

Gol Intelligent Airlines Inc.
Form 6-K/A
May 29, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K/A

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

For the month of May, 2012
(Commission File No. 001-32221) ,

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)

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

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):

ITR - Quarterly Information – 03/31/2011 – GOL LINHAS AÉREAS INTELIGENTES SA
Version: 1

*Gol Linhas Aéreas
Inteligentes S.A.*

Financial Statements for

the Three Month Period Ended March 31, 2011 and

Independent Auditors' Report

Deloitte Touche Tohmatsu Auditores Independentes

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Company Profile / Subscribed Capital

| Number of Shares (Thousands) | Current Quarter 03/31/2011 |
|---|---------------------------------------|
| Paid- in Capital | |
| Common | 137,032,734 |
| Preferred | 133,338,652 |
| Total | 270,371,386 |
| Treasury | |
| Common | 0 |
| Preferred | 454,425 |
| Total | 454,425 |

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Interim Consolidated Financial Statements / Balance Sheet - Assets

(In Thousands of Reais)

| Account Code | Account Description | Actual Quarter 03/31/2011 | Previous Year 12/31/2010 |
|---------------------|--|--------------------------------------|-------------------------------------|
| 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 | 926,874 |
| 1.02.03.01.01 | Other Flight Equipment | 878,000 | 751,816 |
| 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 |
| 1.02.03.03 | Property, Plant and Equipment in Progress | 368,268 | 323,661 |
| 1.02.03.03.01 | Advance of Property, Plant and Equipment | | |
| 1.02.03.03.01 | Acquisition | 368,268 | 323,661 |
| 1.02.04 | Intangible | 1,255,683 | 1,267,177 |
| 1.02.04.01 | Intangible | 713,381 | 724,875 |

1.02.04.02

Goodwill

542,302

542,302

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Interim Consolidated Financial Statements / Balance Sheet - Liabilities

(In Thousands of Reais)

| Account Code | Account Description | Actual Quarter 03/31/2011 | Previous Year 12/31/2010 |
|---------------------|-----------------------------------|--------------------------------------|-------------------------------------|
| 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 |
| 2.03.01.02 | Cost on Issued Shares | (132,522) | (132,522) |

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| | | | |
|------------|-------------------------------------|----------|----------|
| 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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Version: 1

Interim Consolidated Financial Statements /Statement of Operations

(In thousands of Reais)

| Account Code | Account Description | Actual Quarter Accumulated 01/01/2011 up to 03/31/2011 (Restated) | Previous Year Accumulated 01/01/2010 up to 03/31/2010 |
|---------------------|---|---|---|
| 3.01 | Operating Revenues | 1,895,722 | 1,729,817 |
| 3.01.01 | Passenger | 1,703,848 | 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 profit | 413,730 | 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 | 135,270 | 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 | 109,464 | 57,680 |
| 3.08 | Income Tax | (40,068) | (33,758) |
| 3.08.01 | Current | (23,400) | (32,440) |
| 3.08.02 | Deferred | (16,668) | (1,318) |
| 3.09 | Net Profit of Continued Operation | 69,396 | 23,922 |
| 3.11 | Consolidated Profit (Loss) for the Period | 69,396 | 23,922 |
| 3.11.01 | Attributed to Shareholders of Parent Company | 69,396 | 23,922 |
| 3.99 | Earnings Per Share (Reais / Share) | | |

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Interim Consolidated Statement of Comprehensive Income

(In thousands of Reais)

| Account Code | Account Description | Actual Quarter Accumulated 01/01/2011 up to 03/31/2011 (Restated) | Previous Year Accumulated 01/01/2010 up to 03/31/2010 |
|---------------------|---|---|---|
| 4.01 | Consolidated Net Profit for the Period | 69,396 | 23,922 |
| 4.02 | Other Comprehensive Income | 15,283 | (30) |
| 4.02.01 | Available for Sale Financial Assets | (487) | (323) |
| 4.02.02 | Cash Flow Hedge | 23,894 | 443 |
| 4.02.03 | Income tax | (8,124) | (150) |
| 4.03 | Consolidated Comprehensive Income for the Period | 84,679 | 23,892 |
| 4.03.01 | Attributed to Shareholders of Parent Company | 84,679 | 23,892 |

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Version: 1

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

(In thousands of Reais)

| Account Code | Account Description | Actual Quarter Accumulated 01/01/2011 up to 03/31/2011 (Restated) | Previous Year Accumulated 01/01/2010 up to 03/31/2010 |
|--------------|--|---|--|
| | Net Cash Provided by (Used in) Operating | | |
| 6.01 | 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 Compensation | 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 | (137,524) | (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 | | |
| 6.01.02.04 | Credits | 18,226 | 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 | (112,886) | (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 | 50,823 | 17,337 |
| 6.01.02.12 | Provisions | (53,307) | (26,227) |

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| | | | |
|------------|--|-----------|-----------|
| 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 | (23,400) | (32,440) |
| 6.01.03 | Other | 69,396 | 23,922 |
| 6.01.03.01 | Net Income (loss) for the Period | 69,396 | 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 Collections | 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 |

ITR - Quarterly Information – 03/31/2011 – GOL LINHAS AÉREAS INTELIGENTES
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**Interim Consolidated Financial Statements / Statement of Changes in Shareholder's Equity – From
01/01/2011 up to 03/31/2011**

(In thousands of Reais)

| ACCCOUNT | | CAPITAL RESERVES, OPTIONS GRANTED AND CAPITAL TREASURE INCOME RETAINED C | | | |
|-----------------|--|---|---------------|-----------------|-----------------|
| CODE | ACCCOUNT DESCRIPTION | STOCK | SHARES | RESERVES | EARNINGS |
| 5.01 | Balance as of December 31, 2010 | 2,183,133 | 92,103 | 642,860 | 0 |
| 5.02 | Error adjustment, net of taxes – note 2.2 | - | - | - | (37,462) |
| 5.03 | Balance as of January 1,2011 | 2,183,133 | 92,103 | 642,860 | (37,462) |
| 5.04 | Shareholders Capital Transactions | 807 | 7,742 | 0 | 0 |
| 5.04.08 | Capital Increase through the exercise of stock options | 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 | 69,396 |
| 5.05.01 | Net Profit for the Period | 0 | 0 | 0 | 69,396 |
| 5.07 | Final Balance | 2,183,940 | 99,845 | 642,860 | 31,934 |

