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

Qualicorp S.A. (formerly QC Holding I Participações S.A.) and Subsidiaries

Individual and Consolidated Interim Financial Statements for the Three-month Period Ended September 30, 2011 and Report on Review of Interim Financial Statements

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REPORT ON REVIEW OF INTERIM FINANCIAL STATEMENTS

To the Management and Shareholders of
Qualicorp S.A. (formerly QC Holding I Participações S.A.)
São Paulo - SP

Introduction

We have reviewed the accompanying individual and consolidated interim financial statements of Qualicorp S.A. (formerly QC Holding I Participações S.A.) ("Company") and its subsidiaries, included in the Interim Financial Statements (ITR) form for the quarter ended September 30, 2011, which comprise the balance sheets as of September 30, 2011 and the statements of income for the quarter and nine-month period then ended, statements of changes in equity and statements of cash flows for the nine-month period then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of the individual interim financial information in accordance with CPC 21 - Interim Financial Reporting, and consolidated interim financial information in accordance with CPC 21 and IAS 34 - Interim Financial Reporting, issued by the International Accounting Standards Board - IASB, as well as for the presentation of this information in conformity with the standards issued by the Brazilian Securities and Exchange Commission (CVM) applicable to the preparation of the Interim Financial Statements (ITR). Our responsibility is to express an opinion on these interim financial statements based on our review.

Scope of review

We conducted our review in accordance with the Brazilian and international standards for review of interim financial statements (NBC TR 2410 - Review of Interim Financial Statements Performed by the Independent Auditor of the Entity and ISRE 2410 - Review of Interim Financial Information Performed by the Independent Auditor of the Entity, respectively). The review of interim financial statements comprise inquiries, mainly to those persons responsible for the financial and accounting matters, and adoption of analytical procedures and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Therefore, we do not express an audit opinion.

Conclusion on the individual interim financial statements

Based on our review, nothing has come to our attention that causes us to believe that the accompanying individual interim financial information included in the interim financial statements above is not prepared, in all material respects, in accordance with CPC 21 applicable to the preparation of interim financial statements (ITR), and presented in accordance with the standards issued by the Brazilian Securities and Exchange Commission (CVM).

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Conclusion on the consolidated interim financial statements

Based on our review, nothing has come to our attention that causes us to believe that the accompanying consolidated interim financial information included in the interim financial statements above is not prepared, in all material respects, in accordance with CPC 21 and IAS 34 applicable to the preparation of interim financial statements (ITR), and presented in accordance with the standards issued by the Brazilian Securities and Exchange Commission (CVM).

Other matters

Interim statements of value added

We have also reviewed the individual and consolidated interim financial statements of value added (DVA) for the nine-month period ended September 30, 2011, the presentation of which in interim financial statements is required by CVM standards applicable to the preparation of Interim Financial Statements (ITR), and as supplemental information under IFRS that does not require a presentation of DVA. These statements were subjected to the same review procedures described above and, based on our review, nothing has come to our attention that causes us to believe that they are not fairly presented, in all material respects, in relation to the individual and consolidated interim financial statements taken as a whole.

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

São Paulo, November 10, 2011

DELOITTE TOUCHE TOHMATSU
Auditores Independentes

José Barbosa da Silva Júnior
Engagement Partner

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

QUALICORP S.A. (FORMERLY QC HOLDING I PARTICIPAÇÕES S.A.) AND SUBSIDIARIES

BALANCE SHEET AS OF SEPTEMBER 30, 2011
(In thousands of Brazilian reais - R$)

		09/30/2011		12/31/2010				09/30/2011		12/31/2010	
ASSETS	Note	Company (BR GAAP)	Consolidated (IFRS and BR GAAP)	Company (BR GAAP)	Consolidated (IFRS and BR GAAP)	LIABILITIES AND EQUITY	Note	Company (BR GAAP)	Consolidated (IFRS and BR GAAP)	Company (BR GAAP)	Consolidated (IFRS and BR GAAP)
CURRENT ASSETS						CURRENT LIABILITIES					
Cash and cash equivalents	9.1	135,278	308,197	-	139,094	Debentures	18	-	63,385	-	56,719
Short-term investments	9.2	-	10,926	-	6,521	Taxes payable	19	220	12,984	-	9,561
Trade receivables	11	-	43,447	-	16,085	Premiums to be transferred	20	-	31,759	-	8,764
Other assets		1,112	27,818	-	15,691	Financial transfers payable	21	-	6,321	-	4,384
Other financial assets	12.1	394	24,936	-	12,388	Payroll and related taxes	22	125	24,673	-	17,876
Other non-financial assets	12.2	718	2,882	-	3,303	Transferable prepayments	23	-	32,090	-	28,268
Total current assets		136,390	390,388	-	177,391	Related parties	14.1	33	377	-	1,221
						Other payables	24	4,761	35,956	49	26,909
NONCURRENT ASSETS						Total current liabilities		5,139	207,545	49	153,702
Long-term assets:											
Trade receivables		-	1,031	-	421	NONCURRENT LIABILITIES					
Deferred income tax and social contribution	13	-	285,918	-	17,200	Debentures	18	-	295,159	-	354,074
Other assets		-	2,900	-	4,315	Taxes payable	19	-	5,964	-	-
Other financial assets	12.1	-	2,900	-	4,315	Deferred income tax and social contribution	13	-	275,715	-	288,446
Total long-term assets		-	289,849	-	21,936	Provision for risks	25	-	49,753	-	44,537
						Deferred income		-	390	-	526
Investments	15	1,795,170	66	1,611,895	66	Others liabilities		-	59	-	-
Property, plant and equipment	16	-	17,725	-	9,400	Total noncurrent liabilities		-	627,040	-	687,583
Intangible assets:											
Goodwill	17	-	1,030,267	-	1,298,601	EQUITY					
Other intangible assets	17	-	1,032,780	-	945,737	Capital	26	1,805,174	1,805,174	1,466,630	1,466,630
Total noncurrent assets		1,795,170	2,370,687	1,611,895	2,275,740	Capital reserves	26	35,762	35,762	17,192	17,192
						Valuation adjustments to equity	26	145,044	145,044	145,044	145,044
						Accumulated losses		(59,559)	(59,559)	(17,020)	(17,020)
						Total equity minority shareholder		1,926,421	1,926,421	1,611,846	1,611,846
						Noncontrolling interest		-	69	-	-
						Total equity		1,926,421	1,926,490	-	-
TOTAL ASSETS		1,931,560	2,761,075	1,611,895	2,453,131	TOTAL LIABILITIES AND EQUITY		1,931,560	2,761,075	1,611,895	2,453,131

The accompanying notes are an integral part of these financial statements.

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QUALICORP S.A. (FORMERLY QC HOLDING I PARTICIPAÇÕES S.A.) AND SUBSIDIARIES

INCOME STATEMENTS
FOR THE QUARTER AND NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2011
(In thousands of Brazilian reais - R$, except loss per share)

		QUARTER ENDED 09/30/2011		09/30/2011 (YTD)		From 07/01/2010 (beginning of operation) to 09/30/2010	
	Note	Company (BR GAAP)	Consolidated (IFRS and BR GAAP)	Company (BR GAAP)	Consolidated (IFRS and BR GAAP)	Company (BR GAAP)	Consolidated (IFRS and BR GAAP)
NET OPERATING REVENUE	36.d	-	180,556	-	484,352	-	42,561
COST OF SERVICES	28	-	(49,599)	-	(129,929)	-	(10,869)
OPERATING INCOME (EXPENSES)							
Administrative expenses	29	(21,857)	(59,639)	(92,960)	(224,286)	(499)	(7,775)
Selling expenses	30	-	(40,963)	(656)	(109,669)	-	(10,940)
Losses on uncollectible receivables	31	-	(5,924)	-	(23,333)	-	(1,513)
Equity in subsidiaries	17	22,412	-	32,767	-	2,200	-
Other operating income (expenses), net	33	10	603	10	(2,020)		137
INCOME FROM OPERATIONS BEFORE FINANCIAL INCOME (EXPENSES)		565	25,034	(60,839)	(4,885)	1,701	11,601
Financial income	32	5,204	16,914	5,214	36,186	-	2,284
Financial expenses	32	(249)	(19,869)	(259)	(48,651)	-	(4,822)
INCOME BEFORE INCOME TAX AND SOCIAL CONTRIBUTION		5,520	22,079	(55,884)	(17,350)	1,701	9,063
INCOME TAX AND SOCIAL CONTRIBUTION	34	6,673	(9,835)	13,345	(25,138)	-	(7,362)
Current		-	(122)	-	(18,001)	-	(7,241)
Deferred		6,673	(9,713)	13,345	(7,137)	-	(121)
NET (LOSS) INCOME FOR THE PERIOD		12,193	12,244	(42,539)	(42,488)	1,701	1,701
Attributable to							
Noncontrolling interest		-	(51)	-	(51)	-	-
		12,193	12,193	(42,539)	(42,539)	1,701	1,701
(LOSS) INCOME PER SHARE - R$							
Arising from continuing operations-							
Basic (reais per share)		0.0471	0.0471	(0.1645)	(0.1645)	0.0066	0.0066
Watered (reais per share)		0.0471	0.0471	(0.1645)	(0.1645)	0.0066	0.0066

Note: The Company has no other comprehensive income in the current and prior years, and therefore does not present its statement of comprehensive income.

The accompanying notes are an integral part of these financial statements.

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QUALICORP S.A. (FORMERLY QC HOLDING I PARTICIPAÇÕES S.A.) AND SUBSIDIARIES

STATEMENTS OF CHANGES IN EQUITY (COMPANY)
FOR THE NINE-MONTH PERIOD ENDED ON SEPTEMBER 30, 2011
(In thousands of Brazilian reais - R$)

	Note	Capital		Capital reserves	Valuation adjustments to equity				
		Paid-in capital	Expenses on shares issuance	Stock options granted	Fair value of merged shares	Accumulated losses	Company owners	Noncontrolling interests	Total
BALANCE AT JULY 1, 2010		1	-	-	-	-	1	-	1
Capital increase - September 1, 2010	26	1,107,704	-	-	-	-	1,107,704	-	1,107,704
Merger of 31.41% of QC II shares - September 1, 2010	26	362,625	-	-	145,044	-	507,669	-	507,669
Share issuance costs	26	-	(3,700)	-	-	-	(3,700)	-	(3,700)
Buyback of granted shares - Sep 1, 2010		-	-	(10,145)	-	-	(10,145)	-	(10,145)
Granted shares - right expiration		-	-	(343)	-	343	-	-	-
Recognized granted options		-	-	23,334	-	-	23,334	-	23,334
Adjustment to granted options resulting from business combination	1.b	-	-	4,346	-	-	4,346	-	4,346
Loss for the period		-	-	-	-	1,701	1,701	-	1,701
BALANCE AT SEPTEMBER 30, 2010		1,470,330	(3,700)	17,192	145,044	2,044	1,630,910	-	1,630,910
BALANCES AS OF DECEMBER 31, 2010		1,470,330	(3,700)	17,192	145,044	(17,020)	1,611,846	-	1,611,846
Recognized options granted	27	-	-	18,570	-	-	18,570	-	18,570
Net loss of the period		-	-	-	-	(42,539)	(42,539)	51	(42,488)
Capital increase:									
Shares subscribed on June 29, 2011 and paid-in on July 1, 2011	26	353,853	(17,309)	-	-	-	336,544	-	336,544
Exercise of stock options in the period, paid-in	26	2,000	-	-	-	-	2,000	-	2,000
Others		-	-	-	-	-	-	18	18
BALANCES AS OF SEPTEMBER 30, 2011		1,826,183	(21,009)	35,762	145,044	(59,559)	1,926,421	69	1,926,490

The accompanying notes are an integral part of these financial statements.

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

QUALICORP S.A. (FORMERLY QC HOLDING I PARTICIPAÇÕES S.A.) AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS
FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2011
(In thousands of Brazilian reais - R$)

		09/30/2011		09/30/2010	
	Note	Company (BR GAAP)	Consolidated (IFRS and BR GAAP)	Company (BR GAAP)	Consolidated (IFRS and BR GAAP)
CASH FLOW FROM OPERATING ACTIVITIES					
Profit (losses) before income tax and social contribution		(55,884)	(17,350)	1,701	9,063
Adjustments by:					
Depreciation and amortization	29	39,250	94,223	-	2,038
Equity in subsidiaries	15	(32,767)	-	(2,200)	-
Gain (loss) on sale of property, plant and equipment and other assets		-	40	-	(59)
Stock options granted recognized	27	-	18,570	499	23,334
Payments to executives under stock option plan					(10,145)
Financial income and expenses		-	43,551	-	4,466
Provision for risks		-	2,092	-	(49)
Expenses on share issuance		(2,589)	(2,589)	(3,700)	(3,700)
Adjusted profit (loss)		(51,990)	138,537	(3,700)	24,948
Increase in trade receivables		-	(25,864)	-	(3,249)
Increase in other assets		(1,112)	(9,997)	-	(969)
Decrease in taxes payable		220	3,633	-	(4,738)
Decrease in deferred income tax and social contribution		-	-	-	(15,573)
Increase in premiums to be transferred		-	22,995	-	675
Increase in financial transfers payable		-	1,937	-	63
Decrease in payroll and related taxes		125	4,821	-	(7,794)
Increase in other payables		7,744	3,712	(1)	(4,667)
Increase in transferable prepayments		-	3,822	-	(6,236)
Increase in related parties		33	377	-	-
Decrease in deferred income		-	(136)	-	(16)
Cash provided by operating activities		(44,980)	143,837	(3,701)	(17,556)
Interest paid on taxes and trade payables		-	(97)	-	(87)
Dividends received from subsidiaries		11,540	-		-
Income tax and social contribution paid		-	(20,832)	-	(4,843)
Net cash provided by operating activities		(33,440)	122,908	(3,701)	(22,486)
CASH FLOW FROM INVESTING ACTIVITIES					
Capital increase in subsidiaries		(169,054)	-	-	-
Acquisition of investments		(772)	-	(1,104,004)	-
Increase in short-term investments		-	(4,405)	-	(3,115)
Investments in intangible assets		-	(156,661)	-	(1,256,388)
Purchase of property, plant and equipment		-	(11,332)	-	(96)
Amount paid in acquisition (Medlink), less cash acquired		-	(435)	-	-
Noncontrolling interest			69		-
Amount paid in acquisition (Praxis), less cash acquired		-	(23,920)	-	-
Net cash used in investing activities		(169,826)	(196,684)	(1,104,004)	(1,259,599)
CASH FLOW FROM FINANCING ACTIVITIES					
(Payment of) amounts received upon issuance of debentures		-	(95,665)	-	301,158
Capital increase		338,544	338,544	1,107,704	1,107,704
Cash provided by (used in) financing activities		338,544	242,879	1,107,704	1,408,862
INCREASE IN CASH AND CASH EQUIVALENTS, NET		135,278	169,103	(1)	126,777
Cash and cash equivalents at beginning of period		-	139,094	1	1
Cash and cash equivalents at end of period	9.1	135,278	308,197	-	126,778

The accompanying notes are an integral part of these financial statements.

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

QUALICORP S.A. (FORMERLY QC HOLDING I PARTICIPAÇÕES S.A.) AND SUBSIDIARIES

STATEMENTS OF VALUE ADDED
FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2011
(In thousands of Brazilian reais - R$)

	09/30/2011		09/30/2010	
	Company	Consolidated	Company	Consolidated
REVENUES				
Revenue from services	-	552,210	-	48,549
Other operating income	-	(2,017)	-	132
Allowance for doubtful accounts, cancellations and returns	-	(27,613)	-	(1,965)
Total revenue	-	522,580	-	46,716
INPUTS PURCHASED FROM THIRD PARTIES				
Cost of services	-	(97,677)	-	(7,911)
Supplies, power, outside services and other	(6,791)	(94,633)	-	(6,710)
Other operating expenses	(1,295)	(13,425)	-	(3,106)
Total inputs purchased from third parties	(8,086)	(205,735)	-	(17,727)
GROSS VALUE ADDED	(8,086)	316,845	-	28,989
RETENTIONS				
Depreciation and amortization (Note 29)	(39,250)	(94,223)	-	(2,038)
WEALTH CREATED BY THE COMPANY	(47,336)	222,622	-	26,951
WEALTH RECEIVED IN TRANSFER				
Financial income	5,214	36,133	-	2,286
Equity in subsidiaries	32,767	-	2,200	-
Total wealth received in transfer	37,981	36,133	2,200	2,286
DISTRIBUTION OF WEALTH	(9,355)	258,755	2,200	29,237
WEALTH DISTRIBUTED				
Employees	38,475	138,208	499	5,631
Taxes and contributions	(5,700)	113,910	-	16,616
Interest on third parties' capital	409	49,176	-	5,289
(Loss) income of the period	(42,539)	(42,539)	1,701	1,701
Wealth distributed	(9,355)	258,755	2,200	29,237

The accompanying notes are an integral part of these financial statements.

1. GENERAL INFORMATION

a) Operations

Qualicorp S.A. ("Company", whose corporate name was QC Holding I Participações S.A. until March 3, 2011) is a corporation that was established on May 19, 2010 and started operations on July 1, 2010, with headquarters in the State of São Paulo. The Company is engaged in holding equity interests, as partner or shareholder, in other companies, unincorporated or incorporated, in commercial projects of any nature.

The Company and its subsidiaries, ("Group" or "Qualicorp Group") is engaged in brokerage, intermediation, consulting, management and stipulation through its direct subsidiaries. Its activities comprise: (a) private healthcare plans, whose service providers include group medical organizations, specialized health insurers, medical cooperatives, self-managed entities, charity institutions, dental cooperatives and group dentists (healthcare operators); and (b) sale and management of other health insurance and supplementary services. Private health plans and other insurances and supplementary services are collectively referred to as "benefits". The Qualicorp Group develops its activities in the market segments known as Affinity and Corporate Groups. The Affinity groups segment has activities related to the support, management, stipulation, brokerage and/or intermediation of collective adhesion benefits focused on professional associations (unions, associations, regional councils, etc.) and corporate segment activities ("corporate") is related to the brokerage and intermediation of collective corporate benefits and also operates in this segment as a provider of specialized services in the consulting area, helping manage the benefits contracted by its clients.

Beginning April 1, 2011, with the acquisition of 100% of the capital of Medlink Conectividade em Saúde Ltda. (see note 8.c for further details), the Qualicorp Group started to offer capture, routing, authorization, and billing services of medical, hospital, and related services provided by service providers accredited by healthcare plan operators, by making available information online and in real time, permitting the management of the portfolio risk through monitoring and controls before the services are provided, and consisting of a network of data collection devices that, through an electronic transaction, simplifies and expedites the capture of information on services, issuing a previous service authorization and processing of the relevant billing.

Beginning July 26, 2011, with the acquisition of 80% of the share capital of Praxisolutions Consultoria de Negócios e Corretora de Seguros Ltda. ("Praxis")-see note 8.c for further details-the Qualicorp Group started to operate as a broker specialized in the development and distribution of mass insurance through retail channels, such as life insurance, capitalization certificates, home insurance, extended warranty, financial protection insurance, etc.

The operations are conducted by the Company and its subsidiaries as a group of companies ("Qualicorp Group"), operating through integrated processes in the benefits market, using the same operating structure. The synergies resulting from services rendered as well as related operating and administrative costs are absorbed by the companies, either jointly or individually, on a practicable and reasonable basis.

b) General information on the startup of activities

The Company started operations after indirectly acquiring 100% of the controlling interest in Qualicorp Participações S.A. ("Qualicorp Participações"), through its wholly-owned subsidiary QC Holding II Participações S.A.

Qualicorp Participações was the direct controller of Qualicorp Administradora de Benefícios S.A., Qualicorp Corretora de Seguros S.A., Qualicorp Consultoria em Saúde Ltda., Qualicorp Administração e Serviços Ltda. and Convergente Consultoria e Corretora de Seguros Ltda., whose equity investments represent basically all of its assets.

On July 12, 2010, a stock purchase agreement was entered into with Qualicorp S.A. (formerly QC Holding I Participações S.A. ("QC I)" and QC Holding II Participações S.A. ("QC II"), the Carlyle Group companies (a U.S. asset management group). The acquisition was completed on September 1, 2010, subject to the satisfaction of certain conditions set forth in the Stock Purchase Agreement, thus generating the following financial and corporate impacts on Qualicorp Group.

On August 17, 2010, QC II issued simple, nonconvertible debentures in the amount of R$308 million, intended for the acquisition of the "Qualicorp Participações" shares and the payment of costs and expenses relating to such acquisition, with characteristics similar to the issue mentioned in note 18, whose guarantors were subsidiaries Qualicorp Corretora de Seguros S.A., Qualicorp Administração e Serviços Ltda. and Qualicorp Administradora de Benefícios S.A., whose funds were received on August 31, 2010.

Seripatri Participações Ltda. withdrew as shareholder of Qualicorp Corretora de Seguros S.A., Qualicorp Administradora de Benefícios S.A., Qualicorp Administração e Serviços Ltda., Qualicorp Consultoria em Saúde Ltda., and Convergente Consultoria e Corretora de Seguros Ltda. in August 2010.

The capital stock of the subsidiaries in now fully held by Qualicorp Participações.

Pursuant to the Extraordinary Shareholders' Meeting and Board of Directors' Meeting of Qualicorp Participações, both held on September 1, 2010 (a) the preferred shares of Qualicorp Participações were converted into common shares, totaling 8,329,172 common shares; and (b) the shareholders authorized the issue of new common shares (80,377 shares) due to the accelerated exercise of the options by certain beneficiaries, and also (c) the buyback and cancellation of such shares based on the price and conditions described in the respective exercise deeds.

Immediately prior to the transaction, on September 1, 2010, BHCS Fundo de Investimentos em Participações increased the Company's capital by the amount of approximately R$1,107,704. Thereafter, also on September 1, 2010, this amount was contributed by the Company to its subsidiary QC II through capital increase, as approved at the Annual Shareholders' Meeting (AGE) held at that date.

By using the funds contributed through capital increase and a portion of the funds obtained through the issuance of debentures, QC II acquired a 72.96% interest in the Qualicorp Participações, at the amount of R$1,407,133, including an escrow deposit of R$52,704.

At the same date, the remaining shares of Qualicorp Participações were merged into QC II at the fair value of R$507,669 (31.41% of the fair value of QCII's shareholders' equity) and, immediately thereafter, these shares held by QC II were merged into the Company, a swap ratio through which the former controlling shareholder of Qualicorp Participações, after the aforementioned acquisition, that held a 27.04% interest in the Company started to hold at the end of the transaction a 31.41% stake in the Company- the new holding company of Qualicorp Group after the transaction with Carlyle.

The controlling shareholder of Qualicorp Participações became a noncontrolling shareholder in the Company; however, it assumed the positions of Chairman of the Board of Directors and Chief Executive Officer for the Company.

The Company understands that all contractual commitments related to the acquisition have been fulfilled and there will be no future financial or accounting adjustments that may change business combination amounts.

QCII, based on a financial and economic appraisal report (*) and purchase price allocation study - PPA (**) prepared by a specialized firm, allocated the fair value of the assets acquired and liabilities assumed in Qualicorp Participações according to the methodology above, as follows:

Net assets (liabilities) acquired	Carrying amount	Adjustments	Fair value at acquisition date
Current assets, including cash and cash equivalents of R$145,362	172,590	-	172,590
Noncurrent assets	271,149	-	271,149
Fair value of intangible assets - relationship with customers (note 17)	-	785,000	785,000
Current liabilities	(108,216)	-	(108,216)
Noncurrent liabilities	(153,822)	-	(153,822)
Noncurrent liabilities - deferred income tax and social contribution on the fair value of intangible assets - relationship with customers - 34%	-	(266,900)	(266,900)
Net assets (liabilities) acquired	181,701	518,100	699,801
Goodwill - future earnings,	-	1,215,000	1,215,000
Total	181,701	1,733,100	1,914,801

(*) Methodology used: discounted cash flow.

(**) The methodology used considered the analysis of the business model, business plan, existing rights and licenses, value drivers, future economic benefits, and definition, identification and estimate of the value of intangible assets and goodwill.

The Meeting of the Board of Directors (RCA) was also held on September 1, 2010 to replace of the Stock Option Plan for Qualicorp Participações officers transferred to the Company. The previous remaining plan, calculated at R$24,481, for a period of 10 years, was transferred to the Company at a fair value of R$45,854, considering the new assumptions for the replaced plan, the difference in the fair value corresponding to the vesting portion already incurred through September 1, 2010 in the amount of R$4,346 was recorded as goodwill as a contra entry to "Capital reserve - Options granted and recognized", and the remaining amount will be recognized over the Plan's useful life.

c) Subsidiaries' corporate restructuring in March 2011

On March 31, 2011, the following corporate events were conducted in the Company's direct and indirect wholly-owned subsidiaries:

- Downstream merger of QC Holding II into its wholly-owned subsidiary Qualicorp Participações. The effects of the downstream merger, among others, were the dissolution of QC Holding II and the assumption of debenture debt by Qualicorp Participações, originally assumed by QC Holding II.

- Total spin-off of Qualicorp Participações on the same date. The spun-off portions of its net equity were transferred to operating companies directly controlled by Qualicorp Participações: Qualicorp Administradora de Benefícios S.A., Qualicorp Corretora de Seguros S.A., Qualicorp Consultoria em Saúde Ltda. and Qualicorp Administração e Serviços Ltda., the effects of which, among others, are the dissolution of Qualicorp Participações and the assumption of debts by Qualicorp Administradora de Benefícios S.A. and Qualicorp Corretora de Seguros S.A., which were originally assumed by QC Holding II and transferred to Qualicorp Participações due to the merger mentioned above.

