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TELE LESTE CELULAR PARTICIPACOES

Form 425

February 24, 2006

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Filed by Telesp Celular Participações S.A.

pursuant to Rule 425 of the Securities Act of 1933

Subject Companies: Telesp Celular Participações S.A.

Commission File No.: 333 - 09470

Tele Centro Oeste Celular Participações S.A.

Commission File No.: 001-14489

Tele Sudeste Celular Participações S.A.

Commission File No.: 001-14485

Tele Leste Celular Participações S.A.

Commission File No.: 001-14481

Celular CRT Participações S.A.

This communication is not an offering document and does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. Investors in American Depositary Shares (ADSs) of Telesp Celular Participações S.A. (TCP), Tele Centro Oeste Celular Participações S.A. (TCO), Tele Sudeste Celular Participações S.A. (TSD) and Tele Leste Celular Participações S.A. (TLE) and U.S. holders of ordinary shares and preferred shares of TCP, TCO, TSD, TLE and Celular CRT Participações S.A. (CRTPart and, together with TCP, TCO, TSD and TLE, the Companies) are urged to read the U.S. prospectus (which, in the case of holders of ADSs or U.S. holders of shares of TCP, serves as an information statement) because it contains important information. The U.S. prospectus prepared for holders of ADSs of TCO, TSD and TLE and for U.S. holders of ordinary shares and preferred shares of TCO, TSD, TLE and CRTPart (which also serves as an information statement for holders of ADSs of TCP and U.S. holders of shares of TCP) has been filed with the SEC as part of Registration Statement on Form F-4 of TCP, as amended, which Registration Statement has been declared effective. Investors and security holders may obtain a free copy of the U.S. prospectus and other documents filed by TCP with the SEC at the SEC's website at www.sec.gov. A copy of the U.S. prospectus may also be obtained for free from TCP.

This communication contains forward-looking statements. These statements are statements that are not historical facts, and are based on estimates of future economic circumstances, industry conditions, company performance and financial results. Statements regarding future financial results, business strategies, future synergies, future costs and future liquidity of the Companies are examples of forward-looking statements. Such statements are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.

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The following documents relate to the proposed corporate restructuring of the Companies:

1. Earnings Release of Telesp Celular Participações S.A. for the Fourth Quarter and Full Year of 2005, dated February 23, 2006
2. Earnings Release of Celular CRT Participações S.A. for the Fourth Quarter and Full Year of 2005, dated February 23, 2006
3. Notice to Shareholders, dated February 23, 2006
4. Press release, dated February 23, 2006

Table of Contents**VIVO, THE SOUTHERN HEMISPHERE S LARGEST WIRELESS COMMUNICATION GROUP, ANNOUNCES FOURTH QUARTER 2005 AND YEAR 2005 CONSOLIDATED RESULTS OF TELESP CELULAR PARTICIPAÇÕES S.A.**

São Paulo - Brazil, February 23, 2006 Telesp Celular Participações S.A. (TCP) (BOVESPA: TSPP3 (ON = Common Shares) / TSPP4 (PN = Preferred Shares); NYSE: TCP), announced today its consolidated results for fourth quarter 2005 and year 2005 (4Q05 and 2005). The Company's operating and financial information, except as otherwise indicated, is presented in Brazilian reais in accordance with Brazilian Corporate Law. TCP controls: (i) 100% of the share capital of Telesp Celular S.A. (TC); (ii) 100% of the share capital of Global Telecom S.A. (GT); and (iii) 90.59% of the voting capital (52.47% of the total capital), of Tele Centro Oeste Celular Participações S.A. (TCO) (since February 22nd, 2006 TCP holds 100% of TCO).

HIGHLIGHTS

R\$ million	4 Q 05	3 Q 05	Δ%	4 Q 04	Δ%	Accum.		Δ%
						2005	2004	
Net operating revenue	1,981.4	1,865.0	6.2%	1,953.1	1.4%	7,473.2	7,341.0	1.8%
Net service revenues	1,665.4	1,596.4	4.3%	1,596.9	4.3%	6,361.0	6,165.6	3.2%
Net handset revenues	316.0	268.6	17.7%	356.2	-11.3%	1,112.2	1,175.4	-5.4%
Total operating costs	(1,563.4)	(1,337.7)	16.9%	(1,340.8)	16.6%	(5,434.1)	(4,752.9)	14.3%
EBITDA	418.0	527.3	-20.7%	612.3	-31.7%	2,039.1	2,588.1	-21.2%
EBITDA Margin (%)	21.1%	28.3%	-7.0 p.p.	31.4%	-10.3 p.p.	27.3%	35.3%	-8.0 p.p.
Depreciation and amortization	(410.6)	(410.7)	0.0%	(355.1)	15.6%	(1,552.4)	(1,273.5)	21.9%
EBIT	7.4	116.6	-93.7%	257.2	-97.1%	486.7	1,314.6	-63.0%
Net income	(318.0)	(215.2)	47.8%	(234.7)	35.5%	(909.2)	(490.1)	85.5%
Loss per share (R\$ per share)	(0.48)	(0.32)	47.8%	(0.50)	-4.1%	(1.37)	(1.05)	31.3%
Loss per ADR (R\$)	(0.48)	(0.32)	47.8%	(0.50)	-4.1%	(1.37)	(1.05)	31.3%
Number of shares (million)	662.3	662.3	0.0%	468.7	41.3%	662.3	468.7	41.3%
Capex	611.5	244.3	150.3%	511.5	19.6%	1,557.7	1,395.0	11.7%
Capex over net revenues	30.9%	13.1%	17.8 p.p.	26.2%	4.7 p.p.	20.8%	19.0%	1.8 p.p.
Operating cash flow	(193.5)	283.0	n.a.	100.8	n.a.	481.4	1,193.1	-59.7%
Customers (thousand)	20,201	19,370	4.3%	17,631	14.6%	20,201	17,631	14.6%
Net additions (thousand)	830	371	123.8%	1,268	-34.5%	2,570	4,330	-40.6%