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

(In thousands of Reais)

| ACCOUNT CODE | ACCOUNT DESCRIPTION | CAPITAL STOCK | CAPITAL RESERVES, OPTIONS GRANTED AND TREASURE SHARES | INCOME RESERVES | RETAINED EARNINGS | COMP |
|-------------------------|--|--------------------------|--|----------------------------|------------------------------|-------------|
| 5.01 | Balance as of December 31, 2009 | 2,062,272 | 67,360 | 0 | 479,536 | |
| 5.03 | Balance as of December 31, 2009 adjusted | 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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Interim Consolidated Financial Statements / Statement of Added Value

(In thousands of Reais)

| Account Code | Account Description | Actual Quarter Accumulated 01/01/2011 up to 03/31/2011 (Restated) | Previous Year Accumulated 01/01/2010 up to 03/31/2010 |
|---------------|--|---|--|
| 7.01 | Revenues | 1,978,373 | 1,804,732 |
| 7.01.02 | Other Revenues | 1,981,020 | 1,807,537 |
| 7.01.02.01 | Transportation of Passenger, Cargo and Other | 1,981,020 | 1,807,537 |
| 7.01.04 | Provision/Reversion of Doubtful Accounts | (2,647) | (2,805) |
| 7.02 | Supplies Acquired from Third Parties | (1,117,980) | (988,891) |
| | Materials, Energy, Services from Third Parties and | | |
| 7.02.02 | Other | (342,840) | (339,068) |
| 7.02.04 | Other | (775,140) | (649,823) |
| 7.02.04.01 | Fuel and Lubricant Suppliers | (677,588) | (556,752) |
| 7.02.04.02 | Aircraft Insurance | (8,441) | (13,278) |
| 7.02.04.03 | Commercial and Marketing | (89,111) | (79,793) |
| 7.03 | Gross Added Value | 860,393 | 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 | 770,236 | 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 | 986,546 | 1,020,451 |
| 7.08 | Distribution of Added Value | 986,546 | 1,020,451 |
| 7.08.01 | Employees | 359,437 | 284,440 |
| 7.08.02 | Taxes | 187,353 | 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 | 69,396 | 23,922 |

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Management Comments

On January 15, 2011, GOL completed 10 years of operations, surpassing the mark of 160 million passengers carried, popularizing Brazilian air transport, driving demand with low fares through its low-cost, low-fare model, while at the same time offering a series of new services and entering into several partnerships. As a result, it has become one of the world's most profitable airlines.

In January 2011, demand on the Company's total route network reached its highest level and in March it recorded its best operating performance since 2005. These achievements reflected Brazil's favorable economic scenario, the continuous increase in demand and GOL's own, competitive advantages, including the best domestic market positioning, increased flight frequency and regularity in the country's leading airports, higher productivity, with an aircraft utilization rate of more than 13.0 block hours/day, innovation in new cost-reduction initiatives and dynamic fare management. GOL is positioned to maintain its competitive advantage and profitability, with another year of consistent growth.

These results and the challenges that lie ahead were and will be only achieved thanks to the dedication of the Company's employees (the "Team of Eagles"), who will play a crucial role in ensuring that GOL remains competitive and fixed firmly on its sustainable growth trajectory.

Constantino de Oliveira Junior *Founder and CEO of GOL Linhas Aéreas Inteligentes S.A.*

Operating Performance

| | 1Q11 | 1Q10 | Var.% | 4Q10 | Var.% |
|------------------------------|--------------|--------------|-------------|--------------|--------------|
| Total System | | | | | |
| ASK - GOL (billions) | <u>11.9</u> | 11.2 | <u>6.4%</u> | 11.7 | <u>1.5%</u> |
| ASK - Industry (billions) | 36.0 | 31.5 | 14.3% | 35.4 | 1.7% |
| RPK - GOL (billions) | <u>8.6</u> | 7.8 | <u>9.7%</u> | 8.3 | <u>3.3%</u> |
| RPK - Industry (billions) | 26.5 | 22.7 | 17.1% | 25.8 | 3.0% |
| Load Factor - GOL (%) | <u>72.4%</u> | <u>70.2%</u> | +2.1 pp | <u>71.1%</u> | +1.3 pp |
| Load Factor - Industry (%) | 73.7% | 71.9% | +1.8 pp | 72.8% | +0.9 pp |
| Domestic Market | | | | | |
| ASK - GOL (billions) | <u>10.5</u> | 10.0 | <u>5.1%</u> | 10.5 | <u>0.7%</u> |
| ASK - Industry (billions) | 27.7 | 24.2 | 14.3% | 27.3 | 1.3% |
| RPK - GOL (billions) | <u>7.8</u> | 7.1 | <u>9.0%</u> | 7.4 | <u>4.1%</u> |
| RPK - Industry (billions) | 20.1 | 17.2 | 17.0% | 19.4 | 3.7% |
| Load Factor - GOL (%) | 73.5% | 70.9% | +2.6 pp | 71.1% | +2.4 pp |
| Load Factor - Industry (%) | 72.8% | 71.1% | +1.7 pp | 71.1% | +1.7 pp |
| International Market | | | | | |
| ASK - GOL (billions) | <u>1.3</u> | <u>1.1</u> | 18.0% | 1.2 | <u>8.1%</u> |
| ASK - Industry (billions) | 8.3 | 7.3 | 14.2% | 8.1 | 3.0% |
| RPK - GOL (billions) | <u>0.8</u> | <u>0.7</u> | 16.0% | 0.9 | <u>-3.7%</u> |

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| | | | | | |
|------------------------------|--------------|-------|---------|-------|---------|
| RPK - Industry (billions) | 6.4 | 5.4 | 17.3% | 6.3 | 0.8% |
| Load Factor - GOL (%) | 62.9% | 64.0% | -1.1 pp | 70.6% | -7.7 pp |
| Load Factor - Industry (%) | 76.9% | 74.8% | +2.0 pp | 78.6% | -1.7 pp |

Data from the Brazilian Civil Aviation Authority (ANAC): adjusted in accordance with the new methodology adopted as of October 2010.

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Advanced Comparative Data – ANAC

In October 2010, ANAC altered its method for calculating monthly traffic information (*Official Letter no. 11/2010/GEAC/SRE/ANAC*) and republished the data for the periods subsequent to January 2009. All the 2010 operational data reflect the new methodology, and may not be entirely comparable to the figures disclosed at that time. According to ANAC, the changes were designed to align the data with the concepts adopted by the International Civil Aviation Organization (ICAO). The alteration was necessary because Brazil has joined the ICAO's statistical program and supplies the latter's database with several industry data. The changes in the methodology refer to the calculation of ASK (seat supply) and the classification of domestic legs of international flights, which are now considered to be part of the domestic market. ANAC announced that it will republish the 2008 information at a later date.