The main objectives and events arising from this merger and spin-off according to Agreements for the Merger and Spin-Off of Shares, respectively, are:

- The merger of QC Holding II into Qualicorp Participações, and the total spin-off of Qualicorp Participações to its operating subsidiaries, comply with the interests of Qualicorp Participações, QC Holding II, the subsidiaries, as well as their shareholders, given that the merger and spin-off will enable the streamlining and consolidation of activities currently performed by the companies, simplifying operations, improving synergies and reducing costs and expenses by optimizing the current administrative structure, in addition to facilitating the access to capital markets of the other companies of the Group.

- Furthermore, given that QC Holding II assumed several debts, the merger and the following total spin-off of Qualicorp Participações aimed at transferring such debts to direct subsidiaries Qualicorp Administradora de Benefícios and Qualicorp Corretora, which are more capable of generating cash flow.

- The implementation of the proposed transaction will allow the establishment of global goals for the activities performed by the subsidiaries of Qualicorp Group. Currently, the maintenance of QC Holding II and Qualicorp Participações in the corporate structure is not justified, given that, after the events mentioned above, both companies were dissolved and their equity interests are now directly and fully held by the Company, which previously controlled these companies fully and indirectly.

- As a result of the merger followed by the total spin-off, operating subsidiaries will succeed Qualicorp Participações, and, consequently, QC Holding II, in all of their assets, rights and obligations, as prescribed by article 227 of the Brazilian Corporate Law, in accordance with the respective spun-off portions of net equity transferred to one of the subsidiaries.

- The shareholders' equity of the subsidiary involved in the merger and spin-off transactions was valued at the carrying amount of its assets and liabilities, based on the balance sheet as of December 31, 2010, pursuant to the Merger Appraisal Reports approved by the Extraordinary Shareholders Meeting held on March 31, 2011.

- Changes in QC Holding II's equity between the reporting date and the date of the Merger have been reflected and allocated into Qualicorp Participações. Changes in Qualicorp Participações' equity between the reporting date and the date of the spin-off have been reflected and allocated into one of the operating subsidiaries, according to the spun-off portion of the net equity transferred to each subsidiary.

- The main accounting effects from the merger and total spin-off were:

  – At operating subsidiaries: due to the downstream merger and spin-off mentioned above, subsidiaries received net assets of R$22,508, net of the adjusted tax benefit of R$294,134, corresponding to the difference between goodwill paid and the provision recorded pursuant to the CVM Instruction 319 and CVM Resolution 618 - "ICPC 09". (The effects of the merger and spin-off are shown in note 15.a).

  – At the Company: the effects of the merger and spin-off were eliminated to maintain the carrying amounts of investments without the effects of adjustments arising from the corporate restructuring of its subsidiaries, so that the Company's individual and consolidated financial statements would not be changed, except the transfer of the portion of the tax benefit for deferred income tax and social contribution in the consolidated.

d) Seasonality

In the normal course of their activities, the Company and its subsidiaries are not subject to seasonal income and costs.

2. PRESENTATION OF INTERIM FINANCIAL INFORMATION

2.1. Statement of compliance

The Company's interim financial information comprises:

- The consolidated interim financial information prepared in accordance with CPC 21 - Interim Financial Reporting and IAS 34 - Interim Financial Reporting issued by the International Accounting Standards Board ("IASB").

- The Company's individual interim financial information prepared in accordance with CPC 21 - Interim Financial Reporting.

The accounting practices adopted in Brazil comprise the Brazilian Corporate Law and the pronouncements, instructions and interpretations issued by the Accounting Pronouncement Committee (CPC) and approved by the Brazilian Securities and Exchange Commission (CVM).

2.2. Basis of presentation

The interim financial information has been prepared based on the historical cost, except for certain financial instruments measured at their fair values, as described in the following accounting practices. The historical cost is generally based on the fair value of the consideration paid in exchange for assets.

The main accounting practices adopted by the Company and its subsidiaries are disclosed in note 3 to the interim financial information.

The interim financial information for the quarter and nine-month period ended September 30, 2010, presented for comparative purposes, cover the period from July 1 (Company´s inception date) to September 30, 2010.

2.3. Statement of value added

This statement shows the wealth generated by the Company and its distribution during a specific period and is presented by the Company, as required by the Brazilian Corporate Law, as an integral part of its interim financial information and supplementary information to the consolidated interim financial information, since this statement is neither required nor mandatory under the IFRSs.

The statement of value added was prepared based on information obtained in the same accounting records used to prepare the interim financial information and pursuant to the provisions of CPC 09 - Statement of Value Added. The first part of the DVA presents the wealth generated by the Company, represented by revenues, inputs acquired from third parties and the value added received from third parties.

The second part of the statement of value added presents the distribution of wealth among personnel, taxes, fees and contributions, lenders and lessors, and shareholders.

3. SIGNIFICANT ACCOUNTING POLICIES

a) General principles

Assets, liabilities, income and expenses are stated on the accrual basis. Sales revenue is recognized in the income statement when services are provided. Sales revenue is stated net of deductions, including tax on sales.

Receivables and payables with maturities of more than 12 months are recorded in noncurrent assets and liabilities, respectively.

Financial instruments

Financial assets and financial liabilities are recognized when a Qualicorp Group entity is a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially recognized at their notional amounts, which approximate the present value, considering that transactions mature within up to 30 days, thus having an immaterial impact on the financial information.

The financial liabilities related to acquisitions of portfolios and exclusivity rights [see Note 17, letters e) and f), respectively] are recognized and adjusted, when applicable, based on the underlying agreements.

The other financial liabilities are initially recognized at their notional amounts, which approximate the present value, considering that transactions mature within up to 30 days, thus having an immaterial impact on the financial statements.

The fair value of financial assets and financial liabilities is added to or deducted from the transaction costs directly attributable to the purchase or issue of such financial assets and financial liabilities (except for financial assets and financial liabilities recognized at fair value in profit or loss) after initial recognition, when applicable. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit or loss are immediately recognized in profit or loss.

Financial assets

Financial assets are classified in the following specific categories: (1) financial assets measured at fair value trough profit or loss; (2) held-to-maturity investments; (3) available--for-sale financial assets; and (4) loans and receivables. Such classification depends on the nature and purpose of the financial assets and is determined upon initial recognition. All regular way purchases or sales of financial assets are recognized or derecognized on the trade date. Regular way purchases or sales of financial assets correspond to those requiring the delivery of assets within a period established by standard or market practices.

Financial assets at fair value through profit or loss

Financial assets are classified at fair value through profit or loss when they are held for trading or designated at fair value through profit or loss.

A financial asset is classified as held for trading if it is:

- Acquired mainly for being sold in the short term; or
- At initial recognition, part of a portfolio of identified financial instruments jointly managed by the Company and for which there is a recent actual pattern of short-term profit-taking; or
- A derivative that is not designated as an effective hedging instrument.

Financial assets at fair value through profit or loss are stated at fair value and any gains or losses are recognized in income or loss.

Held-to-maturity investments

Held-to-maturity investments refer to nonderivative financial assets with fixed or determinable payments and fixed maturity dates that the Group has a positive intention or ability to hold to maturity. After initial recognition, held-to-maturity investments are stated at amortized cost using the effective interest rate method, less possible impairment losses.

Available-for-sale financial assets

Available-for-sale financial assets correspond to nonderivative financial assets designated as “available for sale” or not classified as: (a) loans and receivables, (b) held-to-maturity investments, or (c) financial assets at fair value through profit or loss.

Available-for-sale short-term investments are stated at fair value at the reporting date. Interest income calculated under the effective interest method is recognized in profit or loss. Other changes in the carrying amount of available-for-sale financial assets are recognized as "other comprehensive income (loss)", when applicable, and accumulated under the "investment revaluation reserve". When the investment is sold or impaired, cumulative gains or losses, previously recognized under the "investment revaluation reserve" is reclassified to income (loss).

Loans and receivables

Loans and receivables are represented by nonderivative financial assets with fixed or determinable payments that are not quoted in an active market.

Financial assets classified by the Group as receivables comprise mainly cash and cash equivalents, trade accounts receivable and other receivables.

Financial liabilities

Financial liabilities are classified either as 'financial liabilities at fair value through profit or loss' or 'other financial liabilities'.

The Company has no liabilities classified as "financial liabilities at fair value through profit or loss".

Other financial liabilities

Other financial liabilities (including debentures) are measured at the amortized cost using the effective interest method.

The effective interest method is used to calculate the amortized cost of a financial liability and allocate its interest expense to the related period. The effective interest rate is the rate that discounts precisely the future cash flows (including fees paid or received that are an integral part of the effective interest rate, transaction costs and other premiums or discounts) throughout the estimated useful life of the financial liability or, when applicable, over a shorter period, for the initial recognition of the net carrying amount.

The Company derecognizes financial liabilities only when the Company's obligations are discharged and cancelled or when they expire. The difference between the carrying amount of the derecognized financial liability and consideration paid and payable is recognized in the income statement.

b) Cash and cash equivalents

Include cash, banks and short-term investments. Highly-liquid short-term investments are stated at cost plus income earned through the balance sheet date and subject to immaterial risk of change in value.

c) Trade receivables, allowance for doubtful accounts, premiums to be transferred and financial transfers payable

In managing group adhesion agreements executed by third parties and stipulating group adhesion agreements (in which subsidiary Qualicorp Administradora de Benefícios is the policyholder), the Qualicorp Group collects amounts from clients by the are transfers them to healthcare operators and insurance companies, by settling the related invoices, regardless of the receipt (such transactions involve a credit risk of Qualicorp Group client default), except cases where the credit risk remains with the insurance and healthcare companies. These transactions, with and without credit risk, are recorded in 'Trade receivables', in assets, as a balancing item of 'Premiums to be transferred' (amounts payable to healthcare and insurance companies) and 'Financial transfers payable' (amounts payable to entities) in liabilities, and in income statement accounts related to administrations fees and financial transfers, as mentioned in note 3.k).

Advances from customers are recorded in 'Transferable prepayments', in liabilities.

d) The allowance for doubtful accounts is recognized based on estimated losses in an amount considered sufficient to cover any losses on the realization of trade receivables. On transactions in which the Company and/or its subsidiaries assume the credit risk, accounts over 60 days past due are written off as losses on uncollectible receivables when they are not expected to be collected, and recorded as revenue from recovered receivables when actually received.

e) Business combination and investments in subsidiaries

Consolidated interim financial information

Business acquisitions are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated by adding the fair values of the transferred, including the fair value of intangible assets relating to customers' relationship, computer software, the liabilities incurred on the date of acquisition to the former owners of the acquiree and the equity issued by the Company in exchange for the control of the acquiree.

Goodwill corresponds to an asset corresponding to future economic benefits ("future earnings") arising from other assets acquired in a business combination, which are not identified individually or recognized separately; accordingly, it is measured as the excess of the sum of the consideration transferred over the net amounts on the acquisition date of the identifiable assets acquired and liabilities assumed.

If, after measurement, the net amounts of identifiable assets acquired and liabilities assumed on acquisition date are higher than the sum of the consideration transferred, the gain is immediately recognized in profit.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. These provisional amounts are adjusted during the measurement period or additional assets or liabilities are recognize to reflect new information obtained about facts and circumstances that existed as at the acquisition date and, if known, would have affected the measurement of the amounts recognized as at that date.

Individual interim financial information

In the individual interim financial information, the Company applies the requirements of ICPC Technical Interpretation 09, which requires that any amount in excess of the acquisition cost on the Company's interest in the fair value of identifiable assets, liabilities and contingent liabilities of the acquired company on the acquisition date is recognized as goodwill. Goodwill is added to the investment's carrying amount. Any amount of the Company's interest in the fair value of identifiable assets, liabilities and contingent liabilities in excess of the acquisition cost, after revaluation, is immediately recognized as profit.

Consideration transferred and the net fair value of assets and liabilities are measured using the same criteria applicable to the consolidated interim financial information, described above.

Investments in subsidiaries are accounted for under the equity method in the Company's individual interim financial information.

f) Property, plant and equipment

Stated at cost of purchase. Stated at cost, less accumulated depreciation calculated under the straight-line method based on the estimated useful lives of the assets, except for leasehold improvements, which are amortized over the lease term. See note 16.

The residual value of property, plant and equipment is written off immediately at their recoverable value when the residual balance exceeds the recoverable value, as established in note 3.h).

Based on the nature of assets, acquisition costs, related residual amounts, and the remaining useful lives of assets, Management understands that it is not necessary to adjust the amounts of property, plant and equipment to deemed cost on the first-time adoption of CPCs.

g) Intangible assets

Mainly represented by: (i) goodwill amounts paid in the acquisition of subsidiaries (*); (ii) amounts allocated in view of relationship with customers paid in the acquisition of investments of subsidiaries (*); (iii) expenses on the acquisition of portfolios from third parties; and (iv) software license, software for use and development of software paid to third parties. Intangible assets are stated at acquisition cost, less cumulative amortization and impairment losses, when applicable. The amortization of intangible assets with definite useful lives is calculated under the straight-line method based on the term over which the asset will generate future economic benefits, as mentioned in note 17. The residual value of intangible assets is written off immediately at their recoverable value when the residual balance exceeds the recoverable value, as established in note 3.h).

(*) In the individual interim financial information, these amounts are stated under "investments in subsidiaries", net of amortization and write-offs.

h) Impairment of assets

At the end of each year and on or when there are indications of impairment loss, Qualicorp Group reviews the carrying amount of its tangible and intangible assets with definite useful lives to determine whether there is any indication of impairment loss. If such indication exists, the recoverable amount of the asset is estimated to measure the impairment loss, if any. When it is not possible to estimate the recoverable amount of an asset, the Group calculates the recoverable amount of the cash-generating unit of the asset. When a reasonable and consistent allocation basis can be identified, corporate assets are also allocated to the individual cash-generating unit or the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives (goodwill) or not yet ready for use are tested for impairment at least annually or when there is any indication that such assets may be impaired.

The recoverable amount is the higher of the fair value less costs to sell or the value in use. Estimated future cash flows are discounted to present value to determine the value-in-use at the pretax discount rate that reflects a current market assessment rate of the time value of money and the specific risks for the asset for which the future cash flow estimate was not adjusted.

If the calculated recoverable value of an asset (or cash generating unit) is lower than its carrying amount, then the carrying amount is reduced to its recoverable amount. Impairment losses are immediately recognized in the income statement.

Impairment losses on goodwill are not reversed in subsequent periods. However, for other tangible and intangible assets, when an impairment loss is subsequently reversed, the carrying amount of the asset (or cash generating unit) increases to match the revised estimate of its recoverable value, provided that it does not exceed the carrying amount that would have been determined if no impairment loss had been recognized for the asset (or cash generating unit) in prior years. The reversal of the impairment loss is immediately recognized in the income statement.

i) Transaction costs incurred in fund raising

The transaction costs incurred and directly attributable to the activities exclusively required for the raising of own funds are directly recorded in shareholders' equity as a deduction of capital - 'Expenses on share issuance'.

j) Debentures

Debentures is represented by funds raised through the issue of debentures, which are stated at the adjusted amount of financial charges, calculated based on the interest rates, plus transaction costs.

The transaction costs incurred and directly attributable to the activities exclusively required for raising capital - through the contracting of debt instruments - debentures, are directly recorded to debentures and amortized in income for the transaction term.

k) Revenue and expense recognition

1) Revenue from the intermediation of sales of insurance policies and healthcare and dental plans to beneficiaries are recorded when sales are realized, that is in the month the amounts payable by insurance and healthcare companies are settled. The main revenues are as follows:

- Revenue from agency services: refers to the single payment directly made to insurance and healthcare companies on the amount of new sales, including the registration fee paid by the beneficiaries to subsidiary Qualicorp Corretora de Seguros S.A. when they join the plan (revenue from group adhesion contracts) when the sale is made by the Company's own team, which allocated and received by said subsidiary.

- Revenue from brokers' fees: refers to brokerage on insurance and healthcare and dental plan (Qualicorp Corretora) and distribution of mass insurance through retail channels, such as life insurance, capitalization certificates, home insurance, extended warranty, financial protection insurance (Praxis) which are recognized on a monthly basis.

2) Revenue from financial transfers with contract stipulation: refers to the monthly payment made by healthcare and insurance companies related to insurance stipulation services or contracting of benefit plans, which is allocated and received on a monthly basis by subsidiary Qualicorp Administradora de Benefícios Ltda.

3) Revenue from management fees: refers to the monthly payment made and/or stipulation of the health care and dental lines of group adhesion agreements, carried out by subsidiary Qualicorp Administradora de Benefícios Ltda. and the monthly consideration of the life, bodily injury, and pension fund insurance stipulation activity carried out by Qualicorp Administração e Serviços Ltda.

4) Revenue from benefit management and health prevention consulting services: refers to the monthly consideration for health management services provided by subsidiary Qualicorp Consultoria em Saúde Ltda.

5) Revenue from benefit management consulting: refers to the monthly consideration for consulting services provided to corporate clients by subsidiaries Qualicorp Administração e Serviços Ltda. and Qualicorp Corretora de Seguros S.A.

6) Connectivity Systems Revenue: corresponds to the monthly consideration for connectivity systems architecture services provided to corporate clients by subsidiary Medlink Conectividade em Saúde Ltda.

l) Taxation

Income tax is calculated at the rate of 15%, plus a 10% surtax on annual taxable income exceeding R$240. Social contribution is calculated at the rate of 9% on adjusted net income.

Certain subsidiaries follow the deemed income regime, at the rate of 32% on gross operating revenue plus financial income.

Additionally, we recognize (a) a provision for income and social contribution taxes and on temporary differences and (b) tax credits on temporary differences based on the assumption that the Company will be capable of generating sufficient future taxable income to offset these credits, as mentioned in note 13. An allowance for losses is recorded when there is no strong evidence of realization of balances.

The Company and its subsidiaries opted for the Transitional Tax Regime (RTT) created by Law 11941/09, under which the calculation of corporate income tax, social contribution on net income, and taxes on revenue (PIS and COFINS) continues to be based on the methods and criteria set out by Law 6404/76, before the amendments introduced by Law 11638/07. Taxes on temporary differences resulting from the adoption of the new Brazilian Corporate Law were recorded as deferred tax assets and liabilities, when applicable.

m) Reserve for tax, civil and labor risks

Provision for risks are recognized in the financial statements when the risk of loss on a judicial or administrative proceeding is assessed by the in-house legal counsel and Management as probable, with probable outflow of funds to settle obligations, and when the amounts involved can be reliably measured.

Legal, tax and social security obligations refer to lawsuits challenging the legality and constitutionality of certain taxes. The amounts in dispute are recorded in the financial statements and adjusted in accordance with tax legislation.

n) Profit sharing and stock options

Management and employee compensation that is not defined directly and proportionally based on the Company's profit is classified as operating cost or expense. The Company and its subsidiaries, based on these requirements, adopt the following procedures: (i) they classify employee and management profit sharing expenses in administrative expenses; and (ii) they calculate the proportional allocation to each subsidiary and recognize in administrative expenses all estimated costs for stock options granted under share-based payment contracts existing (see note 27). These administrative expenses are carried as a balancing item to Capital reserve - options granted and recognized.

o) Basic and diluted earnings per share

Calculated by dividing profit for the period attributed to Company shareholders by the weighted average of the number of paid-in shares outstanding at the end of the reporting period.

p) Accounting for dividends

Dividends paid and proposed in the period are accounted for as prescribed by ICPC 08, Accounting for Proposed Dividends Payment, and the provisions of the Brazilian Corporate Law.

4. MAIN ESTIMATES AND JUDGMENTS

In applying Qualicorp Group's accounting policies described in note 3, Management makes judgments and estimates regarding the reported assets' and liabilities' carrying amounts which are not easily obtained from other sources. Estimates and respective assumptions are based on past experience and other factors deemed relevant. Actual results may differ from these estimates.

Underlying estimates and assumptions are constantly reviewed. The effects from reviews of accounting estimates are recognized in the period the estimates are reviewed, if the review affects only that period, or also in subsequent periods, if the review affects both current and future periods.

a) The areas that involve judgment or use of estimates material to the interim financial information are disclosed below. The interim financial information has been prepared based on the historical cost and, when applicable, adjusted to reflect the fair value of transactions.

b) In this context, estimates and assumptions are continually assessed by Qualicorp Group's management and are based on past experience and several other factors that are considered as reasonable and material.

The Qualicorp Group use assumptions and makes forward-looking estimates to provide an understanding of how the Company forms its judgments about future events, including the variables and assumptions underlying the estimates, which require the use of judgments about the effects of inherently uncertain issues relating to the carrying amount of its assets and liabilities. Actual results usually differ from estimates.

In applying the abovementioned accounting practices, the Company's and its subsidiaries' management adopted the following assumptions that could have an impact on the interim financial information:

a) Deferred income tax and social contribution

The liability method (according to the concept described in "IAS 12 - Liability Method", equivalent to CPC 32) of accounting for income tax and social contribution is used for deferred income tax arising from temporary differences between the carrying amount and the tax base of assets and liabilities. Deferred income tax assets are revised on each reporting date and decreased by the amount that is no longer realizable through future taxable income. Deferred income tax assets and liabilities are calculated using tax rates applicable to taxable income in the years in which those temporary differences are expected to be realized. Future taxable income may be higher or lower than estimates made when determining whether it is necessary to record a tax asset and the amount to be recorded.

b) Tax credits on tax loss carryforwards are based on projected taxable income, pursuant to technical feasibility studies, annually submitted to Board of Directors. These studies consider the historical profitability of the Company and its subsidiaries and the expectation of continuous profitability and estimated the recovery of credits in future years. The other tax credits arising from temporary differences, mainly reserve for tax contingencies, and provision for losses, were recognized according to their estimate of realization.

c) Impairment of long-lived assets

There are specific rules to test the impairment of long-lives assets, in particular property, plant and equipment, goodwill and other intangible assets. At the year-end, and/or when there are indications of impairment loss, the Company makes an assessment to determine if there is any evidence that long-lived assets may be impaired. No evidence of impairment was identified through the reporting dates.

The recoverable amount of an asset is the higher of: (i) its fair value less estimated costs to sell; and (ii) its value in use. Value in use is measured based on the pretax discounted cash flows arising from the continuous use of an asset until the end of its useful life. No asset presented a recoverable amount higher than its residual amount through the reporting dates.

d) The Company tests annually goodwill on investments for impairment, using reasonable market practices, including discounted cash flows, in order to compare the carrying amount with the recoverable amount of assets.

Goodwill is tested for impairment based on the analysis and identification of facts and circumstances that could result in the need to advance the annual test. The test is advanced if any fact or circumstance indicates that the impairment testing of goodwill is affected.

For the quarter ended September 30, 2011, the Company did not identify the need to recognize new impairment losses on goodwill and other intangible assets.

e) Provision for tax, civil and labor risks

The Company is a party to several lawsuits and administrative proceedings and is subject to potential risks for which no lawsuit was filed, as mentioned in note 25. Provisions are recognized for all contingent liabilities arising from lawsuits and potential risks that represent probable losses that can be reliably estimated. The likelihood of loss is assessed based on available evidences, the hierarchy of laws, jurisprudence available, most recent court decisions, and their relevance within the legal system, and the assessment made by our outside legal counsel. Management believes that these reserves for tax, civil, and labor contingent liabilities are fairly presented in the interim financial information.

f) Allowance for doubtful accounts

The allowance for doubtful accounts, as stated in note 3.d) is considered sufficient by management to cover probable losses.

5. FINANCIAL INSTRUMENTS

a) Fair value of financial instruments

Due to the nature of its activities, Management understands that the carrying amounts of financial assets and financial liabilities recognized in the interim financial information approximate their fair values.

As at September 30, 2011 and December 31, 2010, the Company had no derivative contracts for hedging or speculative purposes.

b) Management of the main risks

The Company conducts benefit stipulation and management, brokerage, and consulting transactions through its direct subsidiaries, basically in the health insurance and healthcare and dental plans segments.

The main risks arising from the business of the Company and its subsidiaries are the risk of credit, interest rate, liquidity and capital risks. The management of these risks involves different departments and comprises a series of fund allocation strategies and policies considered appropriate.

Considering that the Company has internal controls that guarantee compliance with these strategies and policies, the results obtained meet the objectives established by its management.

Credit risk

The credit risk arises from the fact that the Company and its direct subsidiaries may be required to pay the healthcare/insurance companies' invoices in view of plan/insurance installments past due and not paid by beneficiaries. In order to mitigate such risk, the Company cancels defaulting beneficiaries pursuant to the contract term, which are mostly cancelled after 30 days of default counted from the maturity date.

The method adopted to calculate the allowance for doubtful accounts and write-off of uncollectible amounts is described in note 3.d).

Financial instruments interest rate risk

This risk arises from the possibility of the Company incurring losses (or gains) due to fluctuations in the interest rates applicable to its assets and liabilities raised (invested) in the market. As at September 30, 2011 and December 31, 2010, assets and liabilities subject to interest rate variation, based on the interbank deposit rate (CDI) variation, are as follows:

			September 2011		December 2010	
Line item	Balance sheet accounts	Notes	Company (BR GAAP)	Consolidated (BR GAAP)	Company (BR GAAP)	Consolidated (BR GAAP)
Short-term investments and highly-liquid	Current assets	9.1	135,256	289,481	-	136,293
Short-term investments	Current and noncurrent liabilities	9.2	-	10,926	-	6,521
Debentures	Current and noncurrent liabilities	18	-	(358,544)	-	(410,793)
Total exposure			135,256	(58,137)	-	(267,979)

i) Short-term investments are mainly realized based on effectively negotiated yield rates pegged to the interbank deposit rate (CDI) rate and reflect usual market conditions on the balance sheet dates, as described in note 9.

