

Gol Intelligent Airlines Inc.
Form 6-K
March 10, 2006

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

FORM 6-K

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

For the month of March, 2006

(Commission File No. 001-32221) ,

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

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

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

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

Form 20-F Form 40-F

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

Yes No

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

***Pro Forma Consolidated
Financial Statements***

GOL Linhas Aéreas Inteligentes S.A.

***Years ended at December 31, 2005 and 2004,
with Report of Independent Registered Public
Accounting Firm***

GOL LINHAS AÉREAS INTELIGENTES S.A.

PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2005 and 2004

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders
Gol Linhas Aéreas Inteligentes S.A.

We have audited the pro forma consolidated balance sheets of GOL Linhas Aéreas Inteligentes S.A. and its subsidiaries, drawn up on December 31, 2005 and 2004, and related pro forma consolidated statements of income, statements of shareholders' equity and statements of changes in financial position, corresponding to the year ended on those dates, prepared under the responsibility of its Management. Our responsibility is to express an opinion on these pro forma consolidated financial statements. The pro forma consolidated financial statements assume that GOL Linhas Aéreas Inteligentes S.A. was incorporated on January 1, 2004.

We conducted our audits in accordance with the auditing rules applicable in Brazil and comprised: (a) planning our audits taking into consideration the significance of balances, the volume of transactions and the accounting and internal control systems of the Company, (b) examining, on a test basis, evidence and records supporting the amounts and disclosures in the financial statements, and (c) assessing the accounting principles used and significant estimates adopted by the Companies' Management, as well as evaluating the overall financial statement presentation.

In our opinion, the aforementioned financial statements fairly represent, in all material aspects, the pro forma consolidated equity and financial position of GOL Linhas Aéreas Inteligentes S.A. and its subsidiaries on December 31, 2005 and 2004, the related pro forma consolidated results of operations, the pro forma shareholders' equity, and pro forma consolidated changes in financial position referring to the year ended on those dates, pursuant to the accounting practices adopted in Brazil, assuming that GOL Linhas Aéreas Inteligentes S.A. was incorporated on January 1, 2001.

We conducted our audits with the purpose of issuing an opinion about the financial statements referred to in the first paragraph. The pro forma consolidated social balance sheet and the pro forma statements of cash flow and the value added of the parent company and pro forma consolidated prepared according to the accounting practices adopted in Brazil are being presented to provide additional information on the Company, although they are not required as part of the financial statements. These statements have been submitted to audit procedures described in the second paragraph and, in our opinion, are fairly presented in all material aspects concerning the financial statements taken as a whole.

In compliance to the description in Note 1 and by the resolution of the Brazilian Securities Commission - CVM, the Company reworded the financial statements ended on December 31, 2005, disclosed on March 08, 2005. The amendments made by CVM do not change our opinion from February 22, 2005, on such financial statements altogether.

São Paulo, February 10, 2006, except notes 2 and 16, which date is March 6, 2005

ERNST & YOUNG
Auditores Independentes S.S.
CRC-2SP015199/O-1

Maria Helena Pettersson
CRC-1SP119891/O-0

GOL LINHAS AÉREAS INTELIGENTES S.A.**PRO FORMA CONSOLIDATED BALANCE SHEETS**

December 31 2005 and 2004

(In thousands of reais)

| | Note | 2005 | 2004 |
|--|------|-----------|-----------------|
| | | | restated |
| ASSETS | | | |
| Current assets | | | |
| Cash and cash equivalents | 4 | 129,304 | 405,730 |
| Short-term investments | 4 | 739,731 | 443,361 |
| Accounts receivable | | 568,848 | 389,917 |
| Allowance for doubtful accounts | | (4,890) | (3,547) |
| Deferred taxes and carryforwards | 5 | 20,022 | 16,494 |
| Inventories | 6 | 40,683 | 21,038 |
| Prepaid expenses | | 39,907 | 35,669 |
| Other receivables | | 13,102 | 3,388 |
| Total current assets | | 1,546,707 | 1,312,050 |
| Non current assets | | | |
| Deposits for aircraft leasing contracts | | 29,618 | 33,559 |
| Deferred taxes and carryforwards | 5 | 62,121 | 36,549 |
| Prepaid expenses | | - | 5,321 |
| Investments | | 1,829 | 1,260 |
| Property, plant and equipment (include advances for aircraft and engine acquisition of R\$ 356,756 in 2005 and R\$ 43,447 in 2004) | 7 | 580,028 | 131,358 |
| Other | | 35,553 | 9,386 |
| Total permanent assets | | 709,149 | 217,433 |
| Total assets | | 2,255,856 | 1,529,483 |

| | Note | 2005 | 2004 restated |
|--|------|-----------|------------------|
| LIABILITIES | | | |
| Current liabilities | | | |
| Suppliers | | 73,924 | 36,436 |
| Payroll and related charges | | 39,947 | 23,860 |
| Taxes and contributions payable | 14 | 57,186 | 40,912 |
| Landing fees and duties payable | | 26,564 | 10,603 |
| Airtraffic liability | | 217,800 | 159,891 |
| Short-term borrowings | 8 | 54,016 | 118,349 |
| Dividends and interest on shareholder s equity | 11 d | 101,482 | 60,676 |
| Employee profit sharing | 16 | 31,691 | 27,181 |
| Other liabilities | | 50,916 | 39,906 |
| Total current liabilities | | 653,526 | 517,814 |
| Non current liabilities | | | |
| Provision for contingencies | 9 | 29,415 | 23,526 |
| Shareholders equity | | | |
| Capital stock | 11 a | 989,562 | 717,832 |
| Capital reserves | 11 b | 29,187 | 29,187 |
| Retained earnings | 11 c | 547,755 | 241,124 |
| Total comprehensive income, net of taxes | 17 a | 6,411 | - |
| Total shareholders equity | | 1,572,915 | 988,143 |
| Total liabilities | | 2,255,856 | 1,529,483 |

See accompanying notes to the pro forma consolidated financial statements.

GOL LINHAS AÉREAS INTELIGENTES S.A.**PRO FORMA CONSOLIDATED STATEMENTS OF INCOME**

Year ended on December 31, 2005 and 2004

(In thousands of reais, except per share profit)

| | Note | 2005 | 2004 |
|---|-------------|-------------|-----------------|
| | | | restated |
| Gross operating revenues | | | |
| Passenger | | 2,642,699 | 1,965,154 |
| Cargo | | 78,599 | 49,017 |
| Other | | 56,786 | 40,478 |
| | | 2,778,084 | 2,054,649 |
| Income taxes and contributions | | (108,994) | (93,763) |
| Net operating revenues | | 2,669,090 | 1,960,886 |
| Cost of services rendered | 12 | (1,745,565) | (1,164,829) |
| Gross profit | | 923,525 | 796,057 |
| Operating expenses (income) | | | |
| Commercial expenses | 12 | (335,722) | (268,068) |
| Administrative expenses | 12 | (77,341) | (56,954) |
| Interest expenses | 13 | (219,072) | (87,639) |
| Interest income | 13 | 185,730 | 71,216 |
| | | (446,405) | (341,445) |
| Income before income tax and social contribution | | 477,120 | 454,612 |
| Income tax and social contribution | 14 | (166,289) | (152,812) |
| Profit before reversal of interests on shareholder's equity | 13 | 310,831 | 301,800 |
| Reversal of interests on shareholder's equity | | 113,670 | - |
| Net income | | 424,501 | 301,800 |

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| | | | |
|--|------|-------------|-------------|
| Number of outstanding shares on the balance sheet date | 11 a | 195,972,633 | 187,543,243 |
| Earnings per share pro forma (R\$) | | 2.17 | 1.61 |

See accompanying notes to the pro forma consolidated financial statements.

GOL LINHAS AÉREAS INTELIGENTES S.A.**PRO FORMA STATEMENTS OF SHAREHOLDERS EQUITY**

Year ended on December 31, 2005 and 2004

(In thousands of reais)

| | Capital stock | | Capital reserves | | | Profit reserves | | Accumulated other comprehensive income | Retained earnings |
|---|---------------------------|---------------------------|-------------------------|--|----------------------|-----------------------------|---|---|--------------------------|
| | Subscribed capital | Unrealized capital | Tax incentives | Subsidiary s special goodwill reserve | Legal reserve | Reinvestment reserve | | | |
| Balance on December 31, 2003 | 135,700 | - | 691 | - | 5,579 | - | - | 79,507 | |
| Capital increase on March 29, 2004 | 85,777 | - | (691) | - | (5,579) | - | - | (79,507) | |
| Tax benefit contributed by shareholders | - | - | - | 29,187 | - | - | - | - | |
| Capital increase on June 24, 2004 by public issue of shares | 496,355 | - | - | - | - | - | - | - | |
| Proposed profit allocation: | | | | | | | | | |
| Legal reserve | - | - | - | - | 11,990 | - | - | (11,990) | |
| Dividends | - | - | - | - | - | - | - | (60,676) | |
| Reinvestment reserve | - | - | - | - | - | 229,134 | - | (229,134) | |
| Balance on December 31, 2004 | 717,832 | - | - | 29,187 | 11,990 | 229,134 | - | - | |
| Capital increase on April 27, 2005 | 193,890 | - | - | - | - | - | - | - | |
| | 77,440 | - | - | - | - | - | - | - | |

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| | | | | | | | | | |
|--|----------------|----------------|---|---------------|---------------|----------------|--------------|--------------|------------------|
| Capital increase on May 2, 2005 | | | | | | | | | |
| Capital increase on October 25, 2005 | 400 | - | - | - | - | - | - | - | - |
| Capital increase on December 21, 2005 | 1,739 | (1,739) | - | - | - | - | - | - | - |
| Total comprehensive income, net of taxes | - | - | - | - | - | - | - | 6,411 | - |
| Proposed profit allocation: | | | | | | | | | |
| Legal reserve | - | - | - | - | 21,225 | - | - | - | (21,225) |
| Dividends payable | - | - | - | - | - | - | - | - | (117,870) |
| Reinvestment reserve | - | - | - | - | - | 285,406 | - | - | (285,406) |
| Balance on December 31, 2005 | 991,301 | (1,739) | - | 29,187 | 33,215 | 514,540 | 6,411 | - | 1,543,850 |

See accompanying notes to the pro forma consolidated financial statements.

