

Gol Intelligent Airlines Inc.  
Form 6-K  
May 11, 2011

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM 6-K**

**REPORT OF FOREIGN ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16 OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**For the month of May, 2011**  
**(Commission File No. 001-32221) ,**

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**GOL LINHAS AÉREAS INTELIGENTES S.A.**  
*(Exact name of registrant as specified in its charter)*

**GOL INTELLIGENT AIRLINES INC.**  
*(Translation of Registrant's name into English)*

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**R. Tamoios, 246**  
**Jd. Aeroporto**  
**04630-000 São Paulo, São Paulo**  
**Federative Republic of Brazil**  
*(Address of Registrant's principal executive offices)*

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Indicate by check mark whether the registrant files or will file  
annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the  
information contained in this Form is also thereby furnishing the  
information to the Commission pursuant to Rule 12g3-2(b) under  
the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicated below the file number assigned to the  
registrant in connection with Rule 12g3-2(b):

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Version: 1

*Gol Linhas Aéreas  
Inteligentes S.A.*

*Financial Statements for the Three Month Period Ended March 31, 2011 and  
Independent Auditors' Report*

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**Company Profile / Subscribed Capital**

| <b>Number of Shares<br/>(Thousands)</b> | <b>Current<br/>Quarter<br/>03/31/2011</b> |
|---|---|
| <b>Paid- in Capital</b>                 |   |
| <b>Common</b>                           | 137,032,734                               |
| <b>Preferred</b>                        | 133,338,6520                              |
| <b>Total</b>                            | 270,371,386                               |
| <b>Treasury</b>                         |   |
| <b>Common</b>                           | 0   |
| <b>Preferred</b>                        | 454,425                                   |
| <b>Total</b>                            | 454,425                                   |

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## Interim Condensed Consolidated Financial Statements / Balance Sheet - Assets

(In Thousands of Reais)

| <b>Account Code</b> | <b>Account Description</b>                           | <b>Actual<br/>Quarter<br/>03/31/2011</b> | <b>Previous<br/>Year<br/>12/31/2010</b> |
|---------------------|--|--|---|
| 1                   | Total Assets   | 9,021,205                                | 9,063,847                               |
| 1.01                | Current Assets                                       | 2,538,562                                | 2,704,852                               |
| 1.01.01             | Cash and Cash Equivalents                            | 1,797,616                                | 1,955,858                               |
| 1.01.02             | Short Term Investments                               | 21,900                                   | 22,606                                  |
| 1.01.02.01          | Short Term Investments at Fair Value                 | 21,900                                   | 22,606                                  |
| 1.01.02.01.02       | Available for Sale Investments                       | 21,900                                   | 22,606                                  |
| 1.01.03             | Trade and Other Receivables                          | 260,528                                  | 303,054                                 |
| 1.01.03.01          | Clients  | 260,528                                  | 303,054                                 |
| 1.01.04             | Inventories, Net                                     | 166,029                                  | 170,990                                 |
| 1.01.06             | Recoverable Taxes, Net                               | 115,247                                  | 88,143                                  |
| 1.01.06.01          | Current Recoverable Taxes, Net                       | 115,247                                  | 88,143                                  |
| 1.01.07             | Prepaid Expenses                                     | 92,490                                   | 116,182                                 |
| 1.01.08             | Other Current Assets                                 | 84,752                                   | 48,019                                  |
| 1.01.08.03          | Other Credits  | 84,752                                   | 48,019                                  |
| 1.02                | Non-current Assets                                   | 6,482,643                                | 6,358,995                               |
| 1.02.01             | Long-Term Assets                                     | 1,645,089                                | 1,630,850                               |
| 1.02.01.06          | Deferred Taxes                                       | 823,260                                  | 817,545                                 |
| 1.02.01.06.01       | Deferred Income Taxes                                | 823,260                                  | 817,545                                 |
| 1.02.01.07          | Prepaid Expenses                                     | 51,858                                   | 54,201                                  |
| 1.02.01.09          | Other Non-current Assets                             | 769,971                                  | 759,104                                 |
| 1.02.01.09.01       | Other Non-current Assets                             | 16,488                                   | 9,227                                   |
| 1.02.01.09.03       | Restricted Cash                                      | 33,184                                   | 34,500                                  |
| 1.02.01.09.04       | Deposits   | 692,701                                  | 715,377                                 |
| 1.02.01.09.05       | Long term Investments                                | 27,598                                   | 0                                       |
| 1.02.03             | Property, Plant and Equipment                        | 3,581,871                                | 3,460,968                               |
| 1.02.03.01          | Operation Property, Plant and Equipment              | 1,055,010                                | 1,250,535                               |
| 1.02.03.01.01       | Maintenance Parts and Rotables                       | 878,000                                  | 759,816                                 |
| 1.02.03.01.02       | Advance of Property, Plant and Equipment Acquisition | 368,268                                  | 323,661                                 |
| 1.02.03.01.03       | Maintenance Costs                                    | 63,713                                   | 53,687                                  |
| 1.02.03.01.04       | Other  | 177,010                                  | 175,058                                 |
| 1.02.03.02          | Property, Plant and Equipment on Leasing             | 2,158,593                                | 2,210,433                               |
| 1.02.03.02.01       | Property, Plant and Equipment on Finance Leasing     | 2,158,593                                | 2,210,433                               |
| 1.02.04             | Intangilbe   | 1,255,683                                | 1,267,177                               |
| 1.02.04.01          | Intangilbe   | 713,381                                  | 724,875                                 |

|            |          |         |         |
|------------|----------|---------|---------|
| 1.02.04.02 | Goodwill | 542,302 | 542,302 |
|------------|----------|---------|---------|

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## Interim Condensed Consolidated Financial Statements / Balance Sheet - Liabilities

(In Thousands of Reais)

| <b>Account Code</b> | <b>Account Description</b>        | <b>Actual<br/>Quarter<br/>03/31/2011</b> | <b>Previous<br/>Year<br/>12/31/2010</b> |
|---------------------|-----------------------------------|--|---|
| 2                   | Total Liabilities                 | 9,021,205                                | 9,063,847                               |
| 2.01                | Current Liabilities               | 1,546,138                                | 1,659,864                               |
| 2.01.01             | Salaries, Wages and Benefits      | 224,652                                  | 205,993                                 |
| 2.01.01.02          | Salaries, Wages and Benefits      | 224,652                                  | 205,993                                 |
| 2.01.02             | Accounts Payable                  | 198,914                                  | 215,792                                 |
| 2.01.03             | Tax Obligations                   | 46,285                                   | 58,197                                  |
| 2.01.04             | Short Term Debt                   | 312,628                                  | 346,008                                 |
| 2.01.04.01          | Short Term Debt                   | 312,628                                  | 346,008                                 |
| 2.01.05             | Other Current Liabilities         | 740,477                                  | 777,907                                 |
| 2.01.05.02          | Other                             | 740,477                                  | 777,907                                 |
| 2.01.05.02.01       | Dividends Payable                 | 51,450                                   | 51,450                                  |
| 2.01.05.02.04       | Sales Taxes and Landing Fees      | 136,509                                  | 85,140                                  |
| 2.01.05.02.05       | Advance Ticket Sales              | 404,431                                  | 517,006                                 |
| 2.01.05.02.06       | Mileage Program                   | 52,012                                   | 26,200                                  |
| 2.01.05.02.07       | Advance Ticket Sales              | 16,212                                   | 24,581                                  |
| 2.01.05.02.08       | Other Liabilities                 | 79,863                                   | 73,530                                  |
| 2.01.06             | Provisions                        | 23,182                                   | 55,967                                  |
| 2.02                | Non-Current Liabilities           | 4,490,132                                | 4,474,814                               |
| 2.02.01             | Long Term Debt                    | 3,292,586                                | 3,395,080                               |
| 2.02.02             | Other Liabilities                 | 338,525                                  | 348,638                                 |
| 2.02.02.02          | Other                             | 338,525                                  | 348,638                                 |
| 2.02.02.02.03       | Mileage Program                   | 151,703                                  | 181,456                                 |
| 2.02.02.02.04       | Advance Ticket Sales              | 23,840                                   | 33,262                                  |
| 2.02.02.02.05       | Tax Obligations                   | 130,926                                  | 99,715                                  |
| 2.02.02.02.06       | Other                             | 32,056                                   | 34,205                                  |
| 2.02.03             | Deferred Tax                      | 672,692                                  | 642,185                                 |
| 2.02.03.01          | Deferred Income Tax               | 672,692                                  | 642,185                                 |
| 2.02.04             | Provisions                        | 186,329                                  | 88,911                                  |
| 2.02.04.01          | Tax, Labor, and Civil Provision   | 186,329                                  | 88,911                                  |
| 2.03                | Consolidated Shareholders' Equity | 2,984,935                                | 2,929,169                               |
| 2.03.01             | Capital                           | 2,183,940                                | 2,183,133                               |
| 2.03.01.01          | Issued Capital                    | 2,316,462                                | 2,315,655                               |

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|            |                                     |           |           |
|------------|-------------------------------------|-----------|-----------|
| 2.03.01.02 | Cost on Issued Shares               | (132,522) | (132,522) |
| 2.03.02    | Capital Reserves                    | 99,845    | 92,103    |
| 2.03.02.01 | Share Premium                       | 31,076    | 31,076    |
| 2.03.02.02 | Subsidiary Goodwill Special Reserve | 29,187    | 29,187    |
| 2.03.02.05 | Treasury Shares                     | (11,887)  | (11,887)  |
| 2.03.02.07 | Share-based Payments                | 51,469    | 43,727    |
| 2.03.04    | Retained Earnings                   | 642,860   | 642,860   |
| 2.03.04.01 | Legal Reserve                       | 49,833    | 49,833    |
| 2.03.04.10 | Reinvestment Reserve                | 593,027   | 593,027   |
| 2.03.05    | Accumulated Earnings                | 31,934    | 0         |
| 2.03.06    | Equity's Evaluation Adjustment      | 26,356    | 11,073    |

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## Interim Condensed Consolidated Financial Statements /Statement of Operations

(In thousands of Reais)

| <b>Account Code</b> | <b>Account Description</b>                    | <b>Actual<br/>Quarter<br/>Accumulated<br/>01/01/2011 up<br/>to 03/31/2011</b> | <b>Previous<br/>Year<br/>Accumulated<br/>01/01/2010 up<br/>to 03/31/2010</b> |
|---------------------|---|---|--|
| 3.01                | Operating Revenues                            | 1,838,962   | 1,729,817  |
| 3.01.01             | Passenger                                     | 1,647,088   | 1,567,882  |
| 3.01.02             | Cargo and Other                               | 191,874   | 161,935  |
| 3.02                | Cost of Goods and Services Sold               | (1,481,992)   | (1,325,211)  |
| 3.03                | Gross Revenue                                 | 356,970   | 404,606  |
| 3.04                | Operating Expenses/Revenue                    | (278,460)   | (213,186)  |
| 3.04.01             | Sales   | (149,435)   | (128,537)  |
| 3.04.01.01          | Sales and Marketing                           | (149,435)   | (128,537)  |
| 3.04.02             | General and Administrative                    | (129,025)   | (84,649)   |
| 3.05                | Profit Before Income Taxes and Finance Result | 78,510  | 191,420  |
| 3.06                | Finance Result                                | (25,806)  | (133,740)  |
| 3.06.01             | Financial Revenues                            | 34,189  | 19,398   |
| 3.06.01.01          | Investments Revenue                           | 34,189  | 19,398   |
| 3.06.02             | Financial Expenses                            | (59,995)  | (153,138)  |
| 3.06.02.01          | Interest on Loans                             | (89,522)  | (67,154)   |
| 3.06.02.02          | Derivatives Net Result                        | (30,616)  | (17,771)   |
| 3.06.02.03          | Other Operating Expenses                      | (9,640)   | (10,464)   |
| 3.06.02.04          | Exchange Variation, Net                       | 69,783  | (57,749)   |
| 3.07                | Profit Before Income Taxes                    | 52,704  | 57,680   |
| 3.08                | Income Tax                                    | (20,770)  | (33,758)   |
| 3.08.01             | Current                                       | (4,102)   | (32,440)   |
| 3.08.02             | Deferred                                      | (16,668)  | (1,318)  |
| 3.09                | Net Profit of Continued Operation             | 31,934  | 23,922   |
| 3.11                | Consolidated Profit (Loss) for the Period     | 31,934  | 23,922   |
| 3.11.01             | Attributed to Shareholders of Parent Company  | 31,934  | 23,922   |
| 3.99                | Earnings Per Share (Reais / Share)            |   |  |



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## Interim Condensed Consolidated Statement of Comprehensive Income

(In thousands of Reais)

| <b>Account Code</b> | <b>Account Description</b>                       | <b>Actual<br/>Quarter<br/>Accumulated<br/>01/01/2011 up<br/>to 03/31/2011</b> | <b>Previous<br/>Year<br/>Accumulated<br/>01/01/2010 up<br/>to 03/31/2010</b> |
|---------------------|--|---|--|
| 4.01                | Consolidated Net Profit for the Period           | 31,934  | 23,922   |
| 4.02                | Other Comprehensive Income                       | 15,283  | (30)   |
| 4.02.01             | Financial Assets Available for Sale              | (487)   | (323)  |
| 4.02.02             | Cash Flow Hedge                                  | 23,894  | 443  |
| 4.02.03             | Tax Effect                                       | (8,124)   | (150)  |
| 4.03                | Consolidated Comprehensive Income for the Period | 47,217  | 23,892   |
| 4.03.01             | Attributed to Shareholders of Parent Company     | 47,217  | 23,892   |

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**Interim Condensed Consolidated Financial Statements / Statement of Cash Flows – Indirect Method**

(In thousands of Reais)

| <b>Account Code</b> | <b>Account Description</b>                          | <b>Actual<br/>Quarter<br/>Accumulated<br/>01/01/2011 up<br/>to 03/31/2011</b> | <b>Previous<br/>Year<br/>Accumulated<br/>01/01/2010 up<br/>to 03/31/2010</b> |
|---------------------|---|---|--|
| 6.01                | Net Cash Provided by (Used in) Operating Activities | 107,992   | 144,769  |
| 6.01.01             | Cash Flows from Operating Activities                | 176,120   | 204,904  |
| 6.01.01.01          | Depreciation and Amortization                       | 90,157  | 63,760   |
| 6.01.01.02          | Allowance for Doubtful Accounts                     | 2,647   | 2,805  |
| 6.01.01.03          | Provisions for Contingencies and Others             | 1,634   | 6,971  |
| 6.01.01.04          | Provisions for Onerous Contracts                    | 6,151   | 237  |
| 6.01.01.05          | Provision for Inventory Obsolescence                | (223)   | 0  |
| 6.01.01.06          | Deferred Income Taxes                               | 16,668  | 1,318  |
| 6.01.01.07          | Shared-based Payments                               | 7,742   | 3,621  |
| 6.01.01.08          | Exchange and Monetary Variations, Net               | (69,783)  | 65,511   |
| 6.01.01.09          | Interests on Loans, Net                             | 89,522  | 67,154   |
| 6.01.01.10          | Non Realized Hedge Result, Net                      | 2,926   | 293  |
| 6.01.01.11          | Provision for Return of Aircraft                    | 11,192  | 5,957  |
| 6.01.01.12          | Other Provision                                     | 4,388   | (4,444)  |
| 6.01.01.13          | Write-of of Non-monetary Items                      | 17,040  | 0  |
| 6.01.01.14          | Mileage Program                                     | (3,941)   | (8,279)  |
| 6.01.02             | Assets and Liabilities Variation                    | (100,062)   | (84,057)   |
| 6.01.02.01          | Trade and Other Receivables                         | 39,879  | 198,525  |
| 6.01.02.02          | Inventories   | 5,184   | (15,557)   |
| 6.01.02.03          | Deposits  | 22,675  | 11,615   |
| 6.01.02.04          | Prepaid Expenses, Recovery Taxes and Other Credits  | (1,072)   | 12,775   |
| 6.01.02.05          | Other Assets  | (43,691)  | 7,272  |
| 6.01.02.06          | Accounts Payable                                    | (16,878)  | (26,601)   |
| 6.01.02.07          | Advance Ticket Sales                                | (56,126)  | (177,411)  |
| 6.01.02.08          | Advance from Customers                              | (17,791)  | (35,569)   |
| 6.01.02.09          | Salaries, Wages and Benefits                        | 18,659  | 8,344  |
| 6.01.02.10          | Sales Tax and Landing Fees                          | (5,080)   | (3,297)  |
| 6.01.02.11          | Tax Obligation                                      | 31,525  | 17,337   |
| 6.01.02.12          | Provisions  | (53,307)  | (26,227)   |
| 6.01.02.13          | Other Liabilities                                   | 15,713  | 4,695  |
| 6.01.02.14          | Interests Paid                                      | (35,650)  | (27,518)   |
| 6.01.02.15          | Income Tax Paid                                     | (4,102)   | (32,440)   |