The policy for short-term investments adopted by the Company's management establishes financial institutions with which the Company and its subsidiaries can do business, fund allocation limits, and objectives. The Company uses the criterion of investing its funds in sound institutions with "AAA" to "BBB" rating, i.e., banks that present financial soundness from exceptional to adequate. It does this through direct asset purchases, such as private sector securities and investment fund units seeking a return close to the CDI rate on highly liquid and safe investments.

ii) Debentures issued by the Qualicorp Group yield interest corresponding to 100% of the accumulated variation of the daily over average rates of Interbank Deposits (DI) expressed in percentage rates per year, corresponding to 252 business days (CETIP), plus a spread of 2.75%, payable on a semi-annual basis, as from the issue date, as described in note 18.

iii) Interest rate sensitivity analysis

Fluctuations in interest rates, e.g. CDI, can positively or negatively affect the consolidated interim financial information as a result of an increase or decrease in the balances of short-term investments, cash equivalents and debentures.

As at September 30, 2011, had CDI rates been 10% per year higher/lower and all other variables remained unchanged net income (loss) for the period ended September 30, 2010 would increase/decrease by R$1,607.

Supplementary sensitivity analysis on financial instruments, pursuant to CVM Instruction 475/08

Pursuant to CVM Instruction 475, of December 17, 2008, as at September 30, 2011 Management estimated for 2012, based on the quotations contained in the Focus report issued by the Central Bank of Brazil (BACEN), future interest rates (12.50%), plus spread on debentures (2.75%), showing in each scenario the effect of the changes in the fair value, as follows:

		Scenario		
	2011	Probable	Possible	Remote
Assumptions		CDI - 12.50%	CDI - 15.63%	CDI - 18.75%
Liabilities - Debentures	(358,544)	(414,454)	(425,985)	(437,480)
Short-term investments and highly-liquid short term investment	300,407	337,958	347,361	356,733
Net asset exposure	(58,137)	(76,496)	(78,624)	(80,747)

	Assumptions		
	Probable	Possible	Remote
CDI	Focus report - BACEN (09/30/11)	25% on probable rate	50% on probable rate

- In the probable scenario, the Company would present a net liability exposure of R$76,496 through 2011, arising from future estimated CDI rates for interest on debentures plus a surcharge of 2.75% per year. As at September 30, 2011, the same future estimated CDI rates on the Company's investments were taken into account for short-term investments. In the possible and remote scenarios, using the same criteria described in the probable scenario, estimates would give rise to an increase in net liability exposure of R$2,128 and R$4,251, respectively, compared to the probable scenario.

- Possible scenario: assumption adopted by Management with a decrease of 25% in the risk variable.

- Remote scenario: assumption adopted by Management with a decrease of 50% in the risk variable.

Capital risk

The Qualicorp Group manages its capital to ensure that both the Parent and subsidiaries can continue as a going concern, and at the same time maximizes the return of all its stakeholders by optimizing the balance debt and equity.

The Qualicorp Group's equity structure consists of its net debt (debentures detailed in note 18, less cash and banks detailed in note 9), and shareholders' equity (note 26).

The Company and its subsidiaries are subject to certain leverage ratios as stated in note 18 (Debentures). Additionally, the subsidiary Qualicorp Administradora de Benefícios S.A. is required to comply with minimum funding requirements, as prescribed in ANS Regulatory Resolution (RN) 209, which set out rules for the minimum capital requirements and operational dependence. As at September 30, 2011, that subsidiary's shareholders' equity amounted to R$53,459, whereas the minimum adjusted capital in accordance with the aforementioned Resolution amounted to R$112.

Liquidity risk

Based on the Qualicorp Group's activities, the liquidity risk management aims at monitoring the terms for settling the receivables and payables in order to maintain a highly--liquid cash position to settle the commitments assumed.

The Company and its subsidiaries prepare projected cash flow analyses and periodically review liabilities assumed and financial instruments used.

6. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Company and its subsidiaries did not adopt the following new and revised IFRSs already issued but not yet effective:

Amendments to IFRS 1	Limited Exemption from Comparative IFRS 7 Disclosures for First-time Adopters	Applicable to annual periods beginning on or after July 1, 2010
Amendments to IFRS 1	Elimination of Fixed Dates for First-time Adopters of IFRSs	Applicable to annual periods beginning on or after July 1, 2011
Amendments to IFRS 7	Disclosures - Transfers of Financial Assets	Applicable to annual periods beginning on or after July 1, 2011
IFRS 9 (as amended in 2010)	Financial Instruments	Applicable to annual periods beginning on or after January 1, 2013

Amendments to IAS 12	Deferred Taxes - Recovery of the underlying assets when the asset is measured under IAS 407 fair value framework	Applicable to annual periods beginning on or after January 1, 2012
Amendments to IAS 32	Classification of Rights	Applicable to annual periods beginning on or after February 1, 2010
Amendments to IFRIC 14	Prepayments of Minimum Funding Requirements	Applicable to annual periods beginning on or after January 1, 2011
IAS 24	IASB issued a revision of the standard that addresses the disclosure of related--party transactions and the relationship between the parent company and its subsidiaries	Applicable to annual periods beginning on or after January 1, 2011
IFRS 10,11 and 12; 27R and IAS 28R	New or revised standards - consolidation, joint arrangements and disclosure of interests in other entities	Applicable to annual periods beginning on or after January 1, 2013
IFRS 13	This standard defines fair value and provides in one single standard fair value measurement principles and requirements for disclosure relating to fair value	Applicable to annual periods beginning on or after January 1, 2013
IAS 1	The amendments to IAS 1 addresses the disclosure of items of other comprehensive income (OCI) and the requirement to account for items of OCI that will not be reclassified to profit or loss in subsequent periods separately from items of OCI that will be reclassified to profit or loss in subsequent periods	Applicable to annual periods beginning on or after July 1, 2012
IAS 19	The amendments to IAS 19 address the accounting for and disclosure of employees' benefits	Applicable to annual periods beginning on or after January 1, 2013

Considering the Company and its subsidiaries' current operations, Management does not expect that the adoption of these new rules, interpretations and amendments will have a material impact on the financial statements.

CPC has not yet issued the pronouncements and amendments related to the new and revised IFRSs above. Because of the CPC's and the CVM's commitment to keep the set of standards issued updated according to the changes made by the IASB, we expect that such pronouncements and amendments be issued by the CPC and approved by the CVM by the date they become effective.

7. CONSOLIDATED INTERIM FINANCIAL INFORMATION

The consolidated interim financial information includes the interim financial information of the Company and its subsidiaries and has been prepared based on financial statements as of the same reporting date, consistent with the accounting practices previously described. Control is achieved when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

In the Company's individual interim financial information, the financial information on subsidiaries is recognized under the equity method.

Income and expenses of subsidiaries acquired or disposed of during the period are included in the consolidated income statement from the actual acquisition date up to the actual disposal date, as applicable.

The main consolidation procedures are as follows:

- Elimination of intercompany balances and transactions.
- Elimination of investment account balances and related ownership interest, reserves and retained earnings or accumulated losses.

The direct and indirect subsidiaries included in the consolidation are the following:

As at September 30, 2011:

Companies	Adjusted shareholders' equity	Total assets	Net income (loss) for the period (adjusted)	Direct equity interest - %	Main activities
Company's direct subsidiaries:					
Qualicorp Corretora de Seguros S.A. (***)	305,334	525,568	20,049	100	Insurance and healthcare brokerage
Convergente Consultoria e Corretora de Seguros Ltda.	760	872	76	100	Insurance and healthcare brokerage and consulting
Qualicorp Administração e Serviços Ltda.	16,341	25,174	(399)	100	Insurance portfolio management
Qualicorp Administradora de Benefícios S.A.	53,459	407,903	29,576	100	Stipulation of insurance policies and contracting healthcare plans, benefit management
Qualicorp Consultoria em Saúde Ltda.	25,711	34,456	(466)	100	Benefit and health management consulting services
Medlink Conectividade em Saúde Ltda. (***)	(6,261)	6,268	(*) (3,117)	100	Provider of connectivity services to health care and insurance companies
Company's indirect subsidiaries-					
PraxiSolutions Consultoria de Negócios e Corretora de Seguros Ltda.	346	1,355	(**) 253	80	Mass insurance broker: life, capitalization certificates, home, financial protection, extended warranty, and insured annuity

(*) Loss for the period April 1 to September 30, 2011.

(**) Net income for the period August 1 to September 30, 2011.

(***) Includes the advance for future capital increase of R$159,750 and R$5,063 made by the Company in Qualicorp Corretora de Seguros S.A. and Medlink Conectividade em Saúde Ltda., respectively.

As at December 31, 2010:

Companies	Adjusted shareholders' equity	Total assets	Net income (loss) for the year	Direct equity interest - %	Main activities
Direct Company's subsidiary-					
QC Holding II Participações S.A.	1,611,895	2,448,785	(17,313)	100	Holding
Direct subsidiary of QC II (Indirect of QC I)-					
Qualicorp Participações S.A. and its subsidiaries	189,308	474,930	25,229	100	Brokerage, Consulting and managing Benefit and healthcare managing and Healthcare Holding
Direct subsidiary of Qualicorp Participações:					
Qualicorp Corretora de Seguros S.A. (formerly Qualicorp Corretora de Seguros Ltda.)	126,136	216,729	4,978	100	Insurance and healthcare brokerage
Convergente Consultoria e Corretora de Seguros Ltda.	684	1,164	(10)	100	Insurance and healthcare brokerage and consulting
Qualicorp Administração e Serviços Ltda. (formerly Access Administração e Serviços Ltda.)	9,717	18,803	1,140	100	Insurance portfolio management
Qualicorp Administradora de Benefícios S.A. (formerly Access Clube de Benefícios Ltda.)	7,887	197,824	12,214	100	Stipulation of insurance policies and contracting healthcare plans, benefit management
Qualicorp Consultoria em Saúde Ltda. (formerly Qualicorp Serviços Médicos Ltda. and Clube de Saúde Corretora de Seguros Ltda.)	26,177	33,796	(851)	100	Benefit and health management consulting services

8. ACQUISITIONS AND MERGERS OF SUBSIDIARY QUALICORP PARTICIPAÇÕES

a) Acquisitions of subsidiaries in 2009

Acquisition of "Brüder SP", "Brüder RJ" and "Athon"

On June 10, 2009, Qualicorp Participações, through its direct subsidiaries Qualicorp Corretora de Seguros S.A. ("Qualicorp Corretora") and Qualicorp Consultoria em Saúde Ltda., acquired a 99.99% interest in the capital stock of Brüder SP Corretora de Seguros Ltda. ("Brüder SP"), of Brüder Corretora de Seguros Ltda. ("Brüder RJ") and Amenti Assistência Médica Ltda. ("Athon"), whose ownership interests were fully held by shareholders not related to the Qualicorp Group.

Brüder SP and Brüder RJ, whose core business is insurance brokerage, and Amenti, which engages in the provision consulting services in the health area, were acquired with the purpose of expanding the Qualicorp Group's activities in the corporate segment.

As of December 28, 2009, these interests represented 100% of these subsidiaries' capitals. The amount traded in these acquisitions amounted R$40,477, R$28,000 of which was paid in June 2009 and the difference of R$12,477 was subsequently paid in February 2010 upon confirmation of the revenue targets for 2009 contractually established between the parties. After these payments, Qualicorp Participações believes that all contractual commitments related to this acquisition will have been met and that there will be no future financial or accounting adjustments to be made that may change business combination amounts. Qualicorp Participações, based on a financial and economic valuation report (*) and purchase price allocation study - PPA (**) prepared by a specialized firm allocated the fair value of assets acquired and liabilities assumed in these transactions, as follows:

Net assets (liabilities) acquired	Book value	Adjustments	Fair value on acquisition date
Current assets, including cash and cash equivalents of R$179	1,178	-	1,178
Noncurrent assets	338	-	338
Fair value of intangible assets - relationship with clients, according to the criteria established in said PPA (note 17)	-	21,625	21,625
Current liabilities	(1,398)	-	(1,398)
Noncurrent liabilities - deferred income tax and social contribution on the fair value of intangible assets - relationship with customers - 34% (a)	-	(7,353)	(7,353)
Other noncurrent liabilities	(1,164)	-	(1,164)
Net assets (liabilities) acquired	(1,046)	14,272	13,226
Goodwill - future earnings	-	27,251	27,251
Total	(1,046)	41,523	40,477

(a) When recording the acquisitions made, Management considered the fair value of the acquisition of investments allocated to intangible assets - relationship with customers - is not deductible for the purposes of calculation of Qualicorp Participações income tax and social contribution payable and, therefore, recognized a provision for deferred income tax and social contribution. These deferred amounts have been amortized to income proportionally to the amortization of intangible assets in the period.

(*) Methodology used: discounted cash flows.

(**) The methodology used considered the analysis of the business model, business plan, existing rights and licenses, value drivers, future economic benefits and definition, identification and estimate of the value of intangible assets and goodwill.

Acquisition of Salutar

On December 30, 2009, pursuant to a Sale and Purchase Agreement and Other Covenants, the subsidiary Qualicorp Corretora acquired a 100% interest in the capital stock of Salutar Consultoria e Corretora de Seguros Ltda. ("Salutar"), whose ownership interests were jointly held by shareholders, including Seripar's controlling shareholder, which owned 49.998%.

Salutar sells collective adhesion agreements and provides insurance brokerage services in Rio de Janeiro. It was acquired with the purpose of expanding the Qualicorp Group's activities in the affinity segment.

The amount negotiated in this acquisition was R$87,493, R$86,400 of which was paid on December 30, 2009 and the difference corresponding to the final price adjustment of R$1,093 was paid in February 2010.

After these payments, Qualicorp Participações believes that all contractual commitments related to this acquisition will have been met and that there will be no future financial or accounting adjustments to be made that may change business combination amounts.

Qualicorp Participações, based on a financial and economic valuation report and purchase price allocation (PPA) study prepared by a specialized firm, according to the methodology above, allocated the fair value of the assets acquired and liabilities assumed in these transactions as follows:

Net assets (liabilities) acquired	Book value	Adjustments	Fair value on acquisition date
Current assets, including cash and cash equivalents of R$748	1,043	-	1,043
Noncurrent assets	149	-	149
Fair value of intangible assets - relationship with clients (note 17)	-	53,316	53,316
Current liabilities	(804)	(88)	(892)
Noncurrent liabilities - deferred income tax and social contribution on the fair value of intangible assets - relationship with customers - 34% (*)	-	(18,127)	(18,127)
Net assets (liabilities) acquired	388	35,101	35,489
Goodwill - future earnings	-	52,004	52,004
Total	388	87,105	87,493

(*) See note (a) above.

b) Merger of subsidiaries

As of December 31, 2009, the subsidiaries Salutar, Brüder SP and Brüder RJ were merged into subsidiary Qualicorp Corretora de Seguros, and subsidiary Athon was merged with and into subsidiary Qualicorp Consultoria em Saúde. The main purposes of and events arising from these transactions, as stated in the respective Merger Agreement and/or Minutes of the Shareholders' Meeting, are the following:

- The mergers are an integral part of the corporate restructuring involving the subsidiaries and shall bring the Qualicorp Group some advantages, resulting in a greater benefit from the synergies existing among the Companies and, therefore, producing financial and commercial benefits.

- The mergers aim to dissolve merged subsidiaries and to succeed all their rights and obligations by the merging companies. Considering that the merging companies currently hold 100% of the merged companies' capital stock, the capital amount of the merging companies remained unchanged, since the merger of net assets has resulted neither in a capital increase nor in the issuance of new shares.

- The evaluation criteria of the shareholders' equity of the merged companies, for merger purposes, was the book value of their assets and liabilities, based on their balance sheets closed as of November 30, 2009, as per Merger Appraisal Reports approved by the Shareholders' Meeting held on December 31, 2009.

- The net assets merged as of November 30, 2009 are broken down as follows:

	Athon	Brüder SP	Brüder RJ	Salutar
Assets				
Current assets	821	470	320	605
Cash and cash equivalents	8	372	253	237
Short-term investments	19	-	13	-
Trade receivables	487	15	12	176
Prepaid expenses	-	-	-	24
Other receivables	307	83	42	168
Noncurrent assets	356	1	28	151
Property and equipment	326	-	27	151
Intangible assets	30	1	1	-
Total assets	1,177	471	348	756
Liabilities				
Current liabilities	(1,651)	(196)	(494)	(888)
Tax and social security	(753)	(82)	(109)	(481)
Payroll and related taxes	(613)	(60)	(242)	(387)
Other payables	(285)	(54)	(143)	(20)
Noncurrent liabilities	(1,004)	(141)	(6)	-
Tax and social security	-	-	(6)	-
Other payables	(4)	-	-	-
Contingent liabilities	(1,000)	(141)	-	-
Total liabilities	(2,655)	(337)	(500)	(888)
	-	-	-	-
Net assets merged	(1,478)	134	(152)	(132)

The changes in equity of the merged companies after November 30, 2009 were recorded in their respective tax books, and the related balances as of the acquisition date were reflected in the acquiring companies' balance sheets after mergers were approved by the Companies' shareholders.

c) Acquisition of subsidiary in 2011

MedLink Conectividade em Saúde Ltda.

On April 1, 2011, pursuant to a Sale and Purchase Agreement and Other Covenants, the Company acquired 100% of the capital of Medlink Conectividade em Saúde Ltda. ("Medlink"), which became o wholly-owned subsidiary of the Company.

This acquisition totaled R$483. The acquisition of Medlink is aligned with the diversification of Qualicorp Group's activities as a major provider of solution to its clients, which now include connectivity services that should complement the business already carried out in the TPA segment.

After these payments, the Company believes that all contractual commitments related to this acquisition will have been met and that there will be no future financial or accounting adjustments to be made that may change business combination amounts. The Company, based on a financial and economic valuation report (*) and purchase price allocation study - PPA (**) prepared by a specialized firm allocated, based on estimated data, the fair value of assets acquired and liabilities assumed in these transactions, as follows:

Net assets (liabilities) acquired	Carrying amount
Current assets, including cash and cash equivalents of R$48	1,596
Noncurrent assets	5,359
Current liabilities	(13,685)
Noncurrent liabilities	(5,873)
Net assets (liabilities) acquired	(12,603)
Goodwill (***)	13,086
Amount paid	483

(*) Methodology used: discounted cash flows.

(**) The methodology used considered the analysis of the business model, business plan, existing rights and licenses, value drivers, future economic benefits and definition, identification and estimate of the value of intangible assets and goodwill.

(***) As required by CPC 15, the Company engaged a specialized firm to conduct a business valuation and a purchase price final allocation study. This work is scheduled to be completed by the end of 2011.

Income (loss) for the period includes losses of R$3,115 thousand attributable to additional businesses generated by Medlink. Consolidated net operating income for the year include R$4,359 thousand relating to Medlink.

PraxiSolutions Consultoria de Negócios e Corretora de Seguros Ltda. ("Praxis")

On July 26, 2011, the Company entered into, through its direct subsidiary Qualicorp Corretora de Seguros S.A., a Share Purchase and Sale Agreement and Other Covenants for the acquisition of 80% of the share capital of PraxiSolutions Consultoria de Negócios e Corretora de Seguros Ltda. ("Praxis") for R$24 million.

The acquisition of Praxis is aligned with the company's strategy of investing in new business opportunities to offer new products and services to the Company's current and future customers. Praxis is a broker specialized in the development and distribution of mass insurance, such as life insurance, capitalization certificates, home insurance, financial protection insurance, extended warranty, and insured annuity.

After this payment, the Company understands that all contractual commitments arising from this acquisition were met and that there will be no future financial or accounting adjustments to be made that may change the business combination amounts. The Company, based on estimated data, allocated the fair value of these companies' assets acquired and liabilities assumed as follows:

Acquired assets (liabilities), net	Book value	Adjustments	Fair value on acquisition date
Current assets, while there was no cash and cash equivalents balance	1,760	-	1,760
Noncurrent assets	16	-	16
Fair value of intangible assets - relationship with clients (note 17)	-	16,312	16,312
Current liabilities	(1,683)		(1,683)
Noncurrent liabilities - deferred income tax and social contribution on the fair value of intangible assets - relationship with customers - 34% (*)	-	(5,546)	(5,546)
Acquired assets (liabilities), net	93	10,766	10,859
Total acquired - 80% interest in the company's share capital	75	10,766	10,841
Goodwill (*)	-	13,159	13,159
Total	75	23,925	24,000

(*) Refers to the 80% interest in the capital acquired by the Company through the direct subsidiary Qualicorp Corretora de Seguros S.A.

In order to comply with CPC 15 the Company will engage a specialized firm to prepare a business valuation report and a final allocation of acquisition price study. This work is expected to be completed by the end of 2011.

Net income for the period includes a R$253 profit attributable to the additional business generated by Praxis. Consolidated net operating revenue for the period include R$924 generated by Praxis.

Had the Medlink and Praxis business combination been completed on January 1, 2011, the Group's consolidated net operating revenue from continuing operations would amount approximately to R$490,382 (unaudited) and loss for the nine-month period ended September 30, 2011 would be R$46,549 (unaudited). The Group's believes that these pro-forma amounts represent an approximate measure of the Group's combined performance for the period, and should be used as reference for comparison with future periods.

9. CASH, CASH EQUIVALENTS, AND SHORT-TERM INVESTMENTS

9.1. Cash and cash equivalents

Broken down as follows:

Description	09/30/2011 Company	09/30/2011 Consolidated	12/31/2010 Consolidated
Cash	-	35	30
Banks - deposit account (*)	22	18,681	2,771
Highly-liquid short-term investments (**)	135,256	289,481	136,293
Total	135,278	308,197	139,094

(*) As at December 31, 2010 and September 30, 2011 in consolidated, includes mainly amounts received from clients on the last day of the month.

(**) Management makes investments that may be redeemed in advance regardless of their maturity. The breakdown of these investments is as follows:

Per type of investment:

Description	Fair value and carrying amount Company 09/30/2011	Consolidated 09/30/2010	Consolidated 12/31/2010
Bank Certificates of Deposit (CDBs) (a)	135,256	289,475	97,646
Debentures (a)	-	6	38,457
Other investments (b)	-	-	190
Total	135,256	289,481	136,293

(a) These securities are adjusted from 100 to 102 percent (100 a 105 percent in 2010) of the interbank deposit rate (CDI) and registered with CETIP S.A. - Balcão Organizado de Ativos e Derivativos. They are highly liquid and redeemable in advance, regardless of their maturities.

(b) Represent mainly funds temporarily held in a bank deposit account - investment account.

9.2. Short-term investments

Description	09/30/2011 Consolidated	12/31/2010 Consolidated
Non-exclusive investment fund (*)	10,926	6,521

(*) Refers to an investment used as guarantee by the indirect subsidiary Qualicorp Administradora de Benefícios S.A., as required by ANS Regulatory Instruction 33, of October 5, 2009. The fair value of fixed-income mutual fund unit is measured based on the unit values disclosed by the managers of the fund where the Company invests its funds.

Short-term investments, including cash equivalents, are under the custody of the following financial institutions:

	09/30/2011 Consolidated	12/31/2010 Consolidated
Banco Bradesco S.A.	154,179	47,268
Banco Santander (Brasil) S.A.	72,910	45,479
Banco Itaú S.A.	73,318	50,067
Total	300,407	142,814

10. NONCASH TRANSACTIONS

Broken down as follows:

Description	09/30/2011 Consolidated	12/31/2010 Consolidated
Amount payable for the purchase of:		
Property, plant and equipment (see note 24)	501	75
Intangible assets (see note 24)	15,345	15,570

11. TRADE RECEIVABLES

Broken down as follows:

	09/30/2011 Consolidated	12/31/2010 Consolidated
Premiums to be transferred - w/o risk of default (a)	1,290	1,474
Recoverable premiums - with risk of default (b)	31,769	8,555
Benefit management consulting (c)	2,600	2,311
Trade receivables (d)	8,047	3,926
Postdated checks	113	174
Credit cards	107	130
Unidentified deposits	(479)	(485)
Total	43.447	16,085

(a) Refer mainly to accounts receivable from customers, whose default is assumed by the healthcare companies, which are transferred only when received (see note 20).

(b) Refer to amounts receivable from beneficiaries whose corresponding healthcare plan or insurance policy invoice amounts were paid to healthcare or insurance companies by the Company on their maturity date. As at September 30, 2011, R$16,089 refers to receivables from Abrigo do Marinheiro, whose payment is postponed to the month the plan become effective. The maturities of recoverable premiums are as follows:

	09/30/2011 Consolidated	12/31/2010 Consolidated
Current (*)	14,422	2,261
Past-due:		
Up to 30 days	11,157	4,975
31 to 60 days	6,095	1,110
Over 60 days (**)	95	209
Total	31.769	8,555

(*) The variation is basically due to the inclusion of Abrigo do Marinheiro, as mentioned above.

(**) 2011 amounts were fully received by October 26, 2011.

(c) Refers to the outsourcing services to support the activities related to the consulting and advisory on management of healthcare plans, connectivity services, advisory on management of benefits and advisory on healthcare receivable from customers. The aging of trade receivables is as follows:

	09/30/2011 Consolidated	12/31/2010 Consolidated
Current	2,319	1,884
Past-due:		
Up to 30 days	-	148
31 to 60 days	43	28
Over 60 days (*)	238	251
Total	2,600	2,311

(*) In 2011, this balance refers basically to trade receivables of indirect subsidiary Praxis, amounting to R$173.

(d) Refer basically to amounts receivable from customers from agency and brokerage services. The aging of trade receivables is as follows.

	09/30/2011 Consolidated	12/31/2010 Consolidated
Current	5,607	1,850
Past-due:		
Up to 30 days	1,844	1,969
31 to 60 days	330	71
Over 60 days (*)	266	36
Total	8,047	3,926

(*) In 2011, this balance refers basically to trade receivables of indirect subsidiary Praxis, amounting to R$240.