Demand and Load Factor

In the first quarter, **demand on GOL's total route network reached its highest ever level**, moving up by 9.7% over 1Q10 and by 3.3% over 4Q10, once again due to the greater share of Brazil's emerging middle class in the leisure segment of the air transport market. As a result, GOL recorded a load factor of 72.4% (2.1 p.p. up on 1Q10 and 1.3 p.p. more than 4Q10), the Company's best period operating performance since 2005.

Domestic market

GOL's domestic demand increased by 9.0% over 1Q10, chiefly due to: (i) Brazil's positive economic scenario; (ii) dynamic fare management, which allowed the company to increase fares in January (peak of the 1Q11 high season), offsetting the low fares in February and March so as to maintain load factors above 70% for the quarter, keeping RASK at high levels; and (iii) higher regional market flight frequencies between the periods. **In comparison with 4Q10, demand increased by 4.1%** due to the same factors.

As a result, the domestic load factor stood at 73.5%, 2.6 p.p. above the 70.9% recorded in 1Q10 and 2.4 p.p. more than the 71.1% reported in 4Q10, **GOL's highest ever first-quarter figure**.

International Market

Demand on GOL's international route network grew by 16.0% over the first three months of 2010, chiefly due to: (i) the larger number of international destinations (Punta Cana, Barbados, St. Maarten and the Jorge Newbery Airport in Buenos Aires); (ii) the increase in international operations with partner companies through code-share agreements; (iii) partnerships with travel agencies to sell blocks of aircraft seats; and (iv) the 2.3% appreciation of the *Real* against the Dollar, which helped boost tourism growth in the Southern Cone and Caribbean regions.

In comparison with 4Q10, international market demand fell by 3.7% due to adjustments to the route network involving flights to Bogota in January 2011 (as disclosed in the monthly traffic release) and the smaller share of international flights in the total route network due to Carnival, which pushed up domestic traffic.

Supply

GOL's is maintaining its strategy of responsible capacity additions and the 6.4% growth in supply is lower when compared to the industry's 14.6% upturn year-over-year. This increase was due to: (i) the larger average number of aircraft in operation (operational fleet); (ii) the higher fleet utilization rate (13.3 block hours/day in 1Q11 versus 13.0 block hours/day in 1Q10); (iii) the 3.9% increase in the average stage length (930 km in 1Q11, versus 895 km in 1Q10); (iv) the change in fleet profile (replacement of B737-300s with B737-800s, with more seats); (v) the reactivation of B767 aircraft for use on international charter flights in order to meet growing demand in this segment; and (vi) GOL's higher number of regional, national and international destinations (Bauru, Montes Claros, Punta Cana, Barbados, St. Maarten and the Jorge Newbery Airport in Buenos Aires).

GOL's conservative strategy of capacity management, which allows to optimize load factors, maintain its competitive pricing policy, maximize aircraft utilization rates, reduce unit costs (CASK ex-fuel) and, consequently, generate higher operating margins.

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Yields

Adjusted yields totaled 19.83 cents (R\$) in 1Q11, 0.9% below the 20.01 cents (R\$) recorded in 1Q10 and 2.9% less than the 20.42 cents (R\$) reported in 4Q10, chiefly due to GOL's strategy of: (i) focusing on PRASK growth; (ii) maximizing aircraft load factors in order to encourage Brazil's new emerging middle class to use air transport; and (iii) to the fact that Carnival fell in March this year, extending the leisure travel season and driving demand for flights from the South to the Northeast of Brazil.

| Operating Data | 1Q11 | 1Q10* | Var.% | 4Q10* | Var.% |
|--|---------------|--------------|--------------|--------------|--------------|
| Revenue Passengers (000) | 8,595 | 8,005 | 7.4% | 8,964 | -4.1% |
| Revenue Passengers Kilometers (RPK) (mm) | 8,591 | 7,834 | 9.7% | 8,315 | 3.3% |
| Available Seat Kilometers (ASK) (mm) | 11,875 | 11,158 | 6.4% | 11,699 | 1.5% |
| Load Factor | 72.3% | 70.2% | +2.1pp | 71.1% | +1.3pp |
| Break-Even Load Factor (<i>BELF</i>) | 64.9% | 62.4% | +2.5pp | 61.1% | +3.8pp |
| Aircraft Utilization (Block Hours.Day) | 13.3 | 13.0 | 3.0% | 13.0 | 2.7% |
| Average Fare (R\$) | 198.2 | 195.9 | 1.2% | 189.4 | 4.7% |
| Yield per Passenger Kilometer, Net(R\$ cents) | 19.83 | 20.01 | -0.9% | 20.42 | -2.9% |
| Passenger Revenue per ASK, Net (PRASK) (R\$ cents) | 14.35 | 14.05 | 2.1% | 14.51 | -1.1% |
| Operating Revenue per ASK, Net (RASK) (R\$ cents) | 15.96 | 15.50 | 3.0% | 15.98 | -0.1% |
| Operating Cost per ASK (CASK) (R\$ cents) | 14.34 | 13.79 | 4.0% | 13.74 | 4.3% |
| Operating Cost, Excluding Fuel, per ASK (R\$ cents) | 8.70 | 8.85 | -1.6% | 8.75 | -0.5% |
| Departures | 75,614 | 72,531 | 4.3% | 74,911 | 0.9% |
| Average Stage Length (km) | 930 | 895 | 3.9% | 910 | 2.3% |
| Average Number of Operating Aircraft | 111.0 | 107.9 | 2.9% | 110.0 | 0.9% |
| Fuel Consumption (mm liters) | 382 | 360 | 6.0% | 377 | 1.2% |
| Number of Employees at Period End | 18,706 | 18,235 | 2.6% | 18,776 | -0.4% |
| Average Exchange Rate ⁽¹⁾ | 1.67 | 1.80 | -7.4% | 1.70 | -1.7% |
| End of Period Exchange Rate ⁽¹⁾ | 1.63 | 1.78 | -8.6% | 1.67 | -2.3% |
| Inflation (IGP-M) ⁽²⁾ | 2.4% | 2.8% | -0.3pp | 3.2% | -0.8 pp |
| Inflation (IPCA) ⁽³⁾ | 2.4% | 2.1% | +0.4pp | 2.2% | +0.2 pp |
| WTI (avg. per barrel, US\$) ⁽⁴⁾ | 94.60 | 78.88 | 19.9% | 85.24 | 11.0% |
| Gulf Coast Jet Fuel Cost (avg. per liter, US\$) ⁽⁴⁾ | 0.75 | 0.54 | 37.8% | 0.62 | 21.0% |

Sources: (1) Brazilian Central Bank (2) FGV (3) IBGE (4) Bloomberg

(* The 1Q10 and 4Q10 operating data were recalculated in accordance with the new methodology of calculation of statistical manual introduced by DCA 2010 Manual (circular letter No. 11/2010/GEAC/SRE/ANAC), published and in force since October 2011 .