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|            |  |           |           |
|------------|--|-----------|-----------|
| 6.01.03    | Other  | 31,934    | 23,922    |
| 6.01.03.01 | Net Income (loss) for the Period                     | 31,934    | 23,922    |
| 6.02       | Net Cash Generated by (used in) Investing Activities | (147,678) | (170,865) |
| 6.02.01    | Short term Investments                               | (26,892)  | 2,320     |
| 6.02.02    | Restricted Cash                                      | 1,316     | (25,641)  |
| 6.02.03    | Purchase of Property, Plant and Equipment            | (120,915) | (145,792) |
| 6.02.04    | Intangible Assets                                    | (1,187)   | (1,752)   |
| 6.03       | Net Cash Generated by (used in) Financing Activities | (119,087) | 90,727    |
| 6.03.02    | Debts  | 85,133    | 215,886   |
| 6.03.03    | Payments of Financial Leases                         | (205,027) | (125,622) |
| 6.03.04    | Capital increase                                     | 807       | 463       |
| 6.04       | Exchange Rate  | 531       | (7,962)   |
| 6.05       | Net Increase (Decrease) in Cash and Cash Equivalents | (158,242) | 56,669    |
| 6.05.01    | Cash and Cash Equivalents at Beginning of the Period | 1,955,858 | 1,382,408 |
| 6.05.02    | Cash and Cash Equivalents at End of the Period       | 1,797,616 | 1,439,077 |

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**Interim Condensed Consolidated Financial Statements / Statement of Changes in Shareholder's Equity – From 01/01/2011 up to 03/31/2011**

(In thousands of Reais)

| <b>ACCOUNT<br/>CODE</b> | <b>ACCOUNT DESCRIPTION</b>           | <b>CAPITAL<br/>STOCK</b> | <b>TREASURE<br/>SHARES</b> | <b>CAPITAL<br/>RESERVES,<br/>OPTIONS<br/>GRANTED<br/>AND<br/>INCOME<br/>RESERVES</b> | <b>RETAINED<br/>EARNINGS</b> | <b>COMPREHENSIVE<br/>INCOME</b> |
|-------------------------|--------------------------------------|--------------------------|----------------------------|--|------------------------------|---------------------------------|
| 5.01                    | Beginning Balance                    | 2,183,133                | 92,103                     | 642,860  | 0                            |                                 |
| 5.03                    | Adjusted Balance                     | 2,183,133                | 92,103                     | 642,860  | 0                            |                                 |
| 5.04                    | Shareholders Capital Transactions    | 807                      | 7,742                      | 0  | 0                            |                                 |
| 5.04.08                 | Capital Increase by Option Exercised | 807                      | 0                          | 0  | 0                            |                                 |
| 5.04.09                 | Stock Option                         | 0                        | 7,742                      | 0  | 0                            |                                 |
| 5.04.10                 | Other Comprehensive Income, Net      | 0                        | 0                          | 0  | 0                            |                                 |
| 5.05                    | Total Other Comprehensive Income     | 0                        | 0                          | 0  | 31,934                       |                                 |
| 5.05.01                 | Net Profit for the Period            | 0                        | 0                          | 0  | 31,934                       |                                 |
| 5.07                    | Final Balance                        | 2,183,940                | 99,845                     | 642,860  | 31,934                       |                                 |

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**Interim Condensed Consolidated Financial Statements / Statement of Changes in Shareholder's  
Equity – From 01/01/2010 up to 03/31/2010**

(In thousands of Reais)

| ACCCOUNT<br>CODE | ACCCOUNT DESCRIPTION                     | CAPITAL<br>RESERVES,<br>OPTIONS<br>GRANTED<br>AND |                    |                    |                      |
|------------------|--|---|--------------------|--------------------|----------------------|
|                  |  | CAPITAL<br>STOCK                                  | TREASURE<br>SHARES | INCOME<br>RESERVES | RETAINED<br>EARNINGS |
| 5.01             | Beginning Balance                        | 2,062,272   | 67,360             | 0                  | 479,536              |
| 5.03             | Adjusted Balance                         | 2,062,272   | 67,360             | 0                  | 479,536              |
| 5.05             | Total Comprehensive Income               | 0   | 0                  | 0                  | 23,922               |
| 5.05.01          | Net Profit for the Period                | 0   | 0                  | 0                  | 23,922               |
| 5.06             | Internal Changes of Shareholder's Equity | 463   | 3,621              | 0                  | 0                    |
| 5.06.04          | Adjustments to Asset Valuation           | 0   | 0                  | 0                  | 0                    |
| 5.06.05          | Capital Increase                         | 463   | 0                  | 0                  | 0                    |
| 5.06.06          | Other                                    | 0   | 3,621              | 0                  | 0                    |
| 5.07             | Final Balance                            | 2,062,735   | 70,981             | 0                  | 503,458              |

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Version: 1

### Interim Condensed Consolidated Financial Statements / Statement of Added Value

(In thousands of Reais)

| <b>Account Code</b> | <b>Account Description</b>                               | <b>Actual<br/>Quarter<br/>Accumulated<br/>01/01/2011 up<br/>to 03/31/2011</b> | <b>Previous<br/>Year<br/>Accumulated<br/>01/01/2010 up<br/>to 03/31/2010</b> |
|---------------------|--|---|--|
| 7.01                | Revenues   | 1,919,463   | 1,804,732  |
| 7.01.02             | Other Revenues   | 1,922,110   | 1,807,537  |
| 7.01.02.01          | Transportation of Passenger, Cargo and Other             | 1,922,110   | 1,807,537  |
| 7.01.04             | Provision/Reversion of Doubtful Accounts                 | (2,647)   | (2,805)  |
| 7.02                | Acquired from Third Parties                              | (1,117,980)   | (988,891)  |
| 7.02.02             | Materials, Energy, Services from Third Parties and Other | (342,840)   | (339,068)  |
| 7.02.04             | Other  | (775,140)   | (649,823)  |
| 7.02.04.01          | Fuel and Lubrificant Suppliers                           | (677,588)   | (556,752)  |
| 7.02.04.02          | Aircraft Insurance                                       | (8,841)   | (13,278)   |
| 7.02.04.03          | Commercial and Marketing                                 | (89,111)  | (79,793)   |
| 7.03                | Gross Added Value  | 801,483   | 815,841  |
| 7.04                | Retentions   | (90,157)  | (63,760)   |
| 7.04.01             | Depreciation, Amortization and Exhaustion                | (90,157)  | (63,760)   |
| 7.05                | Net Added Value Generated                                | 711,326   | 752,081  |
| 7.06                | Added Value Received in Transference                     | 216,310   | 268,370  |
| 7.06.02             | Finance Revenue  | 216,310   | 268,370  |
| 7.07                | Total Added Value to Distribute                          | 927,636   | 1,020,451  |
| 7.08                | Distribution of Added Value                              | 927,636   | 1,020,451  |
| 7.08.01             | Employees  | 359,437   | 284,440  |
| 7.08.02             | Taxes  | 165,905   | 160,165  |
| 7.08.03             | Third Parties' Capital Remuneration                      | 370,360   | 551,924  |
| 7.08.03.02          | Leases   | 128,244   | 149,814  |
| 7.08.03.03          | Other  | 242,116   | 402,110  |
| 7.08.03.03.01       | Funders  | 242,116   | 402,110  |
| 7.08.05             | Other  | 31,934  | 23,922   |





## Notes to the Interim Condensed Consolidated Financial Statements

### 1. Corporate information

Gol Linhas Aéreas Inteligentes S.A. (“Company” or “GLAI”) is a public-listed company incorporated in accordance with Brazilian Corporate Laws, organized on March 12, 2004. The objective of the Company is through its operating wholly-owned subsidiary VRG Linhas Aéreas S.A. (“VRG”) to exploit (i) regular and non-regular air transportation services of passengers, cargo and mail bags, domestically or internationally, according to the concessions granted by the competent authorities; (ii) complementary activities of chartering air transportation of passengers.

GLAI is the direct parent company of the wholly-owned subsidiaries GAC Inc (“GAC”), Gol Finance (“Finance”) and indirect parent company of SKY Finance II (“SKY II”).

GAC was established on March 23, 2006, according to the laws of Cayman Islands, and its activities are related to the aircraft acquisition for its single shareholder GLAI, which provides a finance support for its operational activities and settlement of obligations. GAC is the parent company of SKY Finance and SKY II, established on August 28, 2007 and November 30, 2009, respectively, both located in Cayman Islands, which activities are related to obtaining funds to finance aircraft acquisition. Sky Finance was closed in June, 2010. The closure of SKY Finance occurred after the payment of all funds raised by the company, considering that it was created with the specific objective of obtaining such funds.

Finance was established on March 16, 2006, according to the laws the Cayman Islands, and its activities are related to obtaining funds for aircraft acquisition.

On April 9, 2007, the Company acquired VRG, a low-cost and low-fare airline company, which operates domestic and international flights with GOL and VARIG brands, providing regular and non-regular air transportation services among the main destinations in Brazil, South America and the Caribbean.

The Company’s shares are traded in the New York Stock Exchange (NYSE) and on the São Paulo Stock Exchange (BM&FBOVESPA). The Company has entered into an Agreement for Adoption of Level 2 Differentiated Corporate Governance Practices with BM&FBOVESPA, and integrates the indices of Shares with Differentiated Corporate Governance – IGC and Shares with Differentiated Tag Along – ITAG, created to identify companies committed to the adoption of differentiated corporate governance practices.

## **2. Basis of preparation and summary of significant accounting policies**

The authorization for issue of this interim condensed consolidated financial statements occurred in the Board of Directors' meeting on May 10, 2011. The registered office is located at Rua Tamoios, 246, Jd. Aeroporto, São Paulo, Brazil.

### **2.1 Basis of preparation**

The quarterly interim condensed consolidated financial statements were prepared for the period ended on March 31, 2011 in accordance with International Accounting Standards (IAS) no. 34, related to condensed consolidated interim financial statements, as issued by the International Accounting Standards Board (IASB).

IAS 34 requires the use of certain accounting estimates by the Company Management. The interim condensed consolidated financial statements were prepared based on historical cost, except for certain financial assets and liabilities, which are measured at fair value.

## Notes to the Interim Condensed Consolidated Financial Statements

These interim condensed consolidated financial statements do not include all the information and disclosure items required in the consolidated annual financial statements. Therefore, they must be read together with the consolidated financial statements referring the period ended December 31st, 2010, and filed on February 22nd, 2011, which were prepared according to International Financial Reporting Standards – IFRS. There was no changes in accounting policies adopted on December 31,2010.

### 3. Seasonality

The Company expects that the revenues and profits from its flights reach the highest levels during the summer and winter vacation periods, in January and July, respectively, and during the last two weeks of December, during the season holidays. The Carnival week usually has a decrease of load factoring ratio. By considering of the high portion of fixed costs, this seasonality tends to cause variations in our operational revenues from quarter to quarter.

### 4. Cash and cash equivalents

|                        | 03/31/11         | 12/31/10  |
|------------------------|------------------|-----------|
| Cash and bank deposits | <b>127,756</b>   | 194,493   |
| Cash equivalents       | <b>1,669,860</b> | 1,761,365 |
|                        | <b>1,797,616</b> | 1,955,858 |

On March 31, 2011, cash equivalents refers substantially to private income funds, government securities and fixed income funds, bearing interest rates of 98.5% to 103.5% of *Certificado de Depósito Interbancário* (Inter-bank Deposit Certificate - CDI).

Since the first quarter of 2010, the Company started investing in open funds, and not only in exclusive funds as it previously did. Investment funds here refers to investments in quotas of fixed income and DI funds of top-class banks.

The composition of cash equivalents balance is presented below:

|                           | <b>03/31/11</b>  | <b>12/31/10</b> |
|---------------------------|------------------|-----------------|
| Bank deposit certificates | <b>511,722</b>   | 678,253         |
| Government securities     | <b>274,879</b>   | 245,186         |
| Investment funds          | <b>883,259</b>   | 837,926         |
|                           | <b>1,669,860</b> | 1,761,365       |

These financial investments provide high liquidity and are promptly converted into known cash amount, and are subject to insignificant risk of value change.

## 5. Restricted cash

Restricted cash is represented by a guarantee deposits linked to loans from the *Banco Nacional de Desenvolvimento Econômico e Social* (BNDES) and the *Banco de Desenvolvimento de Minas Gerais* (BDMG) which were applied in DI funds and paid the average rate of 98.5% of CDI.

On March 31, 2011, the restricted cash recorded in non-current assets corresponded to R\$33,184 (R\$34,500 on December 31, 2010).

**Notes to the Interim Condensed Consolidated Financial Statements****6. Short term investments**

|                         | <b>03/31/11</b> | <b>12/31/10</b> |
|-------------------------|-----------------|-----------------|
| Government securities   | <b>27,598</b>   | -               |
| Foreign bank deposits   | <b>21,300</b>   | 19,790          |
| Investment Funds (FIDC) | -               | 2,816           |
| Other financial assets  | <b>600</b>      | -               |
|                         | <b>49,498</b>   | 22,606          |
| <br>                    |                 |                 |
| Short time              | <b>21,900</b>   | 22,606          |
| Long time               | <b>27,598</b>   | -               |
|                         | <b>49,498</b>   | 22,606          |

On March 31, 2011, financial assets classified as held to maturity are mainly comprised by government securities of long term with maturity date between July 2012 and January 2015, bearing interest at 100.0% of CDI and foreign bank deposits, applied on February 24, 2011 with annual maturity date and bearing interest at 6.0% per year.

During the three months period ended on March 31, 2011 the Company redeemed the investment funds for debt securities (FIDC) and foreign bank deposits (time deposits), according to the maturity date of these financial assets.