Changes in the allowance for doubtful accounts:

	3nd quarter	09/30/2011
Balance at beginning of period	-	-
Recognitions in the period	5,924	23,333
Write-offs for the period (see note 31)	(5,924)	(23,333)
Balance at end of period	-	-

12. OTHER ASSETS

12.1. Other financial assets

Broken down as follows:

	09/30/2011 Company	09/30/2011 Consolidated	12/31/2010 Consolidated
Current			
Recoverable checks	-	140	169
Advances to suppliers	-	964	488
Recoverable taxes (a)	299	17,227	5,556
Advance from transfer of contracts (b)	-	2,497	2,602
Advances to executives (c)	-	1,909	1,909
Advance to employees	-	489	790
Unidentified amounts - operators/insurers (d)	-	-	874
Others (e)	95	1,710	-
Total current	394	24,936	12,388
Noncurrent			
Advances to executives (c)	-	2,862	4,293
Other receivables	-	38	22
Total noncurrent	-	2,900	4,315
Grand total	394	27,836	16,703

(a) The amounts are broken down as follows:

	09/30/2011 Consolidated	12/31/2010 Consolidated
Social security tax (INSS)	-	147
Corporate income tax (IRPJ)	12,738	4,604
Social contribution on net profit (CSLL)	2,683	568
Tax on revenue (PIS)	48	20
Tax on revenue (COFINS)	195	67
Withholding income tax (IRRF)	1,035	149
Other recoverable taxes	436	1
Total	17,135	5,556

(b) Refer to the prepayment of monthly fees and premium of beneficiaries of healthcare/dental plan agreements.

(c) Refers to prepaid expenses incurred by the Company in hiring executive officers on April 30, 2010. This amount will be amortized on a straight-line basis up to March 2014, considering the employment contract terms and conditions, including reimbursement rules in case of early withdrawal.

(d) Refers basically to the temporary difference between the list of beneficiaries included in the Company's system/internal controls and the analytical list of beneficiaries included in the paid and/or payable invoices of the healthcare and dental plan operators/insurance companies, which are regularized subsequently, after processing the transactions sent by the Company.

(e) On a consolidated basis, refers basically to amounts received by Divicom relating to July 2011 payments which will be deducted in 5 installments from February to July 2012 from the commissions to be paid to this company on sales of products.

12.2. Other nonfinancial assets

Broken down as follows:

	09/30/2011		12/31/2010
	Company	Consolidated	Consolidated
Current:			
Advances to suppliers (*)	-	-	2,000
Advertising material	-	1,402	1,210
Prepaid expenses	718	1,480	93
Total current	718	2,882	3,303

(*) Refers to advance for the acquisition of a new customer portfolio, whose negotiation was concluded on April 18, 2011. For more information on the transaction, see note 17e.

13. DEFERRED INCOME TAX AND SOCIAL CONTRIBUTION

Broken down as follows:

	09/30/2011	12/31/2010
	Consolidated	Consolidated
Deferred income tax and social contribution assets (a)	285,918	17,200
Deferred income tax and social contribution liabilities (b)	275,715	288,446

(a) Refer to deferred income tax and social contribution recorded mainly on deductible temporary differences of future taxable income, as follows:

Items	09/30/2011	12/31/2010
Allowance for doubtful accounts and write off of uncollectible amounts - short-term amount	3,637	3,954
Other provisions	747	1,225
Profit sharing program provision	2,350	-
Provision for contingent liabilities - portion related to the companies and/or periods subject to the actual profit regime	10,706	9,450
Tax benefit on goodwill merged (see note 1.c)	264,721	-
Subsidiaries' tax losses (*)	24,538	22,549
Total tax credits	306,699	37,178
(-) Unrecognized tax credits (*)	(20,781)	(19,978)
Total tax credits recorded	285,918	17,200

(*) The Company has tax loss carryforwards totaling R$7,787 in 2011, for which deferred tax credits of approximately R$2,647, were not recognized, as no actions have been taken to date to recover this amount from future earnings.

The direct subsidiary Qualicorp Consultoria em Saúde Ltda. has tax loss carryforwards totaling R$30,871, for which deferred tax credits of approximately R$10,496 were not recognized, as no actions have been taken up to date to recover this amount from future earnings.

The direct subsidiary Qualicorp Administração e Serviços Ltda. has tax loss carryforwards totaling R$11,050, for which deferred tax credits were recognized in the amount of R$3,757, as future earnings are likely to be recorded.

The direct subsidiary Medlink Conectividade em Saúde Ltda. has tax loss carryforwards totaling R$22,462, for which deferred tax credits were not recognized in the amount of R$7,638, due to the history of retained losses.

Expected realization and present value of tax credits

Deferred income tax and social contribution are realized as temporary differences are reversed or qualify for tax deductibility. Below is the expected tax credit realization period based on expected future taxable income:

Deferred income tax and social contribution

Year	Consolidated 09/30/2011	Consolidated 12/31/2010
2011	21,453	5,179
2012	58,824	-
2013	62,542	3,718
2014	63,204	4,380
2015	62,747	3,923
2016	17,148	-
Total	285,918	17,200

The total present value of tax credits is R$257,584, calculated based on the expected realization of temporary differences.

(b) Break down of deferred income tax and social contribution liabilities

	Consolidated 09/30/2011	Consolidated 12/31/2010
On the fair value of the acquisition of investments allocated to intangible assets - relationship with customers (see note 17)	264,032	280,506
Temporary differences on the portion of goodwill of merged companies amortized in the period, for tax purposes, as discussed in note 17	9,421	5,383
Others	2,262	2,557
Total	275,715	288,446

14. RELATED PARTIES

14.1. Related-party balances and transactions

Indirect subsidiary Qualicorp Administradora de Benefícios S.A. performs all back office activities for the Qualicorp Group companies (Finance, Controlling, Legal, Administrative, Human Resources, and Information Technology), whose service costs are apportioned among and reimbursed by the other Group companies.

Transactions with related parties, consolidated, are as follows:

	09/30/2011		12/31/2011	
	Payables	Expenses	Payables	Expenses
Shareholders (a)	-	47,998	1,221	1,221
Member of the Board of Directors (b)	-	1,147	-	450
Praxisolutions Consultoria de Negócios e Corretora de Seguros Ltda. - dividends payable (c)	377	-	-	-
Qualicorp Corretora de Seguros S.A.	33	-	-	-
Balances	410	49,145	1,221	1,671

(a) The Company's shareholders entered into agreements with subsidiaries Qualicorp Administradora de Benefícios S.A. and Qualicorp Corretora de Seguros S.A. to provide consulting and advisory services relating to (i) the Company's and its subsidiaries' operations; (ii) strategic planning; (iii) marketing, and (iv) supervision The services contracted for the period from September 1, 2010 to June 15, 2011 were paid in June 2011, the agreement was not renewed and, since then, such services have no longer been provided.

Additionally, on May 31, 2011 the Board of Directors authorized the Company to grant a bonus equivalent to the Brazilian real equivalent of US$23,448 to the noncontrolling shareholder, as a bonus for his performance as a Company's officer. This amount was paid on July 19, 2011, with the total expense for the Company, including financial charges, amounting to R$44,514.

Agreement entered into between subsidiary Qualicorp Corretora de Seguros S.A. and M2 Participações Ltda., a company with a shareholder who is a member of the Board of Directors, to provide commercial and corporate consulting and advisory services, focused on evaluating and acquiring new businesses relating to the corporate purpose of the subsidiary or any other Group company. The service contracted from September 2, 2010 to September 2, 2011 amounts to approximately R$1,200, net of taxes and automatically renewable every six months. This agreement was renewed until March 2012.

(b) Amount of dividends payable to the noncontrolling shareholder of Praxis related to the opening balance before its acquisition by the Company. The amount of R$150 was paid on November 3, 2011.

14.2. Compensation of key management personnel

Key management personnel refer to the members of the board of directors, the CEO, the superintendent, and statutory and non-statutory officers. Compensation paid or payable is as follows.

	Company		Consolidated	
	Payables	Expenses	Payables	Expenses
Short-term benefits to managers (*)	149	54,030	3,619	69,707
Share-based compensation	-	-	-	18,040
Balances at 2011	149	54,030	3,619	87,748

(*) Management compensation expenses comprise only a fixed portion approved by the Board of Directors. For officers and employees, these expenses comprise a fixed and a variable portion based on their performance and annual overall goals and a one-time payment approved on May 31, 2011 as mentioned in note 14,1 (a).

15. INVESTMENTS

Broken down as follows:

	Company		Consolidated	
	09/30/2011	12/31/2010	09/30/2011	31/12/2010
Equity interests:				
QC Holding II Participações S.A. (b)	-	1,611,895	-	-
Qualicorp Administradora de Benefícios S.A.	725,382	-	-	-
Qualicorp Administração e Serviços Ltda.	48,492	-	-	-
Qualicorp Consultoria em Saúde Ltda.	66,231	-	-	-
Qualicorp Corretora de Seguros S.A.	947,480	-	-	-
Convergente Consultoria e Corretora de Seguros Ltda.	760	-	-	-
Medlink Conectividade em Saúde Ltda.	6,825	-	-	-
Total equity interests	1,795,170	1,611,895	-	-
Other investments:				
Other investments	-	-	66	66
Total other investments	-	-	66	66
Total investments (a) and (c)	1,795,170	1,611,895	66	66

(a) Effects of the merger of QCII into Qualicorp Participações and spin-off to the operating subsidiaries (see note 1c.)

	Net assets of QC II merged into Qualicorp Participações								Net assets from the spin-off transferred to the operating subsidiaries				
Description	QC II	Qualicorp Partic.	Elimination of Investment at Cost of QC II as a contra entry to the shareholders' equity of Qualicorp Partic.	Intercompany eliminations	Allowance for Intangible assets in the downstream merger	Goodwill Provision in the downstream merger	QC II Balance Merged into Qualicorp Partic. After merger	Qualicorp Partic. shareholders' equity after merger	Qualicorp Administradora de Benefícios S.A.	Qualicorp Administração e Serviços Ltda.	Qualicorp Consultoria em Saúde Ltda.	Qualicorp Corretora de Seguros S.A.	Closing balances of Qualicorp Partic. Investments in operating subsidiaries
Other current assets and long-term receivables	20,900	39,600	-	(20,879)	-	-	21	39,621	31,336	-	-	8,285	-
Property, plant and equipment and others	-	357	-	-	-	-	-	357		-	-	357	-
Debentures	(316,402)		-	-	-	-	(316,402)	(316,402)	(169,117)	-	-	(147,285)	-
Deferred income tax on intangible assets - customer portfolio	(258,003)	-	-	-	258,003	-	-	-	-	-	-	-	-
Other liabilities	(2,088)	(21,257)	-	20,879	-	-	18,791	(2,466)	(1,564)	-	-	(902)	-
Tax credit recognition - merger	-	-	-	-	-	301,398	301,398	301,398	146,811	7,023	7,263	140,301	-
Investments in subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-
QCII	-	-	-	-	-	-	-	-	-	-	-	-	-
Qualicorp Participações:													
Cost	189,309	-	(189,309)	-	-	-	-	-	-	-	-	-	-
Goodwill	1,215,000	-	-	-	-	(1,215,000)	-	-	-	-	-	-	-
Goodwill adjustment - SOP	4,346	-	-	-	-	(4,346)	-	-	-	-	-	-	-
Goodwill - balance allocated to customer portfolio	758,833	-	-	-	(758,833)	-	-	-	-	-	-	-	-
			-	-	-	-	-		-	-	-	-	
Qualicorp Administradora de Benefícios S.A.	-	7,888	-	-	-	-	-	7,888	-	-	-	-	7,888
Qualicorp Administração e Serviços Ltda.	-	9,717	-	-	-	-	-	9,717	-	-	-	-	9,717
Qualicorp Consultoria em Saúde Ltda.	-	26,177	-	-	-	-	-	26,177	-	-	-	-	26,177
Qualicorp Corretora de Seguros S.A.	-	126,136	-	-	-	-	-	126,136	-	-	-	-	126,136
Convergente Consultoria e Corretora de Seguros Ltda.	-	684	-	-	-	-	-	684	-	-	-	-	684
Other	-	7	-	-	-	-	-	7	-	-	-	-	7
Equity	1,611,895	189,309	(189,309)	-	(500,830)	(917,948)	3,808	193,117	7,466	7,023	7,263	756	170,609

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(b) Investment recovery after spin-off

	QC II	Qualicorp Administradora de Benefícios S.A.	Qualicorp Administração e Serviços Ltda.	Qualicorp Consultoria em Saúde Ltda.	Qualicorp Corretora de Seguros S.A.	Convergente Consultoria e Corretora de Seguros Ltda.	Other	Total
Balance at December 31, 2010	1,611,895	-	-	-	-	-	-	1,611,895
Merger of QCII into Qualicorp Participações	(1,611,895)	-	-	-	-	-	-	(1,611,895)
Intangible assets recovery - customer relationship, net of tax credit effects from the merger/spin-off	-	243,955	11,669	12,070	233,136	-	-	500,830
Goodwill recovery, net of tax credit effects from the merger/spin-off	-	447,133	21,387	22,123	427,305	-	-	917,948
Net assets received from the spin-off of Qualicorp Participações	-	7,466	7,023	7,263	756	-	-	22,508
Opening balance of investments received from the spin-off by Qualicorp S.A.	-	7,888	9,717	26,177	126,136	684	7	170,609
Balance reclassified after the merger and spin-off, as mentioned in note 1c	-	706,442	49,796	67,633	787,333	684	7	1,611,895

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(c) The main information on investments accounted for under the equity method is as follows:

Information on investees at September 30, 2011	Qualicorp Administradora de Benefícios S.A.	Qualicorp Administração e Serviços Ltda.	Qualicorp Consultoria em Saúde Ltda.	Qualicorp Corretora de Seguros S.A.	Convergente Consultoria e Corretora de Seguros Ltda.	Medlink Conectividade em Saúde Ltda.	Other	Total
Capital	11,967	14,023	52,402	82,236	581	12,820	-	-
Equity	53,459	16,341	25,711	305,334	760	(6,261)	-	-
Adjusted profit (loss) for the period	29,576	(399)	(466)	20,049	76	(**) (3,117)	-	-
Information on investments								
Number of shares	7,490,118	14,022,567	52,401,586	81,968,603	580,950	12,820,438	-	-
Equity interest - %	100	100	100	100	100	100	-	-
Changes in investments								
Opening balance of investments received from the spin-off by Qualicorp S.A.	7,888	9,717	26,177	126,137	684	-	7	170,610
Net assets received from the spin-off of Qualicorp Participações, net	7,467	7,023	7,263	756	-	-	-	22,509
Spin-off adjustments	-	-	(7,263)	-	-	-	(7)	(7,270)
Provision for shareholders' deficit in subsidiaries (note 8.c)	-	-	-	-	-	(12,603)	-	(12,603)
Goodwill on acquisition of subsidiary (note 8.c)	-	-	-	-	-	13,086	-	13,086
Capital increase in subsidiaries	-	-	-	159,750	-	9,459	-	169,209
Distribution of dividends (*)	(1,500)	-	-	(9,900)	-	-	-	(11,400)
Equity in subsidiaries	29,576	(399)	(466)	20,049	76	(**) (3,117)	-	45,719
Stock option plan - SOP	10,028	-	-	8,542	-	-	-	18,570
Total investments	53,459	16,341	25,711	305,334	760	6,825	-	408,430
Intangible assets recovery - customer relationship, net of tax credit effects from the merger/spin-off	243,954	11,670	12,070	233,136	-	-	-	500,830
Goodwill recovery, net of tax credit effects from the merger/spin-off	447,133	21,387	22,123	427,305	-	-	-	917,948
Reversal of the adjustment of allowance for net assets	(237)	-	7,263	(208)	-	-	-	6,818
Equity in subsidiaries adjustment - intangible assets amortization - Customer Relationship, net - from January through March 2011	(6,309)	(302)	(312)	(6,029)	-	-	-	(12,952)
Amortization of intangible assets - Customer relationship Gross amount of R$39,250 (note 29), with tax effects of R$13,346 being recorded in the income statement, in line item 'Deferred income tax and social contribution', for the period from April to September 2011	(12,618)	(604)	(624)	(12,058)	-	-	-	(25,904)
Total investments	725,382	48,492	66,231	947,480	760	6,825	-	1,795,170

(*) Does not include dividends received from merged subsidiaries (Qualicorp Participações S.A. and QC Holding II Participações S.A.) in the first quarter of 2011, in the amount of R$140.

(**) Subsidiary acquired on April 1, 2011; refers to income (loss) from April 1 to September 30, 2011.

(***) Includes the advance for future capital increase of R$159,750 and R$5,063 made by the Company in Qualicorp Corretora de Seguros S.A. and Medlink Conectividade em Saúde Ltda., respectively.

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16. PROPERTY, PLANT AND EQUIPMENT

Broken down as follows:

	Annual amortization rate - %	09/30/2011			12/31/2010		
		Adjusted cost	Accumulated depreciation	Total	Adjusted cost	Accumulated depreciation	Total
Telephone and communication equipment	20	355	(150)	205	204	(98)	106
Sound and image equipment	10	156	(87)	69	129	(69)	60
Security equipment	10	88	(34)	54	77	(23)	54
Furniture and fixtures	10	3,334	(1,081)	2,253	2,740	(837)	1,903
Facilities	10	750	(205)	545	573	(147)	426
Vehicles	20	562	(226)	336	501	(160)	341
IT equipment	20	13,612	(3,312)	10,300	4,135	(2,119)	2,016
Machinery and equipment	10	2,553	(1,475)	1,078	407	(94)	313
Leasehold improvements	(*)	7,136	(4,251)	2,885	6,119	(1,938)	4,181
Total		28,546	(10,821)	17,725	14,885	(5,485)	9,400

(*) Leasehold improvements are amortized based on the related lease agreements. The average amortization rate was 39.07%.

Changes in property, plant and equipment are as follows:

	Consolidated
Balances at 12/31/2010	9,400
Additions:	
Telephone and communication equipment	134
Safety equipment	10
Sound and image equipment	27
Facilities	544
Furniture and fixtures	161
IT equipment	1,504
Machinery and equipment	216
Leasehold improvements	1,331
Total additions	3,927
Write-offs, net	(329)
Depreciation	(3,928)
Balances of acquired companies (*)	959
Transfers (**)	7,696
Balance at 09/30/2011	17,725

(*) Refers to opening balances of the acquired company Medlink Conectividade em Saúde Ltda., as mentioned in note 1.

(**) Represented by expenses on hardware acquired from third parties that were recognized in line item ‘Software under development’. On July 1, 2011, with the completion of several modules for use, this amount was transferred to line item ‘Data processing equipment’ (see note 17).

17. INTANGIBLE ASSETS

Broken down as follows:

	Annual amortization rate - %	09/30/2011			12/31/2010		
		Adjusted cost	Accumulated depreciation	Total	Adjusted cost	Accumulated depreciation	Total
Goodwill on the acquisition of investments allocated as future earnings (d):							
Athon, Bruder SP e Bruder RJ merged by their controllers	-	27,251	-	27,251	27,251	-	27,251
Salutar merged by its controller	-	52,004	-	52,004	52,004	-	52,004
Qualicorp Participações S.A.	-	-		-	1,219,346	-	1,219,346
Qualicorp Administradora de Benefícios S.A.	-	446,896	-	446,896	-	-	-
Qualicorp Administração e Serviços Ltda.	-	21,387	-	21,387	-	-	-
Qualicorp Consultoria em Saúde Ltda.	-	29,386	-	29,386	-	-	-
Qualicorp Corretora de Seguros S.A.	-	427,098	-	427,098	-	-	-
Praxisolutions Consul. Neg. Corre. Seg	-	13,159	-	13,159			
Medlink (g)	-	13,086	-	13,086	-	-	-
Total goodwill		1,030,267	-	1,030,267	1,298,601	-	1,298,601
Software (a)	20	36,913	(8,545)	28,368	5,795	(2,276)	3,519
Software under development (b)	-	12,078	-	12,078	34,643	-	34,643
Acquisition of portfolios - Corporate segment (c)	20	3,565	(2,780)	785	3,564	(2,502)	1,062
Acquisition of portfolios - Affinity segment (e)	20	133,679	(23,965)	109,714	62,818	(9,423)	53,395
Exclusivity right (f)	10 a 20	113,570	(8,303)	105,267	28,570	(477)	28,093
Trademarks and patents	-	4	-	4	6	-	6
Fair value on intangible assets - relationship with customers paid in the acquisition of investments (d):							
Athon, Bruder SP e Bruder RJ	10	21,625	(5,046)	16,579	21,625	(2,967)	18,658
Salutar	10	53,316	(9,330)	43,986	53,316	(5,788)	47,528
Qualicorp Participações S.A.		-	-	-	785,000	(26,167)	758,833
Qualicorp Administradora de Benefícios S.A.	10	382,374	(41,424)	340,950	-	-	-
Qualicorp Administração e Serviços Ltda.	10	18,290	(1,981)	16,309	-	-	-
Qualicorp Consultoria em Saúde Ltda.	10	18,919	(2,050)	16,869	-	-	-
Qualicorp Corretora de Seguros S.A.	10	365,418	(39,587)	325,831	-	-	-
PraxiSolutions Consultoria de Negócios e Corretora de Seguros	10	16,312	(272)	16,040	-	-	-
Total other intangible assets		1,176,063	(143,283)	1,032,780	995,337	(49,600)	945,737
Total		2,206,330	(143,283)	2,063,047	2,293,938	(49,600)	2,244,338

(a) Expenses on the acquisition of software licenses by Qualicorp Group and operating software for use.

(b) Represented by expenses on the development of a new operating system acquired from a vendor. On July 1, 2011, with the completion and go-live of some system modules, the amount of R$20,384 was transferred to line item “Computer software”.

(c) Payments made to third parties on the acquisition of a portfolio of the Small and Medium-sized Entities (SME) Corporate segment.

(d) See note 8.

(e) Rights and Obligations Assignment Agreements entered into in 2010 and 2011.

The Company, through its subsidiaries, entered into two agreements for the assignment and transfer of the rights and obligations in client portfolios of the companies: Unni Administradora de Benefícios Ltda. and Vectorial Consultoria e Representações Ltda. (Vectorial) and, (ii) Med Company Consultoria e Corretora de Seguros Ltda. and Priority Administradora de Planos de Saúde Ltda. (Med Company), respectively.

Vectorial

On April 15, 2010, the Company acquired, through its subsidiaries Qualicorp Corretora de Seguros S.A. and Qualicorp Administradora de Benefícios S.A., the rights and obligations arising from several group adhesion contracts entered into and/or managed by each assignor with its clients, whose recurring monthly revenues at the acquisition date total R$3,000 (broken down into R$1,600 from brokerage fees and R$1,400 from stipulation fees), totaling 66 thousand lives insured, distributed among 25 contracts, of which 23 contracts are entered as stipulation contracts and 2 as management contracts. Total transaction price amounted to R$51,000, out of which R$47,500 relating to the portfolio price and R$3,500 relating to assignments of rights on the management, brokerage and agency of the two contracts managed (Additional Portfolio).

On May 19, 2010, 50% of the portfolio price, totaling R$23,750, and the amount of R$3,500 relating to the Additional Portfolio price were settled. The residual balance was divided into seven (7) equal, monthly and consecutive installments, plus inflation adjustment based on the interbank deposit rate (CDI) and the last installment was paid on December 20, 2010.

On April 1, 2011, the Company acquired, through its subsidiary Qualicorp Corretora de Seguros S.A., 25% of the remaining rights held by Vectorial on a certain group of the affinity segment clients. In May 2010, the Qualicorp Group had already acquired 75% of the rights and obligations related to this group of clients. The 25% share in this group of clients’ rights represented, on acquisition date, approximately R$1 million per month in revenue, for which the Qualicorp Group will pay R$52 million, of which R$15 million in cash, and the remaining balance (as adjusted for inflation using the CDI fluctuation) will be paid by August 15, 2011 in the amount of R$53,210.

Med Company

On April 19, 2010, the Company entered into, through its subsidiaries Qualicorp Corretora de Seguros S.A. and Qualicorp Administradora de Benefícios S.A., a business intermediation, assignment and transfer of rights and obligations agreement and other covenants related to several group adhesion contracts stipulated and/or managed by the assignor/intermediary with its customers, whose recurring monthly revenues at the acquisition date total R$530, totaling 33,000 lives insured, distributed among 4 contracts. The total transaction price amounted to R$12,000, 50% of the portfolio price paid on June 28, 2010. The remaining balance will be settled in five (5) installments, settled according to the following schedule: four (4) equal, consecutive monthly installments of R$1,000, starting on the date contracts are delivered; and R$2,000 10 months after the contract delivery date (April 27, 2011).

The amount of the five (5) installments will be adjusted based on the positive variation of IGPM and on the changes in the portfolio (lives insured) included in the contract on the transaction date. The adjustment to the acquisition price using the portfolio variation was R$419, R$182, accounted for in December 2010 and R$237 in April 2011, and the acquisition price decreased from R$12,000 to R$11,581.

Divicom Administradora de Benefícios Ltda.