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Fleet and Fleet Plan

The Company closed 1Q11 with a standardized operational fleet of 111 B737-700 and 800 NG aircraft, with an average age of 6.1 years, and a total fleet of 125 aircraft, identical to the previous quarter.

| Operating Fleet | Seats⁽¹⁾ | 1Q11 | 1Q10 | Var.% | 4Q10 | Var.% |
|--------------------------------|----------------------------|-------------|-------------|--------------|-------------|--------------|
| Regular Flights | | | | | | |
| B737-300 | 141 | - | 3 | (3) | 1 | (1) |
| B737-700 NG | 144 | 40 | 43 | (3) | 40 | - |
| B737-800 NG | 177 | 15 | 18 | (3) | 15 | - |
| B737-800 NG SFP | 187 | 56 | 44 | 12 | 52 | 4 |
| Sub Total | 18.887 | 111 | 108 | 3 | 108 | 3 |
| Charters | Seats⁽²⁾ | 1Q11 | 1Q10 | Var.% | 4Q10 | Var.% |
| B767-300 ER | 218 | 4 | - | 4 | 4 | - |
| Sub Total⁽²⁾ | 19.759 | 115 | 108 | 6 | 112 | 2 |
| Non Operating Fleet | Seats⁽¹⁾ | 1Q11 | 1Q10 | Var,% | 4Q10 | Var,% |
| B737-300 ⁽³⁾ | 141 | 3 | 8 | (5) | 3 | - |
| B737-700 NG | 144 | 2 | 0 | 2 | 2 | - |
| B737-800 NG | 177 | 3 | 5 | (2) | 2 | 2 |
| B737-800 NG SFP | 187 | - | - | - | - | - |
| B767-300 ER ⁽³⁾ | 218 | 2 | 6 | (4) | 2 | - |
| Sub Total⁽⁴⁾ | 1.501 | 10 | 19 | (9) | 9 | 2 |
| Total | 21.437 | 125 | 127 | (2) | 121 | 4 |

(1) Total number of seats in 1Q11.

(2) Includes regular route network aircraft (B737s) and charter flight aircraft (B767s).

(3) The three B737-300s excluded from the operational fleet but still part of the total fleet are grounded and in the final stages of return. These aircraft are no longer a part of the Company's total fleet in 2011.

(4) Of the six B767-300/200 aircraft, one is sub-leased to an American airline, the remaining five are operating long-haul charter flights, and two aircraft have already been negotiated for early return, as disclosed in a press release.

The Company leases its entire fleet through a combination of financial and operational leases. Out of the total of 125 aircraft, 86 were under operational leases and 39 under finance leases. GOL also has purchase options on 33 aircraft when their leasing contracts terminate.

| Operating Fleet Plan | 2011 | 2012 | 2013 | 2014 | 2015 |
|-----------------------------|-------------|-------------|-------------|-------------|-------------|
| B737-700 NG | 40 | 40 | 40 | 40 | 40 |
| B737-800 NG* | 75 | 79 | 81 | 85 | 91 |
| Total | 115 | 119 | 121 | 125 | 131 |

* includes SFP (Short Field Performance) aircraft

| Aircraft Payments Forecast (R\$MM) | 2011 | 2012 | 2013 | 2014 | 2015 | >2015 | Total |
|---|----------------|--------------|----------------|----------------|----------------|-----------------|-----------------|
| Pre-Delivered Deposits | 164.8 | 392.9 | 468.0 | 434.1 | 352.8 | 65.4 | 1,878.0 |
| Aircraft Acquisition Commitments | 885.1 | 377.3 | 2,060.0 | 3,304.6 | 2,878.4 | 6,574.8 | 16,080.2 |
| Total | 1,049.9 | 770.2 | 2,528.0 | 3,738.7 | 3,231.2 | 6,640.2 | 17,958.2 |

* List prices

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Capex

GOL invested R\$110.7mm in 1Q11, 51% of which in the acquisition of aircraft for delivery between 2011 and 2013 (pre-delivery deposits); 43% in the purchase of parts; and 6% in bases, IT and the expansion of the maintenance center in Confins, Minas Gerais (construction of the Workshop of Wheels and Brakes). Annual capex in 2011 is estimated at between R\$500mm and R\$550mm.

Ownership Breakdown

| | ON | % | PN | % | Total | % |
|---|--------------------|--------------|--------------------|--------------|--------------------|--------------|
| Investment Fund in Volluto Participations Board | 137,032,718 | 100.0 | 35,963,279 | 27.0 | 172,995,997 | 64.0 |
| Treasury Stocks | 16 | - | 2,004,542 | 1.5 | 2,004,558 | 0.7 |
| Free-Float | - | - | 454,425 | 0.3 | 454,425 | 0.2 |
| | - | - | 94,916,406 | 71.2 | 94,916,406 | 35.1 |
| Total | 137,032,734 | 100.0 | 133,338,652 | 100.0 | 270,371,386 | 100.0 |

1Q11 One-Off Entries

As disclosed in the press release published on May 2, 2011, in 1Q11 GOL recorded one-off entries of approximately R\$62mm in its consolidated financial statements with no cash effect.