GOL LINHAS AÉREAS INTELIGENTES S.A.**PRO FORMA CONSOLIDATED STATEMENTS OF CHANGES IN FINANCIAL POSITION**

Year ended on December 31, 2005 and 2004

(In thousands of reais)

| | Note | 2005 | 2004 |
|--|-------------|-------------|-----------------|
| | | | restated |
| FINANCIAL RESOURCES | | | |
| Resources generated by (used on) operations | | | |
| Net income for the period | | 424,501 | 301,800 |
| From operations: | | | |
| Items that not affection working capital: | | | |
| Depreciation and amortization | 11 | 36,206 | 26,000 |
| Deferred taxes | | (23,287) | (12,898) |
| | | 437,420 | 314,902 |
| From shareholders: | | | |
| Tax benefit contributed by shareholders | | - | 29,187 |
| Capital increase | 10 a | 271,730 | 496,355 |
| | | 271,730 | 525,542 |
| From third parties: | | | |
| Decrease in non-current assets | | - | - |
| Increase in non-current liabilities | | 5,889 | 8,808 |
| Total comprehensive income, net of taxes | 16 a | 6,411 | - |
| Total resources | | 721,450 | 849,252 |
| USE OF RESOURCES | | | |
| On operations | | | |
| Proposed dividends and interests on shareholder s equity | 10 d | 117, 870 | 60,676 |
| Acquisition of property, plant and equipment, including deposits for aircraft acquisition of R\$ 356,756 | | 484,129 | 89,385 |
| Investments | | 569 | 630 |
| Increase in Deferred | | 7,865 | |
| Decrease in non-current liabilities | | - | - |
| Investments in non-current assets | | 12,072 | 38,347 |
| Total use of resources | | 622,505 | 189,038 |
| Increase in working capital | | 98,945 | 660,214 |
| Changes in working capital | | | |
| Current liabilities | | | |

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| | | |
|-----------------------------|-------------|-----------|
| At end of period | 1,546,707 | 1,312,050 |
| At beginning of period | (1,312,050) | (442,347) |
| | 234,657 | 869,703 |
| Current liabilities | | |
| At end of period | 653,526 | 517,814 |
| At beginning of period | (517,814) | (308,325) |
| | 135,712 | 209,489 |
| Increase in working capital | 98,945 | 660,214 |

See accompanying notes to the pro forma consolidated financial statements.

GOL LINHAS AÉREAS INTELIGENTES S.A.**NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2005 and 2004

(In thousands of reais)

1. Rewording of the financial statements as of December 31,2004

According to the Brazilian Securities Commission (CVM) deliberation, in compliance with the Official letter/CVM/SEP/GEA-I/ # 098/2006, from March 06, 2006, the financial statements ended on December 31, 2004 were reworded to reflect in the work of that fiscal year, the expenses with sources captation to acquire new aircrafts at R\$27,401, previously classified as prepaid expenses. The Company had adopted this procedure since it can clearly join source captation expenses to its future growth expansion project including the acquisition of build-up aircrafts. As this captation will produce future benefits represented by the financial revenues created by the cash during the build-up aircrafts ordered to the suppliers until the agreement payment date, the Company had registered such captation expenses in assets as prepaid expenses to be amortized as the benefits were paid. CVM assumed by the Brazilian standard, that such costs must be fully accounted as expenses in the fiscal year. The amendments effects were the decrease in total assets as well as in shareholders equity as of December 31, 2004, and the decrease in 2004 results which totaled R\$15,680. In addition to date, Note 9 was reworded, im compliance to CVM s decision, in order to expand the disclosure on contingencies which loss porssibilities were considered remote.

2. Business overview

Gol Linhas Aéreas Inteligentes S.A. (Company or GLAI) is a low-cost low-fare airline company headquartered in Brazil, which provides regular air transportation services among Brazilian main cities and also for cities in Argentina and Bolivia. The Company s strategy is to grow and increase profits of its businesses, by popularizing and stimulating demand for safe air transportation in South America both for business and leisure passengers, keeping its costs among the lowest ones of the world industry.

The Company s simplified, single class fleet is among the industry s newest and most modern ones, with low maintenance fuel and training costs and high utilization and efficiency levels.

Gol Linhas Aéreas Inteligentes S.A. was incorporated on March 12, 2004, having as shareholders Grupo Áurea companies: Aeropar Participações S.A and Comporte Participações S.A. Aeropar Participações S.A. and Comporte Participações S.A. are companies controlled by the Board of Directors members of Gol Linhas Aéreas Inteligentes S.A.

The subsidiary Gol Transportes Aéreos S.A. (GOL) started its operations on January 15, 2001 and, on December 31, 2005, operated a 42-aircraft fleet, comprised of 8 Boeing 737-800, 22 Boeing 737-700 and 12 Boeing 737-300. During 2005, the

Company inaugurated 9 new destinations, increasing served destinations to 45 (43 in Brazil, one in Argentina and one in Bolivia).

In January 2005, the Company obtained an authorization to operate regular flights from Brazil to Santa Cruz de la Sierra in Bolivia, which began during the fourth quarter, and from Brazil to Asunción in Paraguay and Montevideo in Uruguay, which started in January, 2006.

In April 2005, the Company concluded its second global public offering of preferred shares as detailed in note 10 a.

In December 2005, the Company entered into a joint venture with a group of Mexican entrepreneurs and investors to create a low-cost airline company in Mexico, in which the Company will hold 25% of the voting capital and 48% of the total capital. Steps are being taken to obtain necessary authorizations to operate according to Mexican regulations.

On December 13, 2005, the Company changed the ratio of its American Depositary Receipts (ADR) program from 1 American Depositary Share (ADS) corresponding to 2 preferred shares to 1 ADS corresponding to 1 preferred share.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
 December, 2005 and 2004
 (In thousands of reais)

2. Business Overview Continued

On December 31, 2005 and 2004, the Company's stock ownership structure is as follows:

| | 2005 | | | 2004 | | |
|-----------------------------|----------------|----------------|----------------|----------------|----------------|----------------|
| | Common | Preferred | Total | Common | Preferred | Total |
| Aeropar Participações S.A. | 100.00% | 36.40% | 71.92% | 100.00% | 40.32% | 75.15% |
| Comporte Participações S.A. | - | 3.87% | 1.71% | - | 4.30% | 1.78% |
| BSSF Air Holdings LLC | - | - | - | - | 13.06% | 5.43% |
| Public Market | - | 59.73% | 26.37% | - | 42.32% | 17.64% |
| | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% |

On December 31, 2005 and 2004, the Company has the following stock ownership:

Stock ownership

| | |
|-----------------------------------|------|
| Gol Transportes Aéreos S.A. (GOL) | 100% |
| Gol Finance LLP | 100% |

The wholly-owned subsidiary GOL, incorporated on August 1, 2000, has as main corporate purpose regular air transportation of passengers, cargo and express courier in the domestic and foreign territories, under the concession regime as authorized by the Brazilian Civil Aviation Department - DAC, of the Ministry of Aeronautics, by means of the Ordinance No. 1109/DGAC as of August 18, 2000.

The wholly-owned subsidiary Gol Finance LLP, headquartered in the United Kingdom, has as main corporate purpose facilitate transactions relating to aircraft acquisition.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS Continued
December 31, 2005 and 2004
(In thousands of reais)

3. Basis of Preparation and Presentation of the Financial Statements

The pro forma consolidated financial statements for the year ended on December 31, 2005 are not different from the Company's corporate financial statements and have been prepared to facilitate the comparison between the financial and equity conditions and pro forma consolidated operating results as of 2004, as GLAI was incorporated on January 1, 2001, and as it had already held a stake in GOL, mentioned above, since that date.