On April 18, 2011, the Company entered into, through its subsidiaries Qualicorp Administradora de Benefícios S.A. and Qualicorp Corretora de Seguros S.A., a rights and obligations assignment and transfer, and brokerage agreement and other covenants with Divicom Administradora de Benefícios Ltda. (“Divicom”) to acquire the rights to the management and sale of certain affinity segment contracts that, on agreement execution date, totaled approximately 60,000 insurees, representing estimated revenue of approximately R$1.2 million per month. Divicom received from the Qualicorp Group R$16 million, which can be adjusted based on the number of insurees that actually migrate to the Company on the date the transaction is completed. The price was settled in two installments, consisting of 70% in cash less the initial advance made in 2010, as described in note 13,2, and the remaining balance within 12 months from the migration date, a payment that includes the acquisition of 100% of Qualicorp Administradora de Benefícios S.A. rights and 50% of Qualicorp Corretora de Seguros S.A. rights; as a result, Divicom will continue to receive 50% of the annual contracts’ brokerage fees. Additionally, the price can be adjusted by no more than R$5 million. The payment is contingent upon the compliance with two annual sales goals of 36 thousand lives, totaling 72 thousand lives by the end of the second year of the agreement. The maximum payment of R$5 million will be divided in two annual installments of R$2.5 million each, adjusted as the goal is achieved, up to R$5 million. As at June 30, 2011, the Company recorded R$16,159 relating to this assignment agreement. Out of this amount, R$11,911 had already been paid by June 28, and the remaining balance of R$4,248, prior to any adjustments to the portfolio, if applicable, will be paid was in up to 1 year as adjusted using the CDI-Cetip fluctuation, as of the date of payment of the first installment

On September 20, 2011, subsidiaries Qualicorp Administradora de Benefícios S.A. and Qualicorp Corretora de Seguros S.A. made an amendment to the above-mentioned rights and obligations assignment and transfer, and brokerage agreement and other covenants with Divicom. Under this amendment, additional 9,048 lives were transferred, in the amount of R$2,714, out of which R$1,900 has already been settled, while the remaining R$814 will be paid within up to 1 year, subject to inflation adjustment based on the accrued CDI rate, as of the date of payment of the first installment. This payment entails the acquisition of 100% of the stipulation rights for collective agreements upon adhesion by Qualicorp Administradora de Benefícios S.A. and 50% relating to brokerage by Qualicorp Corretora de Seguros S.A. Accordingly, Divicom will continue to receive 50% of the brokerage on currently effective agreements.

Adplan Administração e Planejamento de Benefícios Ltda.

On September 1, 2011, subsidiary Qualicorp Administradora de Benefícios S.A entered into a rights and obligations assignment agreement with Adplan Administração e Planejamento de Benefícios Ltda.(“Adplan”) to acquire management and trading rights for the provision of medical and hospital assistance involving diagnosis and therapy, thus becoming the policyholders for professionals registered with Rio de Janeiro´s Regional Council of Real Estate Brokers (CRECI/RJ).827 lives were transferred, in the amount of R$225, which was fully settled in September 2011. The amortization period is 5 years.

(f) Exclusivity right

Unimed Rio

On November 30, 2010, the Company entered into a business agreement with Unimed Rio - Cooperativa de Trabalho Médico do Rio de Janeiro Ltda. (“Unimed Rio”), ensuring exclusivity in the provision of benefit manager services, as policyholder, under a collective contract by adhesion over a five-year period. The deal amounted R$20,000, of which R$10,000 was paid on December 1, 2010, and the R$10,000 remain payable (see note 24). The remaining balance will be paid after the proof the expenses incurred using the advance made in December 2010 and the presentation of an action schedule for 2011, to be developed together with the Company.

On April 28, 2011, subsidiary Qualicorp Corretora de Seguros S.A. entered into a sales agreement with Unimed Rio in order to ensure exclusivity over a specific customers’ portfolio represented by collective adhesion and corporate agreements. This negotiation ensures Qualicorp the right to prospect this customers’ base for cross-selling of various services, including the provision of benefit management services for collective adhesion agreements. Additionally, we were engaged by Unimed Rio to provide management services to these portfolios, for which we will receive a compensation of 10% on monthly premiums relating to these agreements. This transaction will allow the exclusive and strategic access to a selected customers’ base in Rio de Janeiro, thus consolidating Qualicorp Group’s operations in this region. The transaction amounted to R$85,000, out of which R$17,000 was paid in April 2011 and the remaining R$68,000 was paid in July 2011, adjusted based on the CDI-Cetip rate. This asset will be amortized over 10 years.

Abrigo do Marinheiro/Yeld Corretora de Seguros

Refers to the use of logotype Abrigo for any promotional action to be published in the Company's publicity materials during the term of the agreement with Unimed Rio, in the amount of R$1,500. The amortization period of this prepaid expense will be 5 years. Additionally, on November 1, 2010, an agreement between subsidiary Qualicorp Corretora de Seguros and Yeld Corretora de Seguros ("Yeld Corretora") was signed regarding the commission for intermediation of the negotiation with Abrigo do Marinheiro and affiliate company Qualicorp Administradora de Benefícios as policyholder and the consequent appointment of Qualicorp Corretora de Seguros as broker. Subsidiary Qualicorp Corretora paid R$3,570 to Yeld Corretora as a commission for the intermediation, which also has been amortized in 5 years.

Unimed Norte Nordeste and Central Norte Nordeste

On September 10, 2010, an agreement was entered into between subsidiary Qualicorp Corretora de Seguros and Vectorial Corretora de Seguros ("Vectorial") for intermediation of the negotiation with healthcare plan operators Unimed Norte Nordeste and Central Norte Nordeste and subsidiary Qualicorp Administradora de Benefícios as policyholder and the consequent appointment of Qualicorp Corretora de Seguros as broker. On November 30, 2010, Qualicorp Administradora de Benefícios entered into a commercial agreement with Unimed Norte Nordeste - Confederação das Sociedades Cooperativas de Trabalho Médico ("Unimed Norte Nordeste") and Central Operadora de Planos de Saúde Norte-Nordeste ("Central Norte Nordeste"), ensuring the exclusivity for rendering benefit management services in the capacity of policyholder and, consequently, the appointment of Qualicorp Corretora de Seguros as broker, through Vectorial Corretora de Seguros' intermediation. Subsidiary Qualicorp Corretora paid Vectorial as a commission for the intermediation the amount of R$3,500, which will be settled in December 2010. This intermediation will be amortized in 5 years, that is, the term of effectiveness of the agreement.

(g) See note 8.c.

Changes in intangible assets are as follows:

	Consolidated
Balances at 12/31/2010	2,244,338
Additions:	
Goodwill	26,245
Software	2,928
Software under development	5,518
Portfolio acquisition	87,410
Exclusivity right	85,000
Total de additions	207,101
Amortization	(90,295)
Tax credit from the total spin-off of Qualicorp Participações (as mentioned in notes 1 and 15, reclassified in long-term assets)	(294,134)
Write-offs, net	(684)
Transfers (*)	(7,696)
Balances of acquired companies (**)	4,417
Balances at 09/30/2011	2,063,047

(*) Represented by expenses on hardware acquired from third parties that were recognized in line item 'Software under development'. On July 1, 2011, with the completion of several modules for use, this amount was transferred to line item 'Data processing equipment' (see note 16).

(**) Refers to opening balances of the acquired company Medlink Conectividade em Saúde Ltda., as mentioned in notes 8.c and 1. This balance refers mainly to the software used in the Connectivity operations of the acquired company that on March 31, 2011 was $4 million, net of monthly depreciation.

Goodwill on acquisition of investments

Pursuant to CPC 01, goodwill on companies acquired should be tested for impairment, at least annually; Company made this test for the acquisitions occurred up to September 30, 2011. The test was based on the recoverable amount of cash-generating units of Qualicorp Group which was determined based on the value in use by using the cash flow supported by financial projections approved by Management and a discount rate of 16.50% per year. Management believes that potential additional changes in the main assumptions on which recoverable amounts were based would not cause its carrying amount to exceed recoverable amount.

18. DEBENTURES

On August 17, 2010, the Board of Directors' members approved the 1st issuance of registered, book-entry debentures, nonconvertible into shares in its subsidiaries QC Holding II Participações S.A. (R$308,000), Qualicorp Administradora de Benefícios S.A. (R$56,000) and Qualicorp Corretora de Seguros S.A.(R$36,000). The debentures were distributed through public offerings with restrict placements efforts, in conformity with CVM Instruction 476.

Funds raised by QC II through the 1st issue of debentures amounting to R$308,000 were used to acquire Qualicorp Participações S.A. shares and to pay costs and expenses related to such acquisition, according to note 1.

Funds raised by other subsidiaries through the 1st issue of debentures amounting to R$92,000 will be used to carry out acquisitions in general, pay the related acquisition costs and expenses, increase working capital and meet other Company's subsidiaries' obligations.

On September 3, 2010, the Company notified the Brazilian Securities and Exchange Commission (CVM) of the closing of the public offering with restricted efforts to place the debentures issued by its associates Qualicorp Administradora de Benefícios S.A. and Qualicorp Corretora de Seguros S.A.

On March 31, 2011, the Extraordinary Shareholders' Meeting ("AGE") of QC Holding II held on March 31, 2011 approved the merger of QC Holding II into Qualicorp Participações S.A., which was duly submitted to debenture holders' approval, as prescribed by article 231 of the Brazilian Corporate Law, through the Minutes of the Debenture holders' Meeting held on March 31, 2011.

Thereafter, Qualicorp Participações was spun-off and its net equity was transferred to Qualicorp Corretora de Seguros S.A. ("QC Corretora") and to Qualicorp Administradora, the Qualicorp Group companies.

At the Debenture holders' Meeting mentioned above, debenture holders expressly approved, (i) the cancellation of debentures and the creation of new credit, represented by debentures issued by Qualicorp Participações, as prescribed by the Indenture for the 1st Issue of Simple, Unsecured Debentures, with Collateral ("Qualicorp Participações Indenture" and "Qualicorp Participações Debentures", respectively), and (ii) the cancellation of Qualicorp Participações Debentures and the creation of new credit, represented by debentures issued by QC Corretora through Indenture for the 2nd Issue of Simple, Unsecured Debentures, with Collateral and Additional Security, and by QC Administradora, through the Indenture for the 2nd Issue of Simple, Unsecured Debentures, with Collateral and Additional Security ("QC Corretora Debentures" and "QC Administradora Debentures", respectively) which will constitute two

new subjective debenture issues, which initially, due to the merger mentioned above, replaced the debentures' issuer by Qualicorp Participações and thereafter, due to the spin-off mentioned above, debentures' issuer was again replaced by the companies that received Qualicorp Participações' equity, in the following proportion: (a) 143 debentures from QC Corretora and (b) 165 debentures from QC Administradora. Therefore, the 2nd issue of debentures were already placed through public offering, with restricted placement efforts, in accordance with CVM Instruction 476, upon the 1st issue by QC Holding II.

The debentures issued in the 1st issuance have the following characteristics:

Number/Type

Issuer	Debenture	Type	09/30/2011	12/31/2010
QC Holding II Participações S.A.	1st issue	Unsecured	-	308
Qualicorp Administradora de Benefícios S.A.	1nd issue	Floating	56	56
Qualicorp Administradora de Benefícios S.A.	2nd issue	Unsecured	165	-
Qualicorp Corretora de Seguros S.A.	1st issue	Unsecured	36	36
Qualicorp Corretora de Seguros S.A.	2nd issue	Unsecured	143	-
Total			400	400

Date of Issue: August 25, 2010.

Unit Par Value: R$1,000 per debenture.

Term and Maturity: sixty (60) months, with final maturity on August 25, 2015.

Yield: exponential and cumulative, on pro rata basis per number of business days elapsed, based on a 252-business-day year, on the balance of the Unit Par Value of the Debentures from the Issue Date or the maturity date of the immediately preceding Capitalization Period, as the case may be, up to the payment date. The balance of the Unit Par Value of the Debentures bear interest of one hundred percent (100%) of the daily average interbank deposit (DI) rate, "over extra group", expressed as percentage per year, based on a 252-business-day year, calculated and disclosed by CETIP, plus a spread of 2.75% per year, based on a 252-business-day year, payable on semi-annual basis from the issue date, always on the 25th day of February and August of each year.

Additionally, in September 2010, financial intermediation costs on the placement/issue of debentures, equivalent to approximately 2%, were paid for amortization over the transaction term on an exponential basis.

Amortization: amortizable in five (5) annual installments, on the following dates and percentage rates: August 25, 2011 (10.0%), August 25, 2012 (15.0%), August 25, 2013 (20.0%), August 25, 2014 (25.0%) and August 25, 2015 (30.0%), as shown below:

Maturities and debt composition

	09/30/2011 Consolidated	12/31/2010 Consolidated	Maturity
Interest payable	5,045	18,313	August 25, 2012
Deferrable financial intermediation cost on the issue/placement of debentures - short term	(1,660)	(1,594)	
Debentures - 1st installment	-	40,000	August 25, 2011
Debentures - 2nd installment	60,000	-	
Current	63,385	56,719	
Deferrable financial intermediation cost on the issue/placement of debentures - short term	(4,841)	(5,926)	
Debentures - 2nd installment	-	60,000	August 25, 2012
Debentures - 3rd installment	80,000	80,000	August 25, 2013
Debentures - 4th installment	100,000	100,000	August 25, 2014
Debentures - 5th installment	120,000	120,000	August 25, 2015
Noncurrent	295,159	354,074	
Total	358,544	410,793	

Guarantee

Qualicorp S.A., Qualicorp Corretora de Seguros S.A., Qualicorp Administração e Serviços Ltda. and Qualicorp Administradora de Benefícios S.A. are the guarantors of the transaction and, additionally, the shares issued by Qualicorp Participações S.A. have been pledged as collateral.

Optional Early Redemption: the subsidiaries may, on own discretion and at any time, redeem the Debentures in advance, in whole or in part.

The amount to be paid to Debenture holders as Optional Early Redemption will correspond to the balance of the Unit Par Value of the Debentures subject to redemption, plus the Compensation payable and not paid until the Optional Early Redemption date, plus a premium on the balance of the Unit Par Value of the Debentures subject to redemption based on the following percentage rates (i) 0.50% if the Optional Early Redemption occurs until August 25, 2012, including; (ii) 0.25% if the Optional Early Redemption occurs between August 26, 2012 and August 25, 2014, including; and (iii) 0.00%, i.e., no premium payable by the subsidiary, if the Optional Early Redemption occurs on or after August 26, 2014.

Accelerated maturity

The Trustee may declare the accelerated maturity of all obligations set forth in the Debenture Indenture and require the Issuer to immediately pay the balance of the unit face value of outstanding debentures, plus interest calculated on a pro rata basis, from the issuance date, or the maturity date of the last capitalization period, i.e., the payment date of the immediately previous interest, as the case may be, up to the actual payment date, in the following events, among others:

(i) Prior to a corporate restructuring (spin-off, merger, consolidation, disposal of equity interest or any other corporate restructuring of the Issuer and/or its parent company, including Public Offering of Shares) if the issuer's current shareholders no longer hold the control, through direct or indirect equity interest, of at least 50% plus 1 of the issuer's voting share; and after a corporate restructuring, if any third party acquires the control of the issuer, through direct or indirect equity interest of at least 35.0% of the issuer's voting shares and, cumulatively, if the current shareholders no longer hold the control of the issuer.

(ii) Moreover, the Company and its subsidiaries have financial commitments related to the maintenance of specific performance, liquidity and debt ratios pegged to debentures, which, if not met, may cause the accelerated maturity. As at September 30, 2011, the Company and its subsidiaries meet the required ratios.

Changes in debentures:

	Consolidated Amount
Balance at beginning of period	410,793
Recognition of expenses (funding costs)	1,019
Repayment of principal	(40,000)
Interest payments	(55,666)
Recognition of interest	42,398
Balance at end of period	358,544

19. TAXES PAYABLE

Broken down as follows:

	09/30/2011 Company	09/30/2011 Consolidated	12/31/2010 Consolidated
Current:			
Tax on revenue (COFINS)	15	4,114	3,015
Mandatory and voluntary union dues	-	16	13
Social contribution on net profit (CSLL)	-	-	123
Severance pay fund (FGTS)	-	496	477
Corporate income tax (IRPJ)	-	-	83
Withholding income tax (IRRF)	161	1,742	1,824
Service tax (ISS)	-	2,339	1,594
Social security tax (INSS)	40	1,815	1,317
Tax on revenue (PIS)	3	848	603
Payment in installments - RFB - PAES (*)	-	-	415
Medlink's federal and county (ISS) taxes in installments (**)	-	1,515	-
Others	-	2	-
Withholding PIS, CSLL and COFINS	1	97	97
Total	220	12,984	9,561

	09/30/2011 Company	09/30/2011 Consolidated	12/31/2010 Consolidated
Noncurrent-			
Medlink's federal and county (ISS) taxes in installments (**)	-	5,964	-
Grand total	220	18,948	9,561

(*) Refers to PAES program - Law 10684/03, concerning the consolidation of prior years' PIS, COFINS, CSLL and IRRF debts, made in July 2003, divided into 180 monthly installments. These taxes were regularly paid and the were subject to inflation adjustment based on the Long-Term Interest Rate (TJLP). Amounts were payable in monthly installments, and the total debt were expected to be settled by 2018. In November 2009, the Company fully settled the PAES by benefiting from the reduction in interest and fine established by Law 11941/2009.

The remaining balance payable, as shown above, totaling R$415, refers to the difference between the amount accrued before the enactment of Law 11941/09 and the PAES settlement calculation. On May 30, 2011, the Company paid R$243,000 corresponding to the remaining balance after debt consolidation. The Company awaits the confirmation of the tax debt settled under the PAES in the Federal Revenue Service system, which it estimated to occur by the end of 2011.

(**) The subsidiary filed an application to the federal tax (PIS, Cofins, IRRF, IRPJ and CSLL) installment plan provided for by Law 11941, of May 27, 2009, to refinance the entire federal tax debt outstanding on November 30, 2008. The Government confirmed the granting of the application on November 16, 2009. From November 2009 to March 2011, the Company paid the minimum amount stipulated by the Federal Service Revenue until the installment plan request could be considered and approved. On July 29, 2011, upon the request approval, the Company paid the first installment, in the amount of R$13. The outstanding tax debt will be paid in 160 months and adjusted on a monthly basis by Selic (Central Bank overnight rate).

Beginning April 1, 2011, both current taxes and taxes in installments are regularly settled on their maturities.

20. PREMIUMS TO BE TRANSFERRED

Broken down as follows:

	09/30/2011 Consolidated	12/31/2010 Consolidated
Premiums to be transferred - with risk of default (a)	30,582	7,293
Premiums to be transferred - w/o risk of default (b)	1,177	1,471
Total premiums to be transferred	31,759	8,764

(a) Refers to healthcare plan invoices to be paid to the healthcare companies on the maturity date of invoices, regardless of receipt by beneficiaries, which were paid on January 2011. (for amounts referring to December 2010) and October 2011 (for amounts referring to September 2011). The variation between September 30, 2011 and December 31, 2010 is basically related to the new customer's transfers (see note 11 b), under a post-payment agreement, i.e., customers first use the healthcare plan and then pay the amount due in the following month.

(b) Refer to healthcare plan invoices to be paid to the healthcare companies when the respective receivables are received from customers (see note 11.a).

21. FINANCIAL TRANSFERS PAYABLE

Refer to fees received payable by subsidiaries Qualicorp Administradora de Benefícios S.A. and Qualicorp Administração e Serviços Ltda. to be transferred/paid to entities that hold the insurance and healthcare plan agreements:

	09/30/2011	12/31/2010
	Consolidated	Consolidated
Financial transfers payable (*)	6,321	4,384

(*) These amounts were/will be transferred in full to the entities through January 31, 2011, for amounts referring to December 2010, and through October 31, for amounts referring to September 2011.

22. PAYROLL AND RELATED TAXES

Broken down as follows:

	09/30/2011		12/31/2010
	Company	Consolidated	Consolidated
Payroll	-	2,786	1,895
Accrued vacation	-	8,920	6,904
Accrued 13th salary	-	4,815	-
Profit sharing program (PPR) (*)	-	7,658	8,974
Other	125	494	103
Total	125	24,673	17,876

(*) Refers to the accrual for profit sharing calculated in accordance with the profit sharing plan estimated based on the Company's policies after its approval by the trade unions.

23. TRANSFERABLE PREPAYMENTS

Broken down as follows:

	09/30/2011 Consolidated	12/31/2010 Consolidated
Insurance premiums and collection processing agreements (a)	27,617	24,127
Prepaid management fees (b)	3,305	2,960
Prepaid financial transfers (c)	872	843
Prepaid contract management fees	296	338
Total	32,090	28,268

(a) Refer to prepayments related to collections of beneficiaries of healthcare plans and insurance agreements. The amount collected is transferred to healthcare operators and insurers upon maturity of the related invoices. The amounts were fully transferred to the healthcare operators and insurers by January 31, 2011 for amounts referring to December 2010 and by October 31, 2011 for amounts referring to September 2011.

(b) Refers to the management fee receive in advanced from beneficiaries and recognized as revenue for the accrual month.

(c) Refers to financial transfers due to trade associations. The amounts received in advance are transferred as established by the agreements, when applicable. The amounts were fully transferred to the professional associations on January 31, 2011 for amounts referring to December 2010 and by October 31, 2011 for amounts referring to September 2011.

24. OTHER PAYABLES

Broken down as follows:

	09/30/2011		12/31/2010	
	Company	Consolidated	Company	Consolidated
Current:				
Commissions payable (b)	-	2,590	-	1,393
Sundry suppliers	41	3,434	-	950
Acquisitions of property, plant and equipment payable	-	501	-	75
Sales material payable	-	499	-	294
Publicity and advertising payable	-	2,291	-	4,780
Consulting and auditing payable (d)	4,532	5,581	49	1,599
IT services payable	-	189	-	852
Purchase of intangible assets (a)	-	15,345	-	15,570
Amounts identifiable healthcare/insurance companies (c)	-	2,345	-	-
Other	188	3,181	-	1,396
Total current	4,761	35,956	49	26,909

(a) Refers mainly to the balance payable relating to agreements for the assignment of rights on Med Company customers by subsidiaries Qualicorp Corretora and Qualicorp Administradora de Benefícios, as mentioned in note 17.e) and balance payable to Unimed Rio, as mentioned in note 17.f).

(b) Refers mainly to the balance payable to outside brokers from sales made and corresponding amounts already received from beneficiaries.

(c) Refers basically to a timing difference between the listing of beneficiaries in the Company's system/internal control and the detailed listing of beneficiaries included in the paid and/or payable bills of health and dental plan operators/insurers, which is regularized in a subsequent period, after changes sent by the Company are processed.

(d) Refers basically to the estimated lawyers' fees incurred during the Company's IPO that were renegotiated and/or settled by October 31, 2011.

25. PROVISION FOR RISKS - CONSOLIDATED

During the normal course of business, the Company and its subsidiaries have tax, labor, social security and civil contingencies for which, based on the opinion of their in-house and outside legal counsel and management estimates, provision for risks were recognized, as follows:

Description	09/30/2011	12/31/2010
Tax (b)	34,075	33,081
Labor and social security (a)	13,330	10,723
Civil (c)	2,348	733
Total	49,753	44,537

Description of the main lawsuits and/or risks:

(a) The Company and its subsidiaries are defendants in labor lawsuits at the administrative and/or judicial levels that involve mainly: (i) the payment of the variation in the percentage of commissions to internal consultants; and (ii) the additional payment for the double role exercised by call center operators who provided services to the Company and its subsidiaries and who were dismissed at the moment these services began to be provided by outside companies. The provision for contingencies recognized for potential losses arising from said labor lawsuits total R$713. Reserves were also recognized to cover potential risks arising from the procedures adopted by the Company, for which there are no judicial lawsuits or other questionings filed, totaling R$12,617. No provisions were recognized for the risks whose likelihood of loss was considered as possible, totaling R$19,732.

(b) Refer primarily to the reserves recognized to cover possible exposure related to tax matters for which there are no lawsuits or other questionings filed. No provisions were recognized for the risks whose likelihood of loss was considered as possible, totaling R$8,036.

(c) The Company and its subsidiaries are defendants in ongoing civil lawsuits, with R$2,348 considered as a probable loss, for which a provision for risks was recognized, and R$28,076 considered as a possible loss, for which no reserves were recognized. The main lawsuits address the following matters: (i) requirement of coverage for medical procedures not included in the group health plan adhesion contract or in the list of procedures of the National Supplementary Healthcare Agency (ANS), whose responsibility is solely and exclusively incumbent upon health plan operators, pursuant to the prevailing legislation; (ii) questioning of the application of a price increase in the health plan's price as a result of the individual's ageing; and (iii) requests for the reactivation of health plans canceled due to the lack of payment of monthly fees are being discussed at the administrative and/or judicial levels.

The changes in such reserves are as follows:

	Balances at 12/31/10	Additions / (Write-offs)	Payments	Acquisition of Medlink	Balances at 09/30/11
Tax	33,081	994	-	-	34,075
Labor and social security	10,723	459	(190)	2,338	13,330
Civil	733	1,151	-	464	2,348
Total	44,537	2,604	(190)	2,802	49,753

26. EQUITY

Capital

As mentioned in note 1, on September 1, 2010, the Extraordinary Shareholders' Meeting (AGE) approved: (i) a capital increase amounting to R$1,107,704 with the issuance of 1,107,704,146 registered common shares, without par value and (ii) merger of shares of QC Holding II Participações S.A., at the carrying amount of R$362,625 (fair value of R$507,669) with the issuance of 507,177,489 registered common shares, without par value. Transaction costs amounting to R$3,700 incurred in raising these funds were recorded in shareholders' equity, under the caption "Expenses on Share Issuance", by subsidiary QC II.

At the Extraordinary Shareholders' Meeting held on May 30, 2011, the Company's Board of Directors approved: a capital increase of R$2,000 through the issuance of 5,000,000 new common registered shares, without par value; (ii) the reverse split of common shares at the ratio of 7-for-1, resulting in share capital being represented by 231,411,805 common registered shares, without par value, and (iii) an amendment to the stock options grant agreements entered into with the beneficiaries to the reverse split of all shares referred to item "ii".

On April 28, 2001, the terms and conditions of the primary and secondary public distribution of Qualicorp S.A. common shares with preemptive rights to the current shareholders was approved at the Company's Board of Directors' meeting.

On June 29, 2011, the Company went public through an initial public offering where 83,472,914 common shares were offered, of which 27,219,429 shares corresponded to the primary shares and 56,253,485 to the secondary shares, settled on July 1, 2011. The proceeds from the offering (primary) totaled R$353,853, accounted for as subscribed capital increase, and commissions and other related costs totaled R$17,309, accounted for as share issuance costs.