Telesp Celular Participações (controlling shareholder of Tele Centro Oeste Participações S.A.), along with Tele Leste Celular Participações S.A., Tele Sudeste Celular Participações S.A. and Celular CRT Participações S.A., make up the assets of the joint venture undertaken by Telefónica Móviles and Portugal Telecom that operates under the **VIVO** brand, *Top of Mind* within its coverage area. VIVO Group is a pioneer in 3rd generation services in Brazil, having launched the **CDMA EV-DO** technology in the main cities of the country and having won more than 40 prizes in 2005. In December 2005, VIVO Group exceeded 29 million customers, thus keeping its market leadership.

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TELESP CELULAR PARTICIPAÇÕES S.A.

TCP HIGHLIGHTS

Christmas campaign **focused** on **high value market segments**.

4Q05

TCP's **customer base** rose 14.6% in relation to 4Q04, recording 20,201 thousand customers.

Acquisition mix in the accumulated total for 2005 presented an increase in the postpaid segment which represented 10.5% of net adds, 7.3 p.p. superior when compared to the 2004.

In the comparison with 4Q04, **the postpaid customer base** grew 9.5%, showing the results of the campaigns for acquisition of customers in this segment.

Reduction of the **SAC** by 13.0% in the quarter, which reflects the Company's selling efforts and better commercial costs.

Post-paid ARPU recorded 8.6% increase in relation to 4Q04. In comparison with 3Q05, growth of 2.6%.

Post-paid MOU increased by 4.5%, with addition of 10 minutes, in relation to 4Q04.

Subscription and usage revenue increased by 1.4% and 10.2% in 4Q05 in relation to 3Q05 and 4Q04, respectively.

Sustained growth in **data revenues** by 43.0% in the year-to-year comparison, accounting for 6.6% of the net services revenue, in 4Q05.

Launching of new corporate solutions focused on **high speed** in data transmission, such as **Smart Mail 3G** and **VIVO ZAP 3G**.

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EBITDA of R\$ 2,039.1 million in the year-to-date total, representing a margin of 27.3%, and a margin of 21.1% in the quarter. Excluding the PBD effects, the EBITDA would record a margin of 30.6% in 2005.

Operating Cash Flow reached the positive value of R\$ 481.4 million in 2005.

In the State of São Paulo, 100% coverage of the municipalities in its SMP area with CDMA 1xRTT digital technology and use of CDMA2000 1xEV-DO technology in the city of São Paulo.

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VIVO	Vivo launched a campaign in October 2005, called <i>Vivo e Você na Copa</i> (Vivo and You in the World Soccer Cup), which is focused on the current customer base (post and prepaid), aiming at increasing profitability. Such campaign will take 75 customers with companion to watch Brazil's games in the 2006 World Soccer Cup, being valid until March 31, 2006. To end the year, Vivo granted an unprecedented and quite attractive benefit, easily understood by the customers, which was intended to exploit freedom in using wireless phones with the <i>Natal Bônus Livre</i> (Free Bonus Christmas), a bonus of R\$ 40/month (during 6 months) for local calls to any direction (wireless or fixed telephone), conditioned upon monthly recharge and punctual payment of postpaid bills, in addition to a data package (SMS and MMS).
<i>Distribution</i>	On December 31, 2005, TCP had more than 200 own purchase points, in addition to an efficient network of accredited dealers, whether exclusive or not, totaling more than 5,500 points of purchase, which are able to market services and cellular handsets, thus making the Company also a leader in number of distribution channels.
<i>Channels</i>	
<i>Technological Innovations</i>	Vivo launched the Corporate 3G, in the cities of São Paulo, Rio de Janeiro and Curitiba, with the purpose of increasing the options already made available by it to corporate clients. An example of such service is the <i>Vivo Smart Mail</i> , which allows personal information to be accessed, at real time, from a PDA. Another innovation is the <i>Globalmoto</i> , first world cell phone of a Brazilian operator that works automatically in places where CDMA is not applicable achieving international roaming over more than 170 countries.
<i>Other Events</i>	<p>On December 2, 2005 the Supreme Federal Court judged favorably an injunction based on the unconstitutionality of the base for the calculus of the PIS and of the COFINS. The said injunction was filed by TCO and consequent to the decision, the Company promoted the reversal of the outstanding provision in the amount of R\$ 9.5 million. The other Companies, TC, TCP and GT carry similar injunctions, which altogether add up to R\$ 140.3 million as of December 31, 2005 and, relative to these injunctions, the referred Companies will wait for the respective decisions by the Supreme Federal Courts to proceed the reversal of the relative provisions.</p> <p>The Norte Brasil Telecom (PA, AM, AP, RR and MA), the Telemat Celular S/A (MT), the Teleacre Celular S/A (AC) and the Teleron Celular S/A (RO) obtained the approval by the ADA (Agência de Desenvolvimento da Amazônia) and the Receita Federal for the fiscal incentives to the reduction of the IRPJ (Income Tax) through the income from exploration. The said benefit is retroactive to 2004 and will be used up till 2013. The Companies will have the respective rights granted in the amounts of R\$ 20.4 millions and R\$11.6 millions related to the years 2004 and 2005, respectively.</p>
<i>Basis for Presentation of Results</i>	<p>The accumulated totals for 2005 and 2004 correspond to the values recorded in the twelve-month period ended on December 31 of the above mentioned years.</p> <p>Some information disclosed for 4Q04, 3Q05 and accumulated 2004 were re-classified, as applicable, for comparison purposes. Figures disclosed are subject to differences, due to rounding-up procedures.</p>

