	-	612	-
Stock option plan	29	-	-	638	-	-	-	611	1,249
Profit for the period (R$0.41 per share)		-	-	-	-	-	-	90,109	90,109
Allocation of profit for the period:									-
Dividends paid in advance								(20,000)	(20,000)
Balances at September 30, 2012		1,402,531	(22,784)	3,199	1,624	25,169	223,791	71,332	1,704,862

FLEURY S.A. AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS
FOR THE PERIODS ENDED SEPTEMBER 30, 2012 AND SEPTEMBER 30, 2011
(In thousands of Brazilia reais - R$)

	Parent Company		Consolidated	
	09/30/2012	09/30/2011	09/30/2012	09/30/2011
Profit for the period	90,109	84,498	90,109	87,905
Items not affecting cash:				
Income tax and social contribution	28,340	33,501	29,128	33,709
Finance income (costs)	47,042	(12,958)	47,601	(9,691)
Depreciation and amortization	72,036	34,228	74,179	37,332
Share of profits (losses) of subsidiaries	(2,242)	(273)	-	-
Earnings before interest, taxes, depreciation and amortization	**235,285**	**138,996**	**241,017**	**149,255**
Stock option plan	1,249	928	1,249	928
Recognition (reversal) of provision for tax, labor and civil risks	3,346	5,473	3,346	5,473
Allowance for doubtful debts and disallowances	63,876	26,073	64,267	27,207
Labor provisions	19,594	24,203	19,790	24,204
Accrued trade payables	939	2,852	1,623	3,003
Other	2,608	2,939	2,608	3,471
Cash flows from operating activities before changes in assets and liabilities	**326,897**	**201,463**	**333,900**	**213,540**
Trade receivables	(126,944)	(79,772)	(133,609)	(83,173)
Inventories	5,227	(1,021)	5,782	(1,117)
Trade payables/payroll and related taxes	(8,537)	(9,448)	(9,142)	(9,724)
Changes in other assets	(34,099)	(18,794)	(29,217)	(25,970)
Changes in other liabilities	(15,633)	(17,687)	(16,003)	(23,568)
Total changes in assets and liabilities	**(179,986)**	**(126,722)**	**(182,189)**	**(143,552)**
Finance costs paid	(2,526)	(2,014)	(2,544)	(2,042)
Income tax and social contribution paid	-	(11,243)	(313)	(11,490)
Net cash provided by (used in) operating activities	**144,385**	**61,486**	**148,854**	**56,456**
Purchase of property and equipment and IT systems	(124,173)	(100,014)	(130,468)	(100,719)
Sale of property and equipment	147	105	147	105
Related parties	(5,650)	(6,020)	-	-
Acquired businesses:				
Payments	(204,199)	(475,386)	(207,613)	(478,696)
Net cash merged		5,536		28,277
Net cash used in investing activities	**(333,875)**	**(575,779)**	**(337,934)**	**(551,033)**
Changes in borrowings and debentures				
New borrowings and debentures	7,976	51,323	7,976	51,323
Settlement of borrowings and debentures	(28,260)	(20,307)	(30,790)	(20,307)
Interest paid on borrowings and debentures	(33,442)	(11,143)	(33,474)	(11,143)
Interest received on financial investments	16,400	37,310	16,475	37,327
Dividends and/or interest on own capital	(20,000)	(18,000)	(20,000)	(18,000)
Capital increase	1,623	-	1,623	-
Net cash provided by (used in) financing activities	**(55,703)**	**39,183**	**(58,190)**	**39,200**
Increase (decrease) in cash and cash equivalents	**(245,193)**	**(475,110)**	**(247,270)**	**(455,377)**
Cash and cash equivalents				
At the beginning of the period	481,400	543,336	486,006	543,451
At the end of the period	236,207	68,226	238,736	88,075
Increase (decrease) in cash and cash equivalents	**(245,193)**	**(475,110)**	**(247,270)**	**(455,376)**

The accompanying nores are an integral part of these financial statements.

FLEURY S.A. AND SUBSIDIARIES

STATEMENTS OF VALUE ADDED
FOR THE PERIODS ENDED SEPTEMBER 30, 2012 AND SEPTEMBER 30, 2011
(In thousands of Brazilia reais - R$)

	Parent Company		Consolidated	
	09/30/2012	09/30/2011	09/30/2012	09/30/2011
Revenues	**1,172,737**	**768,366**	**1,207,221**	**834,704**
Sales of goods and services	1,236,131	794,172	1,270,999	861,645
Allowance for doubtful debts and disallowances	(63,876)	(26,073)	(64,266)	(27,207)
Other revenues	482	266	488	266
Inputs purchased from third parties	**(471,500)**	**(311,551)**	**(490,609)**	**(350,851)**
Cost of goods and services sold	(359,443)	(229,529)	(375,484)	(260,594)
Materials, electric power, outside services and other	(111,754)	(81,758)	(114,818)	(89,457)
Impairment/Recovery of assets	(303)	(263)	(307)	(800)
Gross value added	**701,237**	**456,815**	**716,612**	**483,853**
Depreciation and amortization	(72,036)	(34,227)	(74,179)	(37,331)
Net value addded	**629,201**	**422,588**	**642,433**	**446,523**
Value added received through transfer	**38,117**	**50,306**	**36,039**	**50,428**
Share of profits (losses) of subsidiaries	2,242	273	-	-
Finance income	35,875	50,033	36,039	50,428
Total value added	**667,318**	**472,894**	**678,472**	**496,951**
Distribution of value added	**(667,318)**	**(472,894)**	**(678,472)**	**(496,951)**
Personnel and payroll charges	(308,020)	(209,287)	(312,966)	(223,132)
Taxes and contributions	(114,073)	(86,457)	(116,093)	(90,868)
Interest, rentals and other operating expenses	(155,116)	(92,653)	(159,304)	(95,045)
Dividends and interest on own capital	(20,000)	(18,000)	(20,000)	(18,000)
Retained earnings	(70,109)	(66,498)	(70,109)	(66,498)
Non-controlling interests in retained earnings	-	-	-	(3,407)

The accompanying nores are an integral part of these financial statements.

ANALYSIS OF RESULTS OF COMPANY FLEURY SA
3rd QUARTER 2012

(Amounts expressed in thousands of reais, unless otherwise indicated)

Revenue of services (net)

Net revenue of services grew 47%, amounting R$ 388 million in 3Q12 compared to R$ 264 million in 3Q11.

The variation between the two periods includes, among others, effects:

i. Consistent delivery of the differentiation strategy (Integrated Solutions) through our brands, exceeding expectations of current patients and institutional clients and continuously attracting new ones;

ii. Well coordinated Expansion Plan, increasing services´ offer (mainly Imaging), expanding PSCs' areas and optimizing portfolios (services and payers);

iii. Innovation in products, procedures and services, boosted by the Integrated Medical Centers;

iv. The recognition of "a +" a National Brand by customers and physicians with a unique proposition;

v. Diagnostic Operations in Hospitals, enabled by Group´s medical heritage and driven by progressive intertwining with prominent Medical Institutions;

vi. Combined approach through Preventive Medicine business lines; and

vii. Strategic acquisitions. Labs D'Or incorporated in December, 2011.

Cost of Services

The Cost of Services amounted to R$ 271 million in 3Q12, representing 70% of net revenue. A change in allocation criterion was implemented in 1Q12 and, as a result, there was reallocation of expenses related to operational depreciation and variable payments (which were previously classified as SG&A) to the Cost of Services Provided.

Based on the same criterion, the COGS in 3Q12 increased by 54% (R$ 95 million) compared to 3Q11.

Gross Profit

Gross Profit achieved R$ 117 million in 3Q12, 34% growth compared to the 3Q11 adjusted by depreciation.

As margin on net revenue, gross profit in the quarter represented 70%.

General and Administrative Expenses (SG&A)

General and administrative expenses amounted to R$ 57.6 million, representing 15% of net revenue, a 1.2% increase over 3Q11adjusted by depreciation. In both periods Marketing Campaign are considered.

Other Operating Income (Expenses), net

Other Operating Income (Expenses), net was R$ 11.5 million in 3Q11 and R$ 2.3 million in 3Q12. It's important to highlight that non-recurring receivables write-off impacted the cost in 3T11 (R$ 8 million).

Equity in subsidiaries

Equity in Subsidiaries varied from a profit of R$ 2.3 million in 3Q11 to a profit of R$ 1.2 million in 3Q12. This line is the result of accounting the operation of the Controlled "CPMA" and "Felippe Mattoso" in 2012. In 3Q12 it was also included Labs D'Or figures – this company was incorporated in December, 2011.

Finance income (costs), net

The Company records a Net Financial expense of R$ 13.0 MM in 3Q12.

The income tax and social contribution

The income tax and social contribution varied from a revenue of R$ 5.6 million in 3Q11 (Interest on Capital Payment) to an expense of R$ 16 million in 3Q12. Mainly due to the goodwill amortization, the Effective Tax Rate is 0 % in 2012.

Net Income

Net Profit growth from R$ 23.8 million in 3Q11 to R$ 26.1 million in 3Q12. Net income represents 6.7% in as margin on net revenue.

ANALYSIS OF RESULTS OF CONSOLIDADED FLEURY GROUP
3rd QUARTER 2012

(Amounts expressed in thousands of reais, unless otherwise indicated)

Financial highlights

Top line growth continues to be delivered with consistent margin and operational cash flow generation.

- **Patient Service Centers**: Gross Revenue increases by 25% YoY to R$ 373 MM. **The double-digit-organic-growth (12.2%)** has been achieved through expansions over all brands, with special mention to "a+", which is gaining share.

- **Diagnostic Operations in Hospitals**: Gross Revenue increases by 71.8% YoY to R$ 59 MM. This Business Line represents 13.2% of the Group's Revenue.

- **Preventive Medicine** - Revenue Growth of 12.8% YoY, mainly driven by Chronic Disease Management and Health Promotion programs.

Gross Profit achieves R$ 120 MM, representing 30.0% of net revenue – an improvement of 293 bps QoQ.

EBITDA reaches R$ 82 MM, 73.9% YoY growth and 20.5% margin on Net Revenue (14.7% in 3Q11). YTD figures indicate a 264bps margin improvement YoY.

EBIT (Operating Profit) grows by 102% and achieves R$ 56MM, a 14 % margin on Net Revenue.

Net Income achieves R$ 90 MM in 9M12 (R$ 26 MM in 3Q12)**.** Cash Net Income[2] increases to R$ 42 MM (10.6% of Net Revenue).

Financial Indicators (IFRS)

R$ MM	3Q12	3Q11	Δ	9M12	9M11	Δ
Gross Revenue	446.8	347.7	28.5%	1,271.0	861.6	47.5%
Net Revenue	399.9	320.1	24.9%	1,125.7	795.2	41.6%
Gross Profit (adjusted criterion)*	119.9	105.9	13.3%	314.9	263.8	19.4%
EBITDA	81.9	47.1	73.9%	241.0	149.3	61.5%
Net Income	26.1	27.2	-4.0%	90.1	87.9	2.5%
Number of Shares (million)	156.3	131.3		156.3	131.3	
Number of Shares diluted (million)	156.3	131.4		156.3	131.4	
Gross Margin % (adjusted criterion)*	30.0%	33.1%	-309 bps	28.0%	33.2%	-520 bps
EBITDA Margin %	20.5%	14.7%	577 bps	21.4%	18.8%	264 bps
Effective Tax Rate	-0.7%	-0.6%	-5 bps	-0.7%	-19.3%	1865 bps
Net Income Margin	6.5%	8.5%	-197 bps	8.0%	11.1%	-305 bps

P/E (LTM)	35.7	25.6
EV/EBITDA (LTM)	13.9	15.4
ROE (LTM)	6.2%	7.1%
Adjusted ROE (LTM)	7.7%	8.4%
ROIC (LTM)	6.4%	7.7%
Adjusted ROIC (LTM)	9.4%	10.0%

* Change in allocation criterion: As from 1Q12 on, Operational Depreciation is allocated as Cost of Services Provided rather than SG&A.
P/E = [(Last Price) x (number of shares)] / (Net Income LTM)
EV/EBITDA = [(Last Price) x (number of shares) + (Non-Current Debentures, Borrowings and Financings)–(Cash and Equivalents)] / (EBITDA LTM)
ROE = (Net Income LTM) / (Equity)
Adjusted ROE = [(Net Income LTM) – (Deferred Income Tax) / (Equity)
ROIC = (NOPAT LTM) / (Average Invested Capital), considering [tax = 34%] and [Invested Capital = (Equity)+(Net Debt)]
Adjusted ROIC = (NOPAT LTM) / (Average Invested Capital), considering [effective tax] and [Invested Capital = (Equity)+(Net Debt)]

Operational highlights

On **July 31st**, a payment of R$ 20 million (R$ 0.13 per share) was announced as Anticipated Distribution of Dividends.

On **August 23rd**, the Company held the second edition of Fleury Investors Day at its headquarters. The event was attended by 107 analysts and investors. The presentations are available on the IR Website.

On **August 29th**, Mr. João Patah was appointed by the Board of Directors as the new Company's IRO. Also, as from this date, Mr. Celso Marciniuk has been in charge of the Company's financial and legal management. Additionally, the business division was split and now it is composed by three executive directors dedicated for "Fleury", "other brands" and "B2B" (Operations in Hospitals, Reference Laboratory and Preventive Medicine).

On **September 22nd**, an important step of Labs integration was concluded: the call-center unification. Improvements in the level of service and synergy gains are expected with this movement.

On **September 28th**, Grupo Fleury announced the acquisition of Grupo Papaiz, a specialized company in dental diagnostics. The deal was carried in partnership with Clidec (Odontoprev) and shall be submitted to Brazil's antitrust authority (CADE).

Economic Scenario and Sector

Macroeconomics

- The GDP estimated growth continues to be reduced as consequence of the economic slowdown. Current projections indicate a real growth of 1.5% in 2012 and 4.0% in 2013. Interest rate cuts and tax benefits were announced by the government as initiatives to reaccelerate the activity.

- The Brazilian Interest Rate (Selic) was reduced to 7.25% on August 29th.

- The Brazilian Consumer Price Index (IPCA) was 3.8% in 9M12 and 5.3% LTM. The market expects a rate of 5.4% both in 2012 and 2013.

Employment

In 9M12, 1.57 million new formal jobs were created (+4.15% over the end of 2011). Despite the tendency of growth, 3Q12 data indicate a slowdown in job creation (-29.3% net new formal jobs when compared to 3Q11).

In the macroeconomic regions where the Group is present, net jobs created in the nine months of 2012 and growths over the end of 2011 are as follows:

São Paulo (city):	170 thousand (+2.6%)
Rio de Janeiro (city):	102 thousand (+3.8%)
Recife:	33 thousand (+3.9%)
Porto Alegre:	36 thousand (+3.1%)
Curitiba:	34 thousand (+3.4%)
Salvador:	13 thousand (+1.4%)
Federal District:	15 thousand (+2.1%)

Sector

- A new sales suspension over the next three months was announced by ANS (Brazilian Health Regulator) regarding quality improvements in the sector. The current list is composed by 301 plans from 38 HMOs.

- In accordance with a survey conducted by IBGE, healthcare expenses have increased over the years in the Brazilians share of wallet. Considering Southeast region, this share grew from 7.5% in 2002-2003 to 7.9% in 2008-2009.

- Medical equipment industry was included in the government program to reduce payroll taxes. Such benefit aims to (i) increase the competitiveness of strategic industries; (ii) accelerate jobs formalization; and (iii) minimize the tax differences between the national and foreign products.

- A medical strike against some HMOs in 19 states was announced in October.

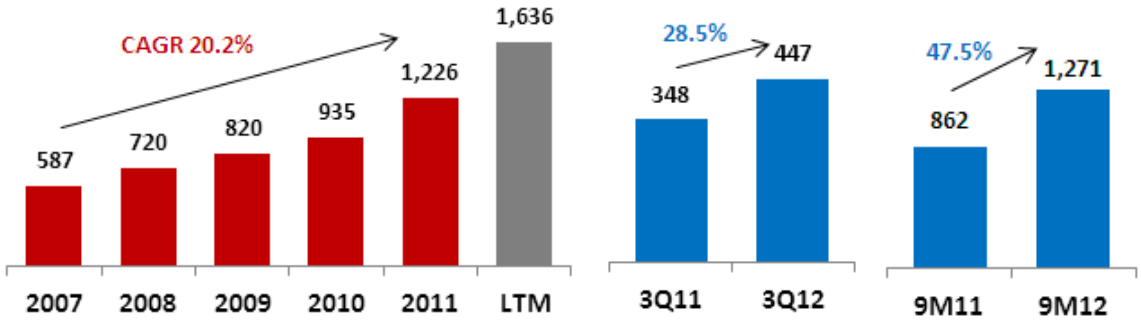
- Economic slowdown and lower jobs creation have affected the healthcare sector growth. In accordance with ANS's figures the increase of health beneficiaries in 1H12 decelerated to 5.25% YoY (from 12.19% in 1H11), indicating positive correlation with GDP growth, which varied from 3.76% to 0.62% in these periods.