The offering was made in Brazil and abroad at the price of R$13.00 per share, totaling a gross amount of R$1,085,148, as shown below:

Offering	Settlement date	Gross amount	Commission	Net amount
Primary	July 14, 2011	353,853	14,721	339,132
Secondary	July 1, 2011	589,754	22,977	566,777
Overallotment - secondary	July 20, 2011	141,541	5,483	136,058
		1,085,148	43,181	1,041,967

As at September 30, 2011, subscribed and paid-up capital was R$1,826,183, represented by 258,631,234 registered common shares without par value. Under its bylaws, the Company is authorized to increase in capital regardless of any amendment to said bylaws by decision of its Board of Directors and in terms and conditions approved thereat, up to a ceiling of 350,000,000 new common shares.

Capital shares are held as follows:

As at September 30, 2011 and December 31, 2010

	Common shares	
Shareholders	09/30/2011	12/31/2010
BHCS Fundo de Investimentos em Participações	102,704,390	1,107,705,138
José Seripieri Filho	1	507,177,488
L2 Participações Fundo de Investimento	72,453,925	-
Free-Float (*)	83,472,914	-
Other shareholders	4	9
Total	258,631,234	1,614,882,635

(*) Refers to shares traded on the stock exchange (BM&F BOVESPA).

The change in Capital in the 1st half of 2011 is as follows:

Total common shares as at December 31, 2010	1,614,882,635
Capital increase in May 30, 2011	5,000,000
Total before reverse split	1,619,882,635
Reverse split (ratio of 7-for-1) in May 30, 2011	231,411,805
Issuance of new share in June 30, 2011, paid-in July 1, 2011	27,219,429
Total common shares as at September 30, 2011	258,631,234

Legal reserve, distribution of profits and other earnings reserves

Mandatory minimum dividends will correspond to 25% (twenty five percent) of the Company's net income, determined in accordance with the accounting practices adopted in Brazil and adjusted, when applicable, after the allocation of: (i) 5% (five percent) of the net income annually allocated to the legal reserve, up to the limit of 20% (twenty percent) of paid-in capital; this allocation will not be required when the balance of this reserve, plus any capital reserve set forth in paragraph 1, article 182, of the Brazilian Corporate Law, exceeds 30% of capital; (ii) unrealized earnings reserve; or (iii) reserve for contingencies.

The Company shall prepare quarterly balance sheets, as required by the Brazilian Corporate Law and CVM instructions applicable, and, at the Board of Directors' discretion, also prepare semiannual, quarterly or shorter balance sheets and: (i) declare interim dividends; and (ii) pay interest on capital against profits or earnings reserve recorded in these balance sheets.

The dividends distributed as described in the paragraph above may be included in the mandatory dividends. The Company may pay interest on capital as annual or interim dividends.

Valuation adjustments to equity

Valuation adjustments to equity correspond to the difference between the carrying amount and the fair value of merged shares of subsidiary QC Holding II Participações S.A. (equivalent to 27.04% of Qualicorp Participações' shares received in exchange for 31.41% shares issued by QCII), as mentioned in notes 1b and 1c.

27. QUALICORP GROUP'S STOCK OPTION PLAN

a) Stock option plan - Company

Qualicorp Group offers a stock option plan. Management, employees and service providers are eligible to these plans. The Plan is managed by the Board of Directors, which has the power to take the required actions for its maintenance, according to the approved guidelines. In 2011, expenses on the granting of shares by the Company and/or its subsidiaries in the amount of R$18,570 have been recorded.

b) Stock option plan of Qualicorp Group effective through August 31, 2010

Subsidiary Qualicorp Participações S.A. approved at the Extraordinary Shareholders' Meeting held on February 20, 2009 the stock option plan for its management executives, employees, and service providers. All compensation relating to the stock option grants were recorded and settled by Qualicorp Participações. The Plan was managed by the Board of Directors of Qualicorp Group, which had authority to take the required actions for its maintenance, according to the approved guidelines. The main characteristics of the plan are as follows:

The total shares set aside for the plan could not exceed 7% of the total shares of the subsidiary Qualicorp Participações, represented by 583,042 shares, which could be exercised through the issue of new shares, and generate a dilution of capital of up to 6.54%, or sale of treasury shares.

Options may be exercised in 25% of the shares eligible for purchase as from the 12th month from the date of execution of the stock option agreement, and 6.25% could be exercised quarterly, from the 16th to the 52nd month, at the contractual price. On May 1, 2010, a stock option grant agreement become effective under options could be exercised annually in 25% of the shares eligible for purchase as from the 13th month, and as from the 49th month, the executive may exercise 100% of his/her options. In case of dismissal or termination of the beneficiary without cause, not yet exercisable rights on the termination date automatically became exercisable and vesting periods were accelerated.

The maximum period for exercising the options granted, for each vesting period was up to 10 years.

The exercise price of the options granted was equivalent to their market value on the grant date or a price defined by the Board of Directors.

The following share-based payment agreements were effective until August 31, 2010:

Option series	Number	Grant date	Expiration date	Exercise price (1)	Fair value on the grant date (2)
				R$	R$
Granted in Qualicorp Participações S.A.					
(1) Issued on February 20, 2009	49,976	02/20/09	05/30/13	89.39	41.40
(2) Issued on May 01, 2009	83,292	05/01/09	08/08/13	89.39	41.28
(3) Issued on May 25, 2009	41,646	05/25/09	09/01/13	89.39	40.99
(4) Issued on June 15, 2009	83,292	06/15/09	09/22/13	89.39	41.81
(5) Issued on October 01, 2009	20,823	10/01/09	01/08/14	89.39	41.70
(6) Issued on January 04, 2010	20,823	01/04/10	04/13/14	117.58	47.68
(7) Issued on February 04, 2010	7,500	02/04/10	01/14/14	117.58	49.61
(8) Issued on March 01, 2010	20,823	03/01/10	06/08/14	117.58	51.83
(9) Issued on May 01, 2010	291,522	05/01/10	05/10/14	0.01	83.98
Total	619,697				

(1) Subject to inflation adjustment based on the General Market Price Index (IGP-M), as from the Option Agreement date up to the exercise date.

(2) The fair value of the stock option plan benefit was estimated based on the *Black-Scholes-Merton* option valuation model, EBITDA of Qualicorp Participações S.A., estimated historic volatility of domestic companies with similar operations, and other management's estimates as mentioned above.

Option series	Estimated volatility of the share price	Expected share dividend yield	Risk-free return rate	Estimated period to maturity
Granted in Qualicorp Participações S.A.				
(1) Issued on February 20, 2009	57.13%	2.09%	6.56%	10 years
(2) Issued on May 01, 2009	56.65%	2.09%	6.51%	10 years
(3) Issued on May 25, 2009	56.43%	2.09%	5.98%	10 years
(4) Issued on June 15, 2009	55.99%	2.09%	6.06%	10 years
(5) Issued on October 01, 2009	55.99%	2.09%	5.60%	10 years
(6) Issued on January 04, 2010	52.96%	1.57%	6.09%	10 years
(7) Issued on February 04, 2010	53.84%	1.57%	5.29%	10 years
(8) Issued on March 01, 2010	53.59%	1.57%	5.85%	10 years
(9) Issued on May 01, 2010	49.56%	1.57%	5.66%	10 years
Total				

Changes in stock options in the period January 1- August 31, 2010

The table below reconciles the stock options outstanding at the beginning and the end of the period:

	Number of options	Weighted average exercise price
		R$
Balance at beginning of period	145,761	89.39
Granted during the period	340,668	16.97
Exercised during the period	(101,200)	97.28
Substitution of the assets' plan to the indirect controlling shareholder (*)	(291,522)	0.01
Cancelled during the period	(93,707)	95.65
	-	-
Balances at end of period	-	-

(*) On September 1, 2010, the active beneficiary has migrated his/her plan from the direct controlling shareholder (Qualicorp Participações S.A.) to the indirect controlling shareholder (QC Holding I Participações S.A.).

Stock options exercised from January 1 to August 31, 2010

Option series	Number exercised	Exercise date	Share price on exercise date
			R$
(1) Issued on February 20, 2009	20,822	09/01/2010	94.72
(2) Issued on May 25, 2009	20,823	05/05/2010	91.96
(3) Issued on June 15, 2009	31,233	09/01/2010	95.38
(4) Issued on January 04, 2010	10,411	09/01/2010	126.20
(5) Issued on February 04, 2010	7,500	09/01/2010	124.60
(6) Issued on March 01, 2010	10,411	09/01/2010	123.95
	101,200		

Based on the shareholder structure as of August 31, 2010, the maximum interest dilution percentage to which current shareholders would be exposed, had all Plan shares been subscribed and maintained after the vesting period, would be lower than 3.5%.

c) New stock option plan effective beginning September 1, 2010

At the Extraordinary Shareholders' Meeting held on September 1, 2010, The Company approved the migration of the stock option plan based on the same criteria adopted by Qualicorp Participações S.A., with the plan being managed by Qualicorp Group's Board of Directors with authority to take the necessary measures for the plan's maintenance in accordance with approved guidelines. The main characteristics of the plan are as follows:

- The total shares set aside for the plan cannot exceed 7% of all the shares of the Company, represented by 16,148,826 shares (113,041,784 shares in 12/31/2010), which may be exercised through the issue of new Company shares.

- Options may be exercised in 25% of the shares eligible for purchase as from the 12th month from the date of execution of the stock option agreement, and 6.25% may be exercised quarterly, from the 16th to the 52nd month, at the contractual price.

- The beneficiary's plan, which migrated from the direct parent company, was transferred with the same characteristics, maintaining the original grant date of May 1, 2010. Accordingly, the options may be exercised annually in 25% of the shares eligible for purchase as from the 13th month, and as from the 49th month, the executive may exercise 100% of his/her options. In case of dismissal or termination of the beneficiary without cause, all rights not yet exercisable on the termination date automatically become exercisable, and vesting periods are accelerated.

- The maximum period for exercising the options granted, for each vesting period, is up to 10 years.

- The exercise price of the options granted shall be equivalent to their market value on the grant date or a price defined by the Board of Directors.

The Extraordinary Shareholders' Meeting (AGE) held on March 3, 2011 approved the migration of the stock option plan to the plan proposed on September 1, 2010, which is managed by the Board of Directors of the Qualicorp Group, which has powers to implement the necessary measures to maintain it within the approved guidelines. The main characteristics of the migrated plan are as follows:

- Options can be exercised for 25% of shares that can be acquired through the exercise of options as of each grant anniversary.

- Options granted, for each vesting period, should be exercised within up to 5 years.

- The exercise price of the options granted shall be equivalent to its fair value on the grant date or a price defined by the Board of Directors.

Below is information on the options granted from September 1, 2010 to September 30, 2011, adjusted as a result of the reverse stock split mentioned in note 26:

Option series	Number	Grant date	Expiration date	Exercise price	Fair value on the grant date
				R$	R$
(1) Issued on September 01, 2010	9,380,345	09/01/2010	05/01/2020	0.001	5.25
(2) Issued on March 03, 2011	3,814,707	03/03/2011	03/03/2016	7.21	7.42
(3) Issued on May 31, 2011	33,475	05/31/2011	03/03/2016	9.52	8.13

The stock options granted in the period are as follows:

Total number of stock options granted (1)		9,380,345
Exercise price of the options granted until December 31, 2010	(1)	R$0.001
Estimated volatility of share price		45.27%
Expected share dividend yield		0.03%
Risk-free return rate		5.66%
Estimated period to maturity		10 years
Fair value on grant date		R$5.25
Unit cost of granted shares	(2)	R$4.95
Total number of stock options granted (2)		3,814,707
Exercise price of the options granted until March 31, 2011		R$7.21
Estimated volatility of share price		42.91%
Expected share dividend yield		0.03%
Risk-free return rate		11.89%
Estimated period to maturity		5 years
Fair value on grant date		R$7.42
Unit cost of granted shares	(2)	R$4.12
Total number of stock options granted (3)		33,475
Exercise price of the options granted until May 31, 2011		R$9.52
Estimated volatility of share price		43.67%
Expected share dividend yield		0.03%
Risk-free return rate		11.67%
Estimated period to maturity		5 years
Fair value on grant date		R$8.13
Unit cost of granted shares	(2)	R$3.85

(1) Subject to inflation adjustment based on the General Market Price Index (IGP-M), as from the Option Agreement date up to the exercise date.

(2) The fair value of the stock option plan benefit was estimated based on the Black-Scholes-Merlon model, the Qualicorp Group's EBITDA, the estimated historical volatility of domestic companies with similar operations and other Management's estimates as mentioned above.

Through September 30, 2011, changes in stock options granted at the Company in the period are as follows:

	Number of options	Weighted average exercise price
Balance at beginning of period	9,380,345	0.001
Granted during the period	3,848,182	7.23
(-)Exercised during the period	(714,286)	2.80
(-) Canceled during the period	(285,714)	1.03
Balance at end of period	12,228,527	2.23

Stock options outstanding at end of period

The exercise price of stock options outstanding at end of period was R$2.23 and a weighted remaining average contractual life of 2,584 days.

28. COST OF SERVICES

Broken down as follows:

	Quarter ended 09/30/2011 Consolidated	YTD 09/30/2011 Consolidated	YTD 09/30/2010 Consolidated
Personnel expenses and management compensation	12,699	32,252	2,957
Outside services	8,436	20,545	1,397
Office supplies	394	1,649	109
Occupancy expenses	1,945	5,301	624
Mailing expenses	1,851	6,083	480
Cost of other services	1,175	3,185	242
Financial transfers from adhesion contracts (a)	21,243	55,499	4,453
Reimbursement of membership and monthly fees (b)	1,856	5,415	607
Total	49,599	129,929	10,869

(a) Refer to expenses on financial transfers incurred in the agreements executed with professional associations for the sale of group adhesion plans.

(b) Refers to reimbursement of monthly fees related to annual contributions owed by beneficiaries of Qualicorp Administração e Serviços Ltda. and Qualicorp Administradora de Benefícios S.A. to associations, unions and trade associations to which the beneficiaries are affiliated.

29. ADMINISTRATIVE EXPENSES

Broken down as follows:

	Quarter ended 09/30/2011 Company	YTD 09/30/2011 Company	YTD 09/30/2010 Company
Personnel expenses and management compensation	1,388	46,120	499
Outside services (*)	218	6,091	-
Occupancy expenses	118	281	-
Contributions and donations	86	86	-
Other administrative expenses	422	1,132	-
Depreciation and amortization	19,625	39,250	-
Total	21,857	92,960	499

	Quarter ended 09/30/2011 Consolidated	YTD 09/30/2011 Consolidated	YTD 09/30/2010 Consolidated
Personnel expenses and management compensation	16,291	95,707	3,116
Outside services (*)	3,685	20,361	623
Office supplies	614	1,130	11
Occupancy expenses	1,070	2,838	247
Contributions and donations	-	509	-
Mailing expenses	1,357	3,443	6
Other administrative expenses	1,695	6,075	1,734
Depreciation and amortization	34,927	94,223	2,038
Total	59,639	224,286	7,775

(*) Refers basically to consulting, audit, IT services and legal fees.

30. SELLING EXPENSES

Broken down as follows:

	Quarter ended 09/30/2011 Consolidated	YTD 09/30/2011 Consolidated	YTD 09/30/2010 Consolidated
Personnel expenses	11,095	31,114	2,824
Outside services	2,632	6,316	628
Office supplies	718	1,794	291
Occupancy expenses	1,075	2,791	286
Mailing expenses	1,069	2,932	187
Other selling expenses	3,056	8,913	594
Sponsorships (a)	3,202	5,459	898
Discounts granted	-	272	45
Third-party commission (b)	7,826	19,556	1,681
Publicity and advertising (c)	8,251	25,220	2,641
Sales campaign	2,039	5,302	865
Total	40,963	109,669	10,940

(a) Sponsorships are expenses incurred for the promotion of Qualicorp Group in events organized by the clients, entities, or in specific brand exposure situations.

(b) Refers to variable compensation due to the distribution channel (insurance brokers). This compensation is calculated according to the sales volume for a certain period, provided that effective settlement of amounts owed by the beneficiary is verified.

(c) Refers to expenses with institutional disclosure, as well as all expenses with publicity, marketing, TV and other expenses of this nature.

31. LOSSES ON UNCOLLECTIBLE RECEIVABLES

Broken down as follows:

	Quarter ended 09/30/2011 Consolidated	YTD 09/30/2011 Consolidated	YTD 09/30/2010 Consolidated
Losses on uncollectible receivables (*)	5,924	23,333	1,513

(*) Refer to the write-off of past-due receivables resulting from administration transactions and stipulation of adhesion group benefits in which the Company assumes the risk of default of payment to the healthcare and dental operators and insurers.

This amount includes R$3,774 mainly referring to the difference in amounts to be identified in accounts receivable and amounts transferred to health plan/insurance companies. Differences were written off against profit or loss in the first quarter of 2011.

32. FINANCIAL INCOME (EXPENSES)

	Consolidated		
	Quarter ended 09/30/2011	YTD 09/30/2011	YTD 09/30/2010
Financial income:			
Income from short-term investments	11,426	20,965	1,203
Interest and fine on late payment of health care plan and insurance agreements, managed by the Company, resulting from agreements with default risk (*)	5,353	14,441	1,056
Discounts obtained	1	17	25
Other income	134	763	-
Total financial income	16,914	36,186	2,284
Financial expenses:			
Tax on financial transactions (IOF)	(523)	(748)	(137)
Tax on banking transactions (CPMF)	(38)	(84)	(87)
Inflation adjustment on debentures	(14,676)	(42,398)	(4,412)
Banking expenses	(59)	(273)	(13)
Registry office costs	(30)	(72)	(10)
Discounts granted	(293)	(635)	-
Other financial expenses	-	(191)	-
Fee collection	(1,202)	(1,202)	(163)
Inflation adjustment to acquired intangibles	(3,048)	(3,048)	-
Total financial expenses	(19,869)	(48,651)	(4,822)
Financial income (expenses)	(2,955)	(12,465)	(2,538)

(*) Refer to the interest and fines paid by subsidiaries Qualicorp Administração e Serviços and Qualicorp Administradora de Benefícios on management and stipulation transactions of group adhesion benefits and complementary products. These amounts are received by the beneficiaries who settle their fees after maturity date.

33. OTHER OPERATING INCOME (EXPENSES), NET

Broken down as follows:

	Consolidated		
	Quarter ended 09/30/2011	YTD 09/30/2011	YTD 09/30/2010
Recognition/reversal of provision for risks	489	(2,601)	50
Other income	114	581	87
Total	603	(2,020)	137

34. INCOME TAX AND SOCIAL CONTRIBUTION

Expenses on taxes are broken down as follows:

	Company		
	Quarter ended 09/30/2011	YTD 09/30/2011	YTD 09/30/2010
Profit (loss) before income tax and social contribution	5,520	(55,884)	1,701
Equity in investees	(22,412)	(32,767)	2,200
Subtotal	(16,892)	(88,651)	(499)
Income tax and social contribution at statutory rate	34%	34%	34%
Expected income tax and social contribution income (expense) at statutory rate	5,743	30,141	170
Nondeductible expenses - other	150	(11,121)	-
Stock options granted	-	-	(170)
(Recognition)/reversal, net of temporary additions without recognition of tax credits	657	(2,111)	-
Tax loss without recognition of tax credit	-	(3,519)	-
Other	123	(45)	-
Total income tax/social contribution expenses	6,673	13,345	-

	Consolidated		
	Quarter ended 09/30/2011	YTD 09/30/2011	YTD 09/30/2010
Profit (loss) before income tax and social contribution	22,079	(17,350)	9,063
Subtotal	22,079	(17,350)	9,063
Income tax and social contribution at statutory rate	34%	34%	34%
Expected income tax and social contribution income (expense) at statutory rate	(7,507)	5,899	(3,081)
Nondeductible expenses - other	(880)	(12,593)	(509)
Stock options granted	(1,722)	(6,314)	(170)
Losses on uncollectible receivables	-	(1,273)	-
Expenses from companies taxed under deemed income	106	75	(89)
(Recognition)/reversal, net of temporary additions without recognition of tax credits	536	(2,457)	-
Tax incentive	28	262	28
Tax loss without recognition of tax credit	(145)	(8,786)	(3,468)
Other	(251)	49	(73)
Total income tax/social contribution expenses	(9,835)	(25,138)	(7,362)

35. INSURANCE

The Company and its subsidiaries have insurance coverage for its assets against potential losses, as follows:

Items	Type of coverage	Insured amount
Buildings, facilities, machinery, furniture, and fixtures	Any damages to buildings and loss of profits due to fire, facilities, machinery and equipment. Civil liability from operations and of employer.	35,765
D&O	Errors and omissions (E&O) of officers and directors (D&O)	17,500
D&O (after IPO)	Coverage of liabilities of officers and directors (D&O)	79,165
Public Offering of Securities Insurance (POSI)	Coverage of risks from information disclosed by the Company on the IPO (prospectus and road show)	39,582

36. SEGMENT REPORTING

a) Description of the services accounting for the revenues from each reportable segment

The company, through its subsidiaries, has one reportable segment, the "Affinity Segment", and operates in this segment through its subsidiaries Qualicorp Administradora de Benefícios Ltda. ("Benefit Management Company"), Qualicorp Administração e Serviços Ltda. ("Qualicorp Administração"), and Qualicorp Corretora de Seguros Ltda. ("Broker"). Beginning 2010, the activities related to the Affinity Segment which, until then, were performed by subsidiary Qualicorp Administração have been transferred to the subsidiary Qualicorp Administradora de Benefícios Ltda. (Details on this change are included in note 1.)

The Benefit Management Company is responsible for managing group adhesion benefits related to health and/or dental care private plans, and the main activities developed are: meeting contracting legal entities; contracting of a group health care private plan, as policyholder; offer of plans to the associates of contracting legal entities; technical support for the discussion of operating matters; support to the human resources area in the management of plan benefits; outsourcing of administrative services; changes to master files; checking of trade notes; collection of the beneficiary by delegation; market prospection consulting, suggest plan design and management model.

The Broker, in turn, is responsible for distributing (sale) of group adhesion plans, and main its activities are: identification of the target public, the associates of entities and/or people eligible to association; definition of a marketing strategy and distribution model; offer of collective adhesion plans to potential customers through own distribution channel or network of other accredited insurance broker companies.

b) Measurement of earnings, assets and liabilities per operating segment

The accounting policies and practices of the Affinity Segment are the same as described in note 3. The Company assesses the performance of the reportable segment based on income before interest, financial income/expenses, depreciation, amortization, and provisions for income tax and social contribution on net income. The provisions for civil and labor risks have not been included in profit or loss per segment. Shared administrative expenses are not allocated.

c) Factors used by management to identify the segment

The Affinity Segment is the business unit that accounts for 91.07% of the Company and its subsidiaries' gross operating revenue. This unit is separately managed within the management model used by the Company's managers.

The Affinity Segment uses most of the operating and financial resources of the Qualicorp Group, for example, changes in the healthcare operator/insurer master files of the beneficiaries, billing and collection of benefits, write-off of receipts and amounts transferred to trade associations. All direct revenues and expenses of segments are identified in the ERP - RM system, whose cost center structure is directed solely towards the identification of segments and other unallocated shared expenses.

d) Gross and net revenue by type of service

	Consolidated		
	Quarter ended 09/30/2011	YTD 09/30/2011	YTD 09/30/2010
GROSS OPERATING REVENUE			
Management fee	85,545	230,366	21,305
Financial transfers from stipulation of contracts	16,763	45,094	3,829
Brokers' fees	81,119	213,165	18,258
Agency services	13,310	40,839	3,513
Provision of medical services in general	1,306	4,197	565
Connectivity services	2,508	5,024	-
Benefit management consulting	5,014	13,524	1,080
Total gross operating revenue	205,565	552,209	48,550
DEDUCTIONS FROM GROSS OPERATING REVENUE			
Taxes on revenue	(23,836)	(63,849)	(5,581)
Returns and cancelations	(1,173)	(4,008)	(408)
Total deductions from gross operating revenue	(25,009)	(67,857)	(5,989)
NET OPERATING REVENUE	180,556	484,352	42,561

e) Information on earnings, assets and liabilities of the reportable segment

The charts below show the breakdown of items related to the reportable segment, unallocated expenses and/or revenues are presented in item "f", reconciliation of revenues, earnings, assets and liabilities.

Consolidated	Quarter ended 09/30/2011			YTD 09/30/2011		
	Affinity segment	Other segments	Total	Affinity segment	Other segments	Total
NET REVENUE	164,330	16,226	180,556	441,266	43,087	484,353
COST OF SERVICES	(15,298)	(34,301)	(49,599)	(75,612)	(54,317)	(129,929)
OPERATING INCOME (EXPENSES)	(29,919)	(3,641)	(33,560)	(89,967)	(11,748)	(101,715)
Selling expenses	(29,348)	(3,641)	(32,989)	(81,075)	(11,748)	(92,823)
Losses on uncollectible receivables	(5,924)	-	(5,924)	(23,333)	-	(23,333)
Other operating income, net	5,353	-	5,353	14,441	-	14,441
PROFIT BEFORE UNALLOCATED EXPENSES	119,113	(21,716)	97,397	275,687	(22,979)	252,708

Consolidated	YTD 09/30/2010		
	Affinity segment	Other segments	Total
NET OPERATING REVENUE	38,755	3,806	42,561
COST OF SERVICES	(8,334)	(2,535)	(10,869)
OPERATING INCOME (EXPENSES)			
Selling expenses	(7,977)	(1,097)	(9,074)
Administrative expenses	(1,513)	-	(1,513)
Other operating income (expenses), net	1,056	-	1,056
PROFIT BEFORE UNALLOCATED EXPENSES	21,987	174	22,161

Information on earnings, assets and liabilities of segments that are not reportable (other segments) are attributable to four business units, which separately do not represent more than 10% of the Company's revenue:

- Corporate and SME Segments: concentrate all activities related to insurance brokerage or plan intermediation, as well as advisory on benefits to customers of large corporations or SMEs.