Table of Contents**TELESP CELULAR PARTICIPAÇÕES S.A.****CONSOLIDATED OPERATING PERFORMANCE - TCP**

	4 Q 05	3 Q 05	Δ%	4 Q 04	Δ%	Accum:		Δ%
						2005	2004	
Total number of customers (thousand)	20,201	19,370	4.3%	17,631	14.6%	20,201	17,631	14.6%
Contract	3,116	3,055	2.0%	2,845	9.5%	3,116	2,845	9.5%
Prepaid	17,085	16,315	4.7%	14,786	15.5%	17,085	14,786	15.5%
Market Share (*)	45.2%	46.5%	-1.3 p.p.	51.4%	-6.2 p.p.	45.2%	51.4%	-6.2 p.p.
Net additions (thousand)	830	371	123.8%	1,268	-34.5%	2,570	4,330	-40.6%
Contract	60	87	-31.1%	59	2.0%	270	138	95.5%
Prepaid	770	284	171.2%	1,209	-36.3%	2,300	4,192	-45.1%
Market Share of net additions (*)	27.5%	17.6%	9.9 p.p.	31.4%	-3.9 p.p.	24.8%	40.0%	-15.2 p.p.
Market penetration (*)	49.3%	46.2%	3.1 p.p.	39.2%	10.1 p.p.	49.3%	39.2%	10.1 p.p.
SAC (R\$)	131	151	-13.0%	141	-6.8%	146	136	7.0%
Monthly Churn	1.6%	1.7%	-0.1 p.p.	1.8%	-0.2 p.p.	1.6%	1.6%	0.0 p.p.
ARPU (in R\$/month)	28.3	27.7	2.0%	31.6	-10.6%	28.2	33.4	-15.5%
Contract	95.2	92.8	2.6%	87.7	8.6%	90.1	89.7	0.4%
Prepaid	14.9	14.5	2.5%	18.6	-20.1%	15.5	19.7	-21.3%
Total MOU (minutes)	71	74	-3.7%	84	-15.2%	75	88	-14.5%
Contract	230	236	-2.6%	220	4.5%	226	219	3.1%
Prepaid	40	42	-4.0%	55	-26.7%	45	58	-22.3%
Employees	4,258	4,120	3.3%	4,217	1.0%	4,258	4,217	1.0%

(*) source: Anatel

**Operating Highlights of
Telesp Celular
Participações (TCP)**

Continued market leadership as a result of the increase in the **customer base** by 14.6% over 4Q04, reaching 20,201 thousand customers, with growth of 9.5% of postpaid customers. Net additions in this segment totaled 270 thousand customers in 2005, an important increase in relation to 2004.

In 4Q05, **post-paid net additions** increased by 2.0% over the same period of last year and 9.5% in the year over date total, reflecting once again the Company's successful commercial efforts focused on this segment.

SAC decreased by 13.0% and 6.8% over 3Q05 and 4Q04, respectively, as a result of the reduction in the total subsidy, at the same time maintaining the customer retention efforts, especially in medium and high end.

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The **postpaid ARPU** of R\$ 95.2 recorded a 8.6% increase in relation to 4Q04 and 2.6% in relation to 3Q05, resulting from the increase in the outgoing ARPU. The blended ARPU of R\$ 28.3 recorded a reduction of 15.5% in relation to 2004, reflecting the reduction in the prepaid ARPU, which occurred, among other factors, due to the outbound traffic and the MOU of this segment.

The **post-paid MOU** increased by 4.5% in relation to 4Q04, and 3.1% in the comparison between the accumulated total for 2005 and 2004, mainly due to the increase in the outbound MOU of the post-paid customer base. The drop in the Total MOU is a result of the change occurred in the customer mix, with a slight increase in the prepaid customer base, having in mind that the prepaid MOU is impacted by the reduction in the fixed-to-mobile inbound traffic.

Table of Contents**TELESP CELULAR PARTICIPAÇÕES S.A.****NET OPERATING REVENUES - TCP**

<i>R\$ million</i>	According to Corporate Law						Accum.		$\Delta\%$
	4 Q 05	3 Q 05	$\Delta\%$	4 Q 04	$\Delta\%$	2005	2004		
Subscription and Usage	830.8	819.5	1.4%	753.8	10.2%	3,117.7	2,827.9	10.2%	
Network usage	666.9	678.6	-1.7%	778.4	-14.3%	2,837.5	3,023.3	-6.1%	
Other services	167.7	98.3	70.6%	64.7	159.2%	405.8	314.4	29.1%	
Net service revenues	1,665.4	1,596.4	4.3%	1,596.9	4.3%	6,361.0	6,165.6	3.2%	
Net handset revenues	316.0	268.6	17.7%	356.2	-11.3%	1,112.2	1,175.4	-5.4%	
Net Revenues	1,981.4	1,865.0	6.2%	1,953.1	1.4%	7,473.2	7,341.0	1.8%	

Net Services Revenue

The net services revenue grew 4.3% in relation to 3Q05 and 4Q04, recording R\$ 1,665.4 million in the quarter. Such result is caused, partially, by the increase in the customer base and in the use of data services, however partially offset by the profile adequacy effects, such as such as Vivo Ideal and customer loyalty campaigns. In the year 2005, as compared to 2004, the increase was 3.2%, recording R\$ 6,361.0 million.