Financial Performance

Gross Revenue

Gross Revenue grows by 28.5% YoY to R$ 447 MM. Organic Growth achieves 10.4% in the Quarter and 13.8% YTD. It is the ninth consecutive quarter that Grupo Fleury reports a double-digit-organic-growth.

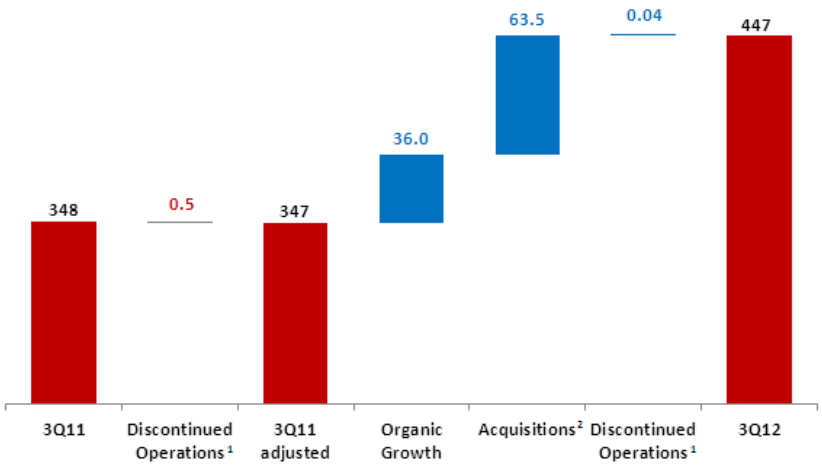
Gross Revenue (R$ MM)



The main drivers of our growth are mentioned below:

- Consistent delivery of the differentiation strategy through our brands portfolio, which includes (i) close relationship with customers, (ii) offer of integrated solutions, (iii) diversification of services, and (iv) best practices of Corporate Governance.
- Well-coordinated Expansion Plan, increasing services offer (mainly Imaging), expanding PSCs' areas and optimizing portfolios (services and payers).
- Innovation in products, procedures and services, boosted by the Integrated Medical Centers.
- The "a+" differentiated proposal in the B/C plans segment and its good acceptance by physicians, clients and HMOs throughout the country - allowing the brand to gain share and offset the sector slowdown.
- Diagnostic Operations in Hospitals, enabled by Group´s medical heritage and driven by progressive intertwining with prominent Medical Institutions.
- Combined approach through Preventive Medicine business lines, and
- Strategic acquisitions.

Gross Revenue Growth Breakdown (R$ MM)



1 - Discontinued operations: Clinical Trials
2 – Acquisitions: Labs D'Or

Historical Growth Evolution (Gross Revenue)

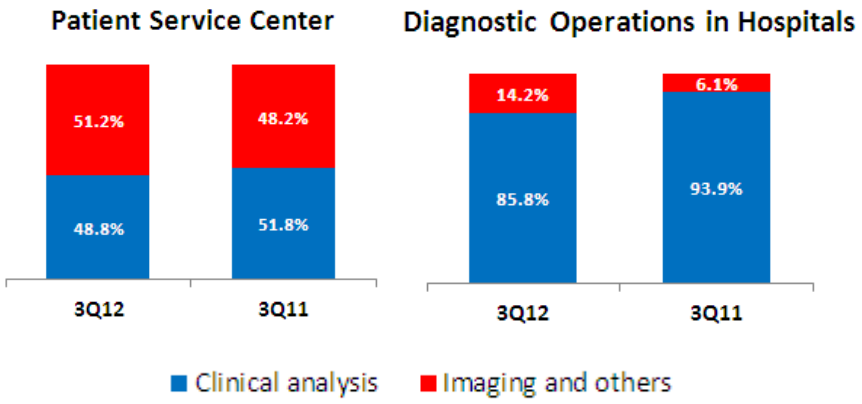
In 3Q12, the allocation criterion between Business Lines was changed. As a result, some operations previously allocated as "PSCs" are now included in "Diagnostic Operations in Hospitals". The historical data were also changed to reflect this movement.

	1Q11	2Q11	3Q11	4Q11	1Q12	2Q12	3Q12
PSC - Total	**9.7%**	**11.4%**	**43.4%**	**60.6%**	**61.5%**	**59.2%**	**25.0%**
PSC - Organic	9.7%	10.2%	11.7%	13.5%	19.7%	15.1%	12.2%
Diag Operations in Hospitals - Total	**62.9%**	**38.1%**	**33.2%**	**56.4%**	**90.1%**	**83.1%**	**71.8%**
Diag Operations in Hospitals - Organic	52.4%	38.1%	33.2%	28.2%	17.8%	3.2%	-2.4%
Reference Laboratory - Total	**-7.0%**	**-16.2%**	**-9.8%**	**-4.2%**	**-17.7%**	**3.6%**	**-9.7%**
Reference Laboratory - Organic	-0.4%	-6.9%	-4.1%	1.8%	-8.2%	9.1%	-4.8%
Preventive Medicine - Total	**30.9%**	**23.7%**	**24.2%**	**23.8%**	**32.6%**	**16.4%**	**12.8%**
Preventive Medicine - Organic	30.9%	23.7%	24.2%	23.8%	32.6%	16.4%	12.8%
Group - Total	**13.6%**	**13.1%**	**39.9%**	**56.8%**	**61.4%**	**59.4%**	**28.5%**
Group - Organic	13.3%	12.6%	13.7%	14.9%	18.7%	13.3%	10.4%

	2010	2011	9M12
PSC - Total	**13.3%**	**31.5%**	**45.7%**
PSC - Organic	6.9%	11.3%	15.2%
Diag Operations in Hospitals - Total	**48.4%**	**46.6%**	**81.1%**
Diag Operations in Hospitals - Organic	26.3%	36.7%	5.6%
Reference Laboratory - Total	**-14.4%**	**-9.5%**	**-8.2%**
Reference Laboratory - Organic	-6.4%	-2.5%	-1.4%
Preventive Medicine - Total	**-7.8%**	**25.3%**	**19.6%**
Preventive Medicine - Organic	48.0%	25.3%	19.6%
Group - Total	**13.9%**	**31.2%**	**47.5%**
Group - Organic	9.2%	13.6%	13.8%

The participation of Imaging Diagnostics increases, as a result of recent acquisitions and organic investment in equipment, mainly in "a+".

Gross Revenue Breakdown by Type of Test (%)



In 3Q12, Group's Revenue by Source is as follow:

- MCOs and HMOs: 73%
- Individuals: 10%
- Hospitals, other Laboratories and Companies: 17%

Business Lines Performance

	3Q12		3Q11		
	R$ MM	%	R$ MM	%	△
Patient Service Centers	**372.7**	**83.4%**	**298.2**	**85.8%**	**25.0%**
Operations in Hospitals	**59.1**	**13.2%**	**34.4**	**9.9%**	**71.8%**
Reference Laboratory	**7.8**	**1.7%**	**8.7**	**2.5%**	**-9.7%**
Preventive Medicine	**7.2**	**1.6%**	**6.4**	**1.8%**	**12.8%**
Total Gross Revenue	**446.8**	**100.0%**	**347.7**	**100.0%**	**28.5%**

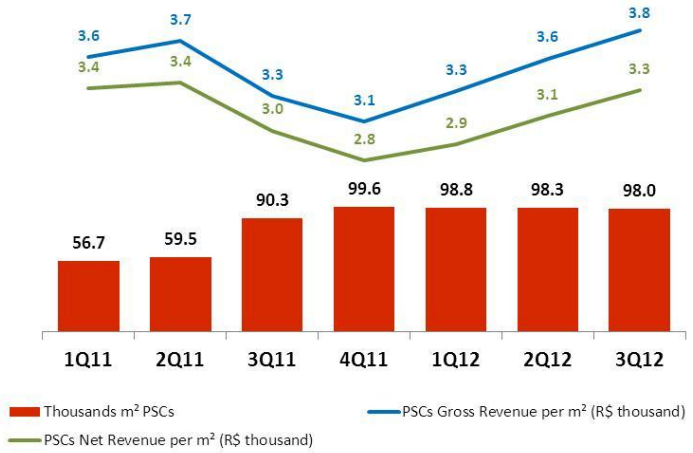
Patient Service Centers

PSCs Revenue increases by 25% YoY, adding up to R$ 373 MM as a result of Fleury sustainable growth aligned with "a+" strong recognition (both by patients and physicians) and complemented by Labs D'Or acquisitions. Organic growth achieves 12.2%.

"*Same store sales*" growth (which only considers PSCs operating during the comparison period) is 8.7% in the quarter.

Assets usage, which can be measured by the indicator Revenue per square meter, achieves the highest level since the Labs D'Or acquisition and services expansion.

PSCs Assets Efficiency
(The figures consider the change in the allocation criterion, as previously noted)



Integrated Medicine

It includes Diagnostic Operations in Hospitals, Reference Laboratory and Preventive Medicine and grows by 49.9% in the quarter, adding up to R$ 74.1 MM (16.6% of Group's Revenue), as detailed below:

1. Diagnostic Operations in Hospitals

Gross Revenue reaches R$ 59.1 MM in the quarter, an increase of 72% over 3Q11. This business line represents 13.2% of Group's Revenue. Excluding acquisitions and cancelled contracts (Same Hospitals Sales - SHS), growth is 5.7%.

Intrinsic features of Hospitals environment, as close relationship with medical community, unique range of exams and diagnostic solutions, precise and fast delivery of integrated diagnostics are undisputed differentiation factors. Growth components:

- Increasing demand at the prominent Medical Institutions where Grupo Fleury is already responsible for diagnostic operations. The growing demand for qualified services and the expansion plans announced by Hospitals bring good perspectives for this business line.

- Performing a vast portfolio of exams, including imaging services in Oswaldo Cruz and São Luiz Hospitals.

2. Reference Laboratory

Through this Business Line, the Company provides diagnostic solutions to Hospitals and other laboratories nationwide, focusing in medium and high complexity exams.

Gross Revenue reaches R$ 7.8 MM in 3Q12 and represents 1.7% of the Group's Revenue. 9.7% decrease YoY in this Business Line was caused by ANVISA's strike, normalized in September.

3. Preventive Medicine

This business line encompasses Health Assessment, Health Promotion and Chronic Disease Management.

- Health Assessment Revenue grows by 10.5% to R$ 4.4 MM.

- Health Promotion Revenue is R$ 1.3 MM in the quarter, a 13.1% increase YoY.

- The Chronic Disease Management service increases by 19.6% and achieves gross revenue of R$ 1.5 MM. It is important to highlight that this service has delivered return on investment in less than one year for clients (HMOs/MCOs/Companies), allied with improvements in quality of life for the beneficiaries.

Revenue's Tax and Cancellations

Revenue's Tax Rate is stable at 6.2% and Cancellations amounts to R$ 19 MM (4.3% of Gross Revenues).

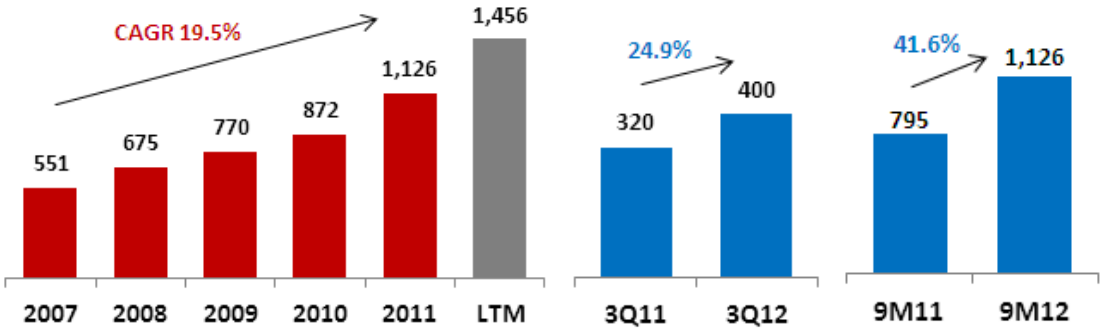
With no discretionary terms and under the company's policy for past due accounts, the provision coverage for receivables due to more than 120 days achieves 60% (compared to 48% at the end of 2011). Additionally, the accounts due to over 120 days represent 22% of the total receivables (27% at the end of 2011).

The provisions can be reverted if a payment related to receivables due to more than 120 days is identified.

Net Revenue

Net Revenue amounts to R$ 400 MM, a 24.9% increase YoY.

Net Revenue (R$ MM)



As a consequence of the gross revenue growth and tax-cancellations deductions, the revenue breakdown by Business Lines is as follows:

Net Revenue breakdown

	3Q12		3Q11		
	R$ MM	%	R$ MM	%	△
Patient Service Centers	**327.5**	**81.9%**	**274.2**	**85.7%**	**19.4%**
Operações em Hospitais	**59.3**	**14.8%**	**31.8**	**9.9%**	**86.4%**
Laboratório de Referência	**7.0**	**1.7%**	**8.1**	**2.5%**	**-13.9%**
Medicina Preventiva	**6.2**	**1.6%**	**6.0**	**1.9%**	**4.0%**
Receita Líquida Total	**399.9**	**100.0%**	**320.1**	**100.0%**	**24.9%**

Cost of Services

Cost of Services includes personnel remuneration, cost of medical services and materials, reagents, equipment and installation maintenance and depreciation, rental fees and general expenses with facilities, incurred by the Group in PSCs, Hospitals and Technical areas, as well as expenses to provide Customer Services (e.g.: Call Center costs).

As of 1Q12, depreciation costs related to Clinical Analysis and Imaging operations are allocated as Cost of Services - 2011 figures have been adjusted in this report for comparison purposes.

Overall, Cost of Services Provided amounts to R$ 280 MM, representing 70.0% of Net Revenue an improvement of 293bps over 2Q12 (66.9% in 3Q11). Please find below some relevant disclosures about this 309 bps variation:

- **Personnel and Medical Services** are the Group's main cost, reflecting our highly qualified professionals (which included 1,592 physicians). It represents 35.5% of net revenues, 336 bps higher than 3Q11 mainly due to the consolidation of Labs D'Or figures. The concept of "one-stop-shop" is not yet fully implemented in Labs operations and, therefore, the cost structure is not as efficient as the rest of the Group.

- **Materials and Outsourcing** cost reduced by 47 basis points compared to 3Q11 and accounts for 10.6% of Net Revenue. Efficiency gains in the technical areas and negotiations with suppliers drive this improvement.

- **General Services, Rents and Utilities** represent 12.6% of Net Revenue in 3Q12.

- **General Expenses**, which include mainly equipment and facilities maintenance, IT front-office systems and call center expenses, represent 7.0% of Net Revenues in the Quarter.

- **Depreciation and Amortization** account for 4.4% of Net Revenue in 3Q12 and 4.7% in 9M12, 106 bps higher than 9M11 as a result of Labs D'Or's mix of services, which is more concentrated in imaging services, as well as Capex destined to organic growth.

	3Q12		3Q11		9M12	9M11
	R$ thousand	% Net Revenues	R$ thousand	% Net Revenues	% Net Revenues	
Personnel and medical services	141,972	35.5%	102,875	32.1%	35.9%	31.1%
Materials and outsourcing	42,255	10.6%	35,319	11.0%	11.0%	11.3%
General services, rent and utilities	50,333	12.6%	39,431	12.3%	12.9%	13.0%
General expenses	27,894	7.0%	22,150	6.9%	7.6%	7.8%
Depreciation and Amortization	17,521	4.4%	14,436	4.5%	4.7%	3.6%
Cost of Services	279,975	70.0%	214,212	66.9%	72.0%	66.8%

Gross Profit

As mentioned in previous quarters, Labs D´Or operations were oriented towards higher dispersion of Imaging PSCs, which have determined lower cost efficiency when compared to the Company´s historical preference for the "one-stop-shop" concept. This impact in Gross Margin is compensated by lower expenses in SG&A as % of Net Revenue.

Gross profit increases by 13.3% YoY to R$ 120 MM, the highest value in the Company's history, accounting for 30.0% of Net Revenue. This represents an increase of 293 bps QoQ.

In 9M12, gross profit achieves R$ 315 MM, a 19.4% increase YoY, and represents 28.0% of Net Revenue.

