



MATERIAL FACT NOTICE

The management of TIM Participações S.A. ("TIM PART"), pursuant to paragraph 4 of article 157 of the Federal Law No. 6.404/76, as amended ("Brazilian Corporations Law"), CVM Ruling No. 358/02 and complementing the Material Fact Notices published on April 16, 2009, November 30, 2009 and December 14, 2009, hereby informs to its shareholders, public in general and other interested parties that, in accordance with the resolutions of the shareholders of TIM PART on the Extraordinary Shareholders Meeting held on December 30, 2009, the shareholders approved the merger, by TIM PART, of Holdco Participações Ltda. ("HOLDCO"), a company that holds, on this date, 100% (one hundred percent) of the capital stock of Intelig Telecomunicações Ltda. ("Intelig"), which hereby becomes a company controlled by TIM PART, pursuant to the "Protocol and Justification of the Merger of Holdco Participações Ltda. by TIM Participações S.A." (*Protocolo e Justificação de Incorporação da Holdco Participações Ltda. pela TIM Participações S.A*) executed on December 14, 2009 by the managements of TIM PART and HOLDCO and to the appraisal report in connection with such transaction, also approved on this date and, therefore, being hereby declared the consumption of the merger.

Rio de Janeiro (RJ), December 30, 2009.

TIM PARTICIPAÇÕES S.A.
Claudio Zezza
Investors Relations Officer