It must be highlighted that subscription and usage revenue recorded a 10.2% increase over the accumulated total for the year, due to the increase in the total outgoing traffic. In the service revenue, this increase was partially offset by a reduction in the inbound traffic revenue, as a result of the transition from fixed-to-mobile traffic to mobile-to-mobile traffic, with consequent drop in interconnection revenue and the partial Bill & Keep effect.

Data revenues were up 43.0% in the year-to-year comparison, representing 6.6% of the net service revenues in 4Q05 (4.8% in 4Q04). This increase has continued to occur due to a more widespread access and use of such services, in addition to the several services launched on the market and the increase in the customer base. The SMS accounted for 58.2% of data revenues in 4Q05. Average number of SMS messages sent per month in the year was some 75 million.

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<i>R\$ million</i>	According to Corporate Law						Accum.		
	4 Q 05	3 Q 05	Δ%	4 Q 04	Δ%	2005	2004	Δ%	
Personnel	(109.4)	(99.3)	10.2%	(104.2)	5.0%	(408.3)	(385.6)	5.9%	
Cost of services rendered	(233.0)	(225.7)	3.2%	(212.9)	9.4%	(931.0)	(803.6)	15.9%	
Leased lines	(27.7)	(34.4)	-19.5%	(30.5)	-9.2%	(133.9)	(119.8)	11.8%	
Interconnection	(37.3)	(37.0)	0.8%	(66.5)	-43.9%	(158.7)	(222.2)	-28.6%	
Rent/Insurance/Condominium fees	(26.7)	(26.1)	2.3%	(20.6)	29.6%	(97.0)	(90.3)	7.4%	
Fistel and other taxes and contributions	(84.1)	(83.8)	0.4%	(50.7)	65.9%	(334.1)	(190.5)	75.4%	
Third-party services	(54.2)	(42.4)	27.8%	(42.8)	26.6%	(198.6)	(173.3)	14.6%	
Others	(3.0)	(2.0)	50.0%	(1.8)	66.7%	(8.7)	(7.5)	16.0%	
Cost of goods sold	(423.4)	(358.6)	18.1%	(552.9)	-23.4%	(1,587.1)	(1,734.5)	-8.5%	
Selling expenses	(726.6)	(555.1)	30.9%	(498.5)	45.8%	(2,219.6)	(1,573.2)	41.1%	
Provision for bad debt	(254.8)	(135.2)	88.5%	(117.5)	116.9%	(569.9)	(269.2)	111.7%	
Third-party services	(404.1)	(384.6)	5.1%	(351.8)	14.9%	(1,497.5)	(1,207.9)	24.0%	
Others	(67.7)	(35.3)	91.8%	(29.2)	131.8%	(152.2)	(96.1)	58.4%	
General & administrative expenses	(114.9)	(98.2)	17.0%	(41.3)	178.2%	(370.4)	(350.6)	5.6%	
Other operating revenues (expenses)	43.9	(0.8)	n.a.	69.0	-36.4%	82.3	94.6	-13.0%	
Total costs before depreciation / amortization	(1,563.4)	(1,337.7)	16.9%	(1,340.8)	16.6%	(5,434.1)	(4,752.9)	14.3%	
Depreciation and amortization	(410.6)	(410.7)	0.0%	(355.1)	15.6%	(1,552.4)	(1,273.5)	21.9%	
Total operating costs	(1,974.0)	(1,748.4)	12.9%	(1,695.9)	16.4%	(6,986.5)	(6,026.4)	15.9%	

Personnel Cost

The increase in personnel cost in the comparison between 4Q05 and 3Q05 is a result of the application of salary adjustments pursuant to the November/2005 collective bargaining agreement, impacting on the year's provisions and adjustment to benefits. The 5.9% growth registered in 2005 as compared to 2004 is due to the collective bargaining and to an adjustment in headcount.

Cost of Services Rendered

The increase of 9.4% in the cost of services rendered in 4Q05, when compared to 4Q04 and of 15.9% in the accumulated total for 2005 in relation to 2004, due to the increase in Fistel and other fees and contributions in the periods reviewed and is caused by the equalization of TCO's accounting criteria with those of the other Group Companies, and is also due to the increase of customer base. Contributed to such growth as well, the increase in third-party services, especially in public utilities and plant maintenance.

Cost of Goods Sold

Cost of goods sold decreased by 23.4% in relation to 4Q04 and 8.5% when compared to the accumulated total for 2005 in relation to 2004, mostly due to the decrease in the number of activated handsets, reduced costs and handset mix, as a result of the market conditions.

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Selling Expenses

In 4Q05, selling expenses increased by 45.8% in relation to 4Q04 and by 41.1% in the comparison between the accumulated totals for 2005 and 2004, caused by an increase in expenses with third-party services, especially publicity, commissions, and post-sale client care, related to the increase in the total customer base recorded in 2005, as well as the increase in the costs with regular rendering of services and customer loyalty.

The Provision for Bad Debt - PBD recorded the amount of R\$ 254.8 million in 4Q05 and R\$ 569.9 million in the year 2005.

In addition to the effect from adjustments in the recognition of the acquisition of customers, it must be mentioned that the company provisioned revenue from receivables of calls made through the networks of other operators. Such values, according to the present regulation are obligatorily paid to the cited operators, independently of recognition of such calls from our clients. It must be said that structural measures and process actions have been adopted, including substitution of systems and certification of analog networks and TDMA of other operators to substantially reduce said expenses.