Operating Expenses

As previously mentioned, the change in allocation criterion resulted in reclassification of Operational Depreciation to Cost of Services Provided. Normalizing the allocation criterion for 3Q11, there was a 842 bps dilution YoY in Operating Expenses as shown below:

	3Q12		3Q11		9M12	9M11
	R$ thousand	% Net Revenues	R$ thousand	% Net Revenues	% Net Revenues	
General and Administrative (Excl. Depreciation)	50,433	12.6%	61,466	19.2%	10.4%	15.6%
Depreciation and Amortization	8,333	2.1%	4,878	1.5%	1.9%	1.1%
Other Operating Income (Expenses), net	2,243	0.6%	11,986	3.7%	0.5%	2.1%
Provision for Contingency	2,840	0.7%	-271	-0.1%	0.3%	0.3%
Operating Expenses	63,849	16.0%	78,060	24.4%	13.2%	19.1%

- **General and Administrative Expenses (exc. Depreciation)** amounts to R$ 50.4 MM, 12.6% of Net Revenue. *Promotions and Events* add R$ 12 MM in the Quarter – the same amount reported in 3Q11 mainly due to "a+" Marketing Campaign in these periods. Also, in 3Q11, R$ 8 MM was reported as non-recurring fees related to Labs D'Or acquisition.

- **Depreciation and Amortization** increase to R$ 8.3 MM because of the amortization of Rede D'Or Hospitals' contracts (R$ 3.9 MM per quarter).

- **Other Operating Income (Expenses), net** represents 0.6% of Net Revenues. A net impact of R$ 8 MM was registered in 3Q11 as receivables write-off.

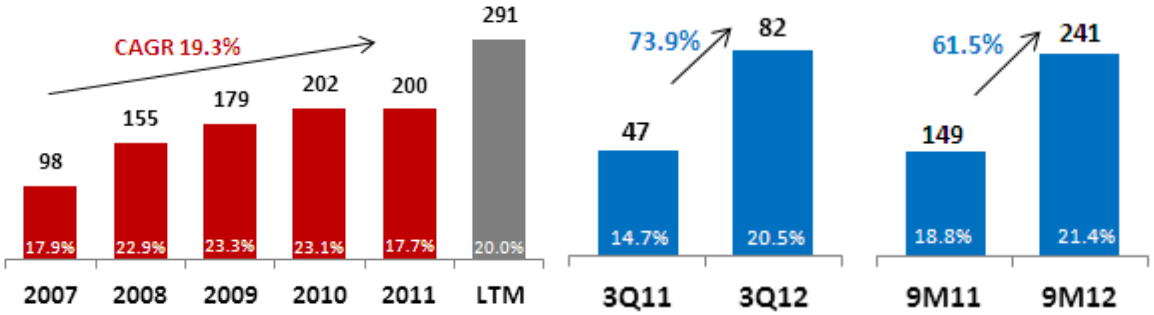
- **Provision for Contingency** amounts to R$ 2.8 million (0.7% of Net Revenues).

EBITDA

Including marketing and pre-operational expenses, EBITDA reaches R$ 81.9 MM, a 73.9% increase compared to 3Q11, representing 20.5% of Net Revenues

Margin has been stable YoY if we consider an impact of 563 bps in 3Q11 of non-recurring items related to receivables write-offs (cash recovery efforts) and Labs acquisition fees.

EBITDA (R$ MM)

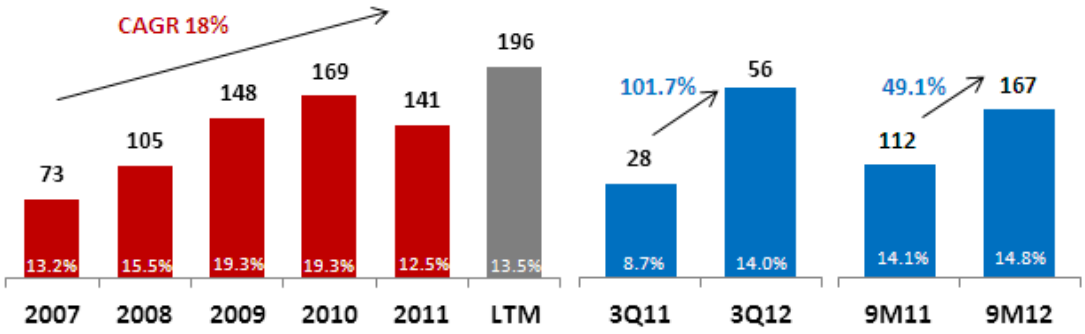


	3Q12		3Q11			9M12	9M11	
	R$ million	% Net Revenues	R$ million	% Net Revenues	△	% Net Revenues		△
Net Income	26.1	6.5%	27.2	8.5%	-197 bps	8.0%	11.1%	-305 bps
Financial Result	13.4	3.4%	6.0	1.9%	148 bps	4.2%	-1.2%	545 bps
Depreciation and Amortization	25.9	6.5%	19.3	6.0%	43 bps	6.6%	4.7%	189 bps
Income Tax and Social Contribution	16.5	4.1%	-5.4	-1.7%	583 bps	2.6%	4.2%	-165 bps
EBITDA	81.9	20.5%	47.1	14.7%	577 bps	21.4%	18.8%	264 bps

In 9M12, EBITDA grows by 61.5% to R$ 241 MM, representing 21.4% of net revenue, 264 bps higher than 9M11. LTM figures indicate a margin of 20.0% on net revenue.

EBIT (Operating Profit)

EBIT reaches R$ 56.1 MM, a 102% increase over 3Q11, representing a 14% margin. In 9M12 EBIT grows by 49.1% to R$ 167 MM.



Financial Results

Financial net expenses reached R$ 13.4 million, compared to R$ 6.0 million in 3Q11.

R$ million	3Q12	3Q11
Financial income (expenses), net	**(13.4)**	**(6.0)**
Interest and inflation adjustment	(14.6)	(10.7)
Exchange rate change and hedge	(0.1)	(2.1)
Interest received	4.1	7.3
Bank fees and other expenses	(2.8)	(0.6)
Financial income	7.0	17.4
Financial expenses	(20.4)	(23.4)

It is important to highlight that the Company's cash position in the beginning of 3Q11 was two times higher than 3Q12, allowing the Company to receive more interests in that period. The cash was spent to acquire Labs D'Or.

In addition, Grupo Fleury issued two series of Debentures in the end 2011, amounting to R$ 450 MM. The costs of this operation are CDI + 0.94% for the First Series (R$ 150 MM which matures in 5 years) and CDI + 1.2% for the Second Series (R$ 300 MM which matures in 7 years). The remaining debts from borrowings and financing have maturities through 2017 and average interest of 7.5% per year (between 100% and 105% of CDI).

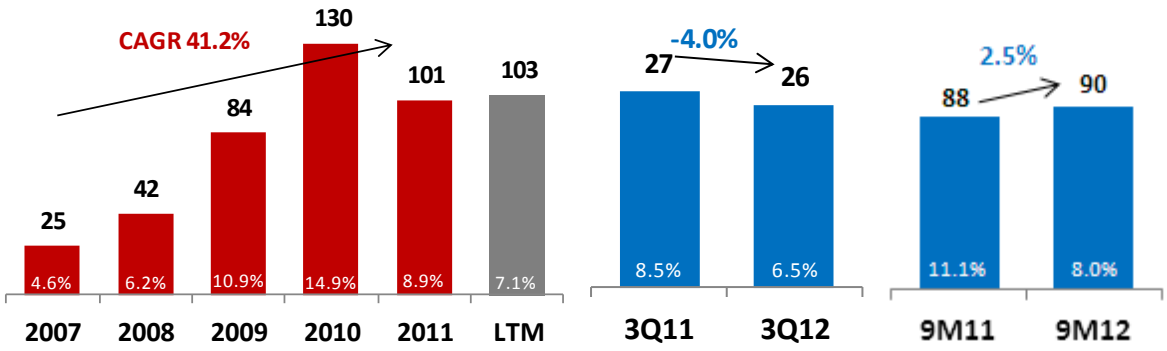
Income Tax and Social Contribution

Mainly due to the goodwill amortization, the Effective Tax Rate is 0.7% in the quarter.

Expected Amortization of Goodwill	
Period	R$ MM
2012	231
2013	221
2014	206
2015	176
2016	168
2017	161

Net Income

Net Income reaches R$ 26.1 MM, representing a 6.5% margin (R$ 0.17 EPS in 3Q12 and R$ 0.58 in 9M12). The higher financial expenses previously described offset the EBITDA margin improvements in 9M12.



Excluding deferred taxes impact (cash net income), it amounts to R$ 42.4 MM in the quarter, a 95.6% increase YoY. EPS achieves R$ 0.76 in 9M12 (+5.1% YoY) and the margin is stable around 10.5% since the beginning of the year.

Cash Flow

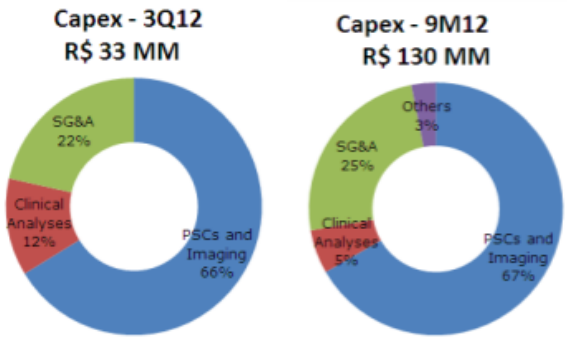
Operating activities provide cash of R$ 61.6 million in the quarter (15.4% of Net Revenue) and R$ 149 million in 9M12, an increase of 164% YoY.

	3Q12		3Q11		9M12	9M11
	R$ thousand	% Net Revenues	R$ thousand	% Net Revenues	R$ thousand	
Net Income	26,141	6.5%	27,242	8.5%	90,108	87,905
Depreciation and amortization	25,854	6.5%	19,316	6.0%	74,179	37,332
Provisions	26,087	6.5%	31,437	9.8%	85,680	54,413
Working Capital	-49,426	-12.4%	-69,906	-21.8%	-182,189	-143,552
Others	32,972	8.2%	-2,102	-0.7%	81,075	20,358
Operational Cash Flow	**61,628**	**15.4%**	**5,987**	**1.9%**	**148,853**	**56,456**
Capex	-33,016	-8.3%	-43,508	-13.6%	-130,321	-100,614
Acquisitions	-10,239	-2.6%	-425,467	-132.9%	-207,613	-450,419
Financing Activities	-15,498	-3.9%	-14,235	-4.4%	-58,190	39,200
Cash Flow	**2,875**	**0.7%**	**-477,223**	**-149.1%**	**-247,271**	**-455,377**

Investments

In 9M12 Grupo Fleury delivered new 1.3 thousand square meters, but also closed some service areas in order to continue to optimize its network and focus on efficiency in existing PSCs. Due to this process, clients of PSCs with limited mix of services are redirected to more modern structures which translates the brand attributes and improve customer intimacy. In its units, clients can find a complete portfolio of services, aligned with the concept of "one-stop-shop".

As a result, as previously showed, the assets efficiency achieves R$ 3.8 thousand per square meter, 15% higher than 3Q11.



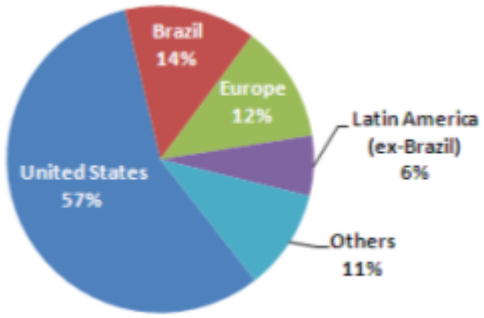
Equity

Fleury shares (BOVESPA: FLRY3) end up the 3Q12 at R$ 24.25, a 13.3% increase compared to January 1st, 2012 and growth of 8.1% LTM (Ibovespa Index increased 1.5% YTD and 25.5% LTM). ADTV (Average Daily Trade Volume) in the quarter was R$ 6.2 MM and R$ 5.1 MM LTM.

Since the IPO until September 30th, 2012, the stock price had risen 51.6%.



Free Float breakdown



Source: Fleury data, September 2012
Not considering "Integritas" (Controlling Group), "FIP" (Labs Former Owners) and "Members of these Groups".

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FLEURY S.A.

Notes to the quarterly information - ITR at September 30, 2012
(Amounts in thousands of Brazilian reais - R$, unless otherwise stated)

1. GENERAL INFORMATION

Fleury S.A. (“Fleury”, “Company” or “Parent” and, together with its subsidiaries, "Fleury Group" or “Group”), is engaged in the provision of medical diagnostic services for treatment and clinical testing areas, and may hold investments in other companies as partner or shareholder, as well as promote conditions for the development of the medical profession and foster research and studies for the scientific progress of medicine.

The Fleury Group is a publicly-held corporation with registered office in São Paulo and operates in the States of São Paulo, Rio de Janeiro, Rio Grande do Sul, Paraná, Bahia, Pernambuco and the Federal District. The Company’s shares are traded on the New Market, the highest corporate governance level of the - Brazilian Stock, Futures and Mercantile Exchange (BM&FBOVESPA).

On September 28, 2012, the subsidiary Fleury Centro de Procedimentos Médicos Avançados S.A. ("Fleury CPMA") entered into a Share Purchase Agreement for the acquisition of 51% of the capital of Papaiz Associados Diagnósticos por Imagem S/S Ltda. ("Papaiz Group").

Papaiz Group comprises units specialized in dental radiology, operating in the city of São Paulo, offering tomography, intra and extraoral radiographs, orthodontic documentation, and dental arcade models.

The acquisition is under suspensive condition until approval by the agencies of the Brazilian Antitrust System, in accordance with applicable legislation, and, accordingly, the Financial Statements and the Notes to the Financial Statements of the Fleury Group do not include the Papaiz Group.

On July 13, 2011, Fleury S.A. entered into an Investment Agreement for the acquisition of 100% of LabsCardiolab Exames Complementares S.A. (“LabsCardiolab”). LabsCardiolab is a leading provider of diagnostic medicine services in the State of Rio de Janeiro.

The merger of shares of LabsCardiolab was approved by Fleury S.A.’s shareholders at the Extraordinary Shareholders’ Meeting held on December 30, 2011.

The acquisition of the equity interest in LabsCardiolab by the Company was submitted for the appreciation of the Administrative Council of Economic Defense - CADE on August 3, 2011, pursuant to prevailing legislation (Antitrust Act No. 08012.008448/2011-13). The process is currently under analysis by the Secretariat for Economic Monitoring- SEAE. Management does not believe this acquisition represents market concentration that may threaten competition and, for this reason, expects full approval from CADE.

The Quarterly Information – ITR of the Fleury Group was approved by the Board of Directors on October 31, 2012.

2. PRESENTATION OF FINANCIAL STATEMENTS

The Quarterly Information – ITR (parent company and consolidated) is presented in thousands of reais - R$, unless otherwise stated, rounded to the closest thousand.

Parent Company Quarterly Information

The parent company quarterly information has been prepared and is presented in accordance with accounting practices adopted in Brazil, based on the provisions of the Brazilian Corporation Law, pronouncements, guidance and interpretations issued by the Accounting Pronouncements Committee (CPC) and rules and regulations of the Brazilian Securities Commission (CVM).

Consolidated Quarterly Information

The consolidated quarterly information of the Fleury Group has been prepared in accordance with the International Accounting Standard (IAS) 34, for interim reporting.

The consolidated quarterly information has been prepared in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board (IASB) and also in accordance with accounting practices adopted in Brazil fully converged with IFRS, as issued by the Accounting Pronouncements Committee (CPC) and approved by the Brazilian Securities Commission (CVM), pursuant to CVM Instruction No. 485 of September 1, 2010, and is filed with the CVM and the BM&FBOVESPA via its IPE system, under “Economic and Financial Data”.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The parent company quarterly information presents investments in subsidiaries accounted for under the equity method, in accordance with prevailing Brazilian legislation. Therefore, this parent company quarterly information is not considered as being in conformity with IFRS, which require the measurement of these investments in the parent company’s separate financial statements at their fair value or cost.

As there is no difference between (i) consolidated equity and profit attributable to owners of the Company, included in the consolidated quarterly information - ITR prepared in accordance with IFRS and accounting practices adopted in Brazil, and (ii) parent company equity and profit included in the parent company quarterly information - ITR prepared in accordance with accounting

practices adopted in Brazil, the Fleury Group elected to present its parent company and consolidated quarterly information concurrently as a single set of statements.

Basis of preparation

CPC standards require the measurement criterion used in the preparation of the quarterly information - ITR to consider either the historical cost, the net realizable value, the fair value or the recoverable amount, depending on the standard. When the CPC permits the choice between the acquisition cost and other measurement criterion, the acquisition cost is used.