| | 1T11 | One-off | 1T11 |
|--|-------------------------------|----------------|--------------------|
| | (Financial Statements) | entries | (Adjusted) |
| Operating Costs and Expenses | (1.760.452) | 57.825 | (1.702.627) |
| Other operating costs and expenses (b) | (148.600) | 57.825 | (90.775) |
| Operating Result (EBIT) | 135.270 | 57.825 | 193.095 |
| <i>EBIT Margin</i> | 7,1% | N/A | 10,2% |
| Net Financial Result | (25.806) | 4.504 | (21.302) |
| Other (c) | (7.854) | 4.504 | (3.350) |
| Income (loss) Before Income Taxes | 109.464 | 62.329 | 171.793 |
| Income Taxes (expense) Benefit (d) | (40.068) | (21.192) | (61.260) |
| Net Income (loss) | 69.396 | 41.137 | 110.533 |
| <i>Net Margin</i> | 3,7% | N/A | 5,8% |
| EBITDA | 225.427 | 57.825 | 283.252 |

| | | | |
|-----------------------|----------------|---------------|----------------|
| <i>EBITDA Margin</i> | <i>11,9%</i> | <i>N/A</i> | <i>14,9%</i> |
| EBITDAR | 353.671 | 57.825 | 411.496 |
| <i>EBITDAR Margin</i> | <i>18,7%</i> | <i>N/A</i> | <i>21,7%</i> |

(b) Expenses related primarily to the implantation and the deactivation of the previous revenue accounting and Smiles mileage control systems;

(c) Monetary and foreign exchange rate variation on systems reconciliations;

(d) The tax effect of one-off entries.

Summary: 2011 Guidance

GOL revised its 2011 Guidance for some macroeconomic assumptions and operating data (as highlighted below) in view of the current scenario of increased fuel prices and the appreciation of the Real against the U.S. dollar. Given these changes, adjustments have been made in operating data of supply and demand and consumption in liters of fuel. Consequently, operating costs per ASK, excluding fuel (CASK ex-fuel) and operating margin expectations were reviewed. The other financial assumptions for 2011 were held constant:

| 2011 Guidance | Previous Scenario | | Reviewed Scenario | | 2011 Real JAN-MAR |
|---|-------------------|-------|-------------------|-------|----------------------|
| | Worst | Best | Worst | Best | |
| Brazilian GDP Growth | 4.0% | 5.0% | 4.0% | 5.0% | 4.2% |
| Domestic Demand Growth (%RPKs) | 10.0% | 15.0% | 10.0% | 15.0% | 16.9% |
| Supply and Demand Growth in Relation to GDP | 0.75x | 1.0x | 0.75x | 1.0x | 4.0 |
| Passengers Transported (MM) | 33 | 36 | 34 | 36 | 9 |
| GOL Capacity (ASKs billion) | 48.0 | 51.5 | 48.0 | 50.0 | 12 |
| Fleet (end of period) | 115 | 115 | 115 | 115 | 115 |
| Yield (R\$ cents) | 19.5 | 21.0 | 19.5 | 21.0 | 19,8 |
| GOL Demand (RPKs billion) | 32.0 | 35.0 | 33.0 | 35.0 | 8.6 |
| Departures (000) | 315 | 340 | 315 | 340 | 76 |
| CASK Ex-fuel (R\$ cents) | 8.9 | 8.5 | 8.7 | 8.3 | 9.2 |
| Fuel Liters Consumed (billion) | 1.50 | 1.65 | 1.55 | 1.65 | 0.4 |
| Fuel Price (R\$.liter) | 1.83 | 1.60 | 2.10 | 2.00 | 1.75 |
| Average WTI (US\$.barrel) | 93 | 82 | 115 | 100 | 95 |
| Average Exchange Rate (R\$.US\$) | 1.80 | 1.70 | 1.68 | 1.58 | 1.67 |
| Operating Margin (EBIT) | 11.5% | 14.0% | 6.5% | 10.0% | 7.1% |

The Company's quarterly earnings results reflect significant and variable seasonality, which limits the comparison with projections released regarding the entire fiscal year. The Company compares the forecasts with actual results after publishing the financial statements for each full fiscal year. The annual results of such comparisons can be found in the Company's Reference Form, Section 11.

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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 consolidated financial statements occurred in the Board of Directors' meeting on March 26, 2012. The registered office is located at Rua Tamoios, 246, Jd. Aeroporto, São Paulo, Brazil.

2.1 Basis of preparation

The quarterly interim consolidated financial statements were prepared for the period ended on March 31, 2011 in accordance with International Accounting Standards (IAS) no. 34, related to consolidated interim financial statements, as issued by the International Accounting Standards Board (IASB) and technical pronouncement CPC 21 – Demonstração Intermediária (Interim Financial Reporting).

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

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These interim 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.

2.2 Restatement by correction of error

In April of 2011, the Company concluded the implementation of the new revenue recognition module (ARACS) to complement the current reservations system - New Skies. In connection with this implementation, the Company has identified a difference at the deferred revenue balance in relation to the historical amounts recognized in the financial statements. The total quantified error, which was initially recognized in the profit or loss of the first quarter of 2011 as a reduction of revenue, amounted to R\$56,760 (R\$37,462 net of taxes), and was associated with the recognition of interline revenues.

The Company interline ticket sales represent sales from the Company to other airline entities under interline agreements. In accordance with these agreements an airline entity can use the Company's reservation system to book domestic flights in Brazil by paying a predetermined contractual price. Before implementing the new system, interline deferred revenue was recognized in accordance with the contractual price. However, the recognition of passenger's revenue was based on the spot ticket price. Consequently, the difference could represent either an overstatement or an understatement of revenues, depending on the difference between the contractual interline price and the spot price.

In 2008 the Company initiated the interline transactions and since then the volume of these transactions have been increasing year after year. However, due to certain system limitations of the reservation system related to the inability to reprocess historical data, the Company is unable to allocate this error to the periods which they have occurred, which are the years ended December 31, 2008, 2009 and 2010 and the first quarter of 2011. After the first quarter of 2011 this system deficiency has been remediated with the conclusion of the new revenue recognition system implementation.

After further considerations, the Company has concluded that the most appropriate way to reflect this adjustment was in the opening balance of the retained earnings as of January 1st, 2011, pursuant to paragraph 44 of CVM Deliberation 592/09 "Políticas Contábeis, Mudança de Estimativa e Retificação de Erro" and IAS 8, "Accounting Policies, Changes in Accounting Estimates and Errors".

The impacts of this adjustment to the quarterly financial statements are as follows:

| | Previous reported | Restated |
|---|-------------------------------------|-----------------|
| | 3 months ended on 03/31/2011 | |
| Passenger revenues | 1,647,088 | 1,703,848 |
| Current Income Tax and Social Contribution expenses | (4,102) | (23,400) |
| Net revenue (loss) of the period | 31,934 | 69,396 |
| Earnings (losses) per share basic | 0.12 | 0.26 |
| Earnings (losses) per share diluted | 0.12 | 0.26 |

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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 | 127,756 | 194,493 |
| Cash equivalents | 1,669,860 | 1,761,365 |
| | 1,797,616 | 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* (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:

| | 03/31/11 | 12/31/10 |
|---------------------------|----------|----------|
| Bank deposit certificates | 511,722 | 678,253 |
| Government bonds | 274,879 | 245,186 |

| | | |
|------------------|------------------|-----------|
| Investment funds | 883,259 | 837,926 |
| | 1,669,860 | 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).