Disregarding the above mentioned effects, we estimate that the PDD would have recorded R\$ 87.4 million for 4Q05 and R\$ 324.6 million for year 2005, in line with the business evolution.

By the same criterion, we estimate that the EBITDA in 4Q05 would have been R\$ 585.4 million with an EBITDA Margin of 29.5%. For the year 2005 the EBITDA would have been R\$ 2,284.4 million with a 30.6% margin.

General and Administrative Expenses

General and administrative expenses recorded 178.2% increase in relation to 4Q04, due to the increase in expenses with third-party services, especially labor, plant and systems maintenance. The 5.6% increase in the accumulated total for 2005 over 2004 is especially caused by the increase in expenses with third-party services, mainly in data processing and plant maintenance.

Other Operating Revenues/

The 4Q05 recorded a reduction of 36.4% in its revenues when compared to the same period of the previous year due to the increase in expenses with the contingencies provision and to the reduction in the revenue arising out of commercial incentives. The 13.0% variation between the accumulated total for 2005 and 2004 is due to the increase in expenses with taxes and contingency provisions, offset by the increase in the revenue from commercial incentives.

Expenses

EBITDA

In the year-to-date figure, the EBITDA (earnings before interests, taxes, depreciation and amortization) was R\$ 2,039.1 million, with 27.3% margin. The variation recorded in the EBITDA in the period reviewed was caused, among other factors, by the selling costs (PBD and third party), and by the cost of services rendered (Fistel and other fees and contributions, third-party services and connection means), in addition to the drop in the cost of goods sold and the increase in the subscription and usage revenue.

Depreciation and Amortization

Depreciation and amortization expenses increased by 15.6% in the 4Q05 in relation to 4Q04 due to investments effected and the activation of assets due to the conclusion of works. In 2005 had begun the goodwill amortization of Global Telecom S/A.

Table of Contents**TELESP CELULAR PARTICIPAÇÕES S.A.****FINANCIAL REVENUES (EXPENSES) - TCP**

<i>R\$ million</i>	According to Corporate Law						Accum.		$\Delta\%$
	4 Q 05	3 Q 05	$\Delta\%$	4 Q 04	$\Delta\%$	2005	2004		
Financial Revenues	(69.8)	252.5	n.a.	(109.5)	-36.3%	712.6	621.0	14.8%	
Exchange rate variation / Monetary variation	(124.2)	179.0	n.a.	(169.2)	-26.6%	451.5	397.7	13.5%	
Other financial revenues	68.1	79.5	-14.3%	37.9	79.7%	281.1	252.5	11.3%	
(-) Pis/Cofins taxes on financial revenues	(13.7)	(6.0)	128.3%	21.8	n.a.	(20.0)	(29.2)	-31.5%	
Financial Expenses	(164.0)	(471.6)	-65.2%	(234.5)	-30.1%	(1,630.2)	(1,716.3)	-5.0%	
Exchange rate variation / Monetary variation	(35.8)	(1.8)	n.a.	407.6	n.a.	(73.6)	(94.5)	-22.1%	
Other financial expenses	(166.1)	(154.5)	7.5%	(204.8)	-18.9%	(615.5)	(708.0)	-13.1%	
Gains (Losses) with derivatives transactions	37.9	(315.3)	n.a.	(437.3)	n.a.	(941.1)	(913.8)	3.0%	
Net Financial Income	(233.8)	(219.1)	6.7%	(344.0)	-32.0%	(917.6)	(1,095.3)	-16.2%	

**Financial Revenues
(Expenses)**

TCP's net financial expense in 4Q05 increased by R\$ 14.7 million when compared to 3Q05, despite the positive effect in the reduction of the interest rate of the period (4.74% in 3Q05 and 4.31% in 4Q05). Such variation was caused, mainly, by the assessment of Pis/Cofins of R\$ 15.3 million in the Interest on Own Capital in December 2005 in one of its controlled companies (R\$ 6.1 million in 3Q05) and the non-recurrent positive effect in 3Q05 obtained in the advanced payment of the tax incentive with the State of Goiás Treasury Department (Teleprodutir). Another negative effect in 4Q05 was the increase in the monetary adjustment assessed on contingency (Telebrás spin-off) and tax incentives (Paraná Mais Empregos).

In the comparison of the accumulated total for 2005 over the same period of 2004, TCP reduced its net financial expense by R\$ 177.7 million, mainly due to the reduction of spreads obtained upon renewals of financial transactions, which offset the increase in interest rates in the period (actual CDI of 16.17% in 2004 against 19.0% in 2005).

In consequence of the application of the TCP's hedge policy, for protection against foreign exchange volatility, the company has provided coverage of 100% of the debt exposure, in such a manner that the final cost of the foreign exchange debt (R\$ 3,219.8 million) together with the derivative (swap) is now referenced in reais (CDI: 4.31% in 4Q05). The result of the foreign exchange debt and derivative is evidenced, mainly, in the sum of gains with derivatives of R\$ 37.9 million and losses with foreign exchange variation of R\$ 160.0 million.

Net Result

The loss recorded in 4Q05 was R\$ 318.0 million, and in the accumulated total for the year was R\$ 909.2 million.