In the preparation of the financial statements in accordance with CPCs, the Company's management is required to make decisions, estimates and judgments that affect the adoption of the accounting policies and the reported amounts of the balance sheet and income statement accounts. The estimates and judgments are based on historical experience and other factors considered reasonable in the circumstances, and their results are used for decision-making on the carrying amount of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries.

Subsidiaries are all entities whose financial and operating policies can be governed by the Company. Subsidiaries are fully consolidated from the date on which control is transferred to the Company and de-consolidated from the date that control ceases. Control is obtained when the Company has the power to govern an entity's financial and operating policies so as to obtain benefits from its activities.

All intra-group transactions, balances, unrealized gains and losses are eliminated in full on consolidation.

Financial assets

Financial assets are classified into the following specified categories: financial assets at fair value through profit or loss, held-to-maturity investments, available-for-sale financial assets, and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

As at September 30, 2012 and December 31, 2011, the Fleury Group held financial instruments classified in the categories "financial assets at fair value through profit or loss" and "receivables".

Receivables

Receivables are non-derivative financial assets with fixed or determinable payments and that are not quoted in an active market. The financial assets classified by the Fleury Group in the category of receivables comprise mainly cash and cash equivalents, trade and other receivables, and judicial deposits. These assets are measured at amortized cost using the effective interest method, except for short-term receivables when the recognition of interest would be at cost, less any impairment loss. Interest income is recognized by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Financial assets at fair value through profit or loss

Financial assets are classified at fair value through profit or loss when the financial asset is held for trading.

A financial asset is classified as held for trading if it has been acquired principally for the purpose of selling it in the near term; or on initial recognition it is part of a portfolio of identified financial instruments that the Fleury Group manages together and has a recent actual pattern of short-term profit-taking; or it is a derivative that is not designated and effective as a hedging instrument. Financial assets at fair value through profit or loss are stated at fair value, with any gains or losses arising on remeasurement recognized in profit or loss.

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Fleury Group's past experience of collecting payments, as well as observable changes in national or local economic conditions that correlate with default on receivables.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

Segment reporting

Information by operating segment is presented based on the operating characteristics of each segment.

Foreign currency translation

Functional currency and presentation currency

Items included in the Quarterly Information - ITR of each of the Fleury Group's companies are measured using the currency of the primary economic environment in which the company operates ("functional currency").The parent company and consolidated quarterly information – ITR is presented in Brazilian Real/Reais - R$, which is the functional currency of the Fleury Group.

Transactions and balances

Foreign currency-denominated transactions are translated into the functional currency using the exchange rates prevailing on the dates of the transactions or on the valuation date when items are remeasured.

Foreign exchange gains and losses arising from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

Cash and cash equivalents

Cash and cash equivalents include cash, bank deposits and other highly-liquid short-term investments with original maturities not exceeding three months and subject to immaterial risk of change in value. The balance is presented net in the statement of cash flows.

Trade receivables

Trade receivables are amounts receivable from customers for services provided in the normal course of business of the Fleury Group. If the collection term is equivalent to one year or less, receivables are classified in current assets. Otherwise, they are classified in non-current assets.

Trade receivables are initially recognized at fair value and are subsequently measured at amortized cost using the effective interest method, except for short-term receivables when the recognition of costs would be immaterial, less the allowance for doubtful debts (or impairment losses).

Inventories

Inventories are stated at the lower of cost and net realizable value. Costs of inventories are determined using the average cost method.

Business combination

Consolidated Quarterly Information - Consolidated ITRs:

In the consolidated quarterly information – ITR, business acquisitions are accounted for under the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by

the Fleury Group, the liabilities incurred at the acquisition date to the former owners of the acquiree, and the equity interests issued in exchange for the control of the acquiree.

Assets, liabilities and contingent liabilities of a subsidiary are measured at fair value at the acquisition date. Any excess of the acquisition cost over the fair value of the identifiable net assets acquired is recorded as goodwill. If the acquisition cost is lower than the fair value of the identifiable net assets, the difference is recorded as a gain in the income statement for the year in which the acquisition occurs. Non-controlling interests are presented as a proportion of the fair value of the identifiable assets and liabilities.

When the consideration transferred in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at the acquisition-date fair value as part of the consideration transferred in a business combination. The changes in the fair value of the contingent consideration classified as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments to goodwill. Measurement period adjustments correspond to adjustments resulting from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) related to facts and circumstances existing at the acquisition date.

The subsequent recognition of changes in the fair value of the contingent consideration not classified as measurement period adjustments depends upon the classification of the contingent consideration. The contingent consideration classified as equity is not remeasured in subsequent reporting periods and its settlement is accounted for within equity. The contingent consideration classified as asset or liability is remeasured in subsequent reporting periods, and the related gain or loss is recognized in profit or loss.

Transaction costs other than those associated with the issue of debt securities or equity interests incurred by the Fleury Group in a business combination are recognized as expenses as incurred.

Parent Company Quarterly Information - ITR

In the quarterly information, the Fleury Group applies the requirements of Technical Interpretation ICPC - 09, which requires that the excess of the acquisition cost over the Fleury Group's share of the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities at the acquisition date be recognized as goodwill. The goodwill is added to the carrying amount of the investment. Any amount of the Fleury Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities that exceeds the acquisition cost, after revaluation, is immediately recognized in profit or loss. Consideration transferred, as well as the net fair value of assets and liabilities are measured using the same criteria applicable to the consolidated financial statements previously described.

The goodwill related to an investment that was merged by the Company was reclassified from "Investments" to "Intangible assets".

Goodwill

For the purposes of impairment testing, goodwill is allocated to each of the Fleury Group's cash-generating units, or groups of cash-generating units, as long as not larger than the operating segments that are expected to benefit from the synergies of the combination.

The cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized directly in profit or loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

Property and equipment

Property and equipment items are stated at historical cost, less depreciation. Historical cost includes costs directly attributable to the acquisition of items and financing costs related to the acquisition of qualifying assets.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be reliably measured. All other repair and maintenance costs are recognized in profit or loss, when incurred.

Depreciation is recognized so as to write off the cost of assets (other than land and properties under construction) net of their residual values over their useful lives, using the straight-line method. The estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Classes of Property and Equipment	**Useful life (years)**
Buildings	60
Machinery and equipment	13
Facilities	10
Furniture and fixtures	10
Vehicles	5
IT equipment	5
Leasehold improvements	5*

** Average rental agreement periods*

The carrying amount of an asset is immediately written down to its recoverable amount if it exceeds its estimated recoverable amount.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the income statement, under "Other operating income (expenses), net".

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognized separately from goodwill are initially recognized at their fair value at the acquisition date, which is regarded as their cost. Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Derecognition of intangible assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between net disposal proceeds and the carrying amount of the asset, are recognized in profit or loss when the asset is derecognized.

Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Fleury Group reviews the carrying amount of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss: if it is not possible to estimate the recoverable amount of an individual asset, the Fleury Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, as long as the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Transactions with interests of non-controlling shareholders

The Fleury Group recognizes transactions with non-controlling interests as transactions with Fleury Group's owners. For acquisitions of non-controlling interests, the difference between the consideration transferred and the acquired portion of the carrying amount of the net assets is recorded in equity.

Financial liabilities

Non-derivative financial liabilities

Financial liabilities are recognized on the date the Fleury Group becomes a party to the contractual provisions of the instrument. The Fleury Group writes off a financial liability when its obligations specified in the contract are discharged, cancelled or expire.

Financial assets and liabilities are set off and the net amount is presented in the balance sheet, only when the Fleury Group has a legally enforceable right to set off the amounts and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

The Fleury Group has the following non-derivative financial liabilities: borrowings and financing, payables for business acquisitions, trade payables and other payables. These financial liabilities are initially recognized at fair value, plus any attributable transaction costs. After initial recognition, these financial liabilities are measured at amortized cost using the effective interest method.

Derivative financial instruments

The Fleury Group enters into derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts and cross currency swaps. Further details on derivative financial instruments are disclosed in "Financial Instruments and Financial Risk Management".

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently remeasured to the fair value at the end of each reporting period. The resulting gain or loss is recognized in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship. For the periods presented in the financial statements there were no designated hedging instruments, and no derivative financial instrument for speculative purposes was contracted.

Employee benefits

Defined contribution pension plan

Payments to the defined contribution pension plan are recognized as expense when the services that entitle the right to these payments are provided.

Share-based payment

The Fleury Group offers to its executives share-based payment plans under which it receives employee services as consideration for share options granted.

The fair value of options granted at grant date is recorded on a straight-line basis as expense for the period in which the vesting conditions are met, based on the Fleury Group's estimates of which stock options granted will be eventually acquired, with corresponding increase in equity. At the end of each year, the Fleury Group reviews its estimates of the number of equity instruments that will be acquired. The impact of the revision of the original estimates, if any, is recognized in profit or loss, so that the cumulative expense reflects the revised estimates, with the corresponding adjustment to equity, in the account "Capital Reserve - options granted" where the employee benefit is recorded.

Profit sharing

The Fleury Group provides profit sharing to its employees, based on their performance for the period. This profit sharing is recognized as a liability and a profit sharing expense.

Taxation

The income tax and social contribution expense represents the sum of current and deferred taxes.

Current taxes

The provision for income tax and social contribution is based on the taxable profit for the year. Taxable profit differs from profit as reported in the income statement because of items of income or expense that are taxable or deductible in the current or other years and items that are never taxable or deductible. The provision for income tax and social contribution is calculated individually for each Group company based on rates in effect at the end of the year.

Deferred taxes

The deferred income tax is recognized on temporary differences at the end of each year between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, including the tax losses balance, when applicable. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all temporary differences to the extent that it is probable that taxable profits will be available against which those temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination, if applicable) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates and tax laws that have been enacted or substantially enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Fleury Group expects, at the end of each reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are set off only when: (a) there is a legally enforceable right to set off the current tax asset against the current tax liability; (b) when they relate to taxes levied by the same tax authority; (c) and the Fleury Group intends to settle its current tax assets and liabilities on a net basis.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

The provisions are recognized when the Fleury Group has a present or constructive obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the obligation can be made. The provisions are quantified at the estimated amount of probable losses, considering their nature and supported by the advice of the legal counsel of the Company and its subsidiaries. The bases and nature of the provision for tax, civil, and labor risks are described in the note "Provision for Tax, Labor and Civil Risks".

Leases

Leases in which the Fleury Group does not retain substantially the risks and rewards of ownership of the asset are classified as operating leases. Operating lease payments (net of any incentives received from the lessor) are recognized on a straight-line basis over the lease term.

Leases of property and equipment items in which the Fleury Group retains substantially all risks and rewards of ownership are classified as finance leases. These are capitalized at the inception of the lease at the lower of the fair value of the leased asset and the present value of minimum lease payments. Each lease payment is allocated partly to liabilities and partly to finance charges, in order to achieve a constant rate on the outstanding debt balance. The related obligations, net of finance charges, are included as "borrowings". Interest is charged to the income statement during the lease term, to achieve a constant periodic interest rate on the remaining balance of the liability for each period. Property and equipment items purchased under finance leases are depreciated over the useful lives of the assets.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for the provision of services in the ordinary course of the Fleury Group's activities. Revenue is reduced for taxes, estimated customer returns, rebates and other similar allowances.

Services rendered

Revenue from services provided is recognized for services rendered through the end of the reporting period. At the end of the reporting period, services provided and not yet billed are recorded under "Unbilled amounts", within "Trade receivables".

The Fleury Group recognizes revenue when: (i) the amount of revenue can be reliably measured; (ii) it is probable that future economic benefits will flow to the Fleury Group; and (iii) specific

criteria have been met for each of the Fleury Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all the contingencies related to the sale have been resolved. The Fleury Group bases its estimates on historical results, taking into consideration the type of customer, type of transaction, and specifications of each sale.

Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Fleury Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Dividend income

Dividend income from investments is recognized when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Fleury Group and the amount of revenue can be measured reliably).

Distribution of dividends and interest on own capital

The distribution of dividends to the Company's shareholders is recognized as a liability in the financial statements at the end of the reporting period, based on the minimum dividend established in the Company's bylaws. Any amount above the minimum requirement is accrued at the date when it is approved by the board of directors to be submitted to the Annual Shareholders' Meeting (AGM).

The finance cost of interest on own capital is recognized in the income statement, for compliance with tax rules, and is reversed for reporting purposes.

Statement of value added

This statement is intended to evidence the wealth created by the Fleury Group and its distribution during the period and is presented, as required by Brazilian corporate law, as part of the parent company financial statements and as supplemental information to the consolidated financial statements.

The statement of value added has been prepared based on information obtained from the accounting records used as a basis for the preparation of the quarterly information – ITR and following the requirements in CPC 09 - Statement of Value Added. The first part of the statement of value added presents the wealth created by the Fleury Group, represented by revenues, inputs purchased from third parties and the value added received through transfer. The second part presents the distribution of wealth among its personnel and payroll charges, taxes and contributions, lenders and shareholders.

New and revised standards and interpretations of standards issued but not yet adopted

The following new and revised standards and interpretations were issued by the IASB but are not effective for 2012. The early adoption of these standards, even though encouraged by the IASB, was not permitted in Brazil by the CPC.

. IAS 19 *Employee Benefits* amended in June 2011. The main impacts of the amendments are as follows: (i) elimination of the corridor approach, (ii) recognition of actuarial gains and losses in other comprehensive income, if any, (iii) immediate recognition of cost of past services in profit or loss, and (iv) replacement of interest cost and the expected return on plan assets with net interest income, where the net interest is measured based on the net defined benefit asset (liability) discount rate. The Fleury Group is assessing the impact of IAS 19. The standard is effective for annual periods beginning on or after January 1, 2013.
. IFRS 9 *Financial Instruments* prescribes the classification, measurement and recognition of financial assets and liabilities. IFRS 9 was issued in November 2009 and October 2010 and replaces the sections of IAS 39 related to the classification and measurement of financial instruments. IFRS 9 requires that financial assets be classified into two categories: measured at fair value or measured at amortized cost. Measurement shall be made on initial recognition. The basis for classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. With regard to financial liabilities, this standard maintains most of the requirements of IAS 39. The main change is that in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. The Company is assessing the impact of IFRS 9. The standard is effective for annual periods beginning on or after January 1, 2013.

. IFRS 10 *Consolidated Financial Statements* builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control. The Company is assessing the impact of IFRS 10. The standard is effective for annual periods beginning on or after January 1, 2013.

. IFRS 11 *Joint Arrangements*, issued in May 2011. This standard provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form. There are two types of joint arrangement:(i) joint operations - where a joint operator has rights to the assets and obligations and hence accounts for its interest in assets, liabilities, revenue and expenses; and (ii) joint ventures - where the joint operator has rights to the net assets of the arrangement and hence equity accounts for its interest. Proportional consolidation of joint ventures will no longer be allowed. The Company is assessing the impact of IFRS 11. The standard is effective for annual periods beginning on or after January 1, 2013.

. IFRS 12 *Disclosure of Interests in Other Entities*, addresses the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off-balance sheet vehicles. The Company is assessing the impact of IFRS 12. The standard is effective for annual periods beginning on or after January 1, 2013.

. IFRS 13 *Fair Value Measurement*, issued in May 2011. The objective of IFRS 13 is to improve the consistency and reduce the complexity of fair value measurement by providing a more precise

definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRS. The requirements, which are aligned both with IFRS and US GAAP, do not increase the use of fair value but provide guidance on how to use fair value when its use is required or permitted by other IFRSs or US GAAP. The Company is still assessing the full impact of IFRS 13. The standard is effective for annual periods beginning on or after January 1, 2013.
There are no other IFRSs or IFRICs that are still not effective and that could have a material impact on the Fleury Group.

4. CONSOLIDATED FINANCIAL STATEMENTS

Selected information on the Company's subsidiaries is summarized below, as well as the Company's total (direct and indirect) interest therein:

	Acquisition date	Equity interest %	
		9/30/2012	12/31/2011
Clinica Luiz Felippe Mattoso	August 2011	100%	100%
Fleury Centro de Procedimentos Médicos Avançados ("Fleury CPMA") - SP	Incorporated in June 2003	100%	100%
LabsCardiolab Exames Complementares S.A.	August 2011	-	Merged into Fleury S.A. in December 2011
Diagnoson Ultra Sonografia e Densitometria Óssea Ltda	May 2011	-	Merged into Fleury S.A. in August 2011
DI Serviços Médicos - SP	May 2010	-	Merged into Fleury S.A. in August 2011

Corporate restructurings

Fleury's Extraordinary Shareholders' Meeting held on December 30, 2011 approved the merger of the wholly-owned subsidiary LabsCardiolab Exames Complementares S.A. ("LabsCardiolab"), based on its equity as at December 31, 2011, amounting to R$186,715.