6. Short term investments

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

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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

| | 03/31/11 | 12/31/10 |
|---------------------------------|-----------------|-----------------|
| Local currency: | | |
| Credit card administrators | 13,207 | 90,612 |
| Travel agencies | 184,160 | 149,393 |
| Installments sales | 46,952 | 48,564 |
| Cargo agencies | 22,480 | 20,582 |
| Airline partners companies | 16,221 | 16,608 |
| Other | 30,548 | 27,491 |
| | 313,568 | 353,250 |
| Foreign currency: | | |
| Credit card administrators | 5,919 | 5,855 |
| Travel agencies | 3,747 | 3,935 |
| Cargo agencies | 68 | 141 |
| | 9,734 | 9,931 |
| | 323,302 | 363,181 |
| Allowance for doubtful accounts | (62,774) | (60,127) |
| | 260,528 | 303,054 |

Changes in the allowance for doubtful accounts are as follows:

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

The aging analysis of accounts receivable is as follows:

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

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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

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

Changes in the allowance for inventory obsolescence is as follows:

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

9. Deferred and recoverable taxes

| | 03/31/11 | 12/31/10 |
|---|----------------|----------------|
| Recoverable taxes: | | |
| Current assets | | |
| ICMS ⁽¹⁾ | 7,570 | 7,039 |
| Prepaid IRPJ and CSSL ⁽²⁾ | 65,344 | 35,186 |
| IRRF ⁽³⁾ | 3,403 | 8,548 |
| Withholding tax of public institutions | 18,257 | 17,334 |
| Value-added taxes – IVA ⁽⁴⁾ | 4,147 | 3,512 |
| Income tax on imports | 15,805 | 15,805 |
| Other | 721 | 719 |
| Total recoverable taxes - current | 115,247 | 88,143 |
| Deferred taxes: | | |
| Non-current assets | | |
| Tax losses carryforward | 338,807 | 340,055 |
| Negative basis of social contribution | 121,971 | 122,420 |
| Temporary differences: | | |
| Mileage program | 78,306 | 70,603 |
| Allowance for doubtful accounts | 193,568 | 190,664 |
| Provision for judicial lawsuits | 55,750 | 44,556 |
| Return of aircraft | 3,805 | 11,318 |
| Others | 31,053 | 37,929 |
| Total deferred tax - non-current assets | 823,260 | 817,545 |
| Non-current liabilities | | |
| Brands | 21,457 | 21,457 |
| Flight rights | 190,686 | 190,686 |
| Maintenance deposits | 151,160 | 155,266 |
| Engine and rotatable depreciation | 121,737 | 115,098 |
| Reversal Goodwill amortization | 57,447 | 51,064 |
| Aircraft leasing operations | 106,790 | 94,950 |
| Others | 23,415 | 13,664 |
| Total deferred tax - non-current liabilities | 672,692 | 642,185 |

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

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

CSSL: 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.

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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 following:

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

The Company through its parent company has a total tax credit amount of R\$90,047, however, the Company recognized an allowance for loss of R\$69,447 for the credits with no perspective of realization in an immediate future.

The Management considers that the deferred tax assets arising resulting from temporary differences will be realized proportionally to the realization of provisions and final outcome 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:

| | 03/31/11 | 03/31/10 |
|---|-----------------|-----------------|
| Income before Income Taxes - restated | 109,464 | 57,680 |
| Combined tax rate | 34% | 34% |
| Income tax at combined tax rate | (37,217) | (19,612) |
| Adjustments for calculating the effective tax rate: | | |
| Non-deductible income from subsidiaries | (8,517) | (3,594) |
| Nondeductible expenses (non taxable income) of subsidiaries | 2,099 | 254 |
| Income tax on permanent differences | (3,002) | (1,753) |
| Exchange variation on investments abroad | 6,569 | (9,054) |
| Income tax and social contribution expenses | (40,068) | (33,758) |
| Current income tax and social contribution | (23,400) | (32,440) |
| Deferred income tax and social contribution | (16,668) | (1,318) |
| | (40,068) | (33,758) |

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10. Prepaid expenses

| | 03/31/11 | 12/31/10 |
|--|----------|----------|
| 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 | 5,665 |
| | 144,348 | 170,383 |
| 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.

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.

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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.

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*.

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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:

| | Stock option plans | | | | | | |
|--|---------------------------|-----------------|-------------------|-------------------|------------------|------------------|-------------------|
| | 2005 | 2006 | 2007 | 2008 | 2009 (a) | 2010 (b) | 2011 |
| Board of Directors meeting date | December 9, 2004 | January 2, 2006 | December 31, 2006 | December 20, 2007 | February 4, 2009 | February 2, 2010 | December 20, 2010 |
| Total of options granted | 87,418 | 99,816 | 113,379 | 190,296 | 1,142,473 | 2,774,640 | 2,722,444 |
| Option exercisable price | 33.06 | 47.30 | 65.85 | 45.46 | 10.52 | 20.65 | 27.83 |
| Fair value of the option on the grant date | 29.22 | 51.68 | 46.61 | 29.27 | 8.53 | 16.81 | 16,01 (c) |
| Estimated volatility of the share price | 32.52% | 39.87% | 46.54% | 40.95% | 76.91% | 77.95% | 44.55% |
| Expected dividend | 0.84% | 0.93% | 0.98% | 0.86% | - | 2.73% | 0.47% |
| Risk-free return rate | 17.23% | 18.00% | 13.19% | 11.18% | 12.66% | 8.65% | 10.25% |
| Option duration (years) | 10 | 10 | 10 | 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)

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

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

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 | |
| 10.52-65.85 | 5,532,679 | 9.2 | 23.90 | 1,163,137 | 23.13 | |

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.

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.