The Company has entered into an Agreement for the Adoption of Level 2 Differentiated Corporate Governance Practices with the São Paulo Stock Exchange BOVESPA, integrating indices of Shares with Differentiated Corporate Governance IGC, Shares with Differentiated Tag Along ITAG and Corporate Sustainability ISE, created to differ companies committed to adopting differentiated corporate governance practices. The Company's financial statements comprise the additional requirements of BOVESPA *Novo Mercado* (New Market).

Pursuant to the Compliance Agreement entered into with Bovespa, the Company would have a three-year term, as of June 24, 2004, to comply with the requirement that the shares issued by the Company, representing 25% of its total capital, would be outstanding shares. On December 31, 2005 this percentage was 26.37% .

The consolidated financial statements were prepared in compliance with the accounting practices adopted in Brazil, provisions in the Brazilian corporate law, in the Accounting Plan elaborated by the Civil Aviation Department DAC and in the supplementary rules of the Brazilian Securities and Exchange Commission CVM, consistently applied in relation to the financial statements for the year ended on December 31, 2004.

The pro forma financial statements are presented in compliance with the IBRACON NPC 27 pronouncement Accounting Statements Presentation and Disclosures. The following reclassifications were made in 2005 and 2004 due to the application of NPC 27:

- i. Financial investments in the amount of R\$ 739,731 (R\$ 443,361 in 2004) were separated into short-term investments.
- ii The net financial result was separated between expenses and financial revenues based on concepts set forth in NPC 27, as described in note 2 k.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS Continued
December 31, 2005 and 2004
(In thousands of reais)

3. Basis of Preparation and Presentation of the Financial Statements Continued

Additionally, the following reclassifications and groupings were made for adequacy and consistency with the current year:

- i. The Company reviewed the profit sharing concept and, considering that the profit sharing plan also includes other operating targets, total bonuses are classified as salary operating expenses in 2005 and 2004.
- ii. Commercial leases payable in the short term were included in other liabilities and provisions, and the items of long-term liabilities were grouped in accounts payable and provisions, in non-current liabilities, due to relevance of the amounts involved.
- iii. Investments in deferred assets were grouped in other non-current assets.

The financial statements include the following supplementary information that the Management considers material for the market:

Appendix I Statements of cash flow - prepared according to the indirect method, using accounting records, based on the guidelines of IBRACON Brazilian Institute of Independent Auditors.

Appendix II Statements of value added - prepared according to the Brazilian Accounting Rules, supplemented by orientation and recommendations of the Brazilian Securities and Exchange Commission CVM.

Appendix III Statement of Environmental and Social Information prepared according to the Brazilian Accounting Rules.

The main accounting practices and criteria adopted by the Company are described as follows:

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS Continued

December 31, 2005 and 2004

(In thousands of reais)

3. Basis of Preparation and Presentation of the Financial Statements -Continued

a) Recognition of revenues

Revenues are appropriated in compliance with the accrual basis method. Passenger transportation revenues are recognized after the effective provision of services. Reservations sold and corresponding air traffic liabilities are shown in current liabilities, having as utilization term the period of one year.

Cargo transportation revenues are recognized when the transport is executed. Other revenues are represented by charter services, flight reservation change rates and other services, which are recognized when services are provided.

b) Cash and cash equivalents, financial investments and short-term investments

Financial investments with maturity not over 90 days from the balance sheet date are shown by the investment amount, plus remunerations proportionally contracted and recognized up to the balance sheet date. Short-term investments refer to financial investments redeemable in a term over 90 days from the balance sheet date and are represented by securities acquired with the purpose of being frequently and actively traded, classified as securities for trading. Such investments are evaluated and accounted by the market value determined based on quotations or estimates, and realized and unrealized gains and losses are recognized in the result.

c) Provision for doubtful accounts

Provision for doubtful accounts is constituted in an amount sufficient to cover possible losses in the realization of accounts receivable.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
December 31, 2005 and 2004
(In thousands of reais)

3. Basis of Preparation and Presentation of the Financial Statements Continued

d) Inventories

Inventories are comprised of consumption material, parts and maintenance material. They include imports in progress and are presented at their acquisition cost, reduced to obsolescence provision, when applicable, not surpassing the market value.

e) Deposits for leasing contracts

All aircraft operated by the Company are leased in the operating leasing mode with no purchase option clause. As required by contracts, the Company makes lease contract deposits for leasing companies. These deposits are denominated in US dollars, do not earn interest and are repayable at the end of the contract.

f) Investments

The financial statements of the subsidiaries are prepared based on accounting practices in accordance with the Company's. The financial statements of Gol Finance LLP are converted into Brazilian Reais considering that its functional currency is the Real and that certain non-monetary items are maintained at the historical cost in foreign currency and are converted using the foreign exchange rate at the beginning of the transaction. The monetary items are converted based on the foreign exchange rate in force on the balance sheet date and the corresponding foreign exchange variations are recognized in equity in the earnings of subsidiary and associated companies.

g) Property, plant and equipment

Property, plant and equipment is recorded by acquisition cost, which includes financial charges incurred during the aircraft construction stage, minus respective accumulated depreciation, calculated by the straight-line method with the rates taking into consideration the estimated useful life of the assets. Betterments in third-party assets are depreciated based on rent contracts. Recovery of property, plant and equipment in the course of future operations is periodically evaluated.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
December 31, 2005 and 2004
(In thousands of reais)

3. Basis of Preparation and Presentation of the Financial Statements Continued

h) Deferred charges

Deferred charges are comprised of pre-operating expenses and expenses that will benefit deferred income and may be amortized in a period of 2 to 5 years.

i) Assets and liabilities in foreign currency or subject to indexation

They are restated based on foreign exchange rates and indices effective on the balance sheet date.

j) Leasings

Monthly contract liabilities resulting from aircraft leasing contracts without a purchase option clause are appropriated to the result by the time they are incurred.

k) Financial revenues (expenses)

Financial revenues represent accrued interest, foreign exchange variations of assets, financial investment gains and financial derivative instrument gains. Financial expenses include interest expenses on loan, foreign exchange variations of liabilities and losses with financial derivative instruments.

l) Income tax and social contribution

Provision for income tax is calculated at the 15% rate plus a 10% additional on the exceeding taxable income at R\$ 240 a year, and social contribution is constitutes at 9% rate on the taxable base.

Deferred income tax and social contribution arise from accumulated tax losses, social contribution negative base and from temporary additions to the taxable income.

The fiscal credit arising from goodwill incorporated by the Company is being amortized on a straight-line basis in 60 months.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
December 31, 2005 and 2004
(In thousands of reais)

3. Basis of Preparation and Presentation of the Financial Statements Continued

m) Provision for contingencies

Provision for contingencies is constituted based on the options of legal consultants by amounts sufficient to cover losses and risks considered probable.

The Company has adopted the concepts set forth in NPC No. 22 about Provisions, Liabilities, Contingencies for Liabilities and Assets in the constitution of provisions and disclosures about issues involving litigations and contingencies.

n) Use of estimates

The preparation of the financial statements in accordance with the accounting practices require that the Management makes estimates based on assumptions affecting the value of assets, liabilities, revenues and expenses and disclosures presented in the financial statements. The effective results may differ from these estimates.

o) Consolidation

The consolidation process of balance and result accounts adds up horizontally the balances of the accounts of assets, liabilities, revenues and expenses, according to their nature, supplemented by the elimination of the interests of the parent company in the capital, reserve and retained earnings of the subsidiaries. The exclusive funds recorded as short-term investments are consolidated.

p) Proposed profit allocation

The financial statements reflect the Board of Directors' proposal for the allocation of the net income for the year in the assumption of its approval by the Annual General Meeting.

q) Employee profit sharing

The provision for employee profit sharing is monthly constituted based on Management's estimates, considering the targets established for the year, and recorded as payroll expenses.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
December 31, 2005 and 2004
(In thousands of reais)

3. Basis of Preparation and Presentation of the Financial Statements Continued

r) Derivatives

In order to protect a part of the Company's exposure from variations of foreign exchange rates and from the increase in fuel prices, the Company uses oil and foreign exchange financial derivative instruments. Those instruments are mainly futures, options, collars and swaps.

As there is not a future market for aircraft fuel in Brazil, the Company uses international derivatives to manage its exposure to increases in fuel price. There is a high correlation between international oil prices and aircraft fuel in Brazil, making oil derivatives effective in the compensation of variations in aircraft fuel prices and serving as a short-term protection against strong increases in the average aircraft fuel price.

The Company measures the effectiveness of derivatives in relation to variations in the hedged assets prices. As most of the Company's fuel derivatives is not traded on stock exchanges, the Company estimates their fair values. The fair value of derivative instruments, depending on the type, is determined based on evaluation methods of present value and option appreciation models that use assumptions on the market price of commodities. Furthermore, as there is not a reliable futures market for aircraft fuel, Management estimates aircraft fuel future prices to measure the effectiveness of derivatives to offset variations in prices.