**7. Trade and other receivables**

|                            | <b>03/31/11</b> | <b>12/31/10</b> |
|----------------------------|-----------------|-----------------|
| Local currency:            |                 |                 |
| Credit card administrators | <b>13,207</b>   | 90,612          |
| Travel agencies            | <b>184,160</b>  | 149,393         |
| Installments sales         | <b>46,952</b>   | 48,564          |
| Cargo agencies             | <b>22,480</b>   | 20,582          |
| Airline partners companies | <b>16,221</b>   | 16,608          |
| Other                      | <b>30,548</b>   | 27,491          |
|                            | <b>313,568</b>  | 353,250         |
| Foreign currency:          |                 |                 |

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|                                 |                 |          |
|---------------------------------|-----------------|----------|
| Credit card administrators      | <b>5,919</b>    | 5,855    |
| Travel agencies                 | <b>3,747</b>    | 3,935    |
| Cargo agencies                  | <b>68</b>       | 141      |
|                                 | <b>9,734</b>    | 9,931    |
|                                 | <b>323,302</b>  | 363,181  |
| Allowance for doubtful accounts | <b>(62,774)</b> | (60,127) |
|                                 | <b>260,528</b>  | 303,054  |

Changes in the allowance for doubtful accounts are as follows:

|                                      | <b>03/31/11</b> | <b>12/31/10</b> |
|--------------------------------------|-----------------|-----------------|
| Balance at the beginning of the year | <b>(60,127)</b> | (52,399)        |
| Additions                            | <b>(7,328)</b>  | (27,689)        |
| Irrecoverable amounts                | <b>762</b>      | 5,623           |
| Recoveries                           | <b>3,919</b>    | 14,338          |
| Balance at the end of the year       | <b>(62,774)</b> | (60,127)        |

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**Notes to the Interim Condensed Consolidated Financial Statements**

The aging analysis of accounts receivable is as follows:

|                         | <b>03/31/11</b> | <b>12/31/10</b> |
|-------------------------|-----------------|-----------------|
| Falling due             | <b>206,137</b>  | 270,286         |
| Overdue until 30 days   | <b>24,267</b>   | 19,091          |
| Overdue 31 to 60 days   | <b>12,010</b>   | 4,128           |
| Overdue 61 to 90 days   | <b>7,722</b>    | 5,533           |
| Overdue 91 to 180 days  | <b>11,262</b>   | 8,041           |
| Overdue 181 to 360 days | <b>11,917</b>   | 7,052           |
| Overdue above 360 days  | <b>49,987</b>   | 49,050          |
|                         | <b>323,302</b>  | 363,181         |

The average collection period of installment sales is seven months and monthly interests based on 5.99% is charged over the receivable balance, which is reported as finance income when collected. The average term for receipt of other accounts receivable is 45 days.

On March 31, 2011, accounts receivable from travel agencies amounting to R\$16,000 (R\$24,300 on December 31, 2010) are related to loan agreements guarantees.

**8. Inventories**

|                                 | <b>03/31/11</b> | <b>12/31/10</b> |
|---------------------------------|-----------------|-----------------|
| Consumables                     | <b>17,111</b>   | 16,702          |
| Parts and maintenance materials | <b>117,571</b>  | 117,740         |
| Advances to suppliers           | <b>40,252</b>   | 43,725          |
| Imports in progress             | <b>249</b>      | 1,885           |
| Others                          | <b>7,627</b>    | 7,942           |
| Provision for obsolescence      | <b>(16,781)</b> | (17,004)        |
|                                 | <b>166,029</b>  | 170,990         |



Changes in the allowance for inventory obsolescence is as follows:

|                                      | <b>03/31/11</b> | <b>12/31/10</b> |
|--------------------------------------|-----------------|-----------------|
| Balance at the beginning of the year | <b>(17,004)</b> | (8,602)         |
| Additions                            | <b>(16,781)</b> | (44,426)        |
| Disposals                            | <b>17,004</b>   | 36,024          |
| Balance at the end of the year       | <b>(16,781)</b> | (17,004)        |

## 9. Deferred and recoverable taxes

|  | <b>03/31/11</b> | <b>12/31/10</b> |
|--|-----------------|-----------------|
| <b>Recoverable taxes:</b>                |                 |                 |
| <b>Current assets</b>                    |                 |                 |
| ICMS <sup>(1)</sup>                      | <b>7,570</b>    | 7,039           |
| Prepaid IRPJ and CSSL <sup>(2)</sup>     | <b>65,344</b>   | 35,186          |
| IRRF <sup>(3)</sup>                      | <b>3,403</b>    | 8,548           |
| Withholding tax of public institutions   | <b>18,257</b>   | 17,334          |
| Value-added taxes – IVA <sup>(4)</sup>   | <b>4,147</b>    | 3,512           |
| Import tax                               | <b>15,805</b>   | 15,805          |
| Other recoverable taxes                  | <b>721</b>      | 719             |
| <b>Total recoverable taxes - current</b> | <b>115,247</b>  | 88,143          |

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**Notes to the Interim Condensed Consolidated Financial Statements****Deferred taxes:****Non-current assets**

|   |                |         |
|---|----------------|---------|
| Credits on accumulated income tax losses carryforward | <b>338,807</b> | 340,055 |
| Negative basis of social contribution                 | <b>121,971</b> | 122,420 |
| Temporary differences:                                |                |         |
| Mileage program                                       | <b>78,306</b>  | 70,603  |
| Provision for doubtful accounts                       | <b>193,568</b> | 190,664 |
| Provision for judicial lawsuits                       | <b>55,750</b>  | 44,556  |
| Return of aircraft                                    | <b>3,805</b>   | 11,318  |
| Others  | <b>31,053</b>  | 37,929  |
| <b>Total deferred tax - non-current assets</b>        | <b>823,260</b> | 817,545 |

**Non-current liabilities**

|   |                |         |
|---|----------------|---------|
| Brands  | <b>21,457</b>  | 21,457  |
| Rights of flight                                    | <b>190,686</b> | 190,686 |
| Maintenance deposits                                | <b>151,160</b> | 155,266 |
| Engine and rotatable depreciation                   | <b>121,737</b> | 115,098 |
| Goodwill amortization reversal                      | <b>57,447</b>  | 51,064  |
| Aircraft leasing operations                         | <b>106,790</b> | 94,950  |
| Others  | <b>23,415</b>  | 13,664  |
| <b>Total deferred tax - non-current liabilities</b> | <b>672,692</b> | 642,185 |

(1) ICMS: State tax on sales of goods and services.

(2) IRPJ: Brazilian federal income tax on taxable net profits.

CSLL: social contribution on taxable net profits, created to finance social programs and funds.

(3) IRRF: withholding of income tax applicable on certain domestic operations, such as payment of fees for some service providers, payment of salaries and financial income resulting from bank investments.

(4) IVA: Value-added tax for sales of goods and services abroad.

The Company and its subsidiary have tax losses and negative bases of social contribution in the determination of the taxable profits, to be compensated with 30% of the annual taxable profits, with no expiration term, in the amounts described below:

|  | <b>Parent Company (GLAI)</b> |                 | <b>Subsidiary (VRG)</b> |                 |
|--|------------------------------|-----------------|-------------------------|-----------------|
|  | <b>03/31/11</b>              | <b>12/31/10</b> | <b>03/31/11</b>         | <b>12/31/10</b> |
| Accumulated income tax losses carryforward | <b>264,845</b>               | 264,920         | <b>1,294,563</b>        | 1,299,555       |
| Negative basis of social contribution      | <b>264,845</b>               | 264,920         | <b>1,294,563</b>        | 1,299,555       |

On March 31, 2011, tax credits resulting from tax losses and negative basis of social contribution were recorded based on the firm expectation for generation of future taxable profits of the Company and its subsidiaries, in accordance with the legal limitations.

The projections of future taxable income for utilization to compensate tax losses and negative basis of social contribution, are technically prepared and supported based on their business plans which are approved by the Board of Directors, indicate the existence of sufficient taxable profit for the realization of the deferred tax assets recognized.

Through its parent company, the Company total tax credit is R\$90,047. However, the Company recognized an impairment of R\$69,447 for the credits with no perspective to be realized in an immediate future.

The Management considers that the deferred tax assets resulting from temporary differences will be realized proportionally to the realization of provisions and final resolution of future events.

The reconciliation between income tax and social contribution, calculated by the application of the statutory tax rate combined with values reflected in the net income, is shown below:

**Notes to the Interim Condensed Consolidated Financial Statements**

|   | <b>03/31/11</b> | <b>03/31/10</b> |
|---|-----------------|-----------------|
| Income before Income Taxes                                  | <b>52,704</b>   | 57,680          |
| Combined tax rate   | <b>34%</b>      | 34%             |
| Income tax at combined tax rate                             | <b>(17,918)</b> | (19,612)        |
| <b>Adjustments for calculating the effective tax rate:</b>  |                 |                 |
| Non-deductible income from subsidiaries                     | <b>(8,517)</b>  | (3,594)         |
| Nondeductible expenses (non taxable income) of subsidiaries | <b>2,098</b>    | 254             |
| Income tax on permanent differences                         | <b>(3,002)</b>  | (1,753)         |
| Exchange variation on investments abroad                    | <b>6,569</b>    | (9,054)         |
| Income tax and social contribution expenses                 | <b>(20,770)</b> | (33,758)        |
| Current income tax and social contribution                  | <b>(4,102)</b>  | (32,440)        |
| Deferred income tax and social contribution                 | <b>(16,668)</b> | (1,318)         |
|   | <b>(20,770)</b> | (33,758)        |

**10. Prepaid expenses**

|  | <b>03/31/11</b> | <b>12/31/10</b> |
|--|-----------------|-----------------|
| Deferred losses from sale-leaseback transactions (a) | 61,231          | 63,574          |
| Prepayments of hedge awards                          | 18,554          | 23,334          |
| Prepayments of leasing                               | 35,561          | 33,322          |
| Prepayments of insurance                             | 13,043          | 27,860          |
| Prepayments of commissions                           | 9,745           | 16,628          |
| Others   | 6,214           | 5,666           |
|  | <b>144,348</b>  | <b>170,383</b>  |
| Current  | 92,490          | 116,182         |
| Non-current  | 51,858          | 54,201          |

(a) During the accounting periods of 2007, 2008 and 2009, the Company registered losses with sale-leaseback transactions performed by its subsidiary GAC Inc. for 9 aircrafts in the amount of R\$89,337. These losses are being deferred and amortized proportionally to the payments of the respective leasing contracts during the contractual term of 120 months. Further information related to the sale-leaseback transactions are described in Note 25b. During the three months period ended on March 31, 2011, there was no sale-leaseback transactions.

## 11. Deposits

### Maintenance deposits

Under certain existing lease agreements, maintenance deposits are paid to aircraft and engine lessors that are to be applied to future aircraft maintenance. The maintenance deposits paid under lease agreements exempt neither the obligation to maintain the aircraft nor the cost risk associated with the maintenance activities of the aircraft lessor. The Company maintains the right to select any third-part maintenance provider or to perform such services in-house.

These deposits are calculated based on a performance measure, such as flight hours or cycles, and are available for reimbursement to the Company upon the completion of the maintenance of the lease aircraft. Therefore, these amounts are recorded as a deposit on the balance sheet and maintenance cost is recognized when the underlying maintenance is performed, in accordance with the Company's maintenance policy. Certain lease agreements provide that the excess deposits are not refundable to the Company. Such excess could occur if the amounts ultimately expended for the maintenance events were less than the amounts deposited. Any excess amounts held by lessor or retained by the lessor upon the expiration of the lease, which are not expected to be significant, would be recognized as additional aircraft rental expense.

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## Notes to the Interim Condensed Consolidated Financial Statements

Based on regular analysis of deposit recoveries, Management believes that the values disclosed in the consolidated balance are recoverable, and there are no indicators of impairment of maintenance deposits, which balances on March 31, 2011 are classified in non-current assets and amount to R\$444,589 (R\$456,666 on December 31, 2010).

Additionally, the Company holds contracts with some lessors to replace deposits by letters of credit, to enable the utilization of deposits to cover other disbursements related to leasing contracts. Many of the aircraft leasing contracts do not require maintenance deposits.

### Deposits in guarantee for leasing contracts

As required by the leasing contracts, the Company makes guarantee deposits on behalf of the leasing companies, the refund of which occurs upon the contract expiration date. On March 31, 2011, the balance of guarantee deposits for leasing contracts, classified in non-current assets, is R\$102,029 (R\$127,963 on December 31, 2010).

### Judicial deposits

Judicial deposits substantially represent guarantees of related to tax claims under judgment until such deposits will continue the resolution of conflicts related to them. The balances of judicial deposits on March 31, 2011, recorded in non-current assets totaled R\$146,083 (R\$130,748 on December 31, 2010).

## 12. Transactions with related parties

### Graphic, consulting and transportation services

The subsidiary VRG holds contract with the related part *Breda Transportes e Serviços S.A.* for passenger and luggage transportation services between airports, and transportation of employees, which expired

annually on November, 16 and can be renewed at every 12 months by additional equal periods by signing an amendment instrument signed by the parties, with annual correction based on the General Market Price Index (IGP-M) variation.

The Subsidiary VRG also holds contracts with related parties *Expresso União Ltda.*, *União Transporte de Encomendas e Comércio de Veículos Ltda.*, and *Serviços Gráficos Ltda.* for providing passenger and luggage transportation services between airports, transportation of express cargoes, transportation of employees and graphic services, respectively, with 12-month maturity terms without financial charges.

The Subsidiary VRG also hold a contract with related party *Vaud Participações S.A.* for providing administration services and executive management, with maturity terms of two years since October 2010.

During the year ended on March 31,2011, VRG recognized total expense related to these services amounting to R\$2,103 (R\$2,776 for the three months period ended on March 31, 2010). All the entities previously mentioned belong to the same business group.

## Notes to the Interim Condensed Consolidated Financial Statements

### Operational lease

VRG is the lessee of the property located at Rua Tamoios, 246, São Paulo – SP, owned by *Patrimony Administradora de Bens*, controlled by *Comporte Participações S.A.*, company owned by the same shareholder of the Company, which contract expires annually on April 4, can be renewed at every 12 months by additional equal periods and includes clause of annual readjustment based on General Market Price Index (IGP-M) variation. During the period ended on March 31, 2011, VRG recognized total expense related to this rental amounting to R\$218 (R\$107 for for the three months period ended on March 31, 2010).

### Commercial Agreement with Unidas Rent a Car

On May 2009, VRG signed a commercial agreement with *Unidas Rent a Car*, a Brazilian car rental company, which provides a 50% discount to *Unidas'* customers in the daily rental rates when they buy air travel tickets on flights operated by the subsidiary VRG in its website. The chairman of the Board of Directors of the Company, Álvaro de Souza, is also a member of the board of directors of *Unidas Rent a Car*.

### Accounts payable – current liabilities

On March 31, 2011, balances payable to related companies amounting to R\$467 (R\$1,552 on March 31, 2010) are included in the suppliers' balances and substantially refers to the payment to *Breda Transportes e Serviços S.A.* for passenger transportation services.

### Payments of key management personnel

|                       | 03/31/11 | 03/31/10 |
|-----------------------|----------|----------|
| Salaries and benefits | 3,915    | 2,780    |
| Social charges        | 1,437    | 961      |
| Share-based payments  | 4,573    | 3,427    |
| Total                 | 9,925    | 7,168    |



On March 31, 2011, the Company did not offer post-employment benefits, and there are no benefits for breach of employment agreements or other long-term benefits for Management or other employees.

Share-based payments

The Company's Board of Directors within the scope of its functions and in conformity with the Company's Stock Option Plan, approved the grant of a stock option for key senior executive officers and employees. For the grants until 2009, the options vest at a rate of 20% per year, and can be exercised up to 10 years after the grant date.

Due to changes in Stock Option Plan of the Company's shares, approved the Ordinary Shareholders Meeting held on April 30, 2010, for the 2010 grants, the options become exercisable in respect of 20% as from the first year, an additional 30% as from the second and remaining 50% as from the third year. The options under this Plan of 2010 also may be exercised within 10 years after the grant date.

The fair value of stock options was estimated at the grant date using option-pricing model of Black-Scholes.