Fleury's Extraordinary Shareholders' Meeting held on August 1, 2011 approved the merger of the wholly-owned subsidiary Diagnoson Ultra-Sonografia e Densiometria Óssea Ltda. ("Diagnoson"), based on its equity as at July 31, 2011, amounting to R$6,511.

Also on August 1, 2011, the subsidiary Fleury CPMA merged the wholly-owned subsidiary DI Serviços Médicos Associados Ltda. ("DIS"), based on its equity as at July 31, 2011, amounting to R$2,077.

The table below presents the balances merged by Fleury S.A. and Fleury CPMA, on the date of the corresponding corporate events (per table above):

	Year 2011		
	LabsCardiolab	**Diagnoson**	**DIS**
Cash and cash equivalents (merged net cash)	10,291	5,536	64
Trade receivables	101,425	612	2,473
Investments	12,016	-	-
Property and equipment and intangible assets	118,519	5,958	284
Other receivables	34,020	254	1,175
Trade payables	(5,196)	(682)	(617)
Tax liabilities	(27,522)	(1,094)	(228)
Borrowings and financing	(14,031)	(2,569)	(1,074)
Provision for tax, labor and civil risks	(26,040)	(1,284)	-
Other payables	(16,767)	(220)	-
Merged net assets	**186.715**	**6,511**	**2,077**

Business combinations

i. On August 1, 2011, the Fleury Group completed the acquisition of LabsCardiolab, which provides diagnostic imaging services in the state of Rio de Janeiro.

The analysis of recognition and preliminary measurement of assets acquired and liabilities assumed resulted in the following adjustments to the carrying amount of the acquired company:

· Assets not recognized through the business acquisition date by the acquiree - Contract with hospitals: Intangible assets – Contracts amortized over ten years: R$154,387.

· Fair value of property and equipment items:(R$33,737).

· Fair value of possible and remote contingencies:R$12,534.

· Deferred income tax liability calculated on the value of contracts:R$52,492.

· Deferred income tax asset calculated on the contingencies and property and equipment:R$15,733.

During the first quarter of 2012, the analysis of recognition and measurement of assets acquired and liabilities assumed resulted in the following adjustments to the carrying amount and allocation of goodwill:

· Fair value of trade receivables:(R$28,365).

· Fair value of recoverable taxes:(R$6,675.)
· Fair value of possible and remote contingencies:R$10,216.

· Deferred income tax asset calculated on the contingencies:R$3,473.

During the second quarter of 2012, a provision of R$7,121 was recognized for the Adjustment of the Purchase Price of LabsCardiolab, as set out in the Investment Agreement entered into on July 13, 2011.

ii. On May 31, 2011, the Fleury Group completed the acquisition of Diagnoson, which operates in Salvador, State of Bahia, providing diagnostic imaging and nuclear medicine services.

The analysis of recognition and measurement of assets acquired and liabilities assumed resulted in the following adjustments to the carrying amount of the acquired companies:

· Assets not recognized through the business acquisition date by the acquiree - DIS: Intangible assets - Trademarks and Patents, amortizable over the next 10 years: R$1,737.

· Assets not recognized through the business acquisition date by the acquiree - Diagnoson: Intangible assets - Trademarks and Patents, amortizable over the next 10 years: R$2,973.

· Fair value of property and equipment items - Diagnoson:R$870.

· Deferred income tax liability calculated on the value of trademarks and patents and goodwill on property and equipment - Diagnoson:R$1,306.

The Fleury Group used the "Relief from Royalty" method to calculate the trademark value in business combinations. The net present value of royalties applied to future revenue assumptions is considered as the brand value. Future cash flows from the brand were defined based on future profitability calculations used in the acquisition studies and discounted to present value at the discount rate used for Fleury Group's goodwill impairment testing.

The table below shows the calculation of goodwill:

	Year 2011		
	Carrying amount of acquiree	Fair value adjustment and recognition	Fair value of acquiree
Total assets	317,247	108,442	425,689
Total liabilities	108,578	77,494	186,072
Net carrying amount	208,669		
Net value of adjustments		30,948	
Net value of assets acquired and liabilities assumed			**239,617**
Cash consideration paid			457,938
Consideration payable			216,744
Consideration payable in shares			546,066
Contingent consideration			3,520
Consideration transferred			**1,224,268**
Goodwill			984,651

Through September 30, 2012 there were no business acquisitions.

Goodwill arising on acquisitions represents the expected future economic benefit of synergies arising from business combinations. The amount of goodwill expected to be deductible for tax purposes is R$1,012,756 for the business combinations in 2011.

Outside legal counsel fees and due diligence expenses related to the business combinations were included in administrative expenses in the income statement.

Recognition of goodwill in business combinations

In the first quarter of 2012 the Company obtained new information related to facts and circumstances existing at the acquisition date of LabsCardiolab. In accordance with the accounting standards applicable to Business Combination, the Company retrospectively adjusted, within the measurement period, the provisional amounts recognized at the acquisition date of LabsCardiolab. The table below shows the balance sheet accounts presented in the 2011 Annual Financial Statements compared to the balance sheet accounts presented in this Quarterly Financial Information:

	Balance sheet as at 12.31.2011 in 2011 annual financial statements		**Retrospective adjustments (Parent Company and Consolidated)**		**Balance sheet as at 12.31.2011 adjusted in 2012 quarterly information**	
	Parent Company	Consolidated	Debits	Credits	Parent Company	Consolidated
Trade receivables	309,168	312,995	-	28,365	280,803	284,630
Recoverable taxes	44,861	46,775	-	6,675	38,186	40,100
Deferred income tax and social contribution asset	75,703	75,703	3,473	-	79,176	79,176
Intangible assets	1,426,025	1,473,635	41,783	-	1,467,808	1,515,418
Total assets	2,814,749	2,831,721	45,256	35,040	2,824,965	2,841,937
Provision for tax, labor and civil risks	43,031	46,158	-	10,216	53,247	56,374
Total liabilities and equity	2,814,749	2,831,721	-	10,216	2,824,965	2,841,937

5. CASH AND CASH EQUIVALENTS

	Parent Company		Consolidated	
	9/30/2012	12/31/2011	9/30/2012	12/31/2011
Cash and banks	9,207	10,746	9,443	12,649
Short-term investments	227,000	470,654	229,293	473,357
	236,207	**481,400**	**238,736**	**486,006**

Short-term investments are readily convertible into known amounts of cash and are subject to an insignificant risk of change in value. These short-term investments refer to repurchase agreements, which consist of sale of security with the commitment, by the selling bank, to buy it back and the commitment, by the Company (purchaser), to resell it in the future. As at September 30, 2012, investments yielded an average weighted rate of 103% of CDI (interbank deposit rate) (103% of CDI at December 31, 2011).

6. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

Financial instruments, depending on their nature, may involve known or unknown risks and a potential risk assessment is important. The main market risk factors to which the Company and its subsidiaries are exposed are as follows: market risks (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. These risks are inherent to their operations and are managed through policies and internal controls.

The Company has a financial risk management policy. The oversight and monitoring of the policies in place are carried out using monthly management reports.

Market risks

Foreign exchange risk

The Company and its subsidiaries have trade receivables, borrowings and financing, and trade payables denominated in foreign currency (mainly the US dollar).The risk associated with these assets and liabilities arises from the possibility of the Company and its subsidiaries incurring losses due to fluctuations in foreign exchange rates. Liabilities exposed to this risk as at September 30, 2012 account for 0.3% of total consolidated borrowings and financing and 2.0% of total consolidated trade payables. The Company has trade receivables denominated in foreign currency that account for 0.1% of total consolidated trade receivables, which reduces its exposure to financing installments and trade payables.

The Company has derivative financial instruments to hedge against foreign exchange fluctuations on the purchase of services and borrowing and financing agreements denominated in foreign currency.

As at September 30, 2012 the Company had the following net exposure (US$1.00= 2.0306):

	US$'000 Parent Company	Consolidated
Current assets:		
Trade receivables	209	209
Liabilities:		
Borrowings and financing - current	(32,459)	(32,576)
Borrowings and financing - non-current	(1,627)	(1,781)
Trade payables	(697)	(697)
Total liabilities	(34,783)	(35,054)
Derivatives	34,862	34.862
Net exposure	**288**	**17**

For financial instruments, the Company and its subsidiaries consider as probable scenario (Scenario I) the weighted average of future exchange rates of the Brazilian Real in relation to the US dollar, obtained on the BM&FBOVESPA (Brazilian Stock, Futures and Mercantile Exchange) for the maturity of the instrument, and calculated based on the notional amount of the contract.

In compliance with the provisions of CVM Instruction 475/08, the Fleury Group prepared a sensitivity analysis, stressing Scenario I by 25% (Scenario II) and 50% (Scenario III) with foreign exchange volatility, to determine the effects on the fair value of financial instruments and financial position arising from a favorable fluctuation of foreign exchange rates.

Amounts below are net of tax effects:

				Unfavorable fluctuation - consolidated	
		Scenario I		Scenario II	Scenario III
	Maturity	(loss) gain	Risk (*)	(loss) gain	(loss) gain
				+25%	+50%
Foreign exchange rate (in R$)		2,1146		2,6432	3,1718
Trade receivables	2012	18	US$ devaluation	128	239
Trade payables	2012	(59)	US$ appreciation	(427)	(795)
Borrowings and financing	2012	(42)	US$ appreciation	(304)	(566)
Borrowings and financing	2013	(2,789)	US$ appreciation	(20,351)	(37,913)
Borrowings and financing	2014	(40)	US$ appreciation	(292)	(544)
Borrowings and financing	2015	(9)	US$ appreciation	(67)	(124)
Borrowings and financing	2016	(5)	US$ appreciation	(33)	(62)
Derivatives		2,784		22,720	39,949
Net effect		**(142)**		**1,374**	**184**

(*) Risk considering the nature of each financial instrument.

Interest rate risk

The Company and its subsidiaries have borrowings and financing denominated in local currency subject to interest rates pegged to indices such as the TJLP (Federal benchmark long-term interest) and CDI, and taxes payable bearing interest equivalent to SELIC (Central Bank's policy rate) and TJLP. The risk inherent to these liabilities arises from the possibility of fluctuations in these rates that impact cash flows. The Company and its subsidiaries have not entered into derivative contracts to hedge this risk, as they understand that the risk is mitigated by the existing assets pegged to CDI.

The sensitivity analysis of interest on borrowings and financing used as the probable scenario (Scenario I) the benchmark tax rates obtained on the BM&FBOVESPA at September 30, 2012, and Scenarios I and II take into consideration a 25% and 50% stress factor on these rates, respectively. The sensitivity analysis is as follows.

Scenarios	Scenario I	Scenario II +25%	Scenario III +50%
CDI rate (p.a.)	7.36%	9.20%	11.04%
Borrowings and financing	2,550	3,171	3,784
Debentures	175,301	211,729	247,847
Projected interest expenses (*)	**177,851**	**214,900**	**251,631**
TJLP rate (p.a.)	5.50%	6.88%	8.25%
Projected interest expenses (*)	**104**	**106**	**108**

(*) Calculated up to the end of the contract

Credit risk

Credit risk arises from the possibility of a counterparty not fulfilling its obligation in a financial instrument or agreement with the customer, which would cause financial loss. The Fleury Group is exposed to credit risk in its operating (mainly in regard to trade receivables) and financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. When there is evidence of risk of loss on these assets, the Group records provisions to adjust them to their probable realizable value.

Liquidity risk

The Fleury Group's cash flow forecast is made by the Treasury area. This area monitors rolling forecasts of the Fleury Group's liquidity requirements to ensure it has sufficient cash to meet operational needs. There is also sufficient availability in its committed credit lines at any time, to prevent the Fleury Group from exceeding its limits or violating clauses related to loans and debentures (when applicable) of any of its credit lines. This forecast takes into consideration the Fleury Group's debt financing plans, compliance with clauses, compliance with balance sheet ratio goals and, if applicable, compliance with legal or foreign regulatory requirements - for example, currency restrictions.

The surplus cash maintained by operating units, as well as the balance required for working capital management, is transferred to the Treasury area. The Treasury area invests the surplus cash in Bank Certificates of Deposit (CDB) and repurchase agreements, choosing instruments with appropriate maturities or sufficient liquidity to provide the necessary margin, as determined by the forecast cash flows. As at September 30, 2012, the Fleury Group had short-term investments classified in Cash and cash equivalents amounting to R$229,293 (R$473,357 at December 31, 2011).

The table below provides an analysis of the Fleury Group's derivative and non-derivative financial liabilities, by maturity, related to the remaining period in the balance sheet through the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows.

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
At September 30, 2012				
Debentures	12,231	-	250,000	200,000
Borrowings and financing	87,736	11,823	19,762	2,741
Derivative financial instruments	12,833	-	-	-
Trade payables	72,154	-	-	-
Payables – business acquisitions	10,898	4,421	15,952	3,916
At December 31, 2011				
Debentures	1,688	-	250,835	200,732
Borrowings and financing	34,427	84,380	16,636	798
Derivative financial instruments	364	-	5,502	-
Trade payables	75,441	-	-	-
Payables – business acquisitions	195,734	9,140	20,141	5,823

Capital risk management

The Fleury Group's objectives in managing its capital are to safeguard its ability to continue as a going concern in order to provide returns to shareholders and benefits to other stakeholders, and to maintain an optimal capital structure to reduce its cost.

To maintain or adjust the capital structure, the Fleury Group may review its dividend payment policy, return capital to shareholders or, also, issue new shares or sell assets to reduce, for example, the indebtedness level.

In line with other companies of the same sector, the Fleury Group monitors capital based on the gearing ratio. This ratio is calculated as net debt divided by total capital.Net debt is calculated as total borrowings (including debentures, current and non-current borrowings as stated in the consolidated balance sheet), less cash and cash equivalents. Total capital is calculated as the sum of equity, as stated in the consolidated balance sheet, and net debt.

The gearing ratios at September 30, 2012 and December 31, 2011 are summarized as follows:

	9/30/2012	12/31/2011
Total cash and cash equivalents	238,736	486,006
Total borrowings and leases	(122,062)	(136,241)
Total debentures	(462,231)	(453,256)
Net cash	**(345,557)**	**(103,491)**
Total equity	1,704,862	1,631,881
Total capitalization	**1,359,305**	**1,528,390**
Gearing ratio	0.25	0.07

Derivatives

The Company and its subsidiaries have internal policies for their derivative instruments which, according to Management's opinion, are appropriate to manage associated risks, as well as to ensure the correct recognition in their financial statements.

The Company and its subsidiaries do not enter into derivative transactions for speculative purposes. Derivative contracts do not include any margin guarantees.

The amounts are calculated based on models and quotations available in the market, which take into consideration current or future market conditions. These are gross amounts, before taxes.

In view of fluctuations in market rates, these amounts can suffer changes up to the maturity or early settlement of the transactions.

The fair value of these instruments at the end of the reporting period, by counterparty, classified in "Derivative financial instruments", is as follows:

Type	Notional amount (US$'000)	Currency	Counterparty	Exchange rate (average) – R$/USD	Maturity	Balance at 12/31/2011	Profit (loss) through 9/30/2012	Gain/ Settlement	Balance at 9/30/2012
NDF	1,158	US$	Itaú BBA	2,1063	4/30/2013 to 6/28/2013	(39)	(115)	150	(4)
NDF	1,550	US$	Votorantim	2,0822	1/28/2013 to 5/20/2013	-	(6)	-	(6)
NDF	-	US$	HSBC	-	-	403	(250)	(153)	-
Swap	30,922	US$	Itaú BBA	1,6170	5/13/2013	5,502	3,564	3,742	12,810
Call option	460	US$	Votorantim	2,0529	7/16/2012 to 12/03/2012	-	45	(33)	12
Call option	256	US$	Santander	2,0594	7/02/2012 to 12/17/2012	-	18	(11)	7
Call option	516	US$	Itaú BBA	2,0687	9/28/2012 to 12/28/2012	-	31	(17)	14
Total Parent company and consolidated						**5,866**	**3,287**	**3,680**	**12,833**

As at September 30, 2012, the Company has outstanding derivative positions to cover its borrowings in foreign currency and payments to suppliers in the amount of US$34,862, which present a net gain receivable of R$12,833 Parent Company and consolidated (Net gain of R$5,866 Parent Company and consolidated at December 31, 2011) recorded in the balance sheet under "Derivative financial instruments".

