



VIVO PARTICIPAÇÕES S/A
Publicly-held Company – C.N.P.J. 02.558.074/0001-73

**NOTICE TO THE SHAREHOLDERS
PAYMENT OF DIVIDENDS AND INTEREST ON OWN CAPITAL
FOR FISCAL YEAR 2009**

Vivo Participações S.A. (“Vivo Part” or “Company”), hereby publicly informs to the shareholders that, as from April 19, 2010, it will start paying Interest on Own Capital – JSCP and Dividends for the fiscal year ended on 12.31.2009, with respect to common and preferred shares, benefiting shareholders of record of the Company at 12.30.2009 and 02.26.2010, respectively, which payment was resolved at the Meeting of the Board of Directors held on 02.09.2010 ad referendum to the General Shareholders’ Meeting to be held until April 2010.

We hereby make it clear that the referred dividends and Interest on Own Capital approved at the above mentioned meeting shall be paid in two equal installments, as follows:

1) AMOUNTS PAYABLE PER SHARE

Earnings	Total value per Common and Preferred share	50% at 4/19/2010	50% at 10/25/2010	Shareholding position date
Gross JSCP per share - R\$ ⁽¹⁾	0.260606460918	0.130303230459	0.130303230459	12/30/2009
Net JSCP per share- R\$ ⁽²⁾	0.221515491780	0.110757745890	0.110757745890	12/30/2009
Dividends per share - R\$ ⁽³⁾	1.827783667493	0.913891833747	0.913891833746	2/26/2010

(1) the gross values of JSCP per common or preferred shares will be paid to tax-immune or tax-exempted shareholders;

(2) the net values of JSCP shall be paid to taxed shareholders, after deduction of the withheld Income Tax at 15%; and,

(3) no withheld income tax is levied on the amounts of dividends, as set forth in art. 10 of Law nº 9.249/95.

2) FORM OF PAYMENT:

2.1.) Credit to the bank account designated by the shareholder and updated by the Trustee Institution of the book-entry shares of this company until 04/12/2010 for the first installment and until 10/18/2010 for the second installments;

2.2.) Interest and Dividends related to shares under trust custody with the BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros, shall be paid to BM&FBOVESPA itself, which will transfer the amounts to the relevant shareholders through the custody agents; and

2.3.) Payment from branches of the Trustee Institution, for those not falling within one of the preceding alternatives.

3) GENERAL INSTRUCTIONS

In order to qualify for receipt of the JSCP or dividends, a shareholder not registered as per item 2.1 above, shall be required to appear at the place of assistance, provided with evidence of a Bank Account for registration (optional), and with certified copies of the identification documents:

- Individual: CPF and Identity Card; proof of updated address (2 months);
- Legal Entity: CNPJ, partners’ documents, Minutes of Meetings, Bylaws, proof of updated address (2 months), Articles of Association and their respective amendments.

It is mandatory to provide a power of attorney drawn-up with a notary's office with specific powers for receipt of dividends, in case the Shareholder is represented by an attorney-in-fact, accompanied by the proof and certified copies of the above mentioned documents, as the case may be.

4) PLACES OF ASSISTANCE

All branches of the Trustee Institution of the book-entry shares of this company.

5) IMPORTANT NOTICE

In accordance with letter "a", item II of Article 287 of Law no. 6404/76 – ("Brazilian Corporate Law"), the statute of limitations for receipt of dividends is of three (3) years, counted from the date on which the dividends are made available to the shareholders, and in case of year 2009, as the dividends will be paid in two installments, the statute of limitations will prevail 3 years after 10/25/2010.

São Paulo, February 10, 2010.

Cristiane Barretto Sales
Investor Relations Officer