The Board of Directors meetings date and the assumptions utilized to estimate the fair value of the stock purchase options using the Black-Scholes option pricing model are demonstrated below:

**Notes to the Interim Condensed Consolidated Financial Statements**

|  | <b>2005</b>      | <b>2006</b> | <b>2007</b>       | <b>Stock option plans</b> |
|--|------------------|-------------|-------------------|---------------------------|
|  |                  | January     |                   | <b>2008</b>               |
| Board of Directors meeting date            | December 9, 2004 | 2, 2006     | December 31, 2006 | December 20, 2007         |
| Total of options granted                   | 87,418           | 99,816      | 113,379           | 190,296                   |
| Option exercisable price                   | 33.06            | 47.30       | 65.85             | 45.46                     |
| Fair value of the option on the grant date | 29.22            | 51.68       | 46.61             | 29.27                     |
| Estimated volatility of the share price    | 32.52%           | 39.87%      | 46.54%            | 40.95%                    |
| Expected dividend                          | 0.84%            | 0.93%       | 0.98%             | 0.86%                     |
| Risk-free return rate                      | 17.23%           | 18.00%      | 13.19%            | 11.18%                    |
| Option duration (years)                    | 10               | 10          | 10                | 10                        |

(a) On April 2010 additional options were granted, totaling 216,673 in addition to those approved by the 2009 plan.

(b) On April 2010 additional options were approved totaling 101,894, referring to the 2010 plan.

(c) The calculated fair value for 2011 plan was 16.92, 16.11 and 15.17 for respective periods of vesting (2011, 2012 e 2013)

Changes in the stock options as of March 31, 2011 are shown as follows:

|   | <b>Stock options</b> | <b>Average weighted purchase price</b> |
|---|----------------------|--|
| Options in circulation as of December 31, 2010            | 3,476,684            | 20.56                                  |
| Granted   | <b>2,722,444</b>     | <b>27.83</b>                           |
| Exercised   | <b>(46,698)</b>      | <b>15.40</b>                           |
| Adjust on lost rights estimative                          | <b>(619,751)</b>     | <b>23.03</b>                           |
| <b>Options in circulation as of March 31, 2011</b>        | <b>5,532,679</b>     | <b>23.90</b>                           |
| Number of options exercisable as of December 31, 2010     | <b>955,975</b>       | <b>22.88</b>                           |
| <b>Number of options exercisable as of March 31, 2011</b> | <b>1,163,137</b>     | <b>23.13</b>                           |

The interval of the exercise prices and the average maturity of the outstanding options, as well as the intervals of the exercise prices for the exercisable options as of December 31, 2010, are summarized below:

| Exercise price intervals | Options in circulation                |                                     |                                 | Options exercisable                |                                 |  |
|--------------------------|---------------------------------------|-------------------------------------|---------------------------------|------------------------------------|---------------------------------|--|
|                          | Options in circulation as of Mar/2011 | Remaining weighted average maturity | Weighted average exercise price | Options exercisable as of Mar/2011 | Weighted average exercise price |  |
| 33.06                    | 31,222                                | 4                                   | 33.06                           | 31,222                             | 33.06                           |  |
| 47.30                    | 37,960                                | 5                                   | 47.30                           | 37,960                             | 47.30                           |  |
| 65.85                    | 41,150                                | 6                                   | 65.85                           | 34,978                             | 65.85                           |  |
| 45.46                    | 93,912                                | 7                                   | 45.46                           | 61,043                             | 45.46                           |  |
| 10.52                    | 551,235                               | 8                                   | 10.52                           | 248,056                            | 10.52                           |  |
| 20.65                    | 2,271,193                             | 9                                   | 20.65                           | 624,578                            | 20.65                           |  |
| 27.83                    | 2,506,006                             | 10                                  | 27.83                           | 125,300                            | 27.83                           |  |
| <b>10.52-65.85</b>       | <b>5,532,679</b>                      | <b>9.2</b>                          | <b>23.90</b>                    | <b>1,163,137</b>                   | <b>23.13</b>                    |  |

For the three months period ended on March 31, 2011, the Company registered on the shareholder's equity an result with stock options in the amount of R\$7,742 (R\$3,621 for the three months period ended on March 31, 2010), being the expense presented in the consolidated statements of operations as labor expenses.

**Notes to the Interim Condensed Consolidated Financial Statements****13. Earnings per share**

Although, there are differences in voting rights and liquidation preferences, the Company's preferred shares are not entitled to receive any fixed dividends. Rather, the preferred shareholders have identical rights to earnings and are entitled to receive dividends per share in the same amount of the dividends per share paid to holders of the common shares. Therefore, the Company understands that, substantially, there is no difference between preferred shares and common shares and the basic earnings per share calculation should be the same for both shares.

Consequently, basic earnings per share are computed by dividing income by the weighted average number of all classes of shares outstanding during the period. The diluted earnings per share are computed including dilutive potential shares from the executive employee stock options using the treasury-stock method when the effect is dilutive. The effect anti-dilutive potential shares are ignored in calculating dilutive earnings per share.

|  | 03/31/11       | 03/31/10 |
|--|----------------|----------|
| <u>Numerator</u>   |                |          |
| Net income for the year  | <b>31,934</b>  | 23,922   |
| <u>Denominator</u>   |                |          |
| Weighted mean of shares in circulation related   |                |          |
| to basic earnings per share (in thousands)   | <b>269,806</b> | 265,288  |
| <u>Effects of titles deductible</u>  |                |          |
| Executive option plan to purchase shares (in thousands)  | <b>358</b>     | 160      |
| Adjusted weighed mean of shares in circulation and presumed conversions related to the diluted earnings per share (in thousands) | <b>270,164</b> | 265,448  |
| Basic earnings per share   | <b>0.12</b>    | 0.09     |
| Diluted earnings per share   | <b>0.12</b>    | 0.09     |

On March 31,2011, the diluted profit per share was computed by considering the instruments that may have potential dilutive effect in the future. On March 31,2011 the exercise price of vested stock options of

the 2009 and 2010 plans are lower than the average market quotation of the period (in the money). The 2010 plan is in the money even when the vesting stock options expenses are included in the exercise price.

On March 31, 2011 the total of 358,213 stock options have dilutive effect (272,641 stock options on March 31, 2010).

#### 14. Property, plant and equipment

|   |                              | 03/31/11  |                          | 12/31/10  |           |
|---|------------------------------|-----------|--------------------------|-----------|-----------|
|   | Annual weighted depreciation | Cost      | Accumulated depreciation | Net value | Net value |
| <b>Flight equipment</b>                     |                              |           |                          |           |           |
| Aircraft under financial leases             | 11%                          | 2,553,145 | (394,552)                | 2,158,593 | 2,210,433 |
| Sets of replacement parts and spare engines | 4%                           | 806,468   | (136,459)                | 670,009   | 649,758   |
| Aircraft reconfigurations                   | 11%                          | 275,950   | (84,246)                 | 191,704   | 86,992    |
| Aircraft and safety equipment               | 20%                          | 1,287     | (713)                    | 574       | 601       |
| Tools                                       | 10%                          | 21,485    | (5,772)                  | 15,713    | 14,465    |
|   |                              | 3,658,335 | (621,742)                | 3,036,593 | 2,962,249 |

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## Notes to the Interim Condensed Consolidated Financial Statements

|                                       |                              | 03/31/11  |                          | 12/31/10  |           |
|---------------------------------------|------------------------------|-----------|--------------------------|-----------|-----------|
|                                       | Annual weighted depreciation | Cost      | Accumulated depreciation | Net value | Net value |
| <b>Property and equipment in use</b>  |                              |           |                          |           |           |
| Vehicles                              | 20%                          | 8,784     | (5,746)                  | 3,038     | 3,309     |
| Machinery and equipment               | 10%                          | 26,632    | (8,183)                  | 18,449    | 15,744    |
| Furniture and fixtures                | 10%                          | 17,966    | (7,638)                  | 10,328    | 10,696    |
| Computers and peripherals             | 20%                          | 39,692    | (24,698)                 | 14,994    | 14,354    |
| Communication equipment               | 10%                          | 2,669     | (1,213)                  | 1,456     | 1,517     |
| Facilities                            | 10%                          | 4,346     | (2,262)                  | 2,084     | 2,192     |
| Maintenance center – Confins          | 7%                           | 105,384   | (11,915)                 | 93,469    | 93,160    |
| Improvements in third-part properties | 20%                          | 31,560    | (14,426)                 | 17,134    | 18,540    |
| Works in progress                     | -                            | 16,058    | -                        | 16,058    | 15,546    |
|                                       |                              | 253,091   | (76,081)                 | 177,010   | 175,058   |
|                                       |                              | 3,911,426 | (697,823)                | 3,213,603 | 3,137,307 |
| Advances for acquisition of aircraft  | -                            | 368,268   | -                        | 368,268   | 323,661   |
|                                       |                              | 4,279,694 | (697,823)                | 3,581,871 | 3,460,968 |

Changes in property, plant and equipment balances are shown below:

|                             | Property, plant and equipment under financial leasing | Other flight equipment (A) | Advances for acquisition of property, plant and equipment | Other   | Total     |
|-----------------------------|---|----------------------------|---|---------|-----------|
| <b>On December 31, 2010</b> | 2,210,433   | 751,816                    | 323,661   | 175,058 | 3,460,968 |
| Additions                   | -   | 151,769                    | 56,594  | 7,055   | 215,418   |
| Disposals                   | -   | (155)                      | (11,987)  | -       | (12,142)  |

|                          |                  |                |                |                |                  |
|--------------------------|------------------|----------------|----------------|----------------|------------------|
| Depreciation             | (51,840)         | (25,430)       | -              | (5,103)        | (82,373)         |
| <b>On March 31, 2011</b> | <b>2,158,593</b> | <b>878,000</b> | <b>368,268</b> | <b>177,010</b> | <b>3,581,871</b> |

(A) Additions during the period primarily represent the total estimated costs to be incurred for the reconfiguration of the aircraft with no purchase option when they return to lessor and the costs of improvements in engines under operating leases in accordance with the conditions of big maintenance established in contracts.

## 15. Intangible assets

|                                  | <b>Goodwill</b> | <b>Trade names</b> | <b>Airport operating rights</b> | <b>Software</b> | <b>Total</b>     |
|----------------------------------|-----------------|--------------------|---------------------------------|-----------------|------------------|
| Balance on December 31, 2010     | 542,302         | 63,109             | 560,842                         | 100,924         | 1,267,177        |
| Additions                        | -               | -                  | -                               | 1,187           | 1,187            |
| Write offs                       | -               | -                  | -                               | (4,898)         | (4,898)          |
| Amortizations                    | -               | -                  | -                               | (7,783)         | (7,783)          |
| <b>Balance on March 31, 2011</b> | <b>542,302</b>  | <b>63,109</b>      | <b>560,842</b>                  | <b>89,430</b>   | <b>1,255,683</b> |

The Company has allocated goodwill and intangible assets with indefinite lives, acquired through business combinations, for the purposes of impairment testing to a single cash-generating unit which is the operating subsidiary VRG. The recoverable amount of these assets is tested annually by the Company at the end of year.

## Notes to the Interim Condensed Consolidated Financial Statements

## 16. Short and Long Term Debt

|                                      | <b>Maturity</b> | <b>Effective<br/>average<br/>interest rate<br/>(p,y,<br/>03/31/11</b> | <b>03/31/11</b> | <b>12/31/10</b> |
|--------------------------------------|-----------------|---|-----------------|-----------------|
| Short term debt                      |                 |   |                 |                 |
| Local currency:                      |                 |   |                 |                 |
| BNDES loan                           | Jul, 2012       | 8.66%   | 13,987          | 14,352          |
| BNDES loan Safra                     | Mar, 2014       | 11.46%  | 28,363          | 27,550          |
| BDMG loan                            | Jan, 2014       | 8.05%   | 3,484           | 3,376           |
| Interest                             |                 |   | 3,218           | 19,721          |
|                                      |                 |   | 49,052          | 64,999          |
| Foreign currency (in U.S. Dollars):  |                 |   |                 |                 |
| Working Capital                      | Mar, 2012       | 3.42%   | 82,704          | 83,803          |
| IFC loan                             | Jul, 2013       | 4.15%   | 10,082          | 13,885          |
| FINIMP                               | Jun, 2011       | 2.69%   | 2,695           | 2,718           |
| Interest                             |                 |   | 28,461          | 33,969          |
|                                      |                 |   | 123,942         | 134,375         |
|                                      |                 |   | 172,994         | 199,374         |
| Financial Lease                      | Dec, 2021       |   | 139,634         | 146,634         |
| Total short term debt                |                 |   | 312,628         | 346,008         |
| Long term debt                       |                 |   |                 |                 |
| Local currency:                      |                 |   |                 |                 |
| BNDES                                | Jul, 2012       | 8.66%   | 4,784           | 8,372           |
| BNDES - intermediated by Banco Safra | Mar, 2014       | 11.46%  | 63,709          | 70,934          |
| BDMG                                 | Jan, 2014       | 8.05%   | 27,346          | 27,332          |
| Debentures                           | Sep, 2015       | 12.63%  | 594,018         | 593,870         |
|                                      |                 |   | 689,857         | 700,508         |
| Foreign currency (in U.S. Dollars)   |                 |   |                 |                 |
| IFC loan                             | Jul, 2013       | 4.15%   | 23,752          | 27,770          |
| Senior bonus I                       | Apr, 2017       | 7.50%   | 340,183         | 347,501         |
| Senior bonus II                      | Jul, 2020       | 9.25%   | 477,212         | 487,887         |
| Perpetual bonus                      | -               | 8.75%   | 291,537         | 297,944         |
|                                      |                 |   | 1,132,684       | 1,161,102       |
|                                      |                 |   | 1,822,541       | 1,861,610       |
| Financial Lease                      | Dec, 2021       |   | 1,470,045       | 1,533,470       |
| Total long term debt                 |                 |   | 3,292,586       | 3,395,080       |
|                                      |                 |   | 3,605,214       | 3,741,088       |



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The maturities of long-term debt for the next periods, counted from April 1<sup>st</sup> to March 31 of the next year, are as follows:

|                                    | <b>2012</b>   | <b>2013</b>   | <b>2014</b>   | <b>2015</b>    | <b>After<br/>2015</b> | <b>Total</b>     |
|------------------------------------|---------------|---------------|---------------|----------------|-----------------------|------------------|
| <u>Local currency:</u>             |               |               |               |                |                       |                  |
| BNDES loan                         | 4,784         | -             | -             | -              | -                     | 4,784            |
| Loan – Safra                       | 21,302        | 28,586        | 13,821        | -              | -                     | 63,709           |
| BDMG and BDMG II loan              | 2,523         | 6,543         | 4,512         | 4,236          | 9,532                 | 27,346           |
| Debentures                         | -             | -             | -             | 594,018        | -                     | 594,018          |
|                                    | 28,609        | 35,129        | 18,333        | 598,254        | 9,532                 | 689,857          |
| <u>Foreign currency (Dollars):</u> |               |               |               |                |                       |                  |
| IFC                                | 7,917         | 15,835        | -             | -              | -                     | 23,752           |
| Senior bonus I                     | -             | -             | -             | -              | 340,183               | 340,183          |
| Senior bonus II                    | -             | -             | -             | -              | 477,212               | 477,212          |
| Perpetual bonus                    | -             | -             | -             | -              | 291,537               | 291,537          |
|                                    | 7,917         | 15,835        | -             | -              | 1,108,932             | 1,132,684        |
| <b>Total</b>                       | <b>36,526</b> | <b>50,964</b> | <b>18,333</b> | <b>598,254</b> | <b>1,118,464</b>      | <b>1,822,541</b> |

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**Notes to the Interim Condensed Consolidated Financial Statements**

Fair values of senior and perpetual bonus, on March 31, 2011, reflecting the frequent readjustment of market quotations of these instruments, based on the exchange rate in effect on the balance sheet closing date, are shown below:

|                         | <b>Book</b> | <b>Consolidated</b> | <b>Market</b> |
|-------------------------|-------------|---------------------|---------------|
| Senior notes (I and II) | 817,395     |                     | 874,365       |
| Perpetual bonus         | 291,537     |                     | 288,143       |

Working capital

On March 21, 2011, the Company collected a working capital loan amounting R\$85,000 (USD51,121), tax of 3.42% p.a. and maturity date on March 15,2012. The Company also contracted a swap operation, changing the effective cost of the loan to 118% of CDI-over, in local currency . On March 31,2011, the balance registered in current liabilities was R\$82,704.