Table of Contents**TELESP CELULAR PARTICIPAÇÕES S.A.****LOANS AND FINANCING - TCP**

Lenders (R\$ million)	R\$	CURRENCY				Yen	Total
		URTJLP *	UMBND **	US\$			
Financial institutions	1,686.9	268.9	48.9	2,724.5	446.4	5,175.6	
Fixcel TCO's Acquisition	17.4					17.4	
Total	1,704.3	268.9	48.9	2,724.5	446.4	5,193.0	

Exchange rate used: 1.925394 (URTJLP), 0.044874 (UMBND), 2.3407 (US\$), 0.019833 (Yen)

Payment Schedule - Long Term

2007	117.9	92.7	17.6	1,554.9	249.1	2,032.2
as from 2007	1,517.4	68.2	13.1	15.2		1,613.9
Total	1,635.3	160.9	30.7	1,570.1	249.1	3,646.1

NET DEBT - TCP

	Dec 31. 05	Sep 30. 05
Short Term	1,546.9	1,640.0
Long Term	3,646.1	3,309.9
Total debt	5,193.0	4,949.9
Cash and cash equivalents	(1,022.1)	(1,200.6)
Derivatives	310.1	555.7
Net Debt	4,481.0	4,305.0

(*) BNDES long term interest rate unit

(**) UMBND - prepared by the BNDES, it is a basket of foreign currencies unit, US dollar predominant

Indebtedness

On December 31, 2005, TCP's debts related to loans and financings amounted to R\$ 5,193.0 million (R\$ 4,949.9 million on September 30, 2005), 62% of which is nominated in foreign currency. The Company has signed exchange rate hedging contracts thus protecting 100% of its financial debt against foreign exchange volatility, so that the final cost (debt and swap) is reas-referenced. This debt was offset by cash and financial investments (R\$ 1,022.1 million) and by derivative assets and liabilities (R\$ 310.1 million payable) resulting in a net debt of R\$ 4,481.0 million, a 4.1% increase in relation to September 2005.

The increase in TCP's net debt in 4Q05 in relation to 3Q05 in the amount of R\$ 176 million is due, mainly, to the reduction in the net cash position of its controlled company TCO as a result of payments effected in December

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2005 referring to Interest on Own Capital for fiscal year 2004, Interim Dividends for fiscal year 2005, and postponement of the maturity date of some postpaid cycles, in addition to the increase in controlling TCP on account of the carrying cost of its debt.

Short-term debt represented 29.8% of total debt at December 31, 2005 (33.1% in September 2005). A reduction in the consolidated short-term net debt of R\$ 126 million was recorded, which totaled R\$ 546 million in the end of 4Q05, which are covered by the company's operating cash flow.

Table of Contents**TELESP CELULAR PARTICIPAÇÕES S.A.****CAPEX - TCP**

<i>R\$ million</i>	Accum.				
	4 Q 05	3 Q 05	4 Q 04	2005	2004
Network	342.1	123.5	285.3	933.1	830.7
Technology / Information System	205.2	68.1	118.7	386.2	285.9
Other	64.2	52.7	107.5	238.4	278.4
Total	611.5	244.3	511.5	1,557.7	1,395.0
% Net Revenues	30.9%	13.1%	26.2%	20.8%	19.0%

Capital Expenditures (Capex)	Capital expenditures of R\$ 1,557.7 million in 2005 are basically due to the following factors: (i) more accelerated migration from TDMA to CDMA technology, thus following the competing operators, which are also migration from TDMA; (ii) improvement in the consolidation and rationalization of the information systems, especially billing, customer care, platforms and management systems; (iii) maintenance of quality and expansion of the coverage in order to meet the growth of the customer base; and (iv) terminals and technology for meeting the corporate segment.
Operating Cashflow	The positive operating cash flow of R\$ 481.4 in the accumulated total for 2005 shows that TCP has generated funds from its operations.
Capital Market	<p>In 4Q05, the value of TCP's common shares (ON) increased by 69.8% and the value of preferred shares (PN) dropped by 0.6%, while the Bovespa Index (São Paulo Stock Exchange Index) ended the year with 5.9% increase. From September to December 2005, the Company's PN shares were traded in 100% of the trading sessions, with an average daily volume of R\$ 12.9 million. By the end of 4Q05, ON and PN shares were traded at R\$ 8.49 and R\$ 8.85, respectively.</p> <p>The price of TCP's level II ADRs dropped by 3.3% in the quarter, in face of a 1.4% increase in the Dow Jones index. The average daily volume of transactions in the NYSE during 4Q05 was US\$ 5.8 million. The closing price of TCP's ADRs in the quarter was US\$ 3.78.</p>

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TELESP CELULAR PARTICIPAÇÕES S.A.

Corporate Restructuring The managements of Telesp Celular Participações S.A. (TCP), Tele Centro Oeste Celular Participações S.A. (TCO), Tele Sudeste Celular Participações S.A. (TSD), Tele Leste Celular Participações S.A. (TLE) and Celular CRT Participações S.A. (CRTPart) (Companies), in the form and for the purposes of CVM Instructions no. 319/99 and 358/02, informed to the public that their respective Boards of Directors, approved the proposal to be submitted to the shareholders of the Companies, of a corporate restructuring for transfer of TCO shares to TCP for conversion of TCO into a wholly-owned subsidiary of TCP and the merger of TSD, TLE, and CRTPart into TCP (Corporate Restructuring).

The managements of TCP, TCO, TSD, TLE and CRTPart consider that the Corporate Restructuring, with the consequent concentration of the shareholders of the Companies in one sole publicly-held company and the transfer of TCO s shares and of the respective equity of TSD, TLE, and CRTPart to TCP, with the consequent extinguishment of the mergees, will simplify the present organizational structure, by reducing costs and increasing the equity value for the shareholders, allow their shareholders to hold interest in a company with higher liquidity in the Brazilian and foreign stock exchanges, and make easier the unification, standardization and rationalization of the general management of TCP s, TCO s, TSD s, TLE s and CRTPart s businesses, allowing enhanced synergies among the referred Companies, which, either directly or through the respective operators controlled by them, already use VIVO brand.