Aiming to record, demonstrate and disclose transactions with financial derivative instruments carried out by the Company and its subsidiaries, based on their formal risk management policies, the Company started, as of January 2005, to measure the effectiveness of financial derivative instruments used with the specific purpose of market risk coverage based on their fair values, and to recognize the non effective portion of realized results of the transactions with financial derivative instruments directly in the financial result for the year, as the effective portion of realized results is recognized by means of adjusting revenues and expenses related to the items, covered. Unrealized results, or the variation of the market fair value are recognized in the shareholders' equity.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
December 31, 2005 and 2004
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3. Basis of Preparation and Presentation of the Financial Statements Continued

r) Derivatives Continued

The accounting policy for effectiveness measurement of derivative instruments was defined based on the Company's risk management policy that considers effective instruments which offset between 80% and 120% of the change in the price of the item to which protection was contracted.

The market value of financial derivative instruments is calculated based on usual market practices, using closing amounts in the period and material underlying quotations, except for option contracts, whose values are determined by means of the adoption of a pricing methodology (*Black & Scholes*), and the variables and information related to volatility ratios are obtained by means of acknowledged market information providers.

s) Earnings per share

Earnings per share are calculated based on the number of outstanding shares on the balance sheet date.

t) Conciliation between information and the disclosures under USGAAP

Preferred shares of Gol Linhas Aéreas Inteligentes S.A. are traded as American Depositary Shares (ADS) on the NYSE in the United States of America and are subject to the rules of the US Securities and Exchange Commission (SEC). The Company prepares the consolidated financial statements according to generally accepted accounting principles in the United States of America (USGAAP). Aiming to fulfill the need for information in the markets in which it operates, the Company's practice is to simultaneously disclose its corporate financial statements and the USGAAP.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
 December 31, 2005 and 2004
 (In thousands of reais)

3. Basis of Preparation and Presentation of the Financial Statements Continuedt) Conciliation between information and the disclosures under USGAAP - Continued

The accounting practices adopted in Brazil differ from accounting principles generally accepted in the United States USGAAP applicable to the air transport segment, especially the allocation of maintenance expenses to income. On December 31, 2005, the net income for the period, in accordance with accounting practices adopted in Brazil (BRGAAP), was R\$ 88,729 lower (R\$ 82,910 on December 31, 2004) due to this difference and the respective tax effects in comparison with net income under USGAAP. At the same date, shareholder's equity presented in the Company's financial statements as per Brazilian Corporation Law was R\$ 249,416 lower due to, mainly, the accumulated difference in the allocation of maintenance expenses and respective tax effects, also as the result of the accrual in USGAAP financial statements of net proceeds received through issuing shares and accounting for stock options granted to executives and employees. There are also differences in the classification of assets, liabilities and income items. The Company discloses significant information on transactions in a consistent way in the corporate financial statements as per Brazilian Corporation Law and in accordance with USGAAP.

4. Cash and Cash Equivalents and short-term investments

| | 2005 | 2004 |
|----------------------------------|----------------|-----------------|
| | | restated |
| Cash and cash equivalents | | |
| Cash and banks | 25,964 | 105,743 |
| Financial Investments | | |
| Fixed income | 44,197 | 87,089 |
| Variable income | 619 | - |
| Government securities | 34,567 | 62,092 |
| Bank Deposits Certificates - CDB | 23,957 | 150,806 |
| | 129,304 | 405,730 |
| Short-term Investments | | |
| Government securities | 452,931 | 286,931 |
| Bank Deposits Certificates - CDB | 286,800 | 146,048 |
| Debentures | - | 10,382 |
| | 739,731 | 443,361 |

4 . Cash and cash equivalents and short-term investments - Continued

Financial investments in CDB (Bank Deposit Certificate) have an average remuneration, net of taxes, of nearly 1.47% a month, based on CDI (Interbank Deposit Certificate) variation, and may be redeemed at any time without loss of the recognized revenue. On December 31, 2005, investments in CDB in the amount of R\$ 9,600 were bond to loan guarantees with Banco do Brasil.

The Company and its subsidiary Gol Transportes Aéreos S.A. hold 100% of exclusive investment fund quotas, constituted as mutual fund with indefinite term and with tax neutrality, resulting in benefits to their quota holders. Investments in investment funds have a daily liquidity. The exclusive fund portfolio management is carried out by external managers who follow the investment policies established by the Company.

Based on the financial statements of the exclusive funds, prepared according to the rules of the Central Bank of Brasil BACEN, these investments are classified as securities for trading, appraised at market value, whose earnings are reflected in financial revenues.

Financial assets integrating fund portfolios are recorded, as applicable, in the Special System for Settlement and Custody SELIC, in the Brazilian Custody and Settlement Chamber CETIP or on the Brazilian Mercantile and Futures Exchange BM&F.

Investment funds take part in operations comprising financial derivative instruments recorded in equity or compensation accounts that aim to manage the Company's exposure to market risks and foreign exchange rates. Information concerning risk management policies and the positions of open financial derivative instruments are detailed in Note 16.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
 December 31, 2005 and 2004
 (In thousands of reais)

5. Deferred Taxes and Carryforwards, Short and Long-Term

| | 2005 | 2004 |
|---|-----------------|-----------------|
| | | restated |
| Carryforwards | | |
| PIS and Cofins credits | 520 | 3,250 |
| Prepayment of IRPJ and CSSL | 6,221 | 4,400 |
| Credit of IRRF on financial investments | 4,790 | 2,561 |
| Other | 2,605 | 446 |
| | 14,136 | 10,657 |
| Deferred taxes | | |
| Fiscal losses and negative bases of social contribution | 45,000 | 11,721 |
| Tax credits arising from incorporation | 19,458 | 25,296 |
| Temporary differences | 3,549 | 5,369 |
| | 68,007 | 42,386 |
| Short-term | (20,022) | (16,494) |
| Long-Term | 62,121 | 36,549 |

Tax credits resulting from accumulated debits and social contribution negative base were recorded on December 31, 2005, based on the expectation of the generation of future taxable profits. Management estimates, based on the Company's business plans approved by the Board of Directors, that the credits will be realized in a 3-year term as of 2006.

Gol Transportes Aéreos S.A. succeeded BSSF II Holdings Ltda. in the right to amortize, for fiscal purposes, the goodwill resulting from the retained earnings expectations whose amortization results in a tax benefit corresponding to 34% of the goodwill value which is in the financial statements as deferred income tax and social contribution in counterpart to the special goodwill reserve in the shareholder's equity in the amount of R\$ 29,187 which the Company is amortizing in a straight-line basis for the period of 60 months since May 2004. The goodwill amortized in the 2005 fiscal year was R\$ 17,168, (R\$ 11,446 in 2004), generating a tax benefit of R\$ 5,838 (R\$ 3,891 in 2004). Management understands that, based on the projection of taxable income, the remaining balance of deferred income tax and social contribution is totally realizable.

6. Inventories

| 2005 | 2004 |
|-------------|-------------|
|-------------|-------------|

| | | restated |
|--------------------------------|---------------|-----------------|
| Consumable material | 3,149 | 2,182 |
| Parts and maintenance material | 15,644 | 11,178 |
| Prepayment to suppliers | 14,976 | 6,179 |
| Other | 6,914 | 1,499 |
| | 40,683 | 21,038 |

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
 December 31, 2005 and 2004
 (In thousands of reais)

7. Property, Plant and Equipment

| | | | 2005 | | 2004 |
|---|------------------------------|-------------|-------------------------------------|------------------|------------------|
| | | | | | restated |
| | Depreciation rate | Cost | Accumulated depreciation | Net value | Net value |
| Flight equipment | | | | | |
| Spare engines | 20% | 53,401 | - | 53,401 | - |
| Replacement part kits | 20% | 169,568 | (64,445) | 105,123 | 63,717 |
| Aircraft and safety equipment | 20% | 801 | (166) | 635 | 1,025 |
| Tools | 10% | 1,954 | (254) | 1,700 | 653 |
| | | 225,724 | (64,865) | 160,859 | 65,395 |
| Property, plant and equipment in service | | | | | |
| Software licenses | 20% | 18,715 | (5,943) | 12,772 | 11,607 |
| Vehicles | 20% | 1,832 | (815) | 1,017 | 949 |
| Machinery and equipment | 10% | 3,962 | (524) | 3,438 | 1,594 |
| Furniture and fixtures | 10% | 4,511 | (940) | 3,571 | 2,970 |
| Computers and peripherals | 20% | 6,412 | (2,673) | 3,739 | 2,519 |
| Communication equipment | 10% | 1,078 | (201) | 877 | 530 |
| Facilities | 10% | 1,080 | (138) | 942 | 385 |
| Brand names and patents | - | 37 | - | 37 | 35 |
| Leasehold improvements | 4% | 25,928 | (3,409) | 22,519 | 508 |
| Work in progress | - | 13,492 | - | 13,492 | 1,419 |
| | | 77,047 | (14,643) | 62,404 | 22,516 |
| | | 302,771 | (79,508) | 223,263 | 87,911 |
| Deposits for aircraft acquisition | | | | | |
| | - | 356,765 | - | 356,765 | 43,447 |
| | | 659,536 | (79,508) | 580,028 | 131,358 |

The deposits for aircraft acquisition refer to prepayments made based on the agreements entered into with Boeing Company for the purchase of 65 Boeing 737-800 Next Generation (17 aircraft in 2004), as further explained in Note 14, and capitalized interest of R\$ 20,357 are included (R\$ 3,244 in 2004). On December 31, 2005, the balance includes a R\$ 35,632 million advance for the acquisition of two aircraft engines.