On March 31, 2011, the Company quit the amount of R\$82,841 (USD50,000), related to working capital collected on September, 2010.

Finance leases

Future payments for considerations of finance leasing contracts are established in U.S. Dollars, and are as follows:

|             | <b>03/31/11</b> | <b>12/31/10</b> |
|-------------|-----------------|-----------------|
| 2011        | <b>169,340</b>  | 227,174         |
| 2012        | <b>223,105</b>  | 227,174         |
| 2013        | <b>222,076</b>  | 227,174         |
| 2014        | <b>222,061</b>  | 227,174         |
| 2015        | <b>214,634</b>  | 219,576         |
| Beyond 2015 | <b>951,396</b>  | 935,450         |

|   |                  |           |
|---|------------------|-----------|
| Total of minimum lease payments           | <b>2,002,612</b> | 2,063,722 |
| Less: total interest                      | <b>(392,933)</b> | (383,618) |
| Present value of minimum leasing payments | <b>1,609,679</b> | 1,680,104 |
| Less: short-term installment              | <b>(139,634)</b> | (146,634) |
| Long-term installment                     | <b>1,470,045</b> | 1,533,470 |

The discount rate used to calculate the present value of the minimum leasing payments is 6.23% on March 31, 2011 (6.23% on December 31, 2010). There are no significant differences between the present value of minimum leasing payments and the market value of these financial liabilities.

The Company extended the maturity date of financing for some of its aircrafts leased during 15 years, by using the SOAR structure (mechanism for extending the amortization and financing payment), which enables performing calculated withdrawals to be made for settlement by payment in full at the end of the leasing contract. On March 31, 2011 the value of withdrawals performed for the integral payment on the expiration date of the leasing contract is R\$39,824 (R\$37,407 on December 31, 2010).

#### Restrictive covenants

The Company has restrictive covenants in loan agreements with the following financial institutions: IFC, BNDES, and *Banco do Brasil*.

## Notes to the Interim Condensed Consolidated Financial Statements

The Company complied with the minimum parameters set with all financial institutions required for the indexes for the three months period ended March 31, 2011.

### 17. Advance ticket sales

On March 31, 2011, the balance of advance ticket sales in current liabilities of R\$404,431 (R\$517,006 on December 31, 2010) is represented by 2,784,799 tickets sold and not yet used with 68 days of average term of use (95 days on December 31, 2010).

### 18. Smiles deferred revenue

Since the VRG's acquisition, the Company has a mileage program denominated Smiles ("Smiles Program"). This program consists in the reward of mileage credits, through accumulation of mileage credits by the passengers, to use for additional travels. The obligations assumed under the frequent flyer program, ("Smiles Program") were valued at the VRG's acquisition date at estimated fair value that represents the estimated price that the Company could pay to a third party to assume the mileage obligation expected to be recovered on the mileage program.

On March 31, 2011, the balance of Smiles deferred revenue is R\$52,012 and R\$151,703 classified in the current and non-current liabilities, respectively (R\$26,200 and R\$181,456 on December 31, 2010).

### 19. Advances from customers

On September 30, 2009, the Company, by its subsidiary VRG, completed a partnership with *Banco Bradesco S.A.* and *Banco do Brasil S.A.* by an operational agreement for issuing and managing credit cards in the "co-branded" format, related to the purchase of miles of the mileage program, access rights and utilization of the program customers database, and plus an additional based on variable remuneration conditioned by the right to access and use of customer credit cards by financial institutions and participation on the billing registered in the issued cards by the term of 5 years, totalizing approximately R\$481 million.

On March 31, 2011, the balance reported in the advances from customers caption in the current liabilities, related to this agreement, corresponds to R\$16,212, and R\$23,840 in non-current liabilities (R\$16,484 and R\$ 33,262 on December 31, 2010).

On June 08, 2010, the Company, through its wholly-owned subsidiary VRG signed commercial agreement with the Travel Operator and Agency CVC Tur Ltda, ("CVC"), amounting to R\$50,000, to enable the sale of national and international chartered flights. On March 31,2011 the amount was totally utilized (R\$8,097 registered on current liabilities on December 31, 2010).

**Notes to the Interim Condensed Consolidated Financial Statements****20. Tax obligations**

|                            | <b>03/31/11</b> | <b>12/31/10</b> |
|----------------------------|-----------------|-----------------|
| PIS and COFINS             | <b>107,631</b>  | 83,857          |
| REFIS                      | <b>38,246</b>   | 38,166          |
| IRRF on wages and benefits | <b>15,587</b>   | 20,895          |
| ICMS                       | <b>3,761</b>    | 3,581           |
| Import tax                 | <b>3,207</b>    | 3,712           |
| CIDE                       | <b>404</b>      | 354             |
| IOF                        | <b>117</b>      | 125             |
| Others                     | <b>8,258</b>    | 7,222           |
|                            | <b>177,211</b>  | 157,912         |
| Current                    | <b>46,285</b>   | 58,197          |
| Non-current                | <b>130,926</b>  | 99,715          |

PIS and COFINS

With the start of the systematic of non-cumulative in the calculation of the PIS (Law no. 10637/02) and COFINS (Law no. 10833/03), the subsidiary VRG has implemented those rules as well as questioning the rate application for calculating these contributions. The provision recorded in the balance on March 31, 2011 in the amount of R\$107,631 (R\$83,857 on December 31, 2010) includes the portion not paid, monetarily restated by the SELIC rate. There are judicial deposits in the amount of R\$72,688 (R\$66,963 on December 31, 2010) to ensure the suspension of the tax credit.

Adherence to the Program of Subdivision of Federal Taxes (REFIS)

On November 30, 2009, the Company and its subsidiary VRG filed its adherence to the Program of Subdivision of Federal Taxes (REFIS), as provided in Law no. 11941 of May 27, 2009, including all of its debts with the Receita Federal do Brasil and Procuradoria-Geral da Fazenda Nacional (Brazilian IRS), maturing through November 30, 2008.

The management decided to pay the debts of R\$11,610 related to GLAI and R\$35,012 related to VRG in 180 installments. This payment method offers reductions of 60% of the relative values of craft and fine for late payment, 25% of interest and 20% off fines, reducing the value of debt to R\$10,257 and R\$27,989 for GLAI and VRG, respectively.

The debts consolidation is scheduled for June, 2011, according with the resolution PGFN/RFB no. 2/2011, and upon such consolidation the Company and its subsidiary VRG will use part of their tax credits relating to tax loss carryforwards of social contribution to settle amounts related to interest and penalties amounting to R\$1,645 and R\$9,032 for GLAI and VRG, respectively.

## 21. Provisions

|                                  | <b>Insurance<br/>provision</b> | <b>Aircraft<br/>return (a)</b> | <b>Onerous<br/>contracts</b> | <b>Litigation</b> | <b>Total</b>   |
|----------------------------------|--------------------------------|--------------------------------|------------------------------|-------------------|----------------|
| Balance on December 31, 2010     | 31,070                         | 33,287                         | 9,885                        | 70,636            | 144,878        |
| Additional provisions recognized | 4,388                          | 105,695                        | 6,151                        | 1,706             | 117,940        |
| Utilized provisions              | (29,773)                       | (21,499)                       | (2,014)                      | (21)              | (53,307)       |
| <b>Balance on March 31, 2011</b> | <b>5,685</b>                   | <b>117,483</b>                 | <b>14,022</b>                | <b>72,321</b>     | <b>209,511</b> |
| Current                          | 5,685                          | 7,801                          | 9,696                        | -                 | 23,182         |
| Non-current                      | -                              | 109,682                        | 4,326                        | 72,321            | 186,329        |
|                                  | <b>5,685</b>                   | <b>117,483</b>                 | <b>14,022</b>                | <b>72,321</b>     | <b>209,511</b> |

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## Notes to the Interim Condensed Consolidated Financial Statements

(a) The additional provisions recognized in the period primarily represent the costs to reconfigure the aircraft with no purchase option when they return to lessor, whose counterpart is capitalized in the fixed assets, Note 14.

### Insurance provision

The Management keeps insurance coverage in amounts considered necessary to cover any claims, in view of the nature the Company's assets and the risks inherent in its operating activities, with due heed being paid to the limits set in the lease agreements, in compliance with provisions of the Law n<sup>o</sup> 10744/03.

### Aircraft returns

The aircraft return costs includes provisions for the maintenance to meet the contractual return conditions on engines held under operating leases, and the cost of returning the aircraft with no purchase option according to the conditions described in the leasing contracts.

### Onerous contracts

On March 31, 2011, the Company recorded a provision of R\$14,022, with R\$9,696 classified in current liabilities and R\$4,326 in non-current liabilities (R\$9,885 on December 31, 2010) for onerous operating lease contracts related to 2 Boeing 767-300 aircrafts that are out of operation and are maintained under operating lease. The provision represents the present value of the future lease payments that the Company is presently obligated to make under non-cancelable onerous operating lease contracts, less revenue expected to be earned on the lease, including estimated future sub-lease revenue, when applicable. The used premises are judged estimates and the liquidation of this transactions may result in values significantly different from that reported by the Company. The term of the leases contracts ranges from 3 to 4 years.

### Litigation



On March 31,2011, the Company and its subsidiaries are involved in judicial lawsuits and administrative proceedings, totaling 20,751. The lawsuits and administrative suits are classified into Operation (those arising from the normal course of operations), and Succession (those arising from the application for recognition of succession by obligations of the former Varig S.A.). According to this classification, the quantity of processes on March 31,2011 are as follows:

|                      | <b>Operation</b> | <b>Sucession</b> | <b>Total</b>  |
|----------------------|------------------|------------------|---------------|
| Civil judicial       | 13,211           | 627              | <b>13,838</b> |
| Civil administrative | 1,529            | 27               | <b>1,556</b>  |
| Civil miscellaneous  | 47               | -                | <b>47</b>     |
| Labor judicial       | 1,279            | 3,944            | <b>5,223</b>  |
| Labor administrative | 85               | 2                | <b>87</b>     |
| <b>Total</b>         | <b>16,151</b>    | <b>4,600</b>     | <b>20,751</b> |

The civil lawsuits are primarily related to compensation claims generally related to flight delays, flight cancellations, baggage loss and damage. The labor claims primarily consist of discussions related to overtime, hazard pay and pay differentials.

The estimated provisions related to civil and labor suits with probable loss risk are shown below:

**Notes to the Interim Condensed Consolidated Financial Statements**

|       | <b>03/31/11</b> | <b>12/31/10</b> |
|-------|-----------------|-----------------|
| Civil | <b>31,386</b>   | 29,786          |
| Labor | <b>40,935</b>   | 40,850          |
|       | <b>72,321</b>   | 70,636          |

Provisions are reviewed based on the evolution of the processes and history of losses through the current best estimate for labor and civil cases.

There are other suits evaluated by Management and by lawyers as possible risk, in the estimated amount of R\$12,781 for civil claims and R\$7,758 for labor claims on March 31, 2011 (R\$10,681 and R\$7,530 on December 31, 2010 respectively), which have no provisions recorded.

The Company is involved in 4 labor claims in France, resulting from debts of former Varig S.A.. During the three months period ended on March 31, 2011, the Company had favorable decision (decision from trial court) in terms of non-succession. The value involved in the discussions (not provisioned) is approximately R\$4,857 (corresponding to €2,1 million).

The Company is challenging in court the VAT (ICMS) levies on aircraft and engines imported under aircraft leases without purchase options in transactions carried out with lessors headquartered in foreign countries. The Company's management understands that these transactions represent simple leases in view of the contractual obligation to return the assets that are the subject of the contract.

The estimated aggregated value of the judicial disputes in progress related to non-chargeable of ICMS tax on the above mentioned imports is R\$197,218 on March 31, 2011 (R\$193,173 on December 31, 2010) monetarily adjusted, and not including arrears interests. Based on the evaluation of the subject by its legal counselors and supported on suits of the same nature judged favorably to the taxpayers by the High Court (STJ) and Supreme Federal Court (STF) in the second quarter of 2007. The Company understands that chances of loss are remote, and thus did not make provisions for the referred values.

Although the result from these suits and proceedings cannot be forecasted, and based on consultations made with its external legal counselors, the Company understands that the final judgment of these suits will not have any relevant adverse effect on the financial position, operating results and cash flow of the Company.

**22. Shareholders' equity**a) Capital stock

On March 31, 2011, the capital of the Company is represented by 270,371,386 shares, with 137,032,734 common shares and 133,338,652 preferred shares. The *Fundo de Investimento em Participações Volluto* is the Company's controlling fund which is equally controlled by Constantino de Oliveira Júnior, Henrique Constantino, Joaquim Constantino Neto and Ricardo Constantino.

Shareholding composition is shown below:

|                 | <b>03/31/11</b> |                  |                | <b>12/31/10</b> |                  |              |
|-----------------|-----------------|------------------|----------------|-----------------|------------------|--------------|
|                 | <b>Common</b>   | <b>Preferred</b> | <b>Total</b>   | <b>Common</b>   | <b>Preferred</b> | <b>Total</b> |
| Fundo Volluto   | <b>100.00%</b>  | <b>26.97%</b>    | <b>64.98%</b>  | 100.00%         | 26.98%           | 63.99%       |
| Others          | -               | <b>1.50%</b>     | <b>0.74%</b>   | -               | 1.42%            | 0.70%        |
| Treasury shares | -               | <b>0.34%</b>     | <b>0.17%</b>   | -               | 0.34%            | 0.17%        |
| Free float      | -               | <b>71.19%</b>    | <b>34.11%</b>  | -               | 71.26%           | 35.14%       |
|                 | <b>100.00%</b>  | <b>100.00%</b>   | <b>100.00%</b> | 100.00%         | 100.00%          | 100.00%      |

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## Notes to the Interim Condensed Consolidated Financial Statements

The authorized capital stock on March 31, 2011 is R\$4 billion. Within the authorized limit, the Company can, with approval by the Board of Directors, increase the capital stock independently of statutory reform, by issuing shares, without preserving the proportion among the different kinds of shares. The Board of Directors will define the issuance conditions, including price and paid-in term.

At the discretion of the Board of Directors, the right of preference can be excluded, or reduced the term for its exercise, in the issuance of preferred shares, when placement is made by trade in stock exchange or public subscription, or also by exchange of shares, in public bid for shareholding acquisition, under the terms provisioned in the legislation. It is prohibited the issuance from beneficiary parties under the terms of the Company social statute.

Preferred shares do not have voting rights, except in the case of specific facts provisioned in the law. These shares have the preference below: priority in capital reimbursement, without premium and right to be included in public bid as a result from control divestiture the same price paid by share of the control block, by assuring dividends at least equal to the common shares. In addition, the Differentiated Corporate Governance Practices – Level 2 of BM&FBOVESPA, provides the concession of voting rights to preferred shareholders in subjects related to corporate restructuring, merges and transactions with related parties.

On February 22, 2011 the Board of Directors approved the capital increase of R\$669 by the private issue of 34,718 preferred shares all nominatives with no nominal value.