The Non-deliverable Forwards (NDFs) and Call Option contracts settled up to the third quarter of 2012 resulted in a cash inflow of R$64. The NDF contracts, Call Option and Swap had an impact of R$3,680 on the Company's cash.

Pursuant to CVM Instruction 475/08, for derivative financial instruments the Company and its subsidiaries consider as probable scenario (Scenario I) the future exchange rates of the Brazilian real in relation to the US dollar, obtained on the BM&FBOVESPA for the maturity of the instruments, calculated based on the notional amount of the contract.

As per CVM Instruction 475/08, the Company and its subsidiaries stressed the scenarios by 25% (Scenario II and IV) and 50% (Scenarios III and V) using as a base the probable scenario foreign exchange rates.

	Scenario I	Scenario II	Scenario III	Scenario IV	Scenario V
Exchange rate change	0%	-25%	-50%	25%	50%
US$ devaluation (rate in R$)	-	1.5859	1.0573	-	-
US$ appreciation (rate in R$)	2.1146	-	-	2.6432	3.1718

	Exchange rate change - Parent Company and Consolidated					
	Scenario I (loss) gain	Risk (1)	Scenario II (loss) gain	Scenario III (loss) gain	Scenario IV (loss) gain	Scenario V (loss) gain
Effect on Liabilities in US$	(2,944)		15,588	34,118	(21,474)	(40,004)
Financing in US$	(2,885)	US$ appreciation	15,278	33,440	(21,047)	(39,209)
Trade payables	(59)	US$ appreciation	310	678	(427)	(795)
Effect on Derivatives in US$	2,784		(15,275)	(33,218)	22,721	39,949
Swap	2,635	US$ devaluation	(13,954)	(30,543)	19,224	35,813
NDF	67	US$ devaluation	(1,286)	(2,640)	2,755	2,775
Call option	82	US$ devaluation	(35)	(35)	722	1,361
Net effect (2)	**(160)**		**313**	**900**	**1,247**	**(55)**

(1) Risk to which the Company is exposed considering the nature of each financial instrument.

(2) Changes in the net effect resulting from the contracting of derivative instruments to support imports in transit contracted in US dollars. Imports in transit are recorded as liabilities only when the product/service is received by the Company.

7. TRADE RECEIVABLES

	Parent Company		Consolidated	
	9/30/2012	12/31/2011	9/30/2012	12/31/2011
Trade notes receivable:				
Billed amounts	325,585	306,038	331,520	308,545
Unbilled services	73,987	17,485	78,475	18,965
	399,572	**323,523**	**409,995**	**327,510**
Allowance for doubtful debts and disallowances	(54,717)	(42,720)	(55,001)	(42,880)
Total trade receivables	**344,855**	**280,803**	**354,994**	**284,630**

The aging list of trade receivables is as follows:

	Parent Company		Consolidated	
	9/30/2012	12/31/2011	9/30/2012	12/31/2011
Balances not yet overdue (*)	221,288	172,371	229,373	176,092
Up to 120 days past due	86,782	61,886	88,779	61,900
121 to 360 days past due	69,396	69,367	69,734	69,382
Over 361 days past due	22,106	19,899	22,109	20,136
	399,572	**323,523**	**409,995**	**327,510**

(*) These receivables fall due within 39 days on average.

The activity in the allowance for doubtful debts and disallowances was as follows:

	Parent Company		Consolidated	
	9/30/2012	9/30/2011	9/30/2012	9/30/2011
Balance at the end of the period	(42,720)	(32,890)	(42,880)	(33,039)
Write-offs of uncollectible receivables	51,879	34,211	52,146	34,198
Additions of doubtful debts and disallowance (Notes 23 and 26)	(63,876)	(26,073)	(64,267)	(27,207)
Addition from business acquisition	-	(1,163)	-	(12,729)
Balance at the end of the period	**(54,717)**	**(25,915)**	**(55,001)**	**(37,652)**

The Company and its subsidiaries are exposed to a degree of concentration risk from the customer base. As at September 30, 2012, the four largest customers represented 39% of the total portfolio (45% as at December 31, 2011).

8. INVENTORIES

	Parent Company		Consolidated	
	9/30/2012	12/31/2011	9/30/2012	12/31/2011
Diagnosis kits	6,537	9,393	6,537	9,850
Collection and nursing material	2,601	3,832	2,626	3,862
Auxiliary lab supplies	1,864	2,785	1,865	2,785
Administrative, promotional and other supplies	580	1,055	585	1,154
	11,582	**17,065**	**11,613**	**17,651**

9. RECOVERABLE TAXES

	Parent Company		Consolidated	
	9/30/2012	12/31/2011	9/30/2012	12/31/2011
Withholding income tax (IRRF) (a)	35,936	23,226	36,204	23,796
Social contribution (CSLL) (b)	16,979	8,841	17,188	8,985
Social security contribution (INSS) (c)	5,880	1,562	5,879	1,562
Tax on revenue (COFINS) (d)	3,693	2,049	4,307	2,049
Service tax (ISS) (e)	2,171	2,264	2,328	2,401
Corporate income tax (IRPJ) (a)	1,116	2,508	1,649	2,508
Funrural (farming fund tax) (f)	1,562	1,029	1,562	2,037
Other	1,103	171	1,547	226
	68,440	**41,650**	**70,664**	**43,564**
Current	68,440	38,186	70,664	40,100
Non-current	-	3,464	-	3,464

(a) IRRF on redemption of short-term investments and services provided to health maintenance organizations and other entities.

(e) CSLL withheld on invoices related to services rendered to legal entities.

(c) INSS withheld on invoices related to services rendered mainly to hospitals.

(d) COFINS withheld on invoices related to services rendered to legal entities.

(e) ISS withheld on invoices related to services rendered to the accredited network.

(f) Funrural paid for merged companies that will be refunded through administrative proceeding in progress.

10. INVESTMENTS

	9/30/2012	12/31/2011
Investments in subsidiaries:		
Fleury CPMA		
Cost	17,800	14,742
Goodwill	1,351	1,351
	19,151	**16,093**
Felippe Mattoso		
Cost	21,955	12,011
Goodwill	34,546	34,546
	56,501	**46,557**
Total investments in subsidiaries	**75,652**	**62,650**
Other investments	246	251
Balances at September 30, 2012	**75,898**	**62,901**

The activity in the Investments accounts were as follows:

	Fleury CPMA	Felippe Mattoso	Total
Balances at December 31, 2011	16,093	46,557	62,650
Capital increase	5,100	5,660	10,760
Share of earnings (losses) of subsidiaries	(2,042)	4,284	2,242
Balances at September 30, 2012	**19,151**	**56,501**	**75,652**

Selected data on Fleury CPMA is as follows:

	9/30/2012	12/31/2011
Equity interest - %	100%	100%
Paid-up capital	64,081	58,981
Equity	17,800	14,742
Profit for the period	(2,042)	(6,443)

Selected data on Felippe Mattoso is as follows:

	9/30/2012	12/31/2011
Equity interest - %	100%	100%
Paid-up capital	6,059	400
Equity	21,955	12,011
Profit for the period	4,284	-

11. PROPERTY AND EQUIPMENT

		Parent Company			
	Average annual depreciation rate - %	9/30/2012			12/31/2011
		Cost	Accumulated depreciation	Net	Net
Machinery and equipment	8	355,730	(173,696)	182,034	156,231
Facilities	10	173,353	(38,214)	135,139	109,955
Buildings	2	28,138	(2,857)	25,281	25,873
IT equipment	20	55,835	(36,649)	19,186	20,919
Furniture and fixtures	10	44,368	(26,617)	17,751	17,403
Leasehold improvements	20	67,180	(59,257)	7,923	15,956
Land	-	11,488	-	11,488	11,488
Property and equipment under development	-	784	-	784	2,535
Other	-	1,052	(896)	156	653
		737,928	**(338,186)**	**399,742**	**361,013**

		Consolidated			
	Average annual depreciation rate - %	9/30/2012			12/31/2011
		Cost	Accumulated depreciation	Net	Net
Machinery and equipment	8	385,332	(192,153)	193,179	166,090
Facilities	10	178,751	(39,214)	139,537	111,153
Buildings	2	28,138	(2,857)	25,281	25,873
IT equipment	20	57,762	(38,063)	19,699	21,311
Furniture and fixtures	10	46,502	(27,804)	18,698	18,383
Leasehold improvements	20	72,930	(63,260)	9,670	18,012
Land	-	11,488	-	11,488	11,488
Property and equipment under development	-	784	-	784	2,585
Other	-	1,052	(896)	156	730
		782.739	**(364,247)**	**418,492**	**375,625**

Changes in property and equipment are as follows:

	Parent Company		Consolidated	
	9/30/2012	9/30/2011	9/30/2012	9/30/2011
Balance at the end of the period	361,013	173,614	375,625	179,361
Additions:				
Machinery and equipment	48,165	23,018	50,471	30,083
Facilities	38,008	44,709	41,329	45,022
IT equipment	4,451	6,027	4,557	6,239
Leasehold improvements	2,271	110	2,271	1,497
Furniture and fixtures	2,248	5,656	2,337	5,945
Other	713	1,168	1,163	1,413
Total additions	**95,856**	**80,688**	**102,128**	**90,199**
Transfers	(1,083)	-	(1,083)	-
Write-offs, net	(6,247)	(17)	(6,425)	(17)
Depreciation	(49,797)	(27,632)	(51,753)	(30,674)
Balance of merger/acquisition	-	5,774	-	74,787
Balances at the end of the period	**399,742**	**232,427**	**418,492**	**313,656**

As at September 30, 2012, the Company has balance from a revaluation step-up for machinery and equipment, less depreciation, of R$1,624 (R$2,236 as at December 31, 2011).

Leases

Lease transactions by category at September 30, 2012 are as follows:

	Average annual depreciation rate - %	Consolidated			
		9/30/2012			12/31/2011
		Cost	Accumulated depreciation	Net	Net
Machinery and equipment	10	6,855	(5,742)	1,113	27,371
IT equipment	20	-	-	-	1,902
		6,855	**(5,742)**	**1,113**	**29,273**

Leased assets were pledged as collateral for the underlying lease transactions. Depreciation of assets acquired under leases for the period ended September 30, 2012, recorded under "Cost of services", total R$514 (R$688 at September 30, 2011).

12. INTANGIBLE ASSETS

		Parent Company			
		9/30/2012			12/31/2011
	Average annual amortization rate %	Cost	Accumulated amortization	Net	Net
Goodwill on acquisitions	-	1,318,579	(44,413)	1,274,166	1,267,046
Customer contracts	10	154,387	(15,439)	138,948	150,527
Software licenses	20	97,839	(42,670)	55,169	35,739
Trademarks and patents	7	13,226	(1,981)	11,245	11,946
Franchises	-	2,550	-	2,550	2,550
		1,586,581	**(104,503)**	**1,482,078**	**1,467,808**

		Consolidated			
		9/30/2012			12/31/2011
	Average annual amortization rate %	Cost	Accumulated amortization	Net	Net
Goodwill on acquisitions	-	1,364,466	(44,413)	1,320,053	1,312,933
Customer contracts	10	154,387	(15,439)	138,948	150,527
Software licenses	20	98,816	(43,417)	55,399	35,782
Trademarks and patents	7	14,963	(2,386)	12,577	13,408
Franchises	-	2,550	-	2,550	2,550
Other	-	2,626	(2,626)	-	218
		1,637,808	**(108,281)**	**1,529,527**	**1,515,418**

Changes in intangible assets were as follows:

	Parent Company		Consolidated	
	9/30/2012	9/30/2011	9/30/2012	9/30/2011
Balance at the end of the period	1,467,808	310,775	1,515,418	324,064
Additions:				
Goodwill on acquisitions	7,121	50,230	7,121	934,461
Software licenses	28,317	14,193	28,340	14,271
Customer contracts	-	-	-	154,387
Trademarks and patents	-	2,974	-	2,974
Other	4	-	7	42
Total additions	**35,442**	**67,397**	**35,468**	**1,106,135**
Write-offs, net	(16)	(1,522)	(16)	(1,522)
Transfers	1,083	-	1,083	(61)
Balance of merger/acquisition	-	43	-	49,975
Amortization	(22,239)	(6,445)	(22,426)	(6,657)
Balances at the end of the period	**1,482,078**	**370,248**	**1,529,527**	**1,471,934**

Goodwill

Goodwill was tested for impairment at the end of the last fiscal year. During the period there were no events that would require revising its recoverable amount.

Reversal of impairment

The annual review for goodwill impairment, as required by CPCs, is conducted during the last quarter of each year. The next review will be conducted in the fourth quarter of 2012, unless an event occurs that would justify the early review of the asset impairment.

Software licenses

Software licenses refer to systems and their developments. Software licenses are intangible assets with finite useful lives, the estimated useful life of this class of assets is five years.

Trademarks and patents

Trademarks and patents refer mainly to trademarks and patents acquired in business combinations. Trademarks and patents are intangible assets with finite useful lives, the estimated useful life of this class of assets is 10 to 25 years.

13. DEBENTURES

The Company conducted its first issuance of debentures under a restricted public placement of simple, nonconvertible, unsecured debentures, in two series, which ended on December 12, 2011.

The Company raised R$450,000 under the Restricted Offering, in two series:

"First Series Debentures", totaling R$150,000, will be amortized in three annual, equal installments, payable on December 12, 2014, 2015 and 2016, and interest will accrue based on 100% of the average daily rate of extragroup, one-day interbank deposit (DI) rate, expressed as a percentage of a base year of 252 business days, plus a 0.94% spread on a base year of 252 business days, without option to early redeem or restructure.

"Second Series Debentures", totaling R$300,000, will be amortized in three annual, equal installments, payable on December 12, 2016, 2017 and 2018, and interest will accrue based on 100% of the average daily rate of extragroup, one-day interbank deposit (DI) rate, expressed as a percentage of a base year of 252 business days, plus a 1.20% spread on a base year of 252 business days, without option to early redeem or restructure.

Simple debentures	**Charges % (a)**	**Parent Company and Consolidated 9/30/2012**	**Maturity**
First Series Debentures	100% of CDI (a) + 0.94% p.a.	153,995	December 2016
Second Series Debentures	100% of CDI (a) + 1.20% p.a.	308,236	December 2018
		462,231	
Current		12,231	
Non-current		450,000	

(a) Interbank Certificates of Deposit (CDI), equivalent to 7.36% per year at September 30, 2012 and 10.87% per year at December 31, 2011.

The non-current portion at September 30, 2012 matures as follows:

Maturity	Consolidated
2013	-
2014	50,000
2015	50,000
2016	150,000
2017 and thereafter	200,000
	450,000

The debentures contain restrictive financial covenants under which the maturity of all obligations can be accelerated if the Company fails to meet the following financial ratios:(i) net financial debt-to-EBITDA (as defined below) equal to three times or less; and/or (ii) EBITDA-to-net finance cost (as defined below) equal to 1.5 times or higher, as verified by the trustee based on the quarterly information disclosed in the quarterly information - ITR and/or the statutory annual financial statements filed by the issuer with the CVM; the first ratios are calculated and verified based on the Company's financial statements for the year ended December 31, 2011.

"Net financial debt": defined as the outstanding balance of principal and interest of short- and long-term borrowings and financing with financial institutions, including capital market transactions, less cash and short-term investments, plus debts and obligations related to the acquisitions made by the issuer and/or its subsidiaries, as per the latest consolidated financial statements of the issuer filed with the CVM.

"Net finance cost": defined as the difference between consolidated gross finance cost and consolidated gross finance income for a twelve-month period, as per the latest consolidated financial statements of the issuer.

"EBITDA": defined as earnings before income tax and social contribution, finance income (cost), provisions, depreciation and amortization for a twelve-month period.

As at September 30, 2012, the Company and its subsidiaries were compliant with all financial ratios.

14. BORROWINGS AND FINANCING

	Parent Company		Consolidated	
	9/30/2012	12/31/2011	9/30/2012	12/31/2011
Current	**87,502**	**33,025**	**87,736**	**34,427**
Borrowings and financing	86,743	25,680	86,740	25,680
Finance leases	759	7,345	996	8,747
Non-current	**34,013**	**100,266**	**34,326**	**101,814**
Borrowings and financing	31,327	94,128	31,327	94,128
Finance leases	2,686	6,138	2,999	7,686
Total borrowings and leases	**121,515**	**133,291**	**122,062**	**136,241**

The carrying amounts of the Group's borrowings and finance leases are maintained in the following currencies:

	Parent Company		Consolidated	
	9/30/2012	12/31/2011	9/30/2012	12/31/2011
Real	52,300	68,398	52,297	68,398
U.S. dollar	69,215	64,893	69,765	67,843
Total borrowings	**121,515**	**133,291**	**122,062**	**136,241**

Borrowings and financing have maturities through 2017 and bear average interest of 7.5% per year (10.9% per year at December 31, 2011).