The work in progress is related mainly to the Aircraft Maintenance Center construction in Minas Gerais and works in new bases.

8. Loans and Financing

On December 31, 2005, the Company has 11 short-term credit lines with 6 financial institutions that allow loans up to R\$ 340,000. Two of those lines are guaranteed by promissory notes which allow loans up to R\$ 200,000. On December 31, 2005, there were loans of R\$ 54,016 using those instruments. One of those lines is guaranteed by accounts receivable of the credit cards providers in a R\$ 50,000 limit. On December 31, 2005 there were no contracted loans using that instrument.

GOL LINHAS AÉREAS INTELIGENTES S.A.**NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued**
December 31, 2005 and 2004
(In thousands of reais)**9. Provision for Contingencies**

The Company takes part in legal proceedings and civil and labor claims that arise in the ordinary course of business. Although the results of those proceedings cannot be forecasted, the final judgment of those actions will not have a relevant side effect in the Company's financial position, operating income and cash flow, according to management's opinion which is supported by its external legal advisors.

In order to demonstrate a better current estimate, the provisions constituted for probable losses are classified in non-current liabilities and are reviewed periodically based on the proceedings evolution and on the background of losses in favor of labor and civil claims.

The Company is judicially discussing several aspects regarding the assessment and calculation basis of PIS and COFINS on its operations. In 2005, the Company made judicial deposits in the amount of R\$ 23,723 and the related provisions regarding legal obligations totaled R\$ 18,794.

The Company is questioning in court the non-assessment of VAT (ICMS) in aircraft and engine imports under operating leasing in transactions made with lessors headquartered in foreign countries. The Company's Management understands that these transactions are mere leases in view of the contractual obligation to return the object of the contract, which will never integrate the Company's assets, neither now nor in the future. Given that there is no circulation of goods, the tax triggering event is not characterized.

On December 31, there were 29 judicial petitions in court and another 7 judicial petitions in lower court. Estimated aggregated value of the current lawsuits - based on the 4% rate applied to the price of the lease aircraft and engines and taking these assets' estimated useful life over the average period of the Company's commercial leases - totals R\$45,000 in 2005 (R\$34,000 in 2004), monetarily adjusted and excluding eventual default fees.

The Company, supported by case law and the opinion of its independent legal advisors, understands that it is unlikely for the Company to lose these court suits and the accounting practices adopted in the preparation of its financial statements, in line with international standards, do not require provisions for losses.

GOL LINHAS AÉREAS INTELIGENTES S.A.**NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued**
December 31, 2005 and 2004
(In thousands of reais)**10. Transactions with Related Parties**

The subsidiary GOL maintains operating agreements with associated companies for passenger and luggage transportation between airports and for the transportation of employees, executed under normal market conditions.

GOL is the tenant of the property located at Rua Tamoios, 246, in the city of São Paulo, State of São Paulo, owned by associated company whose agreement expires as of March 31, 2008 and has an annual price restatement clause based on the General Market Price Index (IGP-M).

The payable balances of the associated companies, in the amount of R\$ 97 (R\$ 69) are included in the suppliers balance jointly with third-party operations. The expenses value that affected the 2005 income is R\$ 2,300 (R\$ 1,401 in 2004).

11. Shareholders Equitya) Capital stock

i. On December 31, 2005, the capital stock is represented by 109,448,497 common shares and 86,524,136 preferred shares.

ii. The authorized capital stock on December 31, 2005 is R\$ 1,223,119. Within the authorized limit, the Company may, by means of the Board of Directors' resolution, increase the capital stock regardless of any amendment to the Bylaws, through issue of shares, without keeping any proportion between the different classes of shares. The Board of Directors shall determine the conditions for the issue, including the payment price and period. At the discretion of the Board of Directors, the preemptive right may be excluded, or the period for its exercise be reduced, in the issue of preferred shares, placement of which is made through sale on a stock exchange or by public subscription, or also through the exchange for shares, in a control acquisition public offering, as provided for by the law. Issue of beneficiary parties is prohibited under the terms of the Company's Bylaws.

iii. Preferred shares have no voting rights, except concerning the occurrence of specific facts allowed by the Brazilian legislation. These shares have as preference: priority in the reimbursement of capital, without premium and right to be included in the public offering arising from the sale of control, at the same price paid per share of the controlling block, assuring dividend at least equal to that of common shares.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE CONSOLIDATED PRO FORMA FINANCIAL STATEMENTS - Continued
December 31, 2005 and 2004
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11. Shareholders Equity Continued

a) Capital Stock Continued

iv. The average quote of the shares of Gol Linhas Aéreas Inteligentes S.A. on December 31, 2005, on the São Paulo Stock Exchange - BOVESPA, corresponded to R\$ 66.42 and US\$ 28.21 on the New York Stock Exchange NYSE. The equity value per share on December 31, 2005 is R\$ 8.03 (R\$ 5.27 on December 31, 2005).

v. Transactions in 2005

On May 2, 2005 the Company made a public subscription of 2,205,000 preferred shares, exercising the option for subscription and distribution of new shares according to the agreements entered into with financial institutions for placement of the new shares issued in the amount of R\$ 77,440.

vi. Transactions in 2004

The Extraordinary General Meeting held on March 29, 2004 approved a capital increase, subscribed by the shareholders and by BSSF Air Holdings LLC which was fully paid up by means of the granting to the company of shares of Gol Transportes Aéreos S.A. BSSF Air Holdings LLC is a corporation controlled by AIG Brazil Special Situations Fund, L.P. and AIG Brazil Special Situations Parallel Fund, C.V., which are funds managed by the AIG group.

At the Extraordinary General Meeting held on March 29, 2004 the shareholders approved the incorporation of BSSF II Holdings Ltda. by Gol Transportes Aéreos S.A.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
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11. Shareholders Equity Continued a) Capital Stock Continued

vi. Transactions in 2004 Continued

At the Extraordinary General Meeting held on May 25, 2004, the shareholders approved the splitting of common and preferred shares in the proportion of 2.8 (two wholes and eight tenths) shares of each type per each existing share. As a result, the total of shares increased from 60,283,301 on March 31, 2004 to 168,793,243 that, added to the offered shares, totaled 187,543,243 with the same rights and advantages attributed to them by the Company's Bylaws. The stock splitting was made without capital stock change and the new shares that were created due to the splitting were credited to the shareholders in the proportion of the recorded shares in the stock registry. In addition, the change in the common shares features was approved, which became convertible into preferred shares at any time, at the rate of 1 (one) common share to 1 (one) preferred share, once they were fully paid and in compliance with the legal limit.

On June 24, 2004 the Company concluded a global public offering on the São Paulo Stock Exchange BOVESPA and on the New York Stock Exchange NYSE with the main purpose of raising funds for investments regarding the new aircraft acquisition; 18,750,000 preferred shares at the price of R\$ 26.57 per share were placed, totaling R\$ 498,188, which resulted in the entry of R\$ 463,877 to the Company's cash.

GOL LINHAS AÉREAS INTELIGENTES S.A.NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
December 31, 2005 and 2004
(In thousands of reais)**11. Shareholder s Equity** Continuedb) Capital reservesi. Special goodwill reserve of subsidiary

The subsidiary Gol Transportes Aéreos S.A. constituted a special goodwill reserve in the amount of R\$ 29,187, corresponding to the value of the tax benefit that came from the goodwill amortization accounted by BSSF II Holdings Ltda. and absorbed by the incorporation of that company. The special goodwill reserve may be capitalized at the end of each fiscal year in favor of Gol Linhas Aéreas Inteligentes S.A., once the tax benefit has been realized by means of a effective decrease in the taxes paid by the subsidiary. The tax realization of this credit would benefit without distinction all the Company s shareholders on its realization dates. In the fiscal year ended on December 31, 2005 the tax benefit realized was R\$ 9,729 (R\$ 5,837 in 2005 and R\$ 3,891 in 2004).

ii. Goodwill in the granting of shares

The goodwill reserve was determined based on the granting of shares as a result of the net wealth surplus in relation to the value recorded as capital increase and indistinctively benefits all the shareholders.

c) Revenue reserves

i. Legal

It is constituted by means of the appropriation of 5% of the net income for the year, according to the article 193 of Law No. 6,404/76.

ii. Reinvestments

The remaining net profit portion of the 2005 fiscal year 2005 after the constitution of legal reserve reduced from dividends and interest on shareholder s equity, in the amount of R\$ 285,406 (R\$ 229,134 in 2004), was directed to reinvestment as estimated in the capital budget approved by the Board of Directors.

The reinvestment reserve aims to meet the investments estimated in the capital budget for the 2006 fiscal year and depends on the resolution at the Shareholders Annual Meeting to be held on April 7, 2006.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
 December 31, 2005 and 2004
 (In thousands of reais)

11. Shareholders Equity Continuedd) Dividends and Interest on Equity

In accordance with the Company's Bylaws, to the shareholders is guaranteed a mandatory minimum dividend of 25% of the net income for the period adjusted under the terms of the article 202 of the Corporation Law.