In the Shareholders Meeting of TCP, TCO, TSD, TLE and CRTPart held on February 22, 2006, the Corporate Restructure was duly approved and Telesp Celular Participações will be named VIVO PARTICIPAÇÕES S.A. The full contents of the above mentioned terms and conditions may be obtained from our website www.vivo.com.br/ir.

Social Responsibility

At the end of 2005, the Institute Vivo had already benefited more than 500 thousand persons in its sphere of influence through concentrated actions in education and environment, by means of partnerships with big institutions both in the private and in the public domains thus consolidating its performance.

The Programa Vivo Voluntário (Vivo Volunteer Program) that operates in projects directed to help persons with visual deficiency, in its year and a half of existence, has more than 600 collaborators.. In the last quarter 2005, inaugurated in Rio de Janeiro a tape recording studio and an audio library, two special places for the volunteers to tape read books and produce CDs that will be given to institutions that help people with visual deficiencies.

By means of an initiative undertaken in the 2005 Christmas, the volunteers collected more than 6,000 gift packages throughout the Country. The packages contained toys and clothes for children that were distributed to kids sponsored by entities that have signed partnership agreements with the VIVO Institute.

Vivo and Vivo Institute were awarded several prizes in the last quarter of 2005, among which the following are worthy of mention: the Environment Case Prize, to Vivo s Waste Management project, awarded by Valor Econômico newspaper; Abrafort Prize to Vivo Volunteer Program; Darcy Ribeiro Education Prize awarded by the Brazilian House of Representatives to Escola Solidária project, which is supported by the Institute; APCA Prize to ESPN s Sports Caravan television project, supported by Vivo Institute, and one of the finalists of the Esso Journalism Prize; in addition to a mention to Vivo in the 2005 Good Corporate Citizenship for the support given to education projects, such as Young Excelling, carried out in partnership with Ayrton Senna Institute.

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TELESP CELULAR PARTICIPAÇÕES S.A.

Main Prizes,

Vivo was awarded, in October, the Superbrand Awards 2005 trophy, delivered by Superbrands Brasil, an affiliate of Superbrands Global – an independent international organization engaged in world evaluation and projection of brands. This is the first national edition of this world project, which has been carried out for ten years in 50 countries.

Awards and

Events

Vivo was further awarded, in November, with two trophies in the 2005 edition of the B2B Quality Standard prize, sponsored by Padrão Editorial. 94 companies participate in this ranking. Vivo has been also outstanding in the Info 2005 Prize, sponsored by Revista Info, of Abril publishing company. The prized case was the Vivo Localiza service. Such prizes evidence the market's recognition of our efforts, besides attesting to the quality of Vivo's professional staff.

Vivo Open Air, the largest open-air cinema in the world, was awarded a prize in December by Cool Magazine, being considered the best event by Cool Magazine for the second consecutive year.

Vivo was awarded the title of Year's Advertiser in Caboré 2005 Prize. Vivo is the Caboré's year advertiser, which prize is awarded by Meio & Mensagem newspaper.

Subsequent Events

Vivo has launched the digital roaming service in Minas Gerais and in 6 Northeast states. As from 01/30, Vivo postpaid customers who buy a Motorola A840 GLOBALMOTO handset will have available an automatic digital roaming service in all Brazilian states, in addition to the international roaming in more than 170 countries in the five continents, using the same handset and same Vivo telephone number.

Table of Contents**TELESP CELULAR PARTICIPAÇÕES S.A.****CONSOLIDATED BALANCE SHEET - TCP**

R\$ million	Dec 31. 05	Dec 31. 04
ASSETS		
Current Assets	4,628.1	4,363.3
Cash and banks	117.9	111.4
Temporary cash investments	904.2	1,069.5
Net accounts receivable	1,775.4	1,483.8
Inventory	258.8	455.3
Prepayment to Suppliers	18.3	52.9
Deferred and recoverable taxes	949.1	871.2
Derivatives transactions	300.7	7.8
Prepaid Expenses	187.3	157.2
Other current assets	116.4	154.2
Long Term Assets	1,437.7	1,892.8
Derivatives transactions	5.4	385.3
Deferred and recoverable taxes	1,352.8	1,397.2
Prepaid Expenses	25.0	36.1
Other long term assets	54.5	74.2
Permanent Assets	7,720.9	7,883.3
Investment	1,550.2	2,056.4
Plant, property and equipment	5,993.4	5,603.0
Deferred assets	177.3	223.9
Total Assets	13,786.7	14,139.4
LIABILITIES		
Current Liabilities	4,351.2	5,643.8
Suppliers and Consignment	1,536.3	1,692.5
Personnel, tax and benefits	105.1	104.3
Taxes, fees and contributions	403.2	343.4
Interest on own capital	51.8	82.3
Loans and financing	1,546.9	2,896.1
Contingencies provision	171.0	124.3
Derivatives transactions	321.7	266.2
Other current liabilities	215.2	134.7
Long Term Liabilities	4,361.8	2,645.1
Loans and financing	3,646.1	2,067.1
Contingencies provision	207.6	195.4
Impostos, taxas e contribuições	169.6	189.4

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Derivatives transactions	294.4	153.8
Other long term liabilities	44.1	39.4
Minority interest	1,058.2	942.9
Advancement for future capital increase	0.0	1,999.9
Shareholder s Equity	4,015.2	2,907.4
Funds for capitalization	0.3	0.3
Total Liabilities	13,786.7	14,139.4