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| | 03/31/11 | 03/31/10 |
|--|-------------------|-----------------|
| | (Restated) | |
| <u>Numerator</u> | | |
| Net income for the year | 69.396 | 23,922 |
| <u>Denominator</u> | | |
| Weighed mean of shares in circulation related to basic earnings per share (in thousands) | 269,806 | 265,288 |
| <u>Effects of titles deductible</u> | | |
| Executive option plan to purchase shares (in thousands) | 358 | 160 |
| Adjusted weighed mean of shares in circulation and presumed conversions related to the diluted earnings per share (in thousands) | 270,164 | 265,448 |
| Basic earnings per share | 0.26 | 0.09 |
| Diluted earnings per share | 0.26 | 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 strike price that will incur, of the “vesting” option

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 | Net value |
| | Accumulated depreciation | Net value |

| | rate | | | | |
|---|-------------|------------------|------------------|------------------|-----------|
| Flight equipment | | | | | |
| 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 |
| Property and equipment in use | | | | | |
| 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 |

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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 |
|-----------------------------|--|----------------------------------|--|----------------|------------------|
| On December 31, 2010 | 2,210,433 | 751,816 | 323,661 | 175,058 | 3,460,968 |
| Additions | - | 151,769 | 56,594 | 7,055 | 215,418 |
| Write-offs | - | (155) | (11,987) | - | (12,142) |
| Depreciation | (51,840) | (25,430) | - | (5,103) | (82,373) |
| On March 31, 2011 | 2,158,593 | 878,000 | 368,268 | 177,010 | 3,581,871 |

(a) Additions in 2011 primarily represent total estimated costs to be incurred relating to the reconfiguration of aircraft when returned and improvement costs relating to major overhauled of engine under operating lease.

15. Intangible assets

| | Goodwill | Trade names | Airport operating rights | Software | Total |
|----------------------------------|----------------|----------------|--------------------------------|---------------|------------------|
| Balance on December 31, 2010 | 542,302 | 63,109 | 560,842 | 100,924 | 1,267,177 |
| Additions | - | - | - | 8,362 | 8,362 |
| Write offs | - | - | - | (12,073) | (12,073) |
| Amortizations | - | - | - | (7,783) | (7,783) |
| Balance on March 31, 2011 | 542,302 | 63,109 | 560,842 | 89,430 | 1,255,683 |

The Company has allocated goodwill and intangible assets with indefinite life, 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.

On the quarter ended March 31, 2011, the Company implemented a new mileage control system, resulting in a write off of R\$7,175 of residual amount of old mileage system.

16. Short and Long Term Debt

| | Maturity | Effective average interest rate (p,y,) | 03/31/11 | 12/31/10 |
|--------------------------------------|-----------------|---|-----------------|-----------------|
| 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 bonds I | Apr, 2017 | 7.50% | 340,183 | 347,501 |
| Senior bonds II | Jul, 2020 | 9.25% | 477,212 | 487,887 |
| Perpetual bonds | - | 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 1st to March 31 of the next year, are as follows:

| | 2012 | 2013 | 2014 | 2015 | After 2015 | Total |
|------------------------------------|---------------|---------------|---------------|----------------|-----------------------|------------------|
| <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 bonds I | - | - | - | - | 340,183 | 340,183 |
| Senior bonds II | - | - | - | - | 477,212 | 477,212 |
| Perpetual bonds | - | - | - | - | 291,537 | 291,537 |
| | 7,917 | 15,835 | - | - | 1,108,932 | 1,132,684 |
| Total | 36,526 | 50,964 | 18,333 | 598,254 | 1,118,464 | 1,822,541 |

Fair values of senior and perpetual bonds, 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:

| | Consolidated | |
|-------------------------|---------------------|---------------|
| | Book | Market |
| Senior notes (I and II) | 817,395 | 874,365 |
| Perpetual bonds | 291,537 | 288,143 |

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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:

| | 03/31/11 | 12/31/10 |
|---|------------------|-----------------|
| 2011 | 169,340 | 227,174 |
| 2012 | 223,105 | 227,174 |
| 2013 | 222,076 | 227,174 |
| 2014 | 222,061 | 227,174 |
| 2015 | 214,634 | 219,576 |
| Beyond 2015 | 951,396 | 935,450 |
| Total of minimum lease payments | 2,002,612 | 2,063,722 |
| Less: total interest | (392,933) | (383,618) |
| Present value of minimum leasing payments | 1,609,679 | 1,680,104 |
| Less: short-term installment | (139,634) | (146,634) |
| Long-term installment | 1,470,045 | 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*.

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).

As described in explanatory note no. 2.2, in the first quarter of 2011, the Company implemented a new accounting system of revenue - ARACS and identified a difference between the balance of advance ticket sales calculated by ARACS and account balance accumulated recorded in the old system (New Skies), in the amount of R\$ 56,760 (R\$ 37,462 net of tax effects). This difference arises from the fact that the old system recorded interline sales and smile deferred revenue in accordance to set amount with commercial agreement however, when the system released the deferred revenue into revenue, current spot rates were used.

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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 March 31, 2011, the Company has the amount of R\$16.212 in the current liabilities and R\$23.840 in the noncurrent liabilities registered in the advances from customers, related to Operational Agreement named Co-branded, as detailed below. On December 31, 2010, the amount registered in advances from customers was R\$16,484 and R\$33,262 in current and noncurrent liabilities, respectively.

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).

Co-branded Operational agreement

The subsidiary VRG completed a partnership with *Banco Bradesco S.A.* and *Banco do Brasil S.A.* on September 2009, an operational agreement for the sale of miles, access rights and utilization of customers' database of the mileage program, related to issuing of credit cards in the Co-branded format. The agreement term is five years.

The table below summarizes the aggregate amounts relating to these agreements.

Payment method:

| | |
|--|------------|
| Purchase of miles (i) | R\$204,000 |
| Right to access the customer database of the Smiles program (ii) | R\$16,086 |
| Right to use the Smiles brand in credit cards (iii) | R\$32,000 |
| Total | R\$252,086 |

(i) The purchase of miles was accounted for as advance from customers. The total amount received by the Company to purchase miles was R\$204,000, which corresponds to the fair value of miles sold under this agreement, based on similar market transactions. These amounts are transferred from "advances from customers" to "deferred revenue from the mileage program", to the extent that the banks request the issue of miles on behalf of their customers' Smiles accounts. The balance of R\$9,169 as of December 31, 2011 (R\$49,746 as of December 31, 2010) corresponds to the remaining miles that were not awarded to the customers' accounts and transferred to the deferred revenue of the mileage program as of that date.

