

TIM PARTICIPAÇÕES S.A.
Publicly Held Company
CNPJ/MF 02,558,115/0001-21
NIRE 33,300,276,963

MINUTES OF THE BOARD OF DIRECTORS' MEETING HELD ON FEBRUARY 26th, 2009

DATE, TIME AND PLACE: February 26th, 2009, at 12:00am, at Avenida Giovanni Gronchi, No. 7143, 8th floor, in the City and State of São Paulo.

ATTENDANCE: The Board of Directors of TIM Participações S.A. ("Company") was gathered at the date, time and place above mentioned in the presence of the totality of its acting members, Messieurs Mario Cesar Pereira de Araujo, Carmelo Furci, Josino de Almeida Fonseca, Isaac Selim Sutton and Mailson Ferreira da Nóbrega. Pursuant to the provided for in the Section 29, § 2nd of the Company's By-Laws, Mr. Gabriele Galateri di Genola attended the meeting by means of video conference. Pursuant to the provided for in the Section 163, § 3rd of the Brazilian Law No. 6,404/76, the following regular members of the Statutory Audit Committee, Messieurs Miguel Roberto Gherrize – Chairman, Alberto Emmanuel Carvalho Whitaker, Oswaldo Orsolin and Alfredo Ferreira Marques Filho also attended the meeting. Also attended the meeting Mr. Claudio Zezza, Chief Financial and Investor Relations Officer of the Company, Mr. Beniamino Bimonte, Chief Human Resources Officer of the Company, Mr. Antonino Ruggiero, Wholesale Officer of the Company, Mr. Rogério Takayanagi, Chief Marketing Officer of the Company, Ms. Alessandra Catanante, General Secretary of the Company, Ms. Kátia Nozela, Responsible for the Accountants' Department of the Company, and the representatives of Directa Auditores, independent auditors of the Company, as well as Mr. Saulo Bonizato, representative of Accenture do Brasil Ltda.

BOARD: Mr. Mario Cesar Pereira de Araujo – Chairman; and Ms. Alessandra Catanante – General Secretary.

AGENDA: (1) Examine, discuss and resolve on the management's report and the financial statements of the Company, dated as of December 31st, 2008; (2) Examine, discuss and resolve on the proposal for the allocation of the results related to the year 2008 and distribution of dividends by the Company; (3) Examine, discuss and resolve on the proposed compensation to the management; (4) Examine, discuss and resolve on the engagement of the Independent Auditors for the year 2009; (5) Examine, discuss and resolve on the proposal of amendment to the Company's and its subsidiaries' By-Laws, TIM Celular S.A. and TIM Nordeste S.A.; (6) Examine, discuss and resolve on the proposal of extension of the Cooperation and Support Agreement, entered into among Telecom Italia S.p.A., TIM Celular S.A. and TIM Nordeste S.A., with the Company as intervener; (7) Examine, discuss and resolve on the proposal for renewal of the capital funding for the year 2009; (8) Resolve on the convening of Extraordinary and Annual Shareholders' Meeting, in order to submit to approval the matters listed on items (1), (2), (3), (5) and (6) above, and also to resolve on the approval of the convening of the subsidiaries' Extraordinary Shareholders' Meeting, in order to submit to their approval the matter listed on item (5) above; and (9) Others matters of general interest to this Company.

Click [here](#) to view the full document.

Click [here](#) to see the video.