Table of Contents**TELESP CELULAR PARTICIPAÇÕES S.A.****CONSOLIDATED INCOME STATEMENTS - TCP**

<i>R\$ million</i>	According to Corporate Law						Accum.		$\Delta\%$
	4 Q 05	3 Q 05	$\Delta\%$	4 Q 04	$\Delta\%$	2005	2004		
Gross Revenues	2,766.9	2,574.1	7.5%	2,636.0	5.0%	10,254.8	9,755.6	5.1%	
Gross service revenues	2,171.2	2,099.6	3.4%	2,028.7	7.0%	8,269.3	7,802.3	6.0%	
Deductions Taxes and others	(505.8)	(503.1)	0.5%	(431.8)	17.1%	(1,908.3)	(1,636.5)	16.6%	
Gross handset revenues	595.7	474.5	25.5%	607.3	-1.9%	1,985.5	1,953.3	1.6%	
Deductions Taxes and others	(279.7)	(205.9)	35.8%	(251.1)	11.4%	(873.3)	(778.1)	12.2%	
Net Revenues	1,981.4	1,865.0	6.2%	1,953.1	1.4%	7,473.2	7,341.0	1.8%	
Net service revenues	1,665.4	1,596.4	4.3%	1,596.9	4.3%	6,361.0	6,165.6	3.2%	
Subscription and Usage	830.8	819.5	1.4%	753.8	10.2%	3,117.7	2,827.9	10.2%	
Network usage	666.9	678.6	-1.7%	778.4	-14.3%	2,837.5	3,023.3	-6.1%	
Other services	167.7	98.3	70.6%	64.7	159.2%	405.8	314.4	29.1%	
Net handset revenues	316.0	268.6	17.7%	356.2	-11.3%	1,112.2	1,175.4	-5.4%	
Operating Costs	(1,563.4)	(1,337.7)	16.9%	(1,340.8)	16.6%	(5,434.1)	(4,752.9)	14.3%	
Personnel	(109.4)	(99.3)	10.2%	(104.2)	5.0%	(408.3)	(385.6)	5.9%	
Cost of services rendered	(233.0)	(225.7)	3.2%	(212.9)	9.4%	(931.0)	(803.6)	15.9%	
Leased lines	(27.7)	(34.4)	-19.5%	(30.5)	-9.2%	(133.9)	(119.8)	11.8%	
Interconnection	(37.3)	(37.0)	0.8%	(66.5)	-43.9%	(158.7)	(222.2)	-28.6%	
Rent/Insurance/Condominium fees	(26.7)	(26.1)	2.3%	(20.6)	29.6%	(97.0)	(90.3)	7.4%	
Fistel and other taxes and contributions	(84.1)	(83.8)	0.4%	(50.7)	65.9%	(334.1)	(190.5)	75.4%	
Third-party services	(54.2)	(42.4)	27.8%	(42.8)	26.6%	(198.6)	(173.3)	14.6%	
Others	(3.0)	(2.0)	50.0%	(1.8)	66.7%	(8.7)	(7.5)	16.0%	
Cost of handsets	(423.4)	(358.6)	18.1%	(552.9)	-23.4%	(1,587.1)	(1,734.5)	-8.5%	
Selling expenses	(726.6)	(555.1)	30.9%	(498.5)	45.8%	(2,219.6)	(1,573.2)	41.1%	
Provision for bad debt	(254.8)	(135.2)	88.5%	(117.5)	116.9%	(569.9)	(269.2)	111.7%	
Third-party services	(404.1)	(384.6)	5.1%	(351.8)	14.9%	(1,497.5)	(1,207.9)	24.0%	
Others	(67.7)	(35.3)	91.8%	(29.2)	131.8%	(152.2)	(96.1)	58.4%	
General & administrative expenses	(114.9)	(98.2)	17.0%	(41.3)	178.2%	(370.4)	(350.6)	5.6%	
Other operating revenue (expenses)	43.9	(0.8)	n.a.	69.0	-36.4%	82.3	94.6	-13.0%	
EBITDA	418.0	527.3	-20.7%	612.3	-31.7%	2,039.1	2,588.1	-21.2%	
Margin %	21.1%	28.3%	-7.0 p.p.	31.4%	-10.3 p.p.	27.3%	35.3%	-8.0 p.p.	
Depreciation and Amortization	(410.6)	(410.7)	0.0%	(355.1)	15.6%	(1,552.4)	(1,273.5)	21.9%	
EBIT	7.4	116.6	-93.7%	257.2	-97.1%	486.7	1,314.6	-63.0%	
Net Financial Income	(233.8)	(219.1)	6.7%	(344.0)	-32.0%	(917.6)	(1,095.3)	-16.2%	
Financial Revenues	(69.8)	252.5	n.a.	(109.5)	-36.3%	712.6	621.0	14.8%	
Exchange rate variation / Monetary variation	(124.2)	179.0	n.a.	(169.2)	-26.6%	451.5	397.7	13.5%	
Other financial revenues	68.1	79.5	-14.3%	37.9	79.7%	281.1	252.5	11.3%	
(-) Pis/Cofins taxes on financial revenues	(13.7)	(6.0)	128.3%	21.8	n.a.	(20.0)	(29.2)	-31.5%	

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Financial Expenses	(164.0)	(471.6)	-65.2%	(234.5)	-30.1%	(1,630.2)	(1,716.3)	-5.0%
Exchange rate variation / Monetary variation	(35.8)							