On February 28, 2011 based on the exercises of the Company's Stock Option Plan, a capital increase of R\$138 occurred, represented by 15,480 shares, not approved yet by the Board of Directors.

The quotation of Gol Linhas Aéreas Inteligentes S.A. shares' on March 31, 2011, in the São Paulo Stock Exchange – BOVESPA, corresponded to R\$21.84, and US\$13.73 in New York Stock Exchange – NYSE. The book value per share on March 31, 2011 is R\$11.22 (R\$10.83 on December 31, 2010).

### b) Retained earnings

*i. Legal Reserve*

Is constituted through the appropriation of 5% of net profit for the fiscal year after completion of accumulated losses in accordance with Article 193 of Law No. 11638/07, limited to 20% of the capital, according to the Brazilian Corporate Law and Statute Of the Company.

*ii. Reinvestment Reserve*

Reinvestment reserve is intended to meet the planned investments in the Company's capital budget.

c) Dividends

The Company's bylaws provide for a mandatory minimum dividend to common and preferred shareholders, in the aggregate of at least 25% of annual net distributable income determined in accordance with Brazilian corporation law which permits the payment of cash dividends only from current net income and certain reserves registered in the Company's statutory accounting records.

**Notes to the Interim Condensed Consolidated Financial Statements**

On December 31, 2010 the Administration proposed the payment of dividends amounting to R\$ 50,873 (R\$ 0.19 per share) based on net income earned in the year and after the legal reserve.

d) Treasury shares

On December 9, 2009, the Board of Directors approved the cancellation of 1,119,775 preferred shares maintained in treasury, amounting to R\$29,293 and recorded in the reserve account. On March 31,2011, the Company has 454,425 treasury shares, totaling R\$11,887, with market price of R\$9,925 (R\$11,887 in shares at market price of R\$11,792 on December 31, 2010).

e) Share-based payments

For the three months period ended on March 31,2011, the Company recorded expense with share-based payment amounting to R\$7,742 with balancing entry in the statement of income as personnel cost (R\$ 24,743 on December 31,2010).

f) Other comprehensive income

The indication at fair price of financial investments classified as available for sale, and the financial instruments designated as cash flow hedge are recognized in the Equity Valuation Adjustments caption, net from tax effects, until the contracts' expirations. The balance on March 31,2011 corresponds to gain of R\$26,356 (gain of R\$11,073 on December 31, 2010).

**23. Costs of services, administrative and commercial expenses**

| 03/31/11         |                     |                         |         |      | 03/31/10         |                     |                         |         |      |
|------------------|---------------------|-------------------------|---------|------|------------------|---------------------|-------------------------|---------|------|
| Cost of services | Commercial expenses | Administrative expenses | Total   | %    | Cost of services | Commercial expenses | Administrative expenses | Total   | %    |
| 301,955          | 21,764              | 35,719                  | 359,438 | 20.4 | 234,597          | 19,578              | 30,265                  | 284,440 | 28.0 |
| 669,050          | -                   | -                       | 669,050 | 38.0 | 550,987          | -                   | -                       | 550,987 | 55.0 |

|                               |                  |                |                |                  |              |           |         |        |       |
|-------------------------------|------------------|----------------|----------------|------------------|--------------|-----------|---------|--------|-------|
|                               | <b>128,244</b>   | -              | -              | <b>128,244</b>   | <b>7.3</b>   | 149,814   | -       | -      | 14    |
| Materials and repairs         | <b>79,331</b>    | -              | -              | <b>79,331</b>    | <b>4.5</b>   | 136,997   | -       | -      | 13    |
| Traffic servicing             | <b>55,795</b>    | <b>14,945</b>  | <b>37,890</b>  | <b>108,630</b>   | <b>6.2</b>   | 54,332    | 9,109   | 35,661 | 9     |
| Marketing                     | -                | <b>91,870</b>  | -              | <b>91,870</b>    | <b>5.2</b>   | -         | 82,146  | -      | 8     |
| Depreciation and amortization | <b>85,132</b>    | -              | -              | <b>85,132</b>    | <b>4.8</b>   | 78,106    | -       | -      | 7     |
| Other operating expenses      | <b>76,333</b>    | -              | <b>13,824</b>  | <b>90,157</b>    | <b>5.1</b>   | 55,465    | -       | 8,295  | 6     |
|                               | <b>86,152</b>    | <b>20,856</b>  | <b>41,592</b>  | <b>148,600</b>   | <b>8.4</b>   | 64,913    | 17,704  | 10,428 | 9     |
|                               | <b>1,481,992</b> | <b>149,435</b> | <b>129,025</b> | <b>1,760,452</b> | <b>100.0</b> | 1,325,211 | 128,537 | 84,649 | 1,530 |

## 24. Sales Revenue

a) The net revenue for the year is composed as follow:

|   | <b>03/31/11</b>  | <b>03/31/10</b> |
|---|------------------|-----------------|
| Passenger transportation                | <b>1,703,419</b> | 1,638,326       |
| Cargo transportation and other revenues | <b>218,691</b>   | 169,211         |
| <b>Gross revenue</b>                    | <b>1,922,110</b> | 1,807,537       |
| Related taxes                           | <b>(83,148)</b>  | (77,720)        |
| <b>Net revenue</b>                      | <b>1,838,962</b> | 1,729,817       |

## Notes to the Interim Condensed Consolidated Financial Statements

The revenues amounts are net of certain taxes, including state taxes and other federal and state taxes which are collected from the customers and transferred to the appropriated governmental entities.

b) Revenue by geographical segment is shown below:

|                    | <b>03/31/11</b>  | <b>%</b>     | <b>03/31/10</b> | <b>%</b> |
|--------------------|------------------|--------------|-----------------|----------|
| Domestic           | <b>1,660,631</b> | <b>90.3</b>  | 1,617,210       | 93.5     |
| International      | <b>178,331</b>   | <b>9.7</b>   | 112,607         | 6.5      |
| <b>Net revenue</b> | <b>1,838,962</b> | <b>100.0</b> | 1,729,817       | 100.0    |

## 25. Commitments

The Company signed a contract with Boeing for acquisition of aircrafts. On March 31, 2011 there are 100 firm orders, 10 purchase rights and 40 purchase options granted in non-charging mode. The approximate value for firm orders, not considering the contractual discounts is R\$16,080,185 (corresponding to US\$9,873,019). The commitments for purchase of aircrafts include estimations for contractual price increases during the construction phase.

Within a year, advances will be made for 19 aircrafts, which are scheduled for delivery until December, 2013. On December 31, 2010 this advances represents commitments in the amount of R\$1,878,039.

The portion financed by long-term debt, guaranteed by the aircrafts, by the U.S. Ex-Im Bank ("Exim") corresponds approximately to 85% of total cost of the aircrafts. Other agents finance the acquisitions with percentages equal or above this percentage, reaching up to 100%.

The Company is making payments related to the acquisitions of aircrafts by using its own funds, loans, cash generated in operations, short- and medium-term credit lines, and financing from the supplier.

Below is a summary of payments for commitments to purchase aircraft for the next year period from April 1<sup>st</sup> to March 31 of the next year, are as follows:



|   | <b>2011</b>      | <b>2012</b>    | <b>2013</b>      | <b>2014</b>      | <b>2015</b>      | <b>After<br/>2015</b> | <b>Total</b>      |
|---|------------------|----------------|------------------|------------------|------------------|-----------------------|-------------------|
| Pre-delivery deposits<br>for flight equipment | 164,776          | 392,910        | 467,979          | 434,063          | 352,781          | 65,530                | 1,878,039         |
| Aircraft purchase<br>commitments              | 885,147          | 377,345        | 2,060,014        | 3,304,575        | 2,878,375        | 6,574,729             | 16,080,185        |
| <b>Total</b>                                  | <b>1,049,923</b> | <b>770,255</b> | <b>2,527,993</b> | <b>3,738,638</b> | <b>3,231,156</b> | <b>6,640,259</b>      | <b>17,958,224</b> |

The Company leases its entire fleet of aircrafts under a combination of operating and finance leases. On March 31,2011, the total fleet was comprised by 125 aircrafts, including 86 operational leasing and 39 registered as financial leasing. The Company has 33 aircrafts with financial leasing with purchase option. During the three months period ended on March 31,2011 there wasn't changes in the aircraft fleet composition and there are 4 737-300 aircrafts under returning processes.

a) Operating leases

Future payments of non-cancelable operating leasing contracts are designated in U.S. Dollars, and are shown below:

**Notes to the Interim Condensed Consolidated Financial Statements**

|                                | <b>03/31/11</b>  | <b>12/31/10</b> |
|--------------------------------|------------------|-----------------|
| 2011                           | <b>367,049</b>   | 222,891         |
| 2012                           | <b>467,520</b>   | 224,343         |
| 2013                           | <b>401,975</b>   | 225,841         |
| 2014                           | <b>252,317</b>   | 226,791         |
| 2015                           | <b>143,365</b>   | 221,488         |
| Beyond 2015                    | <b>335,001</b>   | 984,366         |
| Total minimum leasing payments | <b>1,967,227</b> | 2,105,720       |

b) Sale-leaseback transactions

On March 31, 2011 the Company had amounts of R\$7,564 and R\$21,604, respectively, reported on “other obligations” in current and non-current liabilities (R\$7,564 and R\$23,495 on December 31, 2010), related to gains with sale-leaseback transactions made by its subsidiary GAC Inc. in 2006, related to eight 737-800 Next Generation aircrafts. This gain is being deferred proportionally to the monthly payments of the respective leasing contracts according to the contractual term of 124 months.

On this same date, the Company had amounts of R\$9,373 and R\$51,858 reported on “prepaid expenses” on current and non-current assets, respectively (R\$9,373 and R\$54,201 on December 31, 2010), related to losses with sale-leaseback transactions made by its subsidiary GAC Inc. during the years of 2007, 2008 and 2009, related to nine aircrafts. These losses are being deferred and amortized proportionally to the monthly payments of the respective leasing contracts according to the contractual term of 120 months.

**26. Financial instruments**

The Company and its subsidiaries have financial assets and liabilities operations which are partially composed of derivative financial instruments.

The financial derivative instruments are used aiming the hedging against the inherent risks to the operation. The Company and its subsidiaries consider fuel price, exchange rate, interest rate as the most relevant risks, as well as the credit risk associated with its operations. These risks are mitigated by using exchange swap derivatives, U.S. dollar futures contracts and oil, U.S. dollar and interest options.

The Management conducts a formal guideline when administering its financial instruments, observing the Risk Management Policy which is periodically defined by the Financial Policies and Risk Committee,

submitted to the Board of Directors. The Committee sets forth the guidelines and limits, monitors controls, including the mathematical models adopted for a continuous monitoring of exposures and eventual financial effects and also prevents the execution of financial instruments speculative operations.

The earnings from these operations and the application of risk management controls are included in the Committee's monitoring and these have been satisfactory to the objectives proposed.

The fair values of financial assets and liabilities of the Company and its subsidiaries are established through information available on the market and according to valuation methodologies.

Most of the financial instruments with the purpose of protection against fuel and exchange rate risks provide scenarios with low probability of occurrence, and thus have lower costs when compared with other instruments with higher probability of occurrence. Consequently, in spite of the high correlation between the object protected and the derivative financial instruments contracted, a significant part of the operations provides ineffective results upon their liquidation, which are presented on the tables along this note.

**Notes to the Interim Condensed Consolidated Financial Statements**

The breakdown of the consolidated accounting balances and the categories of financial instruments included in the balance sheet as of March 31, 2011 and December 31, 2010 is identified below:

|                                    | Measured at fair value<br>through profit and loss |           | Measured at<br>amortized<br>cost (a) |           | Measured at amortized<br>Cost but not through<br>profit and loss (Assets<br>available for sale) |          |
|------------------------------------|---|-----------|--------------------------------------|-----------|---|----------|
|                                    | 03/31/11  | 12/31/10  | 03/31/11                             | 12/31/10  | 03/31/11  | 12/31/10 |
| <b>Assets</b>                      |   |           |                                      |           |   |          |
| Cash and cash equivalents          | 1,797,616   | 1,955,858 | -                                    | -         | -   | -        |
| Financial investments              | 49,498  | -         | -                                    | -         | 49,498  | 22,606   |
| Restricted cash                    | 33,184  | 34,500    | -                                    | -         | -   | -        |
| Losses on derivatives<br>operation | 44,388  | 3,600     | -                                    | -         | -   | -        |
| Accounts receivable                | -   | -         | 260,528                              | 303,054   | -   | -        |
| Other receivables                  | -   | -         | 101,240                              | 57,246    | -   | -        |
| <b>Liabilities</b>                 |   |           |                                      |           |   |          |
| Loans and financing                | -   | -         | 3,605,214                            | 3,741,088 | -   | -        |
| Suppliers                          | -   | -         | 198,914                              | 215,792   | -   | -        |
| Gain on derivatives operations     | 13,701  | 1,646     | -                                    | -         | -   | -        |

(a) Considering the short term between the issuance date and the maturity of the financial instruments measured at amortized cost, the Company understands that their fair values are similar to the book values.

**Risks**

The operating activities expose the Company and its subsidiaries to the following financial risks: market (including exchange risk, interest rate risk and fuel price risk), credit and liquidity risks. The Company's risk management program aims at mitigating potential adverse effects of operations on its financial performance.

The Company's decisions on the portion of its exposure to be hedged against financial risk, both for fuel consumption and for exchange and interest rate exposures, consider the risks and hedge costs. The Company does not usually contracts hedging instruments for the whole of its exposure, and thus is subject to the portion of risks resulting from market variations. The portion of exposure to be protected is

determined and reviewed quarterly in compliance with the strategies determined in the Risk Policies Committees.

The relevant information relating to the main risks that affect the Company operations are detailed as follows:

a) Fuel price risk

On March 31, 2011 fuel expenses accounted for 38.0% of costs. The aircraft fuel price fluctuates both in the short and in the long terms, in line with crude oil and by products price variations.

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## Notes to the Interim Condensed Consolidated Financial Statements

In order to mitigate the fuel price risk, the Company contracts crude oil derivatives and possibly its byproducts. On March 31, 2011 the Company used option, collar and swap agreements.

Fuel hedge operations are contracted with low risk rated banks (S&P and Fitch rating A+ on average) or they are executed at NYMEX and are registered at CETIP (OTC Clearing House) according to Resolution 3.833/2010 of the Brazilian Monetary Council.

### b) Exchange rate risk

The exchange rate risk derives from the possibility of unfavorable fluctuation of foreign currencies to which the liabilities or the Company's cash flows are exposed. The Company's exposure to the foreign currency risk mainly derives from foreign currency-denominated leasing and financing as detailed in the chart below.

The Company's revenues are mainly denominated in Reais, except for a small amount in U.S. dollars, Argentinean pesos, Aruban Florin, Bolivian peso, Chilean peso, Colombian peso, Paraguay guarani, Uruguayan peso, Venezuela bolívar among others.

In order to mitigate the exchange rate risk, the Company contracts the following currency derivatives: U.S. dollar futures and options at BM&F-BOVESPA. These operations may be executed by means of exclusive investment funds, as described in the Company's Risk Management Policy.

In July 2010, the Company hires new derivative instruments, which were carried as protection of financial leasing contracts in U.S. Dollars, reported as liabilities. For this protection, the Company has designated the derivative contracts as hedges of fair value.