- Health Risk Management Segment: concentrates the activities of preventive health care and management of patients.

- Service Outsourcing Segment: concentrates the activities of previous release and medical events' regulation, management of medical service providers networks, processing and analysis of claims and connectivity of medical information (processing).

- New Products: concentrates sales activities of all products not related to health care plans.

f) Reconciliation of revenue, earnings, assets and liabilities

	Quarter ended 09/30/2011	YTD 09/30/2011	YTD 09/30/2010
Unallocated items:			
Administrative expenses	(59,639)	(224,286)	(7,775)
Selling expenses	(7,974)	(16,846)	(1,865)
Financial income (expenses)	(8,308)	(26,906)	(3,594)
Provision for risks	489	(2,601)	50
Other income (expenses)	114	581	86
Total	(75,318)	(270,058)	(13,098)

	Quarter ended 09/30/2011	YTD 09/30/2011	YTD 09/30/2010
Profit before income tax and social contribution	22,079	(17,350)	9,063
(-) Income tax and social contribution	(9,835)	(25,138)	(7,362)
Net profit (loss) consolidated	12,244	(42,488)	1,701

Assets	09/30/2011	12/31/2010
Total reportable segment	1,818,039	1,968,222
Other segments	211,891	199,735
Unallocated items	731,145	285,174
Total	2,761,075	2,453,131

Liabilities	09/30/2011	12/31/2010
Total reportable segment	123,245	86,487
Other segments	69	-
Unallocated items	2,637,761	2,366,644
Total	2,761,075	2,453,131

g) Geographical information of the reported segment

The Company and its subsidiaries conduct their activities in the domestic market and the distribution of the Affinity Segment billing per state is as follows:

Segmentation per State (Consolidated)	Quarter ended 09/30/2011	YTD 09/30/2011	YTD 09/30/2010
SP	129,755	353,029	34,254
RJ	37,269	97,531	6,371
BA	11,271	29,108	2,297
DF	7,305	18,630	982
PE	1,238	3,511	316
Other	372	665	30
Total affinity segment	187,210	502,474	44,250
Total other segments	18,355	49,735	4,300
Total gross operating revenue	205,565	552,209	48,550

h) Information on major customers

For the nine-month period ended September 30, 2011, the major customers of the Affinity Segment originated revenue of R$18,590, R$17,728 and R$14,736, which accounts for 9.93%, 9.47% e 7.87% of the segment's revenue, and 9.04%, 8.62% and 7.17% of the consolidated revenue in the third quarter of 2011.

37. EXPENSES BY NATURE

The income statement is presented by function. Breakdown of the consolidated income statement of by nature:

	Consolidated		
	Quarter ended 09/30/2011	YTD 09/30/2011	YTD 09/30/2010
Personnel expenses and management compensation	40,085	159,073	8,897
Depreciation and amortization	34,927	94,223	2,038
Outside services	14,753	47,222	2,648
Financial transfers from adhesion contracts	21,243	55,499	4,453
Advertising and publicity	8,251	25,220	2,641
Other	4,090	10,930	1,157
Occupancy expenses	7,826	19,556	1,681
Third-party commission	2,039	5,302	865
Sales campaign	1,856	5,415	607
Reimbursement to associates	4,277	12,458	673
Mailing expenses	3,202	5,459	898
Sponsorships	1,726	4,573	411
Office supplies	1,175	3,185	242
Cost of other services	-	509	-
Contributions and donations	-	272	45
Discounts granted	4,751	14,988	2,328
	150,201	463,884	29,584
As per income statement:			
Cost of services	49,599	129,929	10,869
Administrative expenses	59,639	224,286	7,775
Selling expenses	40,963	109,669	10,940
	150,201	463,884	29,584

38. COMMITMENTS

As at September 30, 2011, the Company has the following material commitments:

a) Lease agreements of its offices: the commitments already assumed total approximately R$5,174 in 2011, R$6,204 in 2012 and R$5,750 in 2013.

   Expenses incurred on such agreements in the period ended September 30, 2011 amounted R$4,396.

b) Budgeted plans for the purchase of intangible assets (software under development) total approximately R$10,900 in 2011, R$8,000 in 2012, R$3,000 in 2013 (unaudited).

c) Commitments for the provision of call center services already assumed totaling approximately R$5,617 for 2011.

The agreement is adjusted on an annual basis and 70% of the prices are adjusted using a percentage of the salary increases (according to the category of professionals) and 30% using the IGP-M.

Up to the 36th month of effectiveness, the party that terminates the contract without cause must notify the other party ninety (90) days in advance and will pay a fine corresponding to 50% of the amounts budgeted through the end of the contract, based on the average valuable consideration receivable until the termination date. No other penalties apply under this contract.

d) Consulting agreement for assessment of legal proceedings provided by a legal entity, of which R$1,279 refer to 2011 and R$2,515 to 2012.

39. EVENTS AFTER THE REPORTING PERIOD

a) Acquisition of the portfolios of Newport Consultoria e Corretora de Seguros Ltda. ("Newport") and NWP Assessoria em Negócios Comerciais e Corretagem de Seguros Ltda. ("NWP").On October 17, 2011, the Company entered into, through its direct subsidiary Qualicorp Corretora de Seguros S.A., a Rights and Obligations Assignment and Transfer Agreement and Other Covenants for the acquisition of 75% of the current portfolios of Newport and NWP for approximately R$19 million.

Both these companies operate in the provision of brokerage services of individual and corporate healthcare plans and health insurance (including dental plans), life insurance, auto insurance and reinsurance, and pension plans. Gross revenue for these services for the period July 2010-August 2011 was approximately R$6.5 million. The aggregate number of Newport's and NWP's customers is approximately 83,000 insurees, including 41,000 health insurees, 33,000 dental insures, and 9,000 life insures. These companies have 60 days to complete the assignments under the agreement.

Newport and NWP will continue to perform their business functions in association with Qualicorp and will be entitled to a co-broker fee of 25% of the current portfolio and any new customers added to Qualicorp's portfolio as a result of their sales effort.

Qualicorp will pay approximately R$19 million for the 75% of the current portfolio of Newport and NWP, payable in 12 monthly consecutive, equal installments free from inflation adjustment, to which Newport and NWP are entitled after the assignment is completed. Within 12 months, Qualicorp can exercise the purchase option of the remaining 25%.

b) Business acquisitions

The Company has also entered into exclusivity/confidentiality agreements for the acquisition of businesses or certain assets; however, to date the Company has not made firm purchase offers and, therefore, there is no guarantee that all or even part of the negotiations will result in actual acquisitions, while the Company has made unbinding offers totaling approximately R$100 million (unaudited). There is no guarantee that these transactions will be completed since the Company has to satisfactorily complete the entire negotiation and due diligence processes.

40. CONCLUSION OF THE INTERIM FINANCIAL INFORMATION

The Company's individual and consolidated interim financial information was approved by Management on November 9, 2011, and includes events occurred after the reporting date of September 30, 2011.

QUALICORP REPORTS 3Q11 GROWTH IN THE NUMBER OF BENEFICIARIES (29.4%), NET REVENUE (42.8%) AND ADJUSTED EBITDA (47.2%) AS COMPARED TO 3Q10[1]

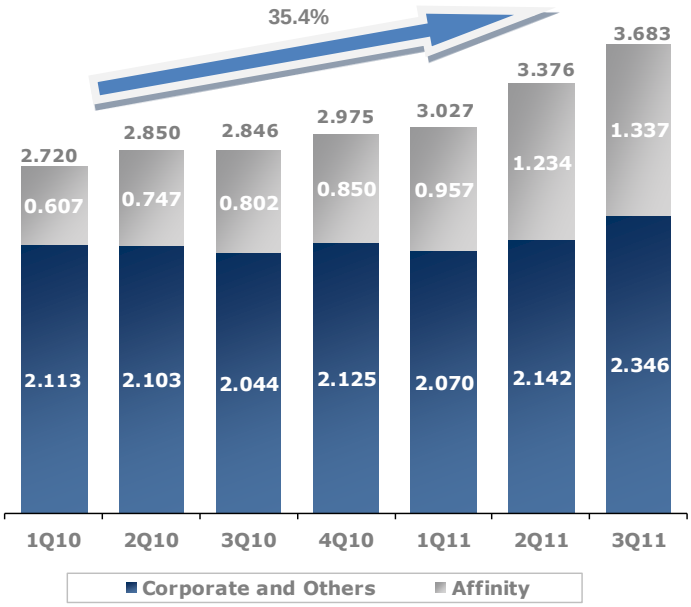
Sao Paulo, November 11th, 2011. Qualicorp SA (BM&FBovespa: QUAL3), one of the leading full-service healthcare benefits administrator and health management services provider in Brazil, today announces its consolidated results for the third quarter 2011 (3Q11). The operating and financial data are presented on a consolidated basis in Reais ("BRL" or "R$"), in accordance with Corporate Law and regulations of *"Comissão de Valores Mobiliários – CVM".*

HIGHLIGHTS (3Q11)

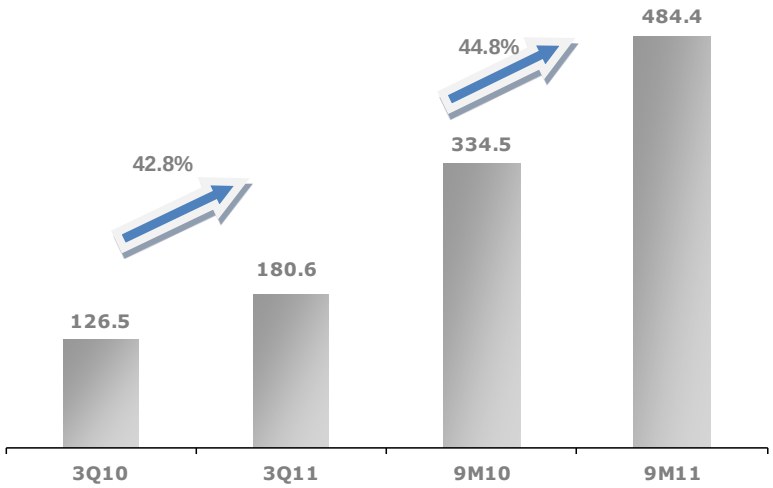
- ✓ Our total portfolio of beneficiaries, including Affinity, Corporate and Other Segments grew 9.1% as compared to 2Q11 (up by 29.4% over 3Q10). The growth was achieved as follows:
  - Our portfolio of beneficiaries in the Affinity segment grew 8.3% as compared to 2Q11 (up by 66.6% over 3Q10).
  - Our portfolio of beneficiaries of Corporate and other Segments grew by 9.5% as compared to 2Q11 (up by 14.8% over 3Q10).
- ✓ Our total consolidated net revenue grew 13.0% in 3Q11 as compared to 2Q11 (up by 42.8% over 3Q10, with an organic growth of approximately 33.0% over 3Q10)
- ✓ Our consolidated adjusted EBITDA grew 14.1% in 3Q11 as compared to 2Q11 (up by 47.2% over 3Q10)
- ✓ Our Cash Earnings grew by 10.1% compared to 2Q11 (up by 118.9% over 3Q10). Our Cash Earnings consider adjustments from: (i) one time extraordinary expenses, (ii) amortization of some intangible assets, (iii) business combination transactions, and (iv) amortization of deferred assets related to acquisition of portfolios.

[1] Figures related to 3Q10 have been extracted from unaudited financial information of pro forma Qualicorp S.A. financial statements. For further details refer to section 3.9 of our Final Prospectus and Appendix IV included on this earnings release.

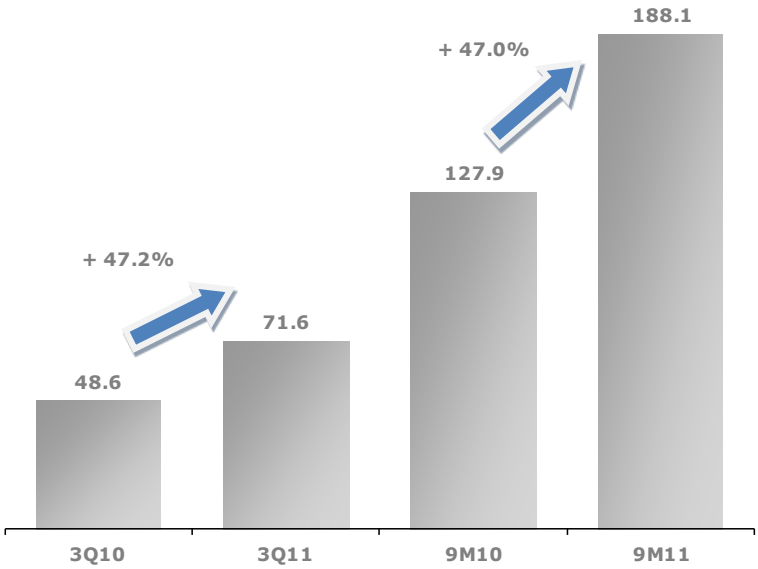
Beneficiaries (MM)



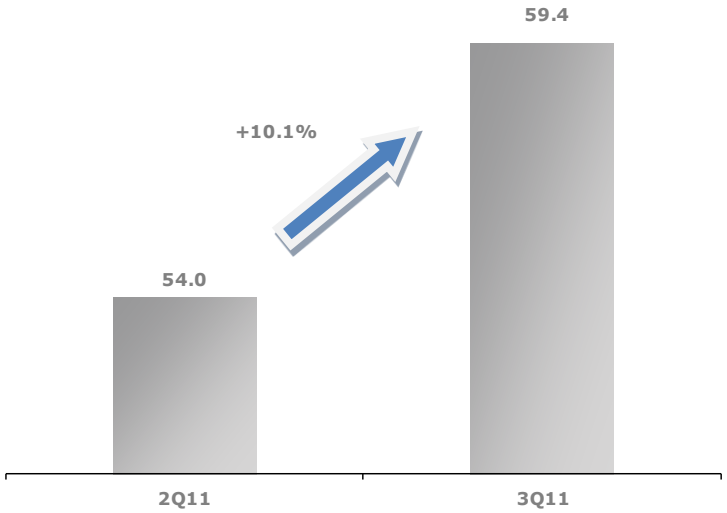
Net Revenue (MM)



Adjusted EBITDA (MM)



Cash Earnings (MM)



MAIN INDICATORS (in R$ MM) [2]

Income Statement	3Q11	2Q11	Inc (Dec) 3Q11/2Q11	3Q10	Inc (Dec) 3Q11/3Q10	LTM
Net Revenues	180.556	159.761	13,0%	126.458	42,8%	619.888
COGS	(49.599)	(43.332)	14,5%	(32.658)	51,9%	(164.247)
Operating Expenses	(105.923)	(154.367)	-31,4%	(45.164)	134,5%	(414.434)
Adjustments[3]	(11.660)	(70.398)	-83,4%	(13.389)	-12,9%	(115.153)
Adjusted Operating Expenses	(94.263)	(83.969)	12,3%	(31.775)	196,7%	(299.281)
Adjusted EBITDA	71.570	62.724	14,1%	48.635	47,2%	234.123
Adjusted EBITDA Margin	39,6%	39,3%	1,0%	38,5%	3,1%	37,8%
Cash Earnings	59.430	54.002	10,1%	27.147	118,9%	153.665

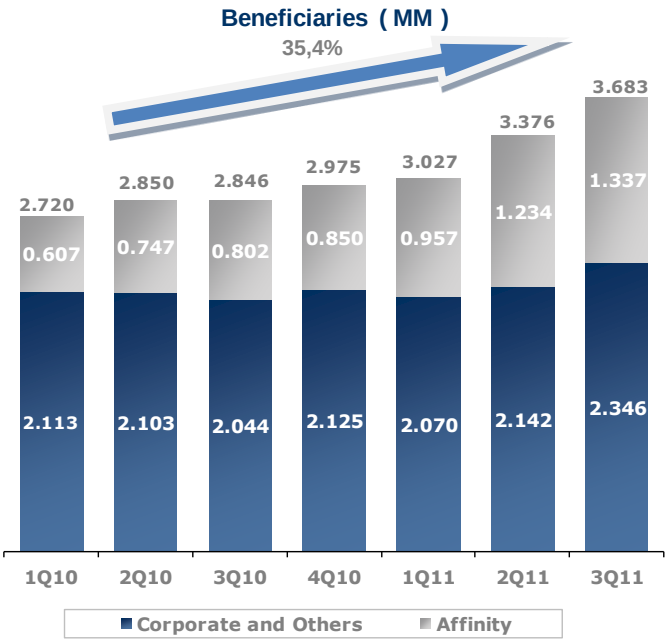
Balance Sheet	3Q11	2010	Inc (Dec) 3Q11/3Q10
Equity	1.926.490	1.611.846	19,5%
Net Debt	39.421	265.178	-85,1%

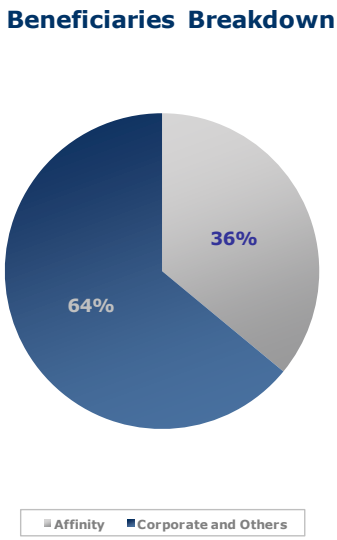
Other	3Q11	2010	Inc (Dec) 3Q11/3Q10
Net Debt / Equity	0,02 x	0,16 x	-87,6%
Net Debt / Adjusted EBITDA LTM	0,17 x	1,52 x	-88,9%

[2] Figures related to 3Q10 and total year 2010 have been extracted from unaudited financial information of pro forma Qualicorp S.A. financial statements. For further details refer to section 3.9 of our Final Prospectus and Appendix IV included on this earnings release.
[3] These adjustments include one-time expenses, expenses with no cash effect, and relocating of financial income. For more details, refer to the section 5.

FINANCIAL PERFORMANCE

1 – Beneficiaries





The total number of beneficiaries in 3Q11 grew by 9.1% as compared to 2Q11, totaling a net increase of approximately 307,000 beneficiaries. Compared to 3Q10, our beneficiaries increased 29.4%, totaling a net increase of approximately 837,000 beneficiaries.

The growth of approximately 307,000 beneficiaries in 3Q11 as compared to 2Q11 is mainly due to (i) an increase of approximately 103,000 beneficiaries in the Affinity Segment (33.6% of total); and (ii) an increase of approximately 204,000 beneficiaries in the Corporate and Other segment (66.4% of total).

Our portfolio of beneficiaries in the Affinity segment grew 8.3% as compared to 2Q11 (up by 66.6% over 3Q10). The Affinity Health segment grew 11.2% as compared to 2Q11 (up by 46.9% over 3Q10) and the Affinity New Products segment grew 2.3% as compared to 2Q11 (up by 139.6% over 3Q10).

Our portfolio of beneficiaries in the Corporate and Other segments grew 9.5% as compared to 2Q11 (up by 14.8% when compared to 3Q10). Our Corporate portfolio grew 31.0% as compared to 2Q11 (up by 77.1% when compared to 3Q10), the TPA segment decreased by 0.7% when compared to 2Q11 (down 6.5% when compared to 3Q10), the SME segment grew 1.0% when compared to 2Q11 (up by 20.6% when compared to 3Q10) and the Health Management segment grew 10.0% when compared to 2Q11 (up by 18.0% when compared to 3Q10).

The evolution of our portfolio[4] from 2010 to 3Q11 is illustrated in the following table:

Portfolio	3Q11	2Q11	Inc (Dec) 3Q11/2Q11	3Q10	Inc (Dec) 3Q11/3Q10
Affinity Health Lives					
Total Portfolio (BOP)	835.143	764.659	9,2%	605.701	37,9%
New Lives Added (Net of Churn)	93.341	70.484	32,4%	26.452	252,9%
Total Portfolio (EOP)	928.484	835.143	11,2%	632.153	46,9%
Affinity New Products Lives					
Total Portfolio (BOP)	398.868	192.730	107,0%	141.801	181,3%
New Lives Added (Net of Churn)	9.168	206.138	-95,6%	28.519	-67,9%
Total Portfolio (EOP)	408.036	398.868	2,3%	170.320	139,6%
Affinity Portfolio	**1.336.520**	**1.234.011**	**8,3%**	**802.473**	**66,6%**
Corporate	**887.292**	**677.433**	31,0%	**501.093**	77,1%
TPA	**1.381.003**	**1.390.165**	-0,7%	**1.477.458**	-6,5%
Small/Medium Enterprises	**47.909**	**47.445**	1,0%	**39.740**	20,6%
Health Management	**30.073**	**27.345**	10,0%	**25.478**	18,0%
Corporate and Others Portfolio	**2.346.277**	**2.142.388**	**9,5%**	**2.043.769**	**14,8%**
Total Portfolio	**3.682.797**	**3.376.399**	**9,1%**	**2.846.242**	**29,4%**

2 –Operating Net Revenues

Net Revenues (R$ MM)	3Q11	2Q11	3Q11/2Q11	3Q10	3Q11/3Q10
Affinity	164.330	144.850	13,4%	114.292	43,8%
% on Total Net Revenues	91,0%	90,7%	NA	90,4%	NA
Corporate and Other	16.226	14.911	8,8%	12.167	33,4%
% on Total Net Revenues	9,0%	9,3%	NA	9,6%	NA
TOTAL	**180.556**	**159.761**	**13,0%**	**126.459**	**42,8%**

Our total operating net revenue accounted for R$ 180.6 million in 3Q11, representing an increase of 13.0% as compared to 2Q11 (up by 42.8% over to 3Q10).

[4] Does not include 2.538.205 mass insurance items sold by Praxisolutions in September 2011.

The net revenue growth in the Affinity Segment is mainly supported by the entry of new beneficiaries in our portfolio from sales through our distribution channels (own or third party) and portfolio migrations.

Also, contributing to the growth of the 3Q11 when compared to the 2Q11 is the acquisition of a portfolio of lives from Divicom, which accounted for approximately R$3.9 MM of net revenues in 3Q11. Excluding the revenues from this acquisition, 3Q11 grew 10.7% organically in the Affinity segment when compared to 2Q11.

When comparing with 3Q10, total 3Q11 revenues also included the acquisition of the Vectorial Saúde portfolio, which accounted for approximately R$8.4 MM of net revenue in 3Q11. Excluding the revenues from both acquisitions (e.g., Divicom and Vectorial portfolio), our net revenue grew 33.0% organically in the Affinity segment when compared to 3Q11.

The net revenue growth in the Corporate and Other segment is supported by the organic growth resulting from the increase in the number of beneficiaries within this segment, and also from the inclusion of mass insurance products through our recent acquisition of Praxisolutions, which accounted for revenues of R$0.956 million in 3Q11.

3 - Cost of Services[5]

COGS	3Q11	2Q11	Inc (Dec) 3Q11/2Q11	3Q10	Inc (Dec) 3Q11/3Q10
Personnel expenses	(12.699)	(11.111)	14,3%	(8.678)	46,3%
Third Party Services	(8.436)	(6.610)	27,6%	(4.524)	86,5%
Office supplies	(394)	(944)	-58,3%	(192)	105,2%
Occupancy expenses	(1.945)	(1.823)	6,7%	(1.424)	36,6%
Mailing expenses	(1.851)	(2.273)	-18,6%	(1.884)	-1,8%
Cost of other services	(1.175)	(1.112)	5,7%	(970)	21,3%
Royalties (a)	(21.243)	(17.786)	19,4%	(13.162)	61,4%
Reimbursement of membership (b)	(1.856)	(1.673)	10,9%	(1.824)	1,8%
TOTAL	**(49.599)**	**(43.332)**	**14,5%**	**(32.658)**	**51,9%**

a) Refers to expenses of financial *'pass throughs'* incurred in connection with the agreements signed with professional associations for the contracting and selling of affinity plans.

b) Refers to the expense of annual membership fees paid by Qualicorp Administração e Serviços Ltda. and Qualicorp Administradora de Benefícios SA, to associations, unions and councils on behalf of the beneficiaries / members of the professional associations.

[5] Figures related to 2Q10 have been extracted from unaudited financial information of the pro forma Qualicorp S.A. financial statements. For further details refer to section 3.9 of our Final Prospectus and Appendix IV included in this earnings release.

Our cost of services increased by 14.5% as compared to 2Q11 (up by 51.9% over 3Q10). This increase is primarily due to the continued growth of our operations, in order to attend to our portfolio growth, as well as new corporate demands. Also, part of the portfolio that migrated from Divicom yielded a higher Royalties percentage.

4 - Operating Expenses

Our Operating Expenses (including Administrative, Selling, Bad Debt, and Other Expenses) decreased by 31.4% in 3Q11 as compared to 2Q11 (134.5% increment when compared to 3Q10). The reason for this decrease is that in 2Q11 there were extraordinary expenses, including the expenses incurred in preparation for the IPO and the one-time extraordinary bonus for services rendered by our director of strategic affairs.