The non-current portion at September 30, 2012 matures as follows:

	Parent Company and Consolidated
2013	9,709
2014	13,720
2015	2,668
2016	2,489
2017 and thereafter	2,741
	31,327

Certain borrowings include restrictive financial covenants, such as, but not limited to:(a) pledging of collateral or liens on assets; (b) restrictions as to the change, transfer, or assignment of shareholding control, merger, takeover, or spin-off without the previous consent of the creditor; and (c) compliance with financial and liquidity ratios measured semiannually (June and December).

The Company has working capital financing from Banco Itaú totaling R$16,532 at September 30, 2012 (R$19,570 at December 31, 2011), subject to financial and liquidity ratios covenants measured semiannually (June and December) based on EBITDA equal to or higher than 0.5 times net indebtedness (borrowings and financing less cash and cash equivalents) and guarantees. As at September 30, 2012, the Company and its subsidiaries were compliant with these covenants.

The Company has working capital financing obtained under a Resolution 4131 Transaction entered into with Banco Itaú, totaling R$63,721 at September 30, 2012 (R$59,421 at December 31, 2011). This transaction matures in May 2013 and a derivative financial instrument is in place to mitigate against foreign exchange volatility (swap at 105% of CDI).

The financing from Financiadora de Estudos e Projetos - FINEP contains a clause that requires the Company to ensure the payment of any obligations derived from the contract through the issuance of a bank letter of guarantee in the amount of total financing. The letter was issued by HSBC for the total amount of R$7,098, on July 1, 2009, and generated an expense of R$170 for the period ended September 30, 2012 (R$162 for the period September June 30, 2011).

Leases are collateralized by the leased assets, mature through 2016, and bear average charges of 5.3% per year (15.8% per year at December 31, 2011).

The non-current portion at September 30, 2012 matures as follows:

	Parent Company	Consolidated
2013	1,026	1,145
2014	461	515
2015	373	416
2016	826	923
2017 and thereafter	-	-
	2,686	**2,999**

15. TRADE PAYABLES

	Parent Company		Consolidated	
	9/30/2012	12/31/2011	9/30/2012	12/31/2011
Domestic suppliers	68,455	70,442	70,739	72,787
Foreign suppliers	1,415	2,654	1,415	2,654
	69,870	**73,096**	**72,154**	**75,441**

16. PAYROLL AND RELATED TAXES

	Parent Company		Consolidated	
	9/30/2012	12/31/2011	9/30/2012	12/31/2011
Accrued vacation and 13th salary	46,964	25,281	47,764	25,675
Accrued profit sharing	8,914	7,425	9,009	7,425
Payroll taxes and other taxes payable	9,055	8,343	9,303	8,483
Payroll payable	1,567	1,414	1,567	1,417
	66,500	**42,463**	**67,643**	**43,000**

17. TAXES AND CONTRIBUTIONS PAYABLE

	Parent Company		Consolidated	
	9/30/2012	12/31/2011	9/30/2012	12/31/2011
Tax Amnesty and Refinancing Program (REFIS) - Law 11,941(a)	48,298	52,203	48,298	52,203
Service tax (ISS) in installments (b)	17,806	20,563	18,439	20,819
State VAT (ICMS) on imports (c)	16,342	15,316	16,342	15,316
Judicial deposits (ICMS) (c)	(12,877)	(11,873)	(12,877)	(11,873)
Service tax (ISS) (d)	5,282	2,900	7,722	5,271
Service tax (ISS) included in the Industry Tax Refinancing Program (Prefis) (e)	3,891	3,539	3,891	3,539
Service tax (ISS) in installments (f)	2,786	3,976	2,786	3,976
Tax on revenue (COFINS)	2,190	2,365	2,318	2,650
Social security contribution (INSS)	1,774	1,737	1,774	1,738
Withholding income tax (IRRF)	769	789	789	828
Tax on revenue (PIS)	736	543	768	527
Other	2,550	2,675	3,027	2,815
	89,547	**94,733**	**93,277**	**97,809**
Current	30,166	24,567	33,651	27,216
Non-current	59,381	70,166	59,626	70,593

(a) The Company elected to apply for the tax refinancing and amnesty program known as REFIS IV, defined by Law 11,941/09. The program encompasses both the obligations in other previous installment programs and new tax obligations. The application was made through the program disclosed in the Federal Revenue Service's website, and the Company also filed with this Service an administrative request for the utilization of tax loss carryforwards recorded in August 2009 for offset against fine and interest, and the payment of principal in 120 monthly installments with a 60% decrease in fines, a 25% decrease in interest, and a 100% decrease in legal charges, as provided for by Article 1 of Law 11,941/09 and Articles 15 and 17 of PGFN/RFB Joint Administrative Rule 06/09. While awaiting the consolidation of the debts in installments included in REFIS IV, the Company paid the minimum installments required by the program. In December 2009, the Federal Revenue Service approved all the applications of the Company. In the period ended September 30, 2010, the Company completed the analysis of tax loss carryforwards to be offset against obligations included in REFIS IV and confirmed with the Federal Revenue Service, in August 2010, the amounts to be utilized. Accordingly, in June 2010 LabsCardiolab offset part of the remaining fines and interest against previously unrecognized tax credits, corresponding to tax loss carryforwards of subsidiaries totaling R$14,632 and R$29,693, and credited the amounts corresponding to the decrease in liabilities to profit for 2010. With the enactment of Joint Ordinance PGFN/RFB No. 02, the Company decided to withdraw the lawsuit related to the increase in the Cofins rate and include the total amount being discussed in this installment program. The term for consolidation of tax debts included in REFIS IV, for large taxpayers with differentiated treatment, ended on June 30, 2011 and in this stage the Company consolidated Fleury Group's debts arising from the merged companies NKB São Paulo and LabsCardiolab, which generated a non-recurring expense of R$8,159. In July, the Company consolidated the debts included in the installment program of the other Fleury Group companies (NKB Rio, Campana and Laboratório Dirceu Ferreira).The Fleury Group is regularly paying the outstanding installments, in the amounts determined after the installment plan consolidation.

(b) The Company joined the installment program of the municipal government of São Paulo, the Tax Installment Incentive Program (PPI) and at September 30, 2012 the balance payable is R$16,850 (R$18,317 at December 31, 2011, indexed to the SELIC rate). The Company joined an installment program of the municipal government of Rio de Janeiro, Tax Restructuring Program of the State of Rio de Janeiro -REFERJ, and at September 30, 2012, the balance payable is R$1,589 (R$6,478 at December 31, 2011) adjusted for inflation using SELIC.

(c) The Company is required to pay ICMS on the acquisition of machinery and equipment intended for its property and equipment. The Company has filed a lawsuit against the State of São Paulo because it understands that this collection is inappropriate. Of the amount accrued totaling R$16,342 at September 30, 2012 (R$15,316 at December 31, 2011), R$12,877 is deposited in escrow with the courts at September 30, 2012 (R$11,873 at December 31, 2011).

(d) Refers to service tax (ISS) levied on services rendered.

(e) The entirety of the balance refers to installment payment of ISS due to the City of Recife included in the Industry Tax Refinancing Program (PREFIS), pursuant to Law 17,029/2004. As permitted by Law 17,384/07, the Company waived its right to participate in such installment payment, which granted it remission of the partial amount of the principal obligation, adjusted for inflation in conformity with the municipal legislation, and awaits approval of the request.

(f) The Company has an installment payment plan with the State of Rio de Janeiro, related to State VAT (ICMS) on imports of machinery and equipment of the acquired company LabsCardiolab for its fixed assets, and as at September 30, 2012 the balance is R$2,786 (R$3,796 at December 31, 2011).

The non-current portion at September 30, 2012 matures as follows:

	Consolidated
2013	2,910
2014	10,630
2015	8,729
2016	5,193
2017 and thereafter	32,164
Total	**59,626**

18. PAYABLES – BUSINESS ACQUISITIONS

The payables refer to the acquisition of businesses, to be paid according to contractual maturities inflation-indexed on a monthly basis using mainly the IGP-M released by Fundação Getúlio Vargas - FGV and the IPCA issued by Instituto Brasileiro de Geografia e Estatística - IBGE (Brazilian statistics bureau), as follows. These amounts total:

	Parent Company		Consolidated	
	9/30/2012	12/31/2011	9/30/2012	12/31/2011
Current	10,432	192,190	10,898	195,734
Non-current	24,010	33,711	24,289	35,104
	34,442	**225,901**	**35,187**	**230,838**

The non-current portion at September 30, 2012 matures as follows:

Maturity	Parent Company	Consolidated
2013	4,285	4,422
2014	7,434	7,576
2015	5,070	5,070
2016	3,305	3,305
2017 and thereafter	3,916	3,916
	24,010	**24,289**

19. PROVISION FOR TAX, LABOR AND CIVIL RISKS

The Company and its subsidiaries are subject to tax, labor and civil risks arising in the normal course of their operations. Periodically, Management reviews known contingencies, assesses the likelihood of probable losses and adjusts the related provision based on the opinion of legal counsel and other data available at the end of the reporting period, such as the nature of lawsuits and past experience. As at September 30, 2012, the balance of line item "Provision for tax, labor and civil risks" is as follows:

	Parent Company		Consolidated	
	9/30/2012	12/31/2011	9/30/2012	12/31/2011
Tax and social security	44,880	45,338	47,971	48,429
Labor	21,089	19,337	21,125	19,373
Civil	1,537	1,814	1,537	1,814
	67,506	**66,489**	**70,633**	**69,616**
Judicial deposits	(13,568)	(13,242)	(13,568)	(13,242)
	53,938	**53,247**	**57,065**	**56,374**

The changes in the provision for tax, labor and civil risks were as follows:

	Parent Company					
	Balance at 12/31/2011	Additions	Reversal	Reclassifications and payments	Inflation adjustment	Balance at 9/30/2012
Tax and social security	45,338	50	(491)	(787)	770	44,880
Labor	19,337	7,947	(3,885)	(3,313)	1,003	21,089
Civil	1,814	72	(347)	(52)	50	1,537
	66,489	**8,069**	**(4,723)**	**(4,152)**	**1,823**	**67,506**
Judicial deposits	(13,242)	-	-	-	(326)	(13,568)
	53,247	**8,069**	**(4,723)**	**(4,152)**	**1,497**	**53,938**

	Consolidated					
	Balance at 12/31/2011	Additions	Reversal	Reclassifications and payments	Inflation adjustment	Balance at 9/30/2012
Tax and social security	48,429	50	(491)	(787)	770	47,971
Labor	19,373	7,947	(3,885)	(3,313)	1,003	21,125
Civil	1,814	72	(347)	(52)	50	1,537
	69,616	**8,069**	**(4,723)**	**(4,152)**	**1,823**	**70,633**
Judicial deposits	(13,242)	-	-	-	(326)	(13,568)
	56,374	**8,069**	**(4,723)**	**(4,152)**	**1,497**	**57,065**

Lawsuits classified as probable losses, for which provisions were recorded

Refer to lawsuits for which there is a probable likelihood of an unfavorable outcome, the main cases of which involve:

Tax and social security

Service tax (ISS) - Lawsuits filed by acquired businesses merged into the Company arguing that as professional partnerships, such entities would be subject to a flat rate of tax, calculated according to the number of partners and employees with medical professional qualification and not based on 5% of revenues. A total amount of R$3,675 is accrued by the Company as at September 30, 2012.

COFINS: the challenges involve the exemption from contribution for service companies that provide services related to legally regulated professions. Supplementary Law 70/91, which established COFINS, addresses the exemption granted for these types of companies; however, Law 9,430/96 expressly revoked it, requiring the contribution based on the gross revenue of service companies. Legal counsel understands that as an Ordinary Law, Law 9,430/96 could not have revoked the exemption established by Supplementary Law 70/91. Nevertheless, as the Federal Supreme Court has already expressed its position contrary to the above thesis, the Company has recorded a provision of approximately R$5,385 at September 30, 2012.

Labor:

Labor lawsuits are accrued considering the historical losses actually settled, the Company's management believes that the provision is sufficient to cover expected losses on ongoing lawsuits.

Lawsuits classified as possible losses

As at September 30, 2012, the Company is exposed to a risk of loss of approximately R$221,379 (R$226,800 at December 31, 2011) related to lawsuits classified as possible losses under the advice of its legal counsel, of which R$143,119 refers to tax and social security contingencies, R$23,058 to civil contingencies, and R$55,202 to labor contingencies.

Judicial deposits

When required, the Company makes court-mandated escrow deposits for pending litigation. These deposits total R$10,604 (Parent Company) and R$16,896 (consolidated) as at September 30, 2012 (R$7,007 Parent Company and R$13,325 consolidated at December 31, 2011), classified in non-current assets, and refer to lawsuits considered by the Company's legal counsel as remote or possible risks of loss. Judicial deposits related to lawsuits considered as probable risks of loss are classified in non-current liabilities, reducing the related provision.

20. COMMITMENTS

A significant portion of the properties used in operating activities is leased, under terms and conditions set out in agreements effective for periods ranging from four to six years. Property rental expenses totaled R$56,369 for the period ended September 30, 2012 (R$41,291 at September 30, 2011).

The agreements are IGP-M inflation indexed after the original maturity date (generally annually).Consolidated property rental commitments totaled R$286,626 at September 30, 2012 (R$203,559 at September 30, 2011). The consolidated position of commitments assumed is as follows:

	Consolidated
2012	18,625
2013	67,500
2014	59,078
2015	50,989
2016 and thereafter	90,434
	286,626

21. RELATED PARTIES

	Parent Company		Consolidated	
	9/30/2012	9/30/2011	9/30/2012	9/30/2011
Transactions with subsidiary:				
Rental expenses				
Transinc Serviços Médicos S.A (a)	(4,866)	(4,593)	(4,866)	(4,593)
	(4,866)	**(4,593)**	**(4,866)**	**(4,593)**

	Parent Company		Consolidated	
	9/30/2012	12/31/2011	9/30/2012	12/31/2011
Balances with subsidiaries:				
Non-current assets and liabilities				
Loans receivable and advances for future capital increase:				
Fleury CPMA (b)	550	-	-	-
Dividends payable (c)	(2)	-	(2)	-
	548	-	**(2)**	-

(a) Transinc Serviços Médicos S.A. owns and manages some properties used by Fleury S.A. and its shareholders are individuals who also hold interests in the Fleury Group's shareholder, Integritas Participações S.A. The rental agreement amounts payable to this entity have been determined based on market prices calculated by independent consultants and are inflation adjusted based on the average of the IGP-M, IPCA and INPC indices.

(b) Advance for future capital increase (AFAC).

(c) Advance payment of dividends made on August 17, 2012.

Management compensation for the year ended September 30, 2012 includes salaries, fees and bonuses in the amount of R$2,810 and compensation to the Board of Directors of R$1,377 (R$4,776 and R$1,059, respectively, at September 30, 2011) and is recorded in the income statements as 'General and administrative expenses'. The Company does not grant to its officers any type of post-employment or lay-off benefits, or any type of long-term benefits.

The Company records employee and management profit sharing, which amounted to R$9,009 in the period ended September 30, 2012 (R$7,425 at December 31, 2011), recorded under "Cost of services" and "General and administrative expenses".

22. EQUITY

Share capital

At September 30, 2012, the Company's fully paid-up capital, totaling R$1,402,530, is represented by 156,293,356 book-entry, registered common shares without par value. The Company is authorized to increase its capital, regardless of any amendment to its bylaws, up to 160,000,000 common shares.

The Board of Directors' Meeting held on April 4, 2012 approved the Company's capital increase, within the limit of the authorized capital, through private subscription, to comply with the exercise of options of the First Grant of Share Call Option approved at the Board of Directors' Meeting held on February 9, 2010, amounting to R$1,623, through the issuance of 89,437 book-entry, registered common shares without par value, for the issue price of R$18.14 per share, as established for the first grant.

The Annual Shareholders Meeting held on October 31, 2011 approved a capital increase through the merger of LabsCardiolab shares and the issuance of 24,905,369 common shares, amounting to R$546,066.

Dividends and Interest on own capital

At the end of each fiscal year, shareholders are entitled to mandatory minimum dividends of 25% of profit for the year adjusted as per Corporate Law.

On August 17, 2012, distributions, in the form of dividends, were paid in advance to shareholders. The gross amount paid of R$20,000 corresponds to R$0.13 per share, based on the shareholding position on August 3, 2012.

On December 29, 2011, distributions, in the form of interest on own capital, were paid in advance to shareholders. The gross amount paid of R$10,000 corresponds to R$0.07 per share, based on the shareholding position on December 19, 2011.