In accordance with Law No. 9,249, as of December 26, 1995 the Company decided, in 2005, for the payment of interest on shareholder's equity to the shareholders, calculated on the accounts of the shareholders' equity and limited to the pro rata die variation of the Long-Term Interest Rate TJLP, in the amount of R\$ 113.,670 (including the IRRF in the amount of R\$ 17,051).

The dividends proposal related to the fiscal year ended on December 31, 2005, which will be forwarded by Company's Management to the shareholders' approval at the Extraordinary General Meeting to be held on April 7, 2006, in the amount of R\$ 100,819, fulfills the rights guaranteed by the Bylaws.

The base income for determining the dividends and the proposed dividends were calculated as follows:

| | 2005 | 2004 |
|---|-------------|-----------------|
| | | restated |
| Net income for the year of the parent company | 424,501 | 229,789 |
| Legal reserve constitution | (21,225) | (11,990) |
| Base income for the determination of the minimum mandatory dividend | 403,276 | 227,799 |
| Mandatory minimum dividend, equivalent to 25 % of the base income | 100,819 | 56,950 |
| Proposed Dividends | 100,819 | 60,676 |
| Interest on equity, net of income tax | 96,620 | - |
| Supplementary dividends | 4,199 | - |
| Dividends per share | R\$ 0.51 | R\$ 0.32 |

The proposed dividends and interest on shareholder's equity will be paid in 7 businesses days after the approval of the financial statements by the Extraordinary General Meeting.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
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11. Shareholders Equity Continuedd) Dividends and Interest on Equity Continued

In 2004, the base profit for dividend setting comes from the equity in the earnings of the subsidiary GOL from March 1, 2004, the base date of the corporate restructuring put into effect by the verification of shares of the subsidiary Gol.

12. Cost of Services Rendered, Sales and Administrative Expenses

| | 2005 | | | | 2004 restated | | |
|------------------------------------|---------------------------------|-------------------|----------------------------|------------------|------------------|------------------|---------------|
| | Cost of services rendered | Sales Expenses | Administrative Expenses | Total | % | Total | % |
| Salaries, wages and benefits | 187,015 | - | 65,042 | 252,057 | 11.7 | 172,979 | 11.6 |
| Aircraft fuel | 808,268 | - | - | 808,268 | 37.4 | 468,192 | 31.4 |
| Aircraft leasing | 240,876 | - | - | 240,876 | 11.2 | 195,504 | 13.1 |
| Supplementary leasing | 126,053 | - | - | 126,053 | 5.8 | 103,202 | 6.9 |
| Aircraft insurance | 29,662 | - | - | 29,662 | 1.4 | 25,575 | 1.7 |
| Maintenance material and repair | 55,373 | - | - | 55,373 | 2.6 | 51,796 | 3.5 |
| Aircraft and traffic servicing | 89,630 | - | 1,969 | 91,599 | 4.2 | 74,825 | 5.0 |
| Sales and marketing | - | 335,722 | - | 335,722 | 15.6 | 261,756 | 17.6 |
| Landing fees | 92,404 | - | - | 92,404 | 4.3 | 57,393 | 3.9 |
| Depreciation | 35,058 | - | 401 | 35,459 | 1.6 | 21,242 | 1.4 |
| Amortization | - | - | 747 | 747 | 0.0 | 4,758 | 0.3 |
| Other operating expenses | 81,226 | - | 9,182 | 90,408 | 4.2 | 52,629 | 3.5 |
| | 1,745,565 | 335,722 | 77,341 | 2,158,628 | 100.0 | 1,489,851 | 100.00 |

Salaries, wages and benefits expenses include provision for 2005 employee profit sharing, in an estimated value of R\$ 30,535 (R\$ 27,181 in 2004).

In 2005, aircraft fuel expenses include R\$ 11,153 arising from results with derivatives represented by fuel hedge contract results expired in the year and measured as effective to hedge the expenses against fuel price fluctuations.

The management's compensation totaled R\$ 2,851 in 2005 (R\$ 2,261 in 2004).

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
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 (In thousands of reais)

13. Net Financial Income

| | 2005 | 2004 |
|---|-------------|-----------------|
| | | restated |
| Financial Expenses: | | |
| Interest on loans | (19,383) | (13,445) |
| Foreign exchange variations on liabilities | (29,985) | (14,359) |
| Losses in investment funds | - | (11,214) |
| Losses on financial instruments | (11,622) | (5,131) |
| CPMF tax | (10,208) | (5,987) |
| Monetary variations on liabilities | (5,873) | (1,464) |
| Interest expenses on equity | (113,670) | - |
| Other | (28,331) | (36,039) |
| | (219,072) | (87,639) |
| Financial income: | | |
| Interest and gains on financial investments | 5,319 | 50,804 |
| Foreign exchange variations on assets | 20,873 | 9,168 |
| Gains on financial instruments | 135,983 | 6,607 |
| Capitalized interests | 17,113 | 3,216 |
| Monetary variations on assets | 6,019 | 464 |
| Other | 423 | 957 |
| | 185,730 | 71,216 |
| Net financial income | (33,342) | 16,423 |

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
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14. Income Tax and Social Contribution

The reconciliation of income tax and social contribution expenses, tax expenses, calculated by applying combined statutory tax rates and the amounts presented in the result, is set forth below:

| Description | 2005 | 2004 restated |
|---|-----------------|------------------|
| Income before income tax and social contribution | 477,120 | 454,612 |
| Combined tax rate | 34.0% | 34.0% |
| Income tax and social contribution based on the combined tax rate | 162,220 | 154,568 |
| Permanent additions | | |
| Nondeductible expenses | 5,982 | 1,535 |
| Permanent exclusions | - | |
| Tax incentives | (1,913) | (3,291) |
| Income tax and social contribution debited to the result | 166,289 | 152,812 |
| Effective rate | 34.9% | 33.6% |
| Current income tax and social contribution | 189,576 | 165,710 |
| Deferred income tax and social contribution | (23,287) | (12,897) |
| | 166,289 | 152,812 |

15. Commitments

The Company leases its operating aircraft, airport terminals, other airport facilities, offices and other equipment. On December 31, 2005 the Company had operational lease agreements on 42 aircraft (27 in 2004), with expiration dates from 2006 to 2012.

The future payments of leases under the operating lease agreements are denominated in US dollars and have the following breakdown per year on December 31, 2005:

| | R\$ | | | US\$ (in thousands) | | |
|------|----------|---------|---------|---------------------|---------|---------|
| | Aircraft | Engines | Total | Aircrafts | Engines | Total |
| 2006 | 255,111 | 11,802 | 266,913 | 108,989 | 5,042 | 114,031 |

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| | | | | | | |
|------------|----------------|---------------|----------------|----------------|---------------|----------------|
| 2007 | 242,798 | 10,681 | 253,479 | 103,729 | 4,563 | 108,292 |
| 2008 | 172,568 | 8,941 | 181,509 | 73,725 | 3,820 | 77,545 |
| 2009 | 127,032 | 4,728 | 131,760 | 54,271 | 2,020 | 56,291 |
| 2010 | 38,769 | 2,252 | 41,021 | 16,563 | 962 | 17,525 |
| After 2010 | 27,976 | - | 27,976 | 11,952 | - | 11,952 |
| | 864,254 | 38,404 | 902,658 | 369,229 | 16,407 | 385,636 |

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
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15. Commitments Continued

During the 2005 fiscal year, the Company entered into new operating lease agreements for seven Boeing 737-300, four Boeing 737-700 and four 737-800 which are not subject to deposits for leasing contracts.

The Company has an agreement with Boeing to purchase 101 Boeing 737-800 Next Generation aircraft, 65 of which are firm orders and 36 purchase options. The firm order approximate value is R\$10,615 million (corresponding to approximately US\$ 4,535 million), based on the aircraft list price that includes estimates for contractual increases in prices and deposits during the aircraft construction stage as shown below:

| | Expected Delivery Firm Orders | R\$ | US\$ (in thousands) |
|------------|--|-------------------|--------------------------------|
| 2006 | 11 | 1,815,091 | 775,448 |
| 2007 | 13 | 2,012,209 | 859,661 |
| 2008 | 9 | 1,264,172 | 540,083 |
| 2009 | 10 | 1,638,900 | 700,175 |
| 2010 | 8 | 1,371,030 | 585,735 |
| After 2010 | 14 | 2,513,521 | 1,073,833 |
| | 65 | 10,614,923 | 4,534,935 |

The Company has made initial payments for aircraft acquisition using its own funds originated from the primary share offering and loan contracted through short-term credit lines and supplier financing.

The Company expects that aircraft purchase obligations will be financed up to 85% through long-term financing agreements guaranteed by the US Exim Bank.

16. Employees

The Company keeps a profit sharing plan and stock option plans.

The employee profit sharing plan is linked to the economic and financial results measured with basis on the Company's performance indicators that assume the achievement of the Company's, its business units' and individual performance goals. On December 31, 2005, the provision made based on Management's expectations and estimates is R\$ 30,535 (R\$ 27,181 in 2004).