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(ii) The rights to use the database of customers Smiles were recorded as other current and non-current liabilities. This amounts are recognized on other revenues balance, linearly for the contracted period of five years. The Company offers the updated databanks to the counterparties, as described in the agreement.

(iii) The right to use the Smiles flag in the credit cards was recorded as other revenues in July 2009 since the Company did not hold any contractual obligation to return the amount and this value was not associated with any service to be provided.

20. Tax obligations

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

In the first quarter ended March 31, 2011, the Company registered a provision of R\$24,058 arising from tax credit of PIS and COFINS contributions.

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.

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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

| | Insurance provision | Aircraft return (a) | Onerous contracts | Litigation | Total |
|----------------------------------|--------------------------------|--------------------------------|------------------------------|-------------------|----------------|
| 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) |
| Balance on March 31, 2011 | 5,685 | 117,483 | 14,022 | 72,321 | 209,511 |
| Current | 5,685 | 7,801 | 9,696 | - | 23,182 |
| Non-current | - | 109,682 | 4,326 | 72,321 | 186,329 |
| | 5,685 | 117,483 | 14,022 | 72,321 | 209,511 |

(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 nº 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.

In the first quarter ended March 31, 2011, the Company recognized an additional provision arising from the increased costs incurred in aircraft and engines returning when compared to the values previously estimated.

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.

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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:

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

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 differences.

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

| | 03/31/11 | 12/31/10 |
|-------|-----------------|-----------------|
| Civil | 31,386 | 29,786 |
| Labor | 40,935 | 40,850 |
| | 72,321 | 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. Management believes there are no the evidence of goods circulation and so, there are no legal events to generate ICMS taxation.

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.

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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:

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

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.

If determined by 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).

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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.

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 | 28.4 |
| | 669,050 | - | - | 669,050 | 38.0 | 550,987 | - | - | 550,987 | 55.1 |
| | 128,244 | - | - | 128,244 | 7.3 | 149,814 | - | - | 149,814 | 14.9 |
| Materials and repairs | 79,331 | - | - | 79,331 | 4.5 | 136,997 | - | - | 136,997 | 13.7 |
| Traffic servicing | 55,795 | 14,945 | 37,890 | 108,630 | 6.2 | 54,332 | 9,109 | 35,661 | 99,099 | 9.9 |
| Marketing | - | 91,870 | - | 91,870 | 5.2 | - | 82,146 | - | 82,146 | 8.2 |
| Depreciation | 85,132 | - | - | 85,132 | 4.8 | 78,106 | - | - | 78,106 | 7.8 |
| Amortization | 76,333 | - | 13,824 | 90,157 | 5.1 | 55,465 | - | 8,295 | 63,760 | 6.4 |
| Other expenses | 86,152 | 20,856 | 41,592 | 148,600 | 8.4 | 64,913 | 17,704 | 10,428 | 93,045 | 9.3 |
| Total | 1,481,992 | 149,435 | 129,025 | 1,760,452 | 100.0 | 1,325,211 | 128,537 | 84,649 | 1,538,397 | 100.0 |

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24. Sales Revenue

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

| | 03/31/11 (restated) | 03/31/10 |
|---|--------------------------------|-----------------|
| Passenger transportation | 1,762,329 | 1,638,326 |
| Cargo transportation and other revenues | 218,691 | 169,211 |
| Gross revenue | 1,981,020 | 1,807,537 |
| Related taxes | (85,298) | (77,720) |
| Net revenue | 1,895,722 | 1,729,817 |

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:

| | 03/31/11 | | 03/31/10 | % |
|--------------------|-------------------|--------------|-----------------|----------|
| | (restated) | % | | |
| Domestic | 1,717,391 | 90.6 | 1,617,210 | 93.5 |
| International | 178,331 | 9.4 | 112,607 | 6.5 |
| Net revenue | 1,895,722 | 100.0 | 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.

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

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

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:

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

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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 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.

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 through profit and loss | | Measured at amortized cost (a) | | Measured at amortized Cost but not through profit and loss (Assets available for sale) | |
|--|---|------------------|--------------------------------------|----------|---|----------|
| | 03/31/11 | 12/31/10 | 03/31/11 | 12/31/10 | 03/31/11 | 12/31/10 |
| | Assets | 1,797,616 | 1,955,858 | - | - | - |

| | | | | | | |
|---------------------------------|---------------|--------|------------------|-----------|---------------|--------|
| Cash and cash equivalents | | | | | | |
| Financial investments | 49,498 | - | - | - | 49,498 | 22,606 |
| Restricted cash | 33,184 | 34,500 | - | - | - | - |
| Losses on derivatives operation | 44,388 | 3,600 | - | - | - | - |
| Accounts receivable | - | - | 260,528 | 303,054 | - | - |
| Other receivables | - | - | 101,240 | 57,246 | - | - |
| Liabilities | | | | | | |
| 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.

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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.

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.

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

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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.

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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:

| | 03/31/11 | 12/31/10 |
|---------------------------------|-----------------|-----------------|
| 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 |
| Leverage ratio (a) / (b) | 37% | 37% |

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:

| Description | Balance account | 03/31/11 | 12/31/10 |
|---|------------------------|-----------------|-----------------|
| Fair value of derivatives (assets) | Other credits | 44,388 | 10,420 |
| Fair value of derivatives (liabilities) | Other obligations | 13,701 | 1,646 |
| Premiums of options contracts (assets) | Prepaid expenses | 18,554 | 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 Brazilian accounting standards CPC 38 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.

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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.

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):

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

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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

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

* 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):

| Closing balance at: | 03/31/11 | 12/31/10 |
|---|-----------------|-----------------|
| Fair value at the end of the period (R\$) | - | 109 |
| Index | | 83 |

| | | |
|---|--------------|--------|
| Longer remaining term (months) | 1 | 4 |
| Hedged volume for future periods (US\$) | 9,000 | 65,000 |
| Hedge effectiveness losses recognized in shareholders' equity, net of taxes (R\$) | | - |

| <u>Period ended on March 31:</u> | 2011 | 2010 |
|--|--------------|-------------|
| 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% |

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Derivatives instruments non designed as hedge:

| | | |
|---------------------------------------|----------------|---------|
| Losses recorded on financial expenses | (7,450) | (7,709) |
|---------------------------------------|----------------|---------|

Market risk factor: U.S. dollar exchange

Exchange market

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

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

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):

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

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Period ended on March 31:

| | 2011 | 2010 |
|---|-------------|-------------|
| Hedge effectiveness losses recognized in operating expenses (R\$) | | |