On August 31, 2011, distributions, in the form of interest on own capital, were paid in advance to shareholders. The gross amount paid of R$18,000 corresponds to R$0.13 per share, based on the shareholding position on August 19, 2011.

Statement of comprehensive income

There were no significant transactions recorded through equity to be included in the statement of comprehensive income.

23. SERVICE REVENUE

	Parent Company		Consolidated	
	9/30/2012	9/30/2011	9/30/2012	9/30/2011
Gross revenue	1,236,131	794,172	1,270,999	861,645
Disallowances	(62,611)	(13,055)	(62,997)	(14,126)
Rebates	(1,389)	(758)	(1,419)	(868)
Taxes	(78,920)	(47,439)	(80,886)	(51,499)
Net revenue	**1,093,211**	**732,920**	**1,125,697**	**795,152**

24. COST OF SERVICES

	Parent Company		Consolidated	
	9/30/2012	9/30/2011	9/30/2012	9/30/2011
Staff and medical services	(386,922)	(220,092)	(404,207)	(246,997)
General services, leases and public services	(141,197)	(97,153)	(145,053)	(103,517)
Materials and outside services	(121,694)	(82,722)	(123,287)	(89,913)
General expenses	(84,305)	(59,536)	(85,386)	(62,068)
Depreciation and amortization	(50,702)	(28,580)	(52,845)	(28,898)
	(784,820)	**(488,083)**	**(810,778)**	**(531,393)**

In 2012 a change in the depreciation allocation criterion was implemented, and depreciation is now allocated partly to "Costs of services" and partly to "General and administrative expenses". For purposes of comparability, the amounts for the third quarter of 2011 are being presented under the new criterion adopted in 2012.

25. GENERAL AND ADMINISTRATIVE EXPENSES

	Parent Company		Consolidated	
	9/30/2012	9/30/2011	9/30/2012	9/30/2011
Staff and medical services	(55,704)	(57,689)	(56,818)	(62,616)
Depreciation and amortization	(21,334)	(5,648)	(21,334)	(8,434)
Promotions and events	(18,881)	(18,408)	(19,021)	(18,428)
General services, leases and public services	(12,815)	(9,283)	(13,009)	(12,120)
Consulting services	(11,761)	(19,555)	(12,057)	(19,764)
Services provided by law firms	(5,480)	(3,441)	(5,485)	(3,461)
Materials and outside services	(1,815)	(848)	(1,837)	(850)
Other	(9,052)	(6,509)	(9,370)	(6,951)
	(136,842)	**(121,381)**	**(138,931)**	**(132,624)**

In 2012 a change in the depreciation allocation criterion was implemented, and depreciation is now allocated partly to "Costs of services" and partly to "General and administrative expenses". For purposes of comparability, the amounts for the third quarter of 2011 are being presented under the new criterion adopted in 2012.

26. OTHER OPERATING INCOME (EXPENSES), NET

	Parent Company		Consolidated	
	9/30/2012	9/30/2011	9/30/2012	9/30/2011
Allowance for doubtful debts	(1,265)	(13,018)	(1,270)	(13,081)
Write-off of assets	(456)	(1,324)	(632)	(1,324)
Other	(3,233)	(1,616)	(3,902)	(2,094)
	(4,954)	**(15,958)**	**(5,804)**	**(16,499)**

27. FINANCE INCOME (COSTS)

	Parent Company		Consolidated	
	9/30/2012	9/30/2011	9/30/2012	9/30/2011
Finance income:				
Yield on short-term investments	16,400	37,310	16,475	37,327
Derivative financial instruments	10,666	9,033	10,666	9,033
Exchange rate change	6,874	2,057	6,887	2,057
Indexation of judicial deposits	1,540	1,446	1,554	1,446
Other	395	187	457	565
	35,875	**50,033**	**36,039**	**50,428**
Finance costs:				
Interest on debentures	(33,046)	-	(33,046)	-
Exchange rate change	(12,420)	(10,185)	(12,443)	(11,284)
Interest on borrowings and financing	(9,640)	(8,554)	(9,874)	(9,860)
Indexation of payables for business acquisitions	(12,284)	(10,338)	(12,646)	(11,155)
Derivative financial instruments	(7,379)	(3,244)	(7,379)	(3,244)
Bank fees and expenses	(2,322)	(1,111)	(2,343)	(1,167)
Interest on and indexation of provision for tax, labor and civil risks	(1,823)	(1,926)	(1,823)	(1,926)
Other	(4,003)	(1,717)	(4,086)	(2,101)
	(82,917)	**(37,075)**	**(83,640)**	**(40,737)**
Finance income (costs), net	**(47,042)**	**12,958**	**(47,601)**	**9,691**

In 2011 the Company paid interest on own capital to shareholders. The amounts paid were recorded in the statutory books as “Expenses on interest on own capital” and pursuant to Resolution 207 reversed against “Retained earnings ” in equity.

28. INCOME TAX AND SOCIAL CONTRIBUTION - CURRENT AND DEFERRED

	Parent Company		Consolidated	
	9/30/2012	12/31/2011	9/30/2012	12/31/2011
Tax loss carryforwards	95,291	42,505	95,291	42,505
Provision for tax, labor and civil risks	73,933	77,473	73,933	77,473
Allowance for doubtful debts and disallowances	52,388	30,762	52,388	30,762
Amortization of goodwill non-deductible up to 2008 and deductible for tax purposes in future periods	24,782	24,782	24,782	24,782
Accrued profit sharing	8,914	7,425	8,914	7,425
Asset revaluation	(2,511)	(3,388)	(2,511)	(3,388)
Net value adjustment of assets acquired and liabilities assumed	(107,870)	(156,266)	(107,870)	(156,266)
Effects of goodwill amortization for tax purposes (a)	(329,420)	(157,498)	(329,420)	(157,498)
Derecognition of deferred charges	-	33,737	-	33,737
Foreign exchange gain - taxed on a cash basis	-	(4,114)	-	(4,114)
Other	-	3,439	-	3,439
Tax base	**(184,493)**	**(101,143)**	**(184,493)**	**(101,143)**
Deferred income tax and social contribution at the combined tax rate of 34%	**(62,728)**	**(34,389)**	**(62,728)**	**(34,389)**
Non-current assets	98,275	79,176	98,275	79,176
Non-current liabilities	(161,003)	(113,565)	(161,003)	(113,565)

(a) Goodwill on merger of companies, mainly LabsCardiolab.

Current and deferred income tax and social contribution in the income statement are reconciled as follows:

	Parent Company		Consolidated	
	9/30/2012	9/30/2011	9/30/2012	9/30/2011
Profit before income tax and social contribution	118,449	117,999	119,237	121,614
Combined income tax and social contribution rate	34%	34%	34%	34%
Income tax and social contribution	**(40,273)**	**(40,120)**	**(40,541)**	**(41,349)**
Benefit of distribution in the form of Interest on Own Capital	7,650	6,120	7,650	6,120
Depreciation	3,641	(1,980)	3,641	(1,980)
Exchange rate change (changed to accrual basis in 2012)	947	-	947	-
Non-deductible expenses	(1,040)	(2,517)	(825)	(7,096)
Share of earnings (losses) of subsidiaries	735	(784)	-	-
Receivables and disallowances	-	5,780	-	7,767
Tax adjustment of transition	-	-	-	2,829
Income tax and social contribution expense	**(28,340)**	**(33,501)**	**(29,128)**	**(33,709)**
Current	-	(23,274)	(788)	(23,481)
Deferred	(28,340)	(10,227)	(28,340)	(10,228)

Based on taxable profit projections pursuant to CVM Instruction 371/02, the Company estimates that tax credits arising from tax loss carryforwards and temporary differences will be recovered in the following years/periods:

Year	Consolidated
2013	9,828
2014	14,741
2015	19,654
2016	24,569
2017	29,483

The Company opted for the Transitional Tax Regime (RTT) created by Provisional Act 449/08, subsequently converted into Law 11,941/09, under which the calculation of corporate income tax, social contribution, social integration program tax on revenue (PIS), and social security funding tax on revenue (COFINS) continues to be based on the methods and criteria defined by Law 6,404/76 in effect at December 31, 2007.

When applicable, deferred income tax and social contribution calculated on the adjustments arising from the adoption of the new accounting practices introduced by Law 11,638/07 and Law 11,941/09 were recorded in the Company's financial statements.

Diagnoson, acquired by the Company in May 2011, calculated corporate income tax and social contribution under the deemed profit method before its merger into the Company.

The subsidiary Clínica Luiz Fellipe Mattoso Ltda, acquired in August 2011, calculates corporate income tax and social contribution under the deemed profit method.

29. EMPLOYEE BENEFITS

Pension Plan

The Company sponsors a pension plan, Itaú Vida e Previdência S.A., the main purpose of which is to supplement social security benefits; participation in this plan is optional for all employees of the Company and its subsidiary Fleury CPMA; the plan is managed by Itaú Vida e Previdência S.A. The plan is a defined contribution pension plan and for the period ended September 30, 2012 the Company made contributions of R$1,364 (R$1,353 for the quarter ended September 30, 2011), charged to "General and administrative expenses".

All employees and officers with an employment relationship with the Company or Fleury CPMA are eligible for the plan. The maximum age limit to join the plan is 60 years old and the maximum age limit to leave the plan is 70 years old.

Plan participants can make basic contributions corresponding to 1% to 5% of their contribution salary, to be paid monthly, limited to a minimum contribution of R$20.00.Participants can also make voluntary contributions, at their sole discretion, at any time and at amounts above R$20.00.

Company's and subsidiary's contributions are made as follows:

Employment relationship time or plan participation time	Sponsor contribution
4 years or less	50% of the participant's basic contribution
From 5 to 9 years	75% of the participant's basic contribution
10 years or higher	100% of the participant's basic contribution

Stock option plan

The Extraordinary Shareholders' Meeting held on November 12, 2009 approved the Company's Stock Option Plan, authorizing the granting of share options to employees chosen by the Board of Directors. The options granted under the plan are limited to 3% of the total shares of the Company's subscribed and paid-up capital.

Each stock option granted to employees can be converted into a common share of Fleury S.A. when vested, and can be exercised at any time after the vesting date within up to six years after the grant

date, after which they expire. No amount is paid or will be paid by the beneficiary when receiving the stock options. The stock options do not entitle their holders to dividends or votes until they are exercised.

The Company's Board of Directors is responsible for determining, on each grant date, the employees eligible to the plan and the number of shares to be acquired upon the exercise of each option, the effective period, the exercise price, the payment terms, and other conditions.

The exercise of the shares can be made within four years from the option contract signing date, in portions defined as follows:(a) up to 33% of the total shares subject to the option as from the end of the second year; (b) up to 33%, deducting the ones already exercised, as from the end of the third year, or up to 66% of the total shares, deducting the ones already exercised; and (c) remaining 34% or up to 100% of the total shares as from the fourth year.

Participants will have six years to exercise the options, from the option grant date.

The exercise price of options will be based on the weighted average of the trading sessions for the month immediately prior to the signing of the option contract. In the case of the first grant, the exercise price of options will be equivalent to the Company´s IPO price per share.

The following grants were conducted through the date:

				Position at 9/30/2012		**Position at 12/31/2011**	
	Grant date	**Call options granted**	**Exercise price of options***	**Number**	**Exercise price**	**Number**	**Exercise price**
2011 grant	May 2, 2012	732,746	24.39	648,733	24.66	-	-
2011 grant	February 22, 2011	327,825	25.76	212,185	27.52	282,173	26.62
2010 grant	February 2, 2010	552,625	16.00	144,863	17.86	271,018	17.28

**.The price of options will be adjusted based on the IPCA variation.*

The Company calculated and recognized an expense for the period ended September 30, 2012, prorated since the grant date, of R$1,254 (R$927, charged to "General and administrative expenses" for the period ended September 30, 2011).

30. EARNINGS PER SHARE

Basic earnings per share

Basic earnings per share are calculated by dividing the profit attributable to owners of the Company by the weighted average number of common shares issued during the year, excluding common shares purchased by the Company and those held as treasury shares.

	9/30/2012	9/30/2011
Profit attributable to owners of the Company	90,109	84,498
Weighted average number of common shares issued	156,263,544	131,298,550
Weighted average number of treasury shares	-	-
Weighted average number of common shares outstanding	156,263,544	131,298,550
Basic earnings per share - R$	0.58	0.64

Diluted earnings per share

Diluted earnings per share are calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all dilutive potential common shares. The Company had dilutive potential common shares outstanding during the period according to the Company's Stock Option Plan as follows:

	9/30/2012	9/30/2011
Profit attributable to owners of the Company	90,109	84,498
Weighted average number of common shares outstanding	156,263,544	131,298,550
Adjustment for share call options	52,451	79,897
Weighted average number of common shares for diluted earnings per share	156,315,995	131,378,447
Diluted earnings per share - R$	0.58	0.64

31. SEGMENT REPORTING

The Company performs Group analyses based on two significant business segments:(i) Diagnostic Medicine and (ii) Integrated Medicine. The segments presented in the financial statements are strategic business units that offer distinct products and services. Sales between segments are made at prices similar to those that could be charged from third parties.

	9/30/2012			9/30/2011		
	Diagnostic Medicine (DM)	Integrated Medicine (IM)	Consolidated	Diagnostic Medicine (DM)	Integrated Medicine (IM)	Consolidated
Net revenue	**926,678**	**199,019**	**1,125,697**	**667,365**	**127,787**	**795,152**
Profit of the segment	**192,413**	**48,604**	**241,017**	**140,345**	**8,910**	**149,255**
Depreciation and amortization	-	-	74,179	-	-	37,332
Finance income (costs)	-	-	(47,601)	-	-	9,691
Profit before taxes	-	-	119,237	-	-	121,614
Total assets	-	-	2,776,765	-	-	2,377,886
Total assets includes:						
Goodwill	1,121,505	198,548	1,320,053	1,071,519	198,348	1,269,867
Brands	11,246	1,331	12,577	12,701	1,505	14,206
Customer contracts	-	138,948	138,948	-	154,387	154,387
Non-allocated assets	-	-	1,304,187	-	-	939,426
Total liabilities	-	-	1,071,904	-	-	749,185

In 2012 the criterion for allocation of profit of the service units (DM) segment was changed and they are currently considered as hospital operations (IM). For comparability purposes, in 2011 the same criterion was adopted.

The goodwill and recorded intangible assets (Trademarks and Patents) arising from the acquisition of Diagnoson, of R$50,228 and R$2,973, respectively, were fully allocated to the Diagnostic Medicine (DM) segment.

The goodwill of R$934,423 arising from the acquisition of LabsCardiolab was allocated to the DM and IM segments, amounting to R$642,243 and R$292,180, respectively. The amount of Customer Contracts, of R$154,387, was fully allocated to the IM segment.

32. INSURANCE

The Company contracts blanket insurance coverage for its assets, loss of profits and/or liabilities, in amounts considered sufficient to cover potential losses, which take into account the nature of its operations, and based on the assessment of Management and its insurance consultants. The net premium of the Company's insurance policies in effect at September 30, 2012 is approximately R$913. The insurance contracts are effective until October 2012. The table below shows the maximum sum insured (MSI) of the main insurance coverage at September 30, 2012:

	Consolidated
Named perils	R$ 327,298
Civil liability	R$ 36,500
International freight - imports	U$ 1,200

BOARD OF EXECUTIVE DIRECTORS DECLARATION ABOUT FINANCIAL STATEMENTS

Pursuant to subsection VI of Article 25 of CVM Instruction 480 of December 7 2009, the Board of Executive Directors declares that it has reviewed, discussed and agreed with the Company's Financial Statements for the period ended in September 30th, 2012, authorizing its conclusion on this date.

São Paulo, October 31, 2012.

Board of Executive Directors

Omar Magid Hauache - CEO

João Ricardo Kalil Patah - Head of IR

José Marcelo Amatuzzi de Oliveira - Executive Director for Human Resources

Paulo Pedote - Executive Director for Diagnostic Medicine

BOARD OF EXECUTIVE DIRECTORS DECLARATION ABOUT INDEPENDENT AUDITOR´S REPORT

In compliance with the Instruction 480/09, published by CVM on December 7 2009, the Board of Executive Directors declares that it has reviewed, discussed and agreed with the contents and opinions expressed in the Independent Auditor´s Report on the Company's Financial Statements for the period ended in September 30th, 2012, issued on October 31, 2012.

São Paulo, October 31, 2012

Board of Executive Directors

Omar Magid Hauache - CEO

João Ricardo Kalil Patah - Head of IR

José Marcelo Amatuzzi de Oliveira - Executive Director for Human Resources

Paulo Pedote - Executive Director for Diagnostic Medicine