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
 December 31, 2005 and 2004
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16. Employees - Continued

At an Extraordinary Shareholders Meeting held on May 25, 2004, the shareholders approved a stock option plan targeting senior executives, executive officers and other Company administrators. Still on May 25, 2004, the Board of Directors approved the issuance of 937,412 preferred stock options at the price of R\$ 3.04 per share, from which 50% became exercisable as of October 25, 2004, and the remaining 50%, quarterly on a pro rata basis until the second quarter of 2006. After becoming exercisable, the holder of each option may exercise it for a period of 24 months.

On January 19, 2005, the Compensation Committee, within the scope of its functions and in conformity with the Company's Stock Option Plan, approved the granting of 87,418 options for the purchase of the Company's preferred shares at the price of R\$ 33.06 per share.

The transactions are summarized below:

| | Stock options | Average pro-rated price for the period |
|---|--------------------------|---|
| Options granted in 2004 | 937,412 | 3.04 |
| Outstanding on December 31, 2004 | 937,412 | 3.04 |
| Granted | 87,418 | 33.06 |
| Exercised | (703,579) | 3.04 |
| Outstanding on December 31, 2005 | 321,251 | 11.21 |
| Quantity of shares to be exercised on December 31, 2004 | 507,765 | 3.04 |
| Quantity of shares to be exercised on December 31, 2005 | 158,352 | 6.50 |

On December 31, 2005 and December 31, 2004, the weighted average fair values on the granting date of the stock options were R\$ 21.46 and R\$ 19.95, respectively, and they were estimated based on the Black-Scholes stock option pricing model, assuming a 2% dividend payment, an expected volatility of approximately 39%, a risk free weighted average rate of 17% and a medium maturity of 3.9 years.

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NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
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16. Employees - Continued

The accounting practices adopted in Brazil do not require recognition of compensation expenses through the Company's stock options. If the Company had recorded in its results the compensation expenses by means of stock options, based on the intrinsic value on the date of the options granting, the income would have been R\$ 8,126 lower (R\$10,058 in 2004).

The exercise price gap and the remaining weighted average maturity of the outstanding options, as well as the exercise price gap for the options to be exercised on December 31, 2005 are summarized below:

| Price gap | Outstanding Options | | | Options to be Exercised | | |
|------------|-----------------------------------|-------------------------------------|------------------------|---------------------------------------|------------------------|--|
| | Outstanding options on 12/31/2005 | Remaining weighted average maturity | Weighted average price | Options to be exercised on 12/31/2005 | Weighted average price | |
| 3.04 | 233,833 | 2.00 | 3.04 | 140,092 | 3.04 | |
| 33.06 | 87,418 | 9.00 | 33.06 | 18,261 | 33.06 | |
| 3.04-33.06 | 321,251 | 3.90 | 11.21 | 158,353 | 6.50 | |

17. Financial derivative Instruments

The Company is exposed to several market risks arising from its operations. Such risks involve mainly the effects of changes in fuel price and foreign exchange rate risk, as its revenues are generated in reais and the Company has significant commitments in US dollars, credit risks and interest rate risks. The Company uses financial derivative instruments to minimize those risks. The Company maintains a formal risk management policy under the management of its executive officers, its Risk Policy Committee and its Board of Directors.

The management of those risks is performed through control policies, establishing limits, as well as other monitoring techniques, mainly mathematical models adopted for the continuous monitoring of exposures. The exclusive investment funds in which the Company and its Subsidiary Gol are quotaholders are used as means for the risk coverage contracting according to the Company's risk management policies.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
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16. Financial derivative Instruments Continueda) Fuel price risk and availability

Airline companies are exposed to aircraft fuel price change effects. Aircraft fuel consumption in 2005 and 2004 represented approximately 37.4% and 31.4%, respectively, of the Company's operating expenses. The Company periodically uses future contracts, swaps and oil options and its derivatives to manage those risks. Fuel hedges go towards fuel acquisition operating expenses. As the aircraft fuel is not traded on a commodities exchange, the liquidity and alternatives for contracting hedge operations of that item are limited. However, the Company has found effective commodities to hedge aircraft fuel costs, mainly crude oil. Historically, oil prices are highly related to aircraft fuel prices, which makes oil derivatives effective in compensating oil price fluctuations, in order to provide short-term protection against sudden fuel price increases. The future contracts are listed on NYMEX, swaps are contracted with first class international banks and the options can either be those listed on NYMEX or those traded with first class international banks.

The Company's derivatives contracts, on December 31, 2005, are summarized as follows (in thousand, except when indicated):

| | 2005 | 2004 |
|--|-----------|-----------|
| | | restated |
| On December 31: | | |
| Fair value of financial derivative instruments at year end | R\$ 8,464 | R\$ 5,131 |
| Average remaining term (months) | 8 | 1 |
| Hedged volume (barrels) | 1,431,000 | 120,000 |
| Year ended on December 31: | | |
| Hedge effectiveness gains recognized in aircraft fuel expense | R\$ 5,246 | N.A. |
| Hedge ineffectiveness gains recognized in other income (expense) | R\$ 397 | N.A. |
| Percentage of actual consumption hedged (during year) | 55% | 75% |

GOL LINHAS AÉREAS INTELIGENTES S.A.**NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued**
December 31, 2005 and 2004
(In thousands of reais)**16. Financial derivative Instruments Continued**a) Fuel price risk and availability Continued

The Company used financial derivatives for short and long terms and keeps its positions for future months. On December 31, 2005 the Company holds a combination of call options, collar structures and swaps to hedge approximately 30% of its aircraft fuel consumption in 2006 at average oil prices equivalent to US\$ 59.90 per barrel, approximately.

The Company classifies fuel hedge as cash flow hedge, and recognizes the changes of market fair value of effective hedges accounted in the shareholders' equity until the hedged fuel is consumed. On December 31, 2005, gains recorded in Accumulated other comprehensive income totaled R\$ 5.586, net of taxes. Ineffective hedges arise when the changes in the value of derivatives is not between 80% and 120% of the hedged fuel value variation. As periodic changes in the derivative fair value are ineffective, such ineffectiveness is recognized in the same period as the estimated fuel consumption occurs. The effective hedge results are recorded as fuel acquisition cost reduction or increase, and the hedge results that are not effective are recognized as financial revenue or expense. When the aircraft fuel is consumed and the related financial derivative instrument is settled, the gains or losses registered on shareholders' equity are recognized as aircraft fuel expenses. The fuel hedge effectiveness is estimated based on correlation statistical methods or by the proportion of fuel purchase expense variations that are offset by the fair market value variation of derivatives.

The fair market value of swaps is estimated by discounted cash flow methods, and the fair value of the options is estimated by the Black-Scholes model adapted to commodities options.

b) Exchange rate risk

On December 31, 2005 the main assets and liabilities denominated in foreign currency are related to aircraft leasing and acquisition operations.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
 December 31, 2005 and 2004
 (In thousands of reais)

16. Financial derivative Instruments Continuedb) Exchange rate risk Continued

The Company's foreign exchange exposure at December 31, 2005 is set forth below:

| | 2005 | 2004 |
|---|-------------------|-----------------|
| | | restated |
| Assets | | |
| Cash, cash equivalents and financial investments | (11,120) | (27,020) |
| Deposits for aircraft leasing contracts | (22,583) | (33,559) |
| Prepaid leasing expenses | (14,133) | (9,885) |
| Advances to suppliers | (48,793) | (5,984) |
| Total obligations in US dollar | (96,629) | (76,448) |
| Liabilities | | |
| Foreign suppliers | 15,628 | 10,818 |
| Operating leases payable | 13,127 | 14,044 |
| Insurance premium payable | 25,371 | 24,060 |
| Other | 1,249 | |
| | 55,375 | 48,922 |
| Foreign exchange exposure in R\$ | (41,254) | (27,526) |
| Total foreign exchange exposure in US\$ | (17,625) | (10,369) |
| Obligations not recorded in the balance sheet | | |
| Operating lease agreements | 902,658 | 759,304 |
| Obligations arising from firm orders for aircraft purchase | 10,614,923 | 2,997,000 |
| Total foreign exchange exposure in R\$ | 11,476,325 | 3,728,778 |
| Total foreign exchange exposure in US\$ | 4,902,946 | 1,404,754 |

The foreign exchange exposure concerning amounts payable resulting from operating leases, insurances, maintenance, and the exposure to fuel price variations caused by the foreign exchange rate are managed by hedge strategies with US dollar futures contracts and US dollar options listed on BM&F (Brazilian Mercantile and Futures Exchange). The expenses accounts that are the purpose of foreign exchange rate hedge are: fuel expenses, lease, maintenance, insurance and international IT services.