Below, the Company's foreign exchange exposure on March 31, 2011 and December 31, 2010:

|   | 03/31/11  | 12/31/10  |
|---|-----------|-----------|
| <b>Assets</b>                                     |           |           |
| Cash, cash equivalents and short term investments | 140,784   | 218,909   |
| Deposits in guarantee for leasing contracts       | 99,329    | 127,963   |
| Advance expenses for leasing                      | 38,148    | 33,322    |
| Others  | 13,242    | 14,679    |
| Total assets                                      | 291,503   | 394,873   |
| <b>Liabilities</b>                                |           |           |
| Foreign suppliers                                 | 5,033     | 27,831    |
| Short and long term debt                          | 1,330,110 | 1,371,323 |
| Financial leasing payable                         | 1,568,826 | 1,639,981 |

|  |                   |            |
|--|-------------------|------------|
| Other leases payable   | <b>39,824</b>     | 37,407     |
| Other U.S. dollar liabilities  | <b>49,834</b>     | 46,435     |
| Total liabilities  | <b>2,993,627</b>  | 3,122,977  |
| Exchange exposure in R\$   | <b>2,702,123</b>  | 2,728,104  |
| <b>Obligations not registered in balance</b>                           |                   |            |
| Future obligations resulting from operating leases                     | <b>1,878,039</b>  | 1,943,880  |
| Future obligations resulting from firm orders for aircraft acquisition | <b>16,080,185</b> | 16,427,824 |
| Total  | <b>17,958,224</b> | 18,371,704 |
| Total exchange exposure R\$  | <b>20,660,347</b> | 21,099,808 |
| Total exchange exposure US\$   | <b>12,685,177</b> | 12,663,431 |

## Notes to the Interim Condensed Consolidated Financial Statements

### c) Credit risk

The credit risk is inherent in the Company's operational and financial activities, mainly represented by accounts receivable, cash and cash equivalents, including bank deposits.

The "accounts receivable" credit risk is composed of amounts falling due to largest credit card operators, with better or equal credit risk to the Company and also accounts receivable from travel agencies, installment sales and government, with a small portion exposed to risks from individuals or other entities.

As defined in the Risk Management Policy, the Company is required to assess the counterparties risks in financial instruments and diversify the exposure. Financial instruments are executed with counterparties with at least rating A in the valuation made by S&P and Fitch agencies, or they are mostly contracted at commodities and futures exchange (BM&FBOVESPA and NYMEX), fact which substantially mitigates the credit risk. The Company's Risk Management Policy establishes a maximum limit of 20% per counterparty for financial investments.

### d) Interest rate risk

The Company is exposed to fluctuations in domestic and international interest rates, particularly the CDI and Libor, respectively. The highest exposure is in leasing expenses, indexed to the Libor, and in domestic loans.

In the three months period ended March 31,2011, the Company did not hold any derivative financial instrument to hedge interest rates.

### e) Liquidity risk



Liquidity risk comes in two distinct forms: market liquidity risk and cash flow liquidity risk. The first is related to current market prices and varies in accordance with the types of assets and the markets where they are traded. Cash flow liquidity risk, however, is related to difficulties in meeting the contracted operational obligations on the agreed dates.

As a way of managing liquidity risk, the Company applies its resources in liquid assets (bonds, CDBs and funds with daily liquidity) and Cash Management Policy provides that the Company's weighted average maturity of debt should not exceed the weighted average maturity of investment portfolio. On March 31, 2011, the weighted average maturity of the Company's financial assets was 232 days and the financial liability was 6 years.

For protection of future commitments, as shown in note 25, the Company uses derivative financial instruments with top line banks for cash management.

f) Capital management

The table below shows the financial leverage rate on March 31, 2011 and December 31, 2010:

**Notes to the Interim Condensed Consolidated Financial Statements**

|                                 | <b>03/31/11</b> | <b>12/31/10</b> |
|---------------------------------|-----------------|-----------------|
| Shareholder's equity            | 2,984,935       | 2,929,169       |
| Cash and cash equivalents       | (1,797,616)     | (1,955,858)     |
| Restricted cash                 | (33,184)        | (34,500)        |
| Short term investments          | (49,498)        | (22,606)        |
| Short and long term debts       | 3,605,214       | 3,740,725       |
| Net debt (a)                    | 1,724,916       | 1,727,761       |
| Total capital(b)                | 4,709,851       | 4,656,930       |
| <b>Leverage ratio (a) / (b)</b> | <b>37%</b>      | <b>37%</b>      |

The financial leverage have not changed when compared with the fiscal year ended on December 31, 2010. On march 31,2011, the Company remains committed to keep the amount of cash and cash equivalent close to 25% of the net revenue of the last twelve months.

*Derivative financial instruments*

The financial derivatives instruments were registered in the following accounts of the balance sheet:

| <b>Description</b>                      | <b>Balance account</b> | <b>03/31/11</b> | <b>12/31/10</b> |
|---|------------------------|-----------------|-----------------|
| Fair value of derivatives (assets)      | Other credits          | <b>44,388</b>   | 10,420          |
| Fair value of derivatives (liabilities) | Other obligations      | <b>13,701</b>   | 1,646           |
| Premiums of options contracts (assets)  | Prepaid expenses       | <b>18,554</b>   | 23,334          |

The Company adopts Hedge Accounting and classifies derivatives contracted to cover exchange variation risks and fuel price risk as a "Cash Flow Hedge" or "Fair Value Hedge," according to the parameters described in international standard IAS39. All the financial instruments contracted are formally identified, classified and allocated by documentation and control upon the acquisition, as follows:

Classification of Derivatives Financial Instruments*i) Cash flow hedge*

In the cash flow hedge, the Company protects itself from variations in future revenues or expenses resulting from changes in the exchange rate or fuel price and books the actual variations at the fair value of the derivative financial instruments under shareholders' equity until the recognition of the revenue or expense being hedged.

The Company estimates the effectiveness based on statistical methods for correlation and the ratio between gains and losses in the financial instruments used as hedge and variation of costs and expenses of the protected object.

The instruments are recognized as effective when the variation in the value of derivatives offsets between 80% and 125% of the impact of the price variation in the cost or expense of the protected object.

The balance of the effective variations in the fair value of the derivatives designated as cash flow hedges is transferred from shareholders' equity to the result in the period in which the cost or expense being hedged impacts the result. The cash flow hedge results effective in the contention of protected expense variation are recorded in reducing accounts of the protected expenses, by reducing or increasing the operating cost, and the non-effective results are recognized as financial income or expense within the year.

## Notes to the Interim Condensed Consolidated Financial Statements

### ii) Fair Value Hedge

The Company protects itself from the result of a change in the fair value of a recognized liability, or a part thereof, which that could be attributed to exchange risk. Variations in the fair value of the derivatives designated as fair value hedges are recognized directly in the income statement together with the respective variations in the fair value of the liability being hedged.

The Company estimates the effectiveness based on the ratio between the variation in the fair value of the derivative instruments used as hedge and the variation in the fair value of the liabilities hedged.

The instruments are considered effective when the variation in the value of derivatives compensates for between 80% and 125% of the fair value of liabilities hedged.

In the case of an exchange hedge of the fair value of a financial liability, the variation in the derivative's fair value is recorded under financial revenue or expense in the same period in which it occurs. If the hedge is considered effective up to the end of the period, the book value of the item being hedged is adjusted to reflect the variation in its fair value caused by the risk covered, with a corresponding entry in financial revenue or expenses.

### Designation of hedge' objects

#### *a) Fuel hedge*

Due to the low liquidity of aviation fuel (*Jet Fuel*) derivatives traded in commodities exchange, the Company contracts crude oil derivatives (*WTI – West Texas Intermediate*) to be protected against the oscillations in the aviation fuel prices. Historically, the petroleum prices are highly correlated with the aviation fuel prices.

On March 31, 2011, the Company has fuel hedge derivative contracts performed at Nymex and over-the-counter (OTC) markets, with the following counterparties: Barclays, Citibank, Deutsche Bank, Goldman Sachs, Natixis, JP Morgan, MF Global and Morgan Stanley. There are no financial assets linked to the guarantee margin in the contracting of fuel hedge derivative instruments.

The contracts for derivative financial instruments of petroleum, designated as fuel hedge by the Company, are summarized below (in thousands, except when otherwise indicated):

| <b><u>Closing balance on:</u></b>   | <b>03/31/11</b> | <b>12/31/10</b> |
|---|-----------------|-----------------|
| Fair value at end of the period (R\$)   | <b>66,913</b>   | 33,205          |
| Average term (months)   | <b>4</b>        | 4               |
| Volume protected for future periods (thousand barrels)                                      | <b>2,315</b>    | 2,109           |
| Gains with hedge effectiveness recognized in shareholders' equity, net of taxes (R\$)       | <b>33,621</b>   | 10,586          |
| <br>  |                 |                 |
| <b><u>Period ended on March 31:</u></b>   | <b>2011</b>     | <b>2010</b>     |
| Gains (losses) with hedge ineffectiveness recognized in financial revenues (expenses) (R\$) | <b>802</b>      | (3,197)         |
| Losses with hedge ineffectiveness recognized in financial expenses for future periods (R\$) | <b>(5,181)</b>  | (10,437)        |
| Total losses with hedge ineffectiveness recognized as financial expenses (R\$)              | <b>(4,379)</b>  | (13,634)        |
| Current percentage of exposure hedged during the period                                     | <b>42%</b>      | 45%             |

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**Notes to the Interim Condensed Consolidated Financial Statements**

The table below shows the nominal value of derivatives designated to hedge contracted by the Company to protect future fuel expenses, the average rate contracted for the derivatives and the percentage of fuel exposure protected by competence period on March 31, 2011:

Market risk factor: Fuel price  
Over-the-counter market

|  | <b>2Q11</b>    | <b>3Q11</b>    | <b>4Q11</b>   | <b>1Q12</b>   | <b>Total</b>   |
|--|----------------|----------------|---------------|---------------|----------------|
| Percentage of fuel exposure hedged     | 45%            | 32%            | 11%           | 6%            | <b>23%</b>     |
| Nominal volume in barrels (thousands)  | 1,661          | 1,336          | 488           | 219           | <b>3,704</b>   |
| Nominal volume in liters (thousands)   | 264,066        | 212,397        | 77,582        | 34,817        | <b>588,862</b> |
| Future rate agreed per barrel (US\$) * | 96.72          | 99.84          | 97.26         | 112.32        | <b>98.84</b>   |
| Total in Reais **                      | <b>261,643</b> | <b>217,241</b> | <b>77,303</b> | <b>40,062</b> | <b>596,249</b> |

\* Weighted average between call strikes,

\*\* The Exchange rate on 03/31/11 was R\$1,6287/ US\$1,00,

b) Foreign exchange Hedge

The Company utilizes contracts of derivative financial instruments for U.S. dollar hedge with BM&FBOVESPA, having an exclusive investments fund as vehicle for contracting risk coverage.

There were no financial assets linked to margin deposits on March 31, 2011. The margin deposits are guaranteed through bank surety maturing on September 30, 2011.

The following is a summary of Company's foreign currency derivative contracts designated for cash flow hedge of U.S. dollar (in thousands, except as otherwise indicated):

| <b>Closing balance at:</b>                | <b>03/31/11</b> | <b>12/31/10</b> |
|---|-----------------|-----------------|
| Fair value at the end of the period (R\$) | -               | 109             |
| Longer remaining term (months)            | 1               | 4               |
| Hedged volume for future periods (US\$)   | <b>9,000</b>    | 65,000          |
|   |                 | -               |

Hedge effectiveness losses recognized in shareholders' equity,  
net of taxes (R\$)

| <b><u>Period ended on March 31:</u></b>  | <b>2011</b> | <b>2010</b> |
|--|-------------|-------------|
| Hedge effectiveness gains recognized in operating revenues (expenses) (R\$)          | -           | 922         |
| Hedge ineffectiveness losses recognized in finance expenses (R\$)                    | (58)        | (748)       |
| Hedge ineffectiveness losses recognized in finance expenses for future periods (R\$) | (51)        | (1,563)     |
| Total hedge ineffectiveness losses recognized in financial expenses (R\$)            | (109)       | (2,311)     |
| Percentage of exposure hedged during the period                                      | 11%         | 14%         |
| <b><u>Derivatives instruments non designed as hedge:</u></b>                         |             |             |
| Losses recorded on financial expenses  | (7,450)     | (7,709)     |

Market risk factor: U.S. dollar exchange

Exchange market

**Notes to the Interim Condensed Consolidated Financial Statements**

The following table demonstrates the face value of the derivatives designated as hedge contracted by the Company to protect the future expenses denominated in U.S. dollar and the average rate contracted for each accruing period, as of March 31,2011:

Market risk factor: U.S. dollar exchange

Exchange market

|  |               |
|--|---------------|
|  | <b>2Q11</b>   |
| Exposure percentage of protected cash flow | 2%            |
| Face value in U.S. dollar                  | 9,000         |
| Futures contracted average rate            | 2.0250        |
| Total in Reais                             | <b>18,225</b> |

The following is a summary of Company's foreign currency derivative contracts designated for fair value hedge of U.S. dollar (in thousands, except as otherwise indicated):

|   |                 |                 |
|---|-----------------|-----------------|
| <b><u>Closing balance at:</u></b>         | <b>03/31/11</b> | <b>12/31/10</b> |
| Fair value at the end of the period (R\$) | <b>(543)</b>    | (6,645)         |
| Finance leasing                           | <b>963,238</b>  | 984,264         |
| Volume protected                          | <b>253,000</b>  | 388,750         |
| Actual percentage of protected exposure   | <b>26%</b>      | 39%             |

|   |                 |             |
|---|-----------------|-------------|
| <b><u>Period ended on March 31:</u></b>                           | <b>2011</b>     | <b>2010</b> |
| Hedge effectiveness losses recognized in operating expenses (R\$) | <b>(20,275)</b> | -           |
| Percentage of exposure hedged during the period                   | <b>26%</b>      | -           |

In March 2011, the Company contracted exchange swap (USD x CDI) to protect a credit line (working capital) against U.S. Dollar oscillation. This derivative was not designed to hedge accounting .

c) Interest rate hedge

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On March 31, 2011, the Company holds swap derivative financial instruments to hedge interest rates with financial institutions Standard Investment Bank, Citibank New York and JP Morgan, and has no financial assets linked to margin deposits for hedge transactions.

The following is a summary of Company's interest rate derivative contracts designated as hedge interest rate Libor (in thousands, except as otherwise indicated):

| <b>Closing balance at:</b>  | <b>03/31/11</b> | <b>12/31/10</b> |
|---|-----------------|-----------------|
| Fair value at the end of the period (R\$)   | (11,009)        | -               |
| Face value at the end of the period(US\$)   | 431,956         | -               |
| Face value at the end of the period (R\$)   | 703,527         | -               |
| Hedge effectiveness losses recognized in shareholders' equity, net of taxes (R\$) | (7,265)         | -               |
|   |                 |                 |
| <b>Period ended on:</b>   | <b>2011</b>     | <b>2010</b>     |
| Hedge effectiveness losses recognized in financial expenses (R\$)                 | -               | (767)           |

## Notes to the Interim Condensed Consolidated Financial Statements

On March 31, 2011 the Company had not changed the position of derivative contracts not designated as interest hedge, since the fourth quarter of 2010, not earning results from this operation (losses of R\$1,059 earned in March 31, 2010)

In addition, the Company's results are affected by interest rates fluctuations in Brazil, incurred on financial investments, short-term investments, Reais-denominated liabilities, U.S. dollar-denominated assets and liabilities. These fluctuations affect the market value of financial instruments, the market value of Reais-pre-fixed securities and the remuneration of cash balance and financial investments.

On March 31, 2011, the Company's exclusive fund holds futures contracts for Interbank Deposits traded on BM&FBOVESPA with the face value of R\$45,800, with a maximum term of 46 months and gains at the fair value of R\$3.

### Derivatives financial instruments not designated as hedge

The Company contracts derivative financial instruments that are not formally designated for accounting of protection. These situations occur when transactions are in short-term, and the complexity of control and disclosure has not viability, or when the change in derivative fair value must be recognized in income in the same period of the effects of the protected risk.