4.1 – Administrative Expenses

Administrative Expenses	3Q11	2Q11	Inc (Dec) 3Q11/2Q11	3Q10	Inc (Dec) 3Q11/3Q10
Personnel expenses	(16.291)	(63.222)	-74,2%	(7.762)	109,9%
Third Party services	(3.685)	(12.630)	-70,8%	(11.387)	-67,6%
Office supplies	(614)	(337)	82,2%	(125)	391,2%
Occupancy expenses	(1.070)	(1.032)	3,7%	(708)	51,1%
Mailing expenses	(1.357)	(1.079)	25,7%	(17)	7882,4%
Other administrative expenses	(1.695)	(2.030)	-16,5%	(1.363)	24,4%
Depreciation and amortization	(34.927)	(30.264)	15,4%	(19.963)	75,0%
TOTAL	**(59.639)**	**(110.594)**	**-46,1%**	**(41.324)**	**44,3%**
(+) One-time expenses (a)	6.094	67.645	NA	13.187	NA
Total Recurring Adm. Expenses	**(53.545)**	**(42.949)**	**24,7%**	**(28.137)**	**90,3%**

(a) For more details on “One-time expenses”, please refer to the item 5, “Generation of Operating Cash”

Our recurring administrative expenses increased by 24.7% as compared to 2Q11 (up by 90.3% as compared to 3Q10), mainly due to the adjustment of the administrative structure of the Company in order to attend new company demands.

When compared to 3Q11, there was an increase in depreciation and amortization expenses, due to the amortization of intangible assets related to various acquisitions, including the acquisition of Qualicorp by Carlyle.

4.2 – Selling Expenses

Selling Expenses	3Q11	2Q11	Inc (Dec) 3Q11/2Q11	3Q10	Inc (Dec) 3Q11/3Q10
Personnel expenses	(11.095)	(10.964)	1,2%	(8.379)	32,4%
Third Party services	(2.632)	(1.868)	40,9%	(25)	0,0%
Office supplies	(718)	(527)	36,2%	(981)	-26,8%
Occupancy expenses	(1.075)	(923)	16,5%	(869)	23,7%
Mailing expenses	(1.069)	(917)	16,6%	(79)	1253,2%
Other selling expenses	(3.056)	(4.000)	-23,6%	(1.249)	144,7%
Sales campaign	(2.039)	(1.694)	20,4%	(9)	NA
Sponsorships	(3.202)	(1.847)	73,3%	(7.335)	-56,3%
Discounts granted	-	(137)	-100,0%	(134)	-100,0%
Third-party commission	(7.826)	(6.453)	21,3%	(6.502)	20,4%
Publicity and advertising	(8.251)	(6.809)	21,2%	(6.122)	34,8%
TOTAL	**(40.963)**	**(36.139)**	**13,3%**	**(31.682)**	**29,3%**
(+) One-time expenses (a)	(1.404)	-	NA	-	NA
Total Recurring Selling Expenses	**(39.559)**	**(36.139)**	**9,5%**	**(31.682)**	**24,9%**

(a) One-time expenses related to legal publicity regarding the IPO.

Our selling recurring expenses increased by 9.5% as compared to 2Q11 (up by 24.9% over to 3Q10). The growth in selling expenses, in line with sales and portfolio growth, results primarily from expenses incurred in connection with institutional marketing campaigns, expenses on direct advertising material or television media, sales campaigns, sponsorships and commissions from third party brokers where we have variable compensation agreements (third party insurance brokers).

4.3 – Bad Debts

Bad Debt (Uncollectible Receivables)	3Q11	2Q11	Inc (Dec) 3Q11/2Q11	3Q10	Inc (Dec) 3Q11/3Q10
Bad Debt (Uncollectible Receivables)	(5.924)	(6.677)	-11,3%	(4.958)	19,5%
TOTAL	**(5.924)**	**(6.677)**	**-11,3%**	**(4.958)**	**19,5%**

Our bad debt expense was reduced by 11.3% in 3Q11 as compared to 2Q11 (up by 19.5% over 3Q10), mainly due to the reversion of adjustments made in 1Q11, given the improvements made in our process for controlling defaulting clients.

4.4 – Other Operating Income (Expenses)

Other Operating Income (Expenses)	3Q11	2Q11	Inc (Dec) 3Q11/2Q11	3Q10	Inc (Dec) 3Q11/3Q10
Expenses related to provision for risks	489	(1.309)	137,4%	(743)	165,8%
Other income	114	352	-67,6%	193	-40,9%
TOTAL	**603**	**(957)**	**-163,0%**	**(550)**	**-209,6%**

Our other income was higher by R$1.6 million when compared to 2Q11 (R$1.2 million higher when compared to 3Q10) mainly due to the reversion of our contingency provisions.

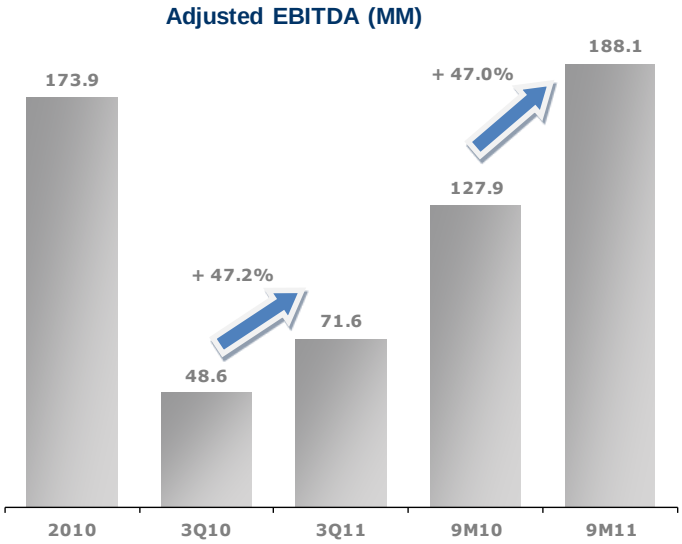
4.5 – Financial Income (Expenses)

Financial Income (Expenses)	3Q11	2Q11	Inc (Dec) 3Q11/2Q11	3Q10	Inc (Dec) 3Q11/3Q10
Financial income					
Income from short-term investments	11.426	4.881	134,1%	2.397	376,7%
Interest and fine on late payment of health plans	5.353	4.665	14,7%	3.234	65,5%
Discounts obtained	1	-	NA	0%	NA
Other income	134	558	-76,0%	1.088	NA
Total	**16.914**	**10.104**	**67,4%**	**6.719**	**151,7%**
Financial expenses					
Tax on financial transactions (IOF)	(523)	(223)	134,5%	(473)	10,6%
Tax on banking transactions	(38)	(32)	18,8%	(343)	-88,9%
Debentures Interest	(14.676)	(14.034)	4,6%	(12.337)	19,0%
Banking expenses	(59)	(340)	-82,6%	(524)	-88,7%
Registry office costs	(30)	(22)	36,4%	(30)	0,0%
Discounts granted	(293)	(313)	-6,4%	(10)	NA
Other financial expenses	-	(161)	NA	-	NA
Discounts granted	(1.202)	-	NA	-	NA
Monetary update from intangible acquisitions	(3.048)	-	NA	-	NA
Total	**(19.869)**	**(15.125)**	**31,4%**	**(13.717)**	**44,8%**
TOTAL	**(2.955)**	**(5.021)**	**-41,1%**	**(6.998)**	**-57,8%**

Financial income resulted from two main sources: interest on financial investments and interest and penalties on late payment of premiums from beneficiaries. Financial expenses refer primarily to the debentures held with Bradesco bank.

5 – Generation of Operating Cash (EBITDA and Adjusted EBITDA/ EBITDA Margin and Adjusted EBITDA Margin)[6,7,8]

EBITDA and Adjusted EBITDA	3Q11	2Q11	Inc (Dec) 3Q11/2Q11	3Q10	Inc (Dec) 3Q11/3Q10
Net Income	12.193	(48.986)	NA	(976)	NA
(+) Taxes	9.835	6.027	63,2%	9.259	6,2%
(+) Depreciation and Amortization	34.927	30.264	15,4%	19.963	75,0%
(+) Financial Expense	19.869	15.125	31,4%	13.719	44,8%
(-) Financial Income	16.914	10.104	67,4%	6.719	151,7%
EBITDA	**59.910**	**(7.674)**	**NA**	**35.246**	**70,0%**
EBITDA Margin	**33,2%**	**-4,8%**		**27,9%**	
One-time extraordinary bonus	-	46.212	NA	-	NA
Expenses incurred in preparation for IPO	2.429	7.394	NA	480	NA
Non-cash Stock Option Plan Expense	5.066	6.439	NA	7.966	NA
Interest and fine on late payment of health plans	5.353	4.664	NA	3.234	NA
Other	(1.188)	5.689	NA	1.709	NA
Adjusted EBITDA	**71.570**	**62.724**	**14,1%**	**48.635**	**47,2%**
Adjusted EBITDA Margin	**39,6%**	**39,3%**		**38,5%**	



Adjusted EBITDA increased 14.1% as compared to 2Q11 and 47.2% as compared to 3Q10.

[6] EBITDA and Adjusted EBITDA are presented because management believes that they are significant indicators of financial performance. EBITDA and the Adjusted EBITDA are not indicators of financial performance according to IFRS, they do not show cash flow for the period indicated and shall not be considered as an alternative to net profit, operational performance, operating cash flow, or as a liquidity indicator.

[7] EBITDA and Adjusted EBITDA consist of net income before income tax and social contribution, financial income, financial expense, and depreciation and amortization. "Other adjustments" include items such as spending on acquisitions and associations; costs of corporate restructuring and operational provisions for stock option plan; interest and penalties on late fees; and other non-cash adjustments.

[8] Figures related to 3Q10 have been extracted from unaudited financial information of pro forma Qualicorp S.A. financial statements. For further details refer to section 3.9 of our Final Prospectus and Appendix IV included on this earnings release.

6 - Cash Earnings

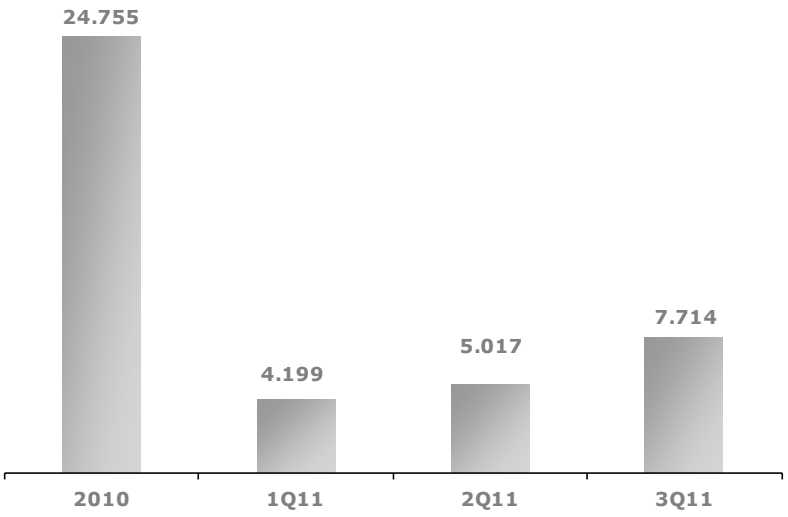
Cash Earnings	3Q11	2Q11	Inc (Dec) 3Q11/2Q11	3Q10	Inc (Dec) 3Q11/3Q10
Net Income	12.193	(48.986)	NA	(973)	NA
Total one-time expense (a)	7.425	65.921	NA	9.827	-24,4%
Amortization Clients Relationship	14.189	14.189	NA	14.189	NA
Tax Effect Goodwill Amortization	16.587	16.587	NA	966	NA
Portfolio Acquisition Amortization	9.036	6.291	43,6%	3.141	187,7%
TOTAL	**59.430**	**54.002**	**10,1%**	**27.150**	**118,9%**

(a) The main difference in the one-time expenses adjusted to the cash earnings versus 2Q11 relates to the payment of a bonus to our strategic director in 2Q11.

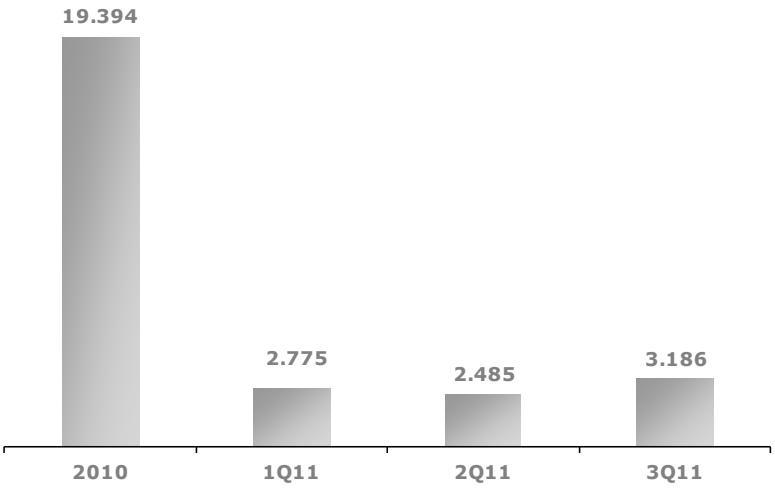
Our Cash Earnings consider the adjustments resulting from extraordinary expenses, as described above, as well as the adjustment of amortization of certain intangible assets related to the implementation of IFRS on the business combination transaction and the amortization of deferred assets related the acquisition of portfolios.

7 - Capital Expenditures (CAPEX) [9]

CAPEX (MM)



CAPEX in IT (MM)



[9] Total CAPEX does not include expenses related to portfolio acquisitions and/or exclusivity contracts.

8 – Debt

Debt	3Q11	2010	Inc (Dec) 3Q11/2010
Current	**63.385**	**56.719**	**11,8%**
in R$	63.385	56.719	11,8%
Long Term	**295.159**	**354.074**	**-16,6%**
in R$	295.159	354.074	-16,6%
TOTAL (C + LP)	**358.544**	**410.793**	**-12,7%**
Cash and cash equivalents in R$	319.123	145.615	119,2%
TOTAL NET DEBT	**39.421**	**265.178**	**-85,1%**

Forward-looking statements

This release may contain forward-looking statements concerning the business outlook, estimates of operating and financial results and growth prospects of Qualicorp S.A. These statements are based exclusively on the expectations of the management of Qualicorp S.A. regarding the prospects of the business and its continued ability to access capital markets to finance its business plan. These forward-looking statements are highly sensitive to changes in the capital markets, government regulations, competitive pressures, the performance of the industry and the Brazilian economy and other factors, as well as to the risk factors highlighted in documents previously filed by Qualicorp S.A., and therefore are subject to change without prior notice.

Appendix I – Income Statement[10]

INCOME STATMENT	3Q11	2Q11	Inc (Dec) 3Q11/2Q11	3Q10	Inc (Dec) 3Q11/3Q10
NET OPERATING REVENUE	**180.556**	**159.761**	**13,0%**	**126.458**	**42,8%**
Cost of Services	(49.599)	(43.332)	14,5%	(32.658)	51,9%
GROSS PROFIT	**130.957**	**116.429**	**12,5%**	**93.800**	**39,6%**
Operanting Income (expenses)	**(105.923)**	**(154.367)**	**-31,4%**	**(78.517)**	**34,9%**
Administrative expenses	(59.639)	(110.594)	-46,1%	(41.327)	44,3%
Selling expenses	(40.963)	(36.139)	13,3%	(31.682)	29,3%
Losses on uncollectible receivables	(5.924)	(6.677)	-11,3%	(4.958)	19,5%
Other operating income (expenses), net	603	(957)	-163,0%	(550)	-209,6%
INCOME FROM OPERATIONS BEFORE FINANCIAL INCOME (EXPENSES)	**25.034**	**(37.938)**	**-166,0%**	**15.283**	**63,8%**
Financial income	16.914	10.104	67,4%	6.719	151,7%
Financial expenses	(19.869)	(15.125)	31,4%	(13.719)	44,8%
INCOME BEFORE INCOME TAX SOCIAL CONTRIBUTION	**22.079**	**(42.959)**	**-151,4%**	**8.283**	**166,6%**
INCOME TAX AND SOCIAL CONTRIBUTION	**(9.835)**	**(6.027)**	**63,2%**	**(9.259)**	**6,2%**
Current	(122)	502	-124,3%	-	NA
Deferred	(9.713)	(6.529)	48,8%	(9.259)	4,9%
Minority Shareholders	**(51)**	**-**	**NA**	**-**	**NA**
NET (LOSS) INCOME FOR PERIOD	**12.193**	**(48.986)**	**NA**	**(976)**	**NA**

[10] The net profit acumulated in the 9M11 was (17.078), as it is presented in the cash flow.

Appendix II – Balance Sheet

ASSETS	3Q11	2010	Inc (Dec) 3Q11/2010
CURRENT ASSETS			
Cash and cash equivalents	308.197	139.094	121,6%
Short-term investments	10.926	6.521	67,6%
Trade receivables	43.447	16.085	170,1%
Other assets	27.818	15.691	77,3%
Other financial assets	24.936	12.388	101,3%
Other non-financial assets	2.882	3.303	-12,7%
Total current assets	**390.388**	**177.391**	**120,1%**
NONCURRENT ASSETS			
Long-term assets			
Trade receivables	1.031	421	144,9%
Deferred income tax and social contribution	285.918	17.200	NA
Other assets	2.900	4.315	-32,8%
Other financial assets	2.900	4.315	-32,8%
Total long-term assets	**289.849**	**21.936**	**NA**
Investments	66	66	0,0%
Property, plant and equipment	17.725	9.400	88,6%
Intangible assets			
Goodwill	1.030.267	1.298.601	-20,7%
Others intangible assets	1.032.780	945.737	9,2%
Total noncurrent assets	**2.370.687**	**2.275.740**	**4,2%**
TOTAL ASSETS	**2.761.075**	**2.453.131**	**12,6%**

LIABILITIES & SHAREHOLDERS EQUITY	3Q11	2010	Inc (Dec) 3Q11/2010
CURRENT LIABILITIES			
Debentures	63.385	56.719	11,8%
Taxes payable	12.984	9.561	35,8%
Premiums to be transferred	31.759	8.764	262,4%
Financial transfers payable	6.321	4.384	44,2%
Payroll and related taxes	24.673	17.876	38,0%
Transferable prepayments	32.090	28.268	13,5%
Related parties	377	1.221	-69,1%
Other payables	35.956	26.909	33,6%
Total current liabilities	**207.545**	**153.702**	**35,0%**
NONCURRENT LIABILITIES			
Debentures	295.159	354.074	-16,6%
Income tax and social contribution	5.964	0	NA
Deferred income tax and social contribution	275.715	288.446	-4,4%
Provision for risks	49.753	44.537	11,7%
Deferred income	390	526	-25,9%
Others	59	0	NA
Total noncurrent liabilities	**627.040**	**687.583**	**-8,8%**
EQUITY			
Capital	1.805.174	1.466.630	23,1%
Capital reserves	35.762	17.192	108,0%
Earnings reserves	145.044	145.044	0,0%
Non-Controlling stake in controlling equity	69	0	NA
Accumulated losses	(59.559)	(17.020)	249,9%
Total equity	**1.926.490**	**1.611.846**	**19,5%**
TOTAL LIABILITIES AND EQUITY	**2.761.075**	**2.453.131**	**12,6%**

Appendix III – Cash Flow

STATEMENTS OF CASH FLOWS	9M11
CASH FLOW FROM OPERATING ACTIVITIES	
Profit (losses) before income tax and social contribution	(17.350)
Adjusts	**155.887**
Depreciation and Amortization	94.223
Result from selling Imobilized Assets and others	40
Stock Option Program	18.570
Financial Expenses	43.551
Provision for Risks	2.092
Other	(2.589)
Adjusted profit (loss)	**138.537**
Origin Cash provided by operating activities	**5.300**
Cash provided by operating activities	**143.837**
Interest paid on taxes and trade payables	(97)
Income tax and social contribution paid	(20.832)
Net cash provided by operating activities	**122.908**
CASH FLOW FROM INVESTING ACTIVITIES	
Increase in short-term investments	(4.405)
Investments in intangible assets	(156.661)
Purchase of property, plant and equipment	(11.332)
Amount paid in acquisition (Medlink), less cash acquired	(435)
Non-Controlling participation	69
Amount paid in acquisition (Praxis), less cash acquired	(23.920)
Net cash used in investing activities	**(196.684)**
CASH FLOW FROM FINANCING ACTIVITIES	
Payment of debentures	(95.665)
Capital increase	338.544
Cash provided by (used in) financing activities	**242.879**
INCREASE IN CASH AND CASH EQUIVALENTS, NET	**169.103**
Cash and cash equivalents at beginning of period	**139.094**
Cash and cash equivalents at end of period	**308.197**

Appendix IV – Income Statement 2010 "Pro Forma"

				Qualicorp Buyout[3]				
	Qualicorp S.A[1] at 30/06/2010	Pro forma Adjustment[2]	Total Pro Forma Qualicorp Part.[2] 30/06/2010	Qualicorp Part. 31/07/2010	Qualicorp Part. 31/08/2010	Qualicorp Part. 30/09/2010	Pro forma Adjustment[4]	Total Pro Forma Qualicorp Part. 30/09/2010
NET OPERATING REVENUE	111.050	-	111.050	41.314	42.583	42.561	-	126.458
Cost of Services	(27.498)	-	(27.498)	(10.920)	(10.869)	(10.869)	-	(32.658)
Income (expenses) operation								
Administrative expenses	(21.312)	(19.625)	(40.937)	(6.180)	(14.288)	(7.776)	(13.083)	(41.327)
Selling expenses	(24.866)	-	(24.866)	(9.189)	(11.554)	(10.939)	-	(31.682)
Losses on uncollectible receivables	(3.779)	-	(3.779)	(1.751)	(1.694)	(1.513)	-	(4.958)
Other net operating (expenses) revenues	(1.383)	-	(1.383)	(299)	(387)	136	-	(550)
INCOME FROM OPERATIONS BEFORE FINANCIAL INCOME (EXPENSES)	32.212	(19.625)	12.587	12.975	3.791	11.600	(13.083)	15.283
Financial income	4.250	-	4.250	1.731	2.704	2.284	-	6.719
Financial expenses	(1.086)	(10.723)	(11.809)	(546)	(1.205)	(4.819)	(7.149)	(13.719)
INCOME BEFORE INCOME TAX SOCIAL CONTRIBUTION	35.376	(30.348)	5.028	14.160	5.290	9.065	(20.232)	8.283
INCOME TAX AND SOCIAL CONTRIBUTION	(14.356)	10.318	(4.038)	(6.205)	(2.571)	(7.362)	6.879	(9.259)
Current	(14.457)	-	(14.457)				-	-
Deferred	101	10.318	10.419	(6.205)	(2.571)	(7.362)	6.879	(9.259)
NET INCOME FOR THE YEAR	**21.020**	**(20.030)**	**991**	**7.955**	**2.719**	**1.703**	**(13.353)**	**(976)**

[1] It refers to Qualicorp's results from April 1st 2010 to June 30, 2010

[2] It refers to pro forma adjustments. See Note 1on page 1 of this Release.

[3] It refers to Qualicorp's results from July 1st, 2010 to September, 30th 2010.

[4] It refers to pro forma adjustments for July, August and September 2010

KEY EVENTS 3Q11 AND SUBSEQUENTS

Acquisition of Praxisolutions Consultoria de Negócios e Corretora de Seguros Ltda.:

On July 26th 2011, the Company, through its direct subsidiary Qualicorp Corretora de Seguros S.A., signed a "Stock Purchase and Other Agreements" to acquire 80% capital share of PraxiSolutions Consultoria de Negócios e Corretora de Seguros Ltda. ("Praxis") for R$ 24 million.

The acquisition of Praxis is aligned with the Company's strategy of investing in new business opportunities, providing new products and services to our customers base. Praxis is a broker specialized in development and distribution of mass insurance products such as life insurance, capitalization, home insurance and financial protection, extended warranty and guarantee of basic income.

Acquisition of Divicom portfolio:

On April 8th 2011, the Company, through its subsidiaries, signed a contract of assignment and transfer of rights and obligations, brokerage and other agreements with Divicom Administradora de Benefícios Ltda. ("Divicom") to acquire an affinity portfolio of approximately 60,000 lives (as of the signing date), which accounts for an estimated monthly net revenue of approximately R$ 1.2 million.

The total transaction value of approximately R$ 20 million is subject to adjustments at the end of the first year of contract to reflect changes in the total number of lives successfully migrated to Qualicorp (70% of the price was paid in cash, while 30% will be paid by the end of 12 months). The migration was concluded by the company on October, 2011, with approximately 59 thousand lives migrated.

Additionally, there is an earn-out structure provided in the contract in which Divicom has the right to receive up to R$ 5 MM over the next 24 months (R$ 2.5 MM after 12 months and R$ 2.5 MM 24 months after completing the migration). These payments are conditioned to an annual goal of 36,000 new lives

sold (gross) in each year. These payments will be adjusted proportionally depending on the actual performance; however, payments cannot exceed R$ 2.5 MM per year.

Acquisition of the portfolio of Sociedades Newport Consultoria e Corretora de Seguros Ltda. ("Newport") and NWP Assessoria em Negócios Comerciais e Corretagem de Seguros Ltda. ("NWP"):

On October 17th 2011, the Company, through its direct subsidiary Qualicorp Corretora de Seguros S.A. signed a "Contract of Assignment and Transfer of Rights and Other Agreements" for the acquisition of 75% of Newport and NWP's portfolio.

Newport and NWP are broker service providers specialized in individual and corporate collective healthcare insurance (medical and dental care), life insurance, car and home insurance and pension fund. Between July 2010 and August 2011 Newport and NWP generated gross revenue of approximately R$ 6.5 million. As of the date of acquisition, Newport and NWP managed approximately 83,000 lives among health plans (approximately 41,000), dental plans (approximately 33,000) and life insurance (approximately 9,000).

Newport and NWP will continue work in their commercial functions in partnership with Qualicorp and will have a co-brokerage of 25% of current portfolio transferred to Qualicorp as well as new customers added to Qualicorp's portfolio as a direct result of commercial efforts from Newport and NWP.

Qualicorp will pay in 12 equal consecutive installments (with no inflation adjustment) for the acquisition of 75% of Newport and NWP and will begin payments after the assignment is effective. After 12 months of finalizing the transfer of the portfolio, Qualicorp will have the right to exercise an option of purchase for the remaining 25% of the portfolio.