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17. Financial derivative Instruments Continuedb) Exchange rate risk Continued

Company's Management believes that the derivatives it uses are extremely correlated to the US dollar/real foreign exchange rate in order to provide short-term protection to foreign exchange rate changes. The Company classifies the US dollar hedge as cash flow hedge and recognizes the fair market value variations of highly effective hedges in the same period the estimated expenses which are the purpose of the hedge occur. The market value changes of the highly effective hedges are recorded in Financial Revenues or Expenses until the period the hedged item is recognized, then they are recognized as decrease or increase in incurred expenses. The market value changes of hedges that are not highly effective are recognized as financial revenue or expense. The US dollar hedge effectiveness is estimated by statistical correlation methods or by the proportion of expenses variation that are offset by the fair market value variation of the derivatives.

The fair market value of swaps is estimated by discounted cash flow methods; the fair value of options is estimated by the Black-Scholes method adapted to the currency options; and the futures fair value refers to the last owed or receivable adjustment already accounted and not settled yet.

The Company uses short-term financial derivative instruments. The following table summarizes the position of the foreign exchange derivative contracts (in thousands, except otherwise indicated):

| | 2005 | 2004 |
|--|--------------|------------|
| | | restated |
| On December 31: | | |
| Fair value of financial derivative instruments at year end | R\$ 1,249 | R\$ (451) |
| Longest remaining term (months) | 1 | 1 |
| Hedged volume | R\$ 135,129 | R\$ 56,775 |
| Period ended on December 31: | | |
| Hedge effectiveness gains recognized in operating expenses | R\$ (24,236) | N.A. |
| Hedge ineffectiveness gains recognized in other income (expense) | R\$ (10,921) | N.A. |
| Percentage of expenses hedged (during year) | 60% | 73% |

GOL LINHAS AÉREAS INTELIGENTES S.A.NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
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(In thousands of reais)**17. Financial derivative Instruments** Continuedb) Exchange rate risk Continued

The Company accounts its futures derivative instruments of foreign currencies as cash flow hedges. On December 31, 2005, gains in Accumulated other comprehensive income totaled R\$ 825, net of taxes.

c) Credit risk of financial derivative instruments

The financial derivative instruments used by the Company are conducted with top quality credit counterparts, AA+ or better rated international banks, according to Moody's and Fitch agencies or international futures exchange or the Brazilian Mercantile and Futures Exchange (BM&F). The Company believes that the risk of not receiving the owed amount by its counterparts in the derivatives operations is not material.

d) Interest rate risk

The Company's results are affected by changes in international interest rates in US dollar due to the impact of such changes in interest expenses of operating lease agreements. On December 31, 2005, there were no open hedge contracts for the international interest rate risk. During 2005, international interest rates hedge operations were not carried out.

The Company's results are affected by changes in the interest rates in Brazil, both those applicable to deposits and liabilities in real and those applicable to US dollar indexed securities, due to the impact of such changes on the market value of financial derivative instruments conducted in Brazil, on the market value of prefixed securities in real and on the remuneration of the cash balance and financial investments. The Company uses Interbank Deposit futures of the Brazilian Mercantile and Futures Exchange (BM&F) solely to protect itself from domestic interest rate impacts on the prefixed portion of its investments. On December 31, 2005, the nominal value of Interbank Deposit futures contracts with the Brazilian Mercantile and Futures Exchange (BM&F) totaled R\$ 238,381 with periods of up to 18 months, with a fair market value of R\$ (38), corresponding to the last owed or receivable adjustment, already received and not yet settled. The total variations in market value, payments and receivables related to the DI futures are recognized as increase or decrease in financial incomes in the same period they occur.

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
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18. Insurance Coverage

Management holds an insurance coverage in amounts that it deems necessary to cover possible accidents, due to the nature of its assets and the risks inherent to its activity, observing the limits established in lease agreements. On December 31, 2005 the insurance coverage, by nature, considering GOL's aircraft fleet and in relation to the maximum indemnifiable amounts, is the following:

| <u>Aeronautic Type</u> | R\$ | US\$ |
|---|------------|-------------|
| Warranty Hull | 2,715,992 | 1,160,333 |
| Civil Liability per occurrence/aircraft | 1,404,420 | 600,000 |
| Warranty Hull/War | 2,715,992 | 1,160,333 |
| Inventories | 327,355 | 139,854 |

By means of Law 10,605, as of December 18, 2002, the Brazilian government undertook to supplement any civil liability expenses against third parties caused by acts of war or terrorist attacks, occurred in Brazil or abroad, for which GOL may be demanded, for the amounts that exceed the insurance policy limit effective on September 10, 2001, limited to the equivalent in reais to one billion US dollar.

19. Quarterly Financial Information (Unaudited)

The quarterly results for the January 1 to December 31, 2005 period are summarized as follows:

| 2005 | First quarter | Second quarter | Third quarter | Fourth quarter |
|-------------------------------------|----------------------|-----------------------|----------------------|-----------------------|
| Net operating revenue | 589,159 | 562,168 | 696,658 | 821,105 |
| Operating income | 169,546 | 80,253 | 171,829 | 63,789 |
| Net income for the period | 111,255 | 51,520 | 114,438 | 152,142 |
| Pro forma earnings per share in R\$ | 0.59 | 0.26 | 0.59 | 0.78 |

| 2004 | First quarter | Second quarter | Third quarter | Fourth quarter |
|-------------------------------------|----------------------|-----------------------|----------------------|-----------------------|
| Net operating revenue | 433,092 | 385,526 | 517,233 | 625,035 |
| Operating income | 103,070 | 75,864 | 133,901 | 141,777 |
| Net income for the period | 67,942 | 49,135 | 86,417 | 98,305 |
| Pro forma earnings per share in R\$ | 0.36 | 0.26 | 0.46 | 0.52 |

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
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20. Parent Company Information

We present the condensed balance sheet on December 31, 2005 and 2004 and the condensed income statement of income on December 31, 2005 compared to the period from March 12 to December 31, 2004 of the Parent Company, derived from the Company's audited corporate financial statements published and filed with the Brazilian Securities and Exchange Commission - CVM:

CONDENSED BALANCE SHEET:

| | 2005 | 2004 |
|--|-------------|-----------------|
| | | restated |
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | 36,632 | 4,302 |
| Short-term investments | 210,408 | - |
| Deferred taxes and carryforwards | 11,037 | - |
| Prepaid expenses | 864 | - |
| Dividends receivable | 349,506 | 76,239 |
| Total current assets | 608,447 | 80,541 |
| Non current assets | | |
| Deferred taxes | 45,000 | 11,721 |
| Credit with associated companies | - | 390,788 |
| Investments | 1,038,677 | 566,216 |
| Deferred assets | 95 | - |
| Total non-current assets | 1,083,772 | 978,481 |
| Total assets | 1,692,219 | 1,049,266 |
| LIABILITIES | | |
| Current liabilities | | |
| Provision for income tax and social contribution | 17,051 | 52 |
| Dividends and interests on shareholder's equity | 101,482 | 60,676 |
| Other obligations | 771 | 395 |
| Total current liabilities | 119,304 | 61,123 |

| | | |
|--|------------------|-----------|
| Shareholder s equity | | |
| Capital stock | 991,204 | 719,474 |
| Capital reserve | 89,556 | 89,556 |
| Retained earnings | 485,744 | 179,113 |
| Total comprehensive income, net of taxes | 6,411 | - |
| Total shareholder s equity | 1,572,915 | 988,143 |
| | | |
| Total liabilities | 1,692,219 | 1,049,266 |

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
 December 31, 2005 and 2004
 (In thousands of reais)

20. Parent Company Information Continued**CONDENSED STATEMENT OF INCOME**

| | 2005 | 2004 |
|--|-----------------|-----------------|
| | | restated |
| Operating revenues (expenses) | | |
| Administrative expenses | (1,733) | - |
| Interest expenses | (127,661) | (31,223) |
| Interest revenues | 31,518 | 321 |
| | (97,876) | (30,902) |
| Income from equity investments | | |
| Equity accounting | 375,429 | 258,969 |
| Income before income tax and social contribution | 277,553 | 228,067 |
| Income tax and social contribution | 33,278 | 11,721 |
| Income before reversal of interest on shareholder s equity | 310,831 | 239,788 |
| Interest on shareholder s equity | 113,670 | - |
| Net income for the year | 424,501 | 239,788 |
| Earnings per share (R\$) | 2,17 | 1,36 |

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
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APPENDIX I PRO FORMA CONSOLIDATED CASH FLOW STATEMENTS

| | 2005 | 2004 |
|--|------------------|-----------------|
| | | restated |
| Net income for the period | 424,501 | 301,800 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 36,206 | 26,000 |
| Provision for doubtful accounts receivable | 1,343 | (213) |
| Deferred income taxes | (23,287) | (12,898) |
| Provision for contingencies | | |
| Tax incentives | (178,931) | (145,581) |
| Variations in operating assets and liabilities: | (19,645) | (5,802) |
| Receivables | | |
| | (41,358) | (60,079) |
| Inventories | 28,250 | (2,931) |
| Prepaid expenses, taxes recoverable and other receivables | 1,047 | (2,202) |
| Maintenance deposit | 57,909 | 36,498 |
| Suppliers | 22,092 | 29,427 |
| Deposits for leasing contracts | 1,311 | 24,060 |
| Airtraffic liability | 16,087 | 16,082 |
| Taxes payable | 11,281 | 1,781 |
| Insurance payable | 10,