On March 31, 2011, the Company has only one foreign exchange swap contracts not designated, used to protect a line of credit (working capital) against the U.S. dollar fluctuations. For this derivative instrument, the change in fair value are recognized directly in the result, as revenue or expense.

### Analysis of derivative financial instruments sensitivity

The sensitivity analysis of derivative financial instruments to the fluctuation of the mainly risk factor of each one considered the elements below:

- The probable scenario is defined as the one expected by the Company Management, in line with the market value, used to the calculation of fair value of the financial instruments.
  
- The possible adverse scenario considers deterioration of 25% in the major determining variation of the fair value for the financial instrument.
  
- The remote adverse scenario considers deterioration of 50% in the major determining variation of the fair value for the financial instrument.

The tables below show the sensitivity analysis for the market risks and financial instruments considered relevant by the Company Management, open on March 31,2011 based on scenarios described above:

**Notes to the Interim Condensed Consolidated Financial Statements**

## I) Fuel derivative instruments

| <b>Operation</b> | <b>Risk</b>                         | <b>Probable Scenario</b> | <b>Probable Adverse Scenario</b> | <b>Remote Adverse Scenario</b>  |
|------------------|-------------------------------------|--------------------------|----------------------------------|---------------------------------|
| Fuel             | Decrease of WTI (NYMEX) price curve | US\$ 102.98/bbl<br>R\$ 0 | US\$ 77.24/bbl<br>(R\$ 74,583)   | US\$ 51.49/bbl<br>(R\$ 106,061) |

On March 31, 2011, the Company holds call options contracts to buy oil West Texas Intermediate ("WTI") representing a notional amount of 3,704 million of barrels. These contracts have maturities between March 2011 and March 2012.

The probable scenario considered by the Administration is that the WTI oil prices will achieve an average price of US\$102.98 per barrel, which would result in a fair value of R\$66,913 to contracts, if they were settled.

These instruments are recorded in reducing fuel costs, if measured as effective, or recorded as financial income, if measured as ineffective.

In the possible adverse scenario for this instrument, with reduction of oil prices for WTI US\$77.24 per barrel and in the remote adverse scenario, where the price could reach US\$51.49 per barrel, there would be negative impacts on the fair value of R\$74,583 and R\$106,061 respectively.

## II) Foreign exchange derivative instruments

| <b>Operation</b> | <b>Risk</b>                     | <b>Probable Scenario</b> | <b>Probable Adverse Scenario</b> | <b>Remote Adverse Scenario</b>   |
|------------------|---------------------------------|--------------------------|----------------------------------|----------------------------------|
| Dollar           | Decrease of Dollar (BM&F) curve | R\$ 1.6287/US\$<br>R\$ 0 | R\$ 1.2215/US\$<br>(R\$ 140,864) | R\$ 0.8144/US\$<br>(R\$ 281,728) |

On March 31, 2011, the Company call options contracts to buy U.S. dollars in the notional value of US\$9,000 with maturity date in May 2011, dollar future contracts in notional amount of US\$253,000 and US\$51,121 in exchange swap.

Management estimates a probably scenario for the exchange rate of R\$1.6287/US\$ and therefore the adverse scenarios possible and remote, are rates of R\$1.2215 and R\$0.8144 respectively. The losses in the estimated fair values for these scenarios are R\$140,864 and R\$281,728 respectively.

III) Interest rate derivative instruments

| <b>Operation</b> | <b>Risk</b>            | <b>Probable Scenario</b> | <b>Probable Adverse Scenario</b> | <b>Remote Adverse Scenario</b> |
|------------------|------------------------|--------------------------|----------------------------------|--------------------------------|
| Libor            | Decrease of Libor rate | 3.51%<br>R\$ 0           | 2.63%<br>(R\$ 37,255)            | 1.75%<br>(R\$ 77,072)          |

On March 31, 2011, the Company holds interest rate swap contracts of Libor in the notional amount of US\$431,956.

**Notes to the Interim Condensed Consolidated Financial Statements**

Management estimates a probable scenario for the interest rate of 3.51% and therefore the adverse scenarios, possible and remote, rates of 2.63% and 1.75% respectively. The losses in the estimated fair values for these scenarios are R\$37,255 and R\$77,072 respectively.

## IV) Other financial instruments

| <b>Operation</b>                       | <b>Risk</b>                     | <b>Probable Scenario</b> | <b>Possible Adverse Scenario</b> | <b>Remote Adverse Scenario</b>     |
|--|---------------------------------|--------------------------|----------------------------------|------------------------------------|
| <b>Investments in Dólar</b>            | Decrease of Dollar (BM&F) curve | R\$ 1.6287/US\$<br>R\$ 0 | R\$ 1.2215/US\$<br>(R\$ 72,876)  | R\$ 0.8144/US\$<br>(R\$ 145,752)   |
| <b>Debt in Dólar</b>                   | Increase of Dollar (BM&F) curve | R\$ 1.6287/US\$<br>R\$ 0 | R\$ 2.0359/US\$<br>(R\$ 748,407) | R\$ 2.4431/US\$<br>(R\$ 1,496,814) |
| <b>Assets and liabilities in Dólar</b> | Increase of Dollar (BM&F) curve | R\$ 1.6287/US\$<br>R\$ 0 | R\$ 2.0359/US\$<br>(R\$ 675,531) | R\$ 2.4431/US\$<br>(R\$ 1,351,062) |
| <b>Hedge: Dolar Derivative</b>         |                                 | R\$ 0                    | R\$ 140,864                      | R\$ 281,728                        |
| <b>Net Exposure</b>                    |                                 | R\$ 0                    | (R\$ 534,667)                    | (R\$ 1,069,334)                    |

On March 31, 2011, the Company holds assets and liabilities indexed to the dollar, totaling US\$1,662,129 in foreign exchange exposure, equivalent to R\$2,702,123.

In the adverse possible scenario rise in the dollar to R \$ R \$ 2.0359 would increase from R\$675,531 on display. In the remote scenario risk, high dollar to R\$2.4431, the increase would amount to R\$1,351,062 in the exposure.

Part of the debt is secured with derivatives instruments, considering the same scenarios, possible and remote, there would be gains in the fair value of derivative instruments of R\$140,864 and R\$281,728 respectively.

In relation to the liabilities in national currency, 81% are indexed to changes in the daily rate of ICD-Cetip and the rest, TJLP and IPCA. Since the Company's cash is also indexed to the CDI-Cetip and has higher value than the debt, the Company believes that the sensitivity analysis of this risk does not add relevant information.

As to the interest rate on dollar-indexed liabilities, 86% have fixed rate and the remainder relates to 3-month Libor. In actual current level of Libor, less than 0.5% per year, the Company believes that the

sensitivity analysis of this risk does not add relevant information.

### IFRS

The analysis of impact of the financial instrument quotation variation on the Company result and its shareholders' equity is performed by considering:

- Increase and decrease of 10 percentage points in fuel prices, by keeping constant all the other variables;
- Increase and decrease of 10 percentage points in dollar exchange rate, by keeping constant all the other variables;
- Increase and decrease of 10 percentage points in Libor interest rate, by keeping constant all the other variables;

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**Notes to the Interim Condensed Consolidated Financial Statements**

The sensitivity analysis includes only monetary items that are relevant to the above mentioned risks and outstanding. A positive number indicates an increase in income and equity when the risk appreciates by 10%.

The table below shows the sensitivity analysis by the Company Management, on March 31, 2011 and December 31, 2010, based on the scenarios described above:

**Fuel:**

| Increase / (reduction) in fuel prices (percentage) | Position on March 31, 2011                   |   | Position on December 31, 2010                |   |
|--|--|---|--|---|
|  | Effect on income before tax<br>(R\$ million) | Effect on shareholders' equity<br>(R\$ million) | Effect on income before tax<br>(R\$ million) | Effect on shareholders' equity<br>(R\$ million) |
| 10   | (66.3)                                       | (14.1)  | (59.3)                                       | (30.5)  |
| (10)   | 66.3   | 18.7  | 59.3   | 38.5  |

**Foreign Exchange - USD:**

| Appreciation / (depreciation) in USD /R\$ (percentage rate) | Position on March 31, 2011                   |   | Position on December 31, 2010                |   |
|---|--|---|--|---|
|   | Effect on income before tax<br>(R\$ million) | Effect on shareholders' equity<br>(R\$ million) | Effect on income before tax<br>(R\$ million) | Effect on shareholders' equity<br>(R\$ million) |
| 10  | (87.3)                                       | (57.6)  | (77.3)                                       | (43.5)  |
| (10)  | 87.3   | 57.6  | 77.3   | 44.9  |

**Interest rate - Libor:**

| Increase / (reduction) in Libor rate (percentage rate) | Position on March 31, 2011                   |   | Position on December 31, 2010                |   |
|--|--|---|--|---|
|  | Effect on income before tax<br>(R\$ million) | Effect on shareholders' equity<br>(R\$ million) | Effect on income before tax<br>(R\$ million) | Effect on shareholders' equity<br>(R\$ million) |
| 10   | -  | 9.4   | (0.1)  | (0.0)   |



|      |   |        |     |     |
|------|---|--------|-----|-----|
| (10) | - | (10.3) | 0.1 | 0.0 |
|------|---|--------|-----|-----|

The Company's sensitivity to fuel price increased during the current period in relation to the previous period, due to the growth in operating activities and their impact on fuel expenses.

Sensitivity to the dollar increased in relation to the effect on income and in relation to the effect on shareholders' equity, mainly due to the financial hedge of a portion of the debt occurred during the period.

In relation to the Libor, the sensitivity decreased in relation to the effect on income due to the future jurisdiction of the hedge object and increase in relation to the effect on shareholders' equity, due to the increase in notional amount of protection.

**Notes to the Interim Condensed Consolidated Financial Statements**Measurement of the fair value of financial instruments

According to accounting rules, the Company must classify the type of input used in the method of valuation of financial instruments at fair value in accordance with the following categories:

a) *Level 1*: Fair value measurement is calculated based on price negotiated (without adjustment) in identical active or passive market;

b) *Level 2*: Fair value measurement is calculated based on other variables that are observable for asset or liability, directly (as prices) or indirectly (derived from the prices); and

c) *Level 3*: Fair value measurement is calculated based on valuation methods for asset or liability that are not based on observable market variables (unobservable inputs).

The following table states a summary of the Company's financial instruments measured at fair value with their respective classifications of the valuation method:

| <b>Financial Instrument</b> | <b>Book value</b> | <b>Active Market Price<br/>(Level 1)</b> | <b>Other Significant Observable Factors (Level 2)</b> |
|-----------------------------|-------------------|--|---|
| Cash equivalents            | 1,797,616         | -  | 1,797,616   |
| Short term investments      | 49,498            | -  | 49,498  |
| Restricted cash             | 33,184            | -  | 33,184  |

Derivative financial instruments:

|             |          |       |          |
|-------------|----------|-------|----------|
| Oil         | 66,913   | -     | 66,913   |
| U.S. Dollar | (543)    | (543) | -        |
| Libor       | (11,009) | -     | (11,009) |
|             | 55,361   | (543) | 55,904   |

## 27. Non-cash transactions

During the three months period ended on March 31, 2011, the Company has not made advances payments for aircraft acquisition, directly financed by borrowing.

## 28. Insurance coverage

On March 31, 2011, the insurance coverage by nature, considering the aircraft fleet, and related to the maximum reimbursable values indicated in U.S. Dollars, is shown below:

| <b>Aeronautical Mode</b>                | <b>Reais</b> | <b>Dollar</b> |
|---|--------------|---------------|
| Guarantee – Fuselage/War                | 6,708,413    | 4,118,875     |
| Civil Liability per occurrence/aircraft | 2,850,225    | 1,750,000     |
| Stocks (base and transit)               | 203,588      | 125,000       |

## Notes to the Interim Condensed Consolidated Financial Statements

According to the Law No 10744, of October 09, 2003, the Brazilian government assumed the compromise of complementing occasional expenses of civil liability before third parties, caused by war acts or terrorist actions, occurred in Brazil or abroad, by which VRG may be occasionally requested to pay, for amounts that exceed the limit of the insurance policy in force on September 10, 2001, limited to the equivalent amount in Brazilian Reais to one billion U.S. Dollars.

### 29. Subsequent Events

On April 20, 2011, the Company, through its subsidiary VRG, in recognition of effort and commitment of its employees, paid an advance of the first portion of payment of the Revenue Participation Program (PPR) related to the fiscal year of 2011, equivalent 0.79 to wages for all employees of the Company on March 31, 2011.

On April 27, 2011, the Board of Directors approved the payment of dividends amounting to R\$50,872 (US\$ 0.19 per share) to the Shareholders related to profits earned in fiscal year 2010 to be held on June 22, 2011.

## Notes to the Interim Condensed Consolidated Financial Statements

(Convenience Translation into English from the Original Previously Issued in Portuguese)

### REPORT ON REVIEW OF INTERIM FINANCIAL STATEMENTS

To the Board of Directors and Shareholders of

Gol Linhas Aéreas Inteligentes S.A.

São Paulo - SP

#### **Introduction**

We have reviewed the individual and consolidated interim financial information of Gol Linhas Aéreas Inteligentes S.A. (“Company”) and its subsidiaries, contained in the Quarterly Financial Information Form - ITR for the quarter ended March 31, 2011, comprising the balance sheets and the related statements of income, comprehensive income, changes in shareholders’ equity and cash flows for the quarter then ended, including the explanatory notes to the interim financial statements.

Management is responsible for preparing individual interim financial information according to CPC 21 - Interim Financial Reporting and consolidated interim financial information in accordance with CPC 21 and the international standard IAS 34 - Interim Financial Reporting, issued by the International Accounting Standards Board - IASB and fair presentation of this interim financial information in accordance with the standards established by the Brazilian Securities and Exchange Commission (CVM), applicable to the preparation of the Quarterly Financial Information - ITR. Our responsibility is to express a conclusion on this interim financial information based on our review.

#### **Scope of review**

We conducted our review in accordance with Brazilian and international standards on review engagements (NBC TR 2410 and ISRE 2410 - Review of Interim Financial Information Performed by the Independent Auditor of the Entity, respectively). A review of the interim financial 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 auditing standards and, accordingly, does not allow 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 individual interim financial information**

Based on our review, we are not aware of any facts that would lead us to believe that the individual interim financial information included in the aforementioned quarterly financial information were not prepared, in all material respects, in accordance with CPC 21 applicable to the preparation of Quarterly Financial Information - ITR and are fairly presented in accordance with the standards issued by the CVM.

#### **Conclusion on the consolidated interim financial information**

Based on our review, we are not aware of any facts that would lead us to believe that the consolidated interim financial information included in the aforementioned quarterly financial information were not prepared, in all their

material respects, in accordance with CPC 21 and IAS 34 applicable to the preparation of the Quarterly Financial Information - ITR and are fairly presented in accordance with the standards issued by the CVM.

**Other matters**

*Interim statements of value added*

We also have reviewed the individual and consolidated interim statements of value added (“DVA”), for the quarter ended March 31, 2011, the presentation of which is required by the Brazilian Corporate Law for publicly-traded companies, and as supplemental information for IFRS that does not require a presentation of DVA. These statements were subject to the same review procedures described above and, based on our review, we are not aware of any facts that would lead us to believe that these statements were not prepared, in all their material respects, in accordance with the individual and consolidated interim financial statements taken as a whole.

**Convenience translation**

The accompanying financial statements have been translated into English for the convenience of readers outside Brazil.

São Paulo, May 10, 2011

DELOITTE TOUCHE TOHMATSU  
Auditores Independentes

José Domingos do Prado  
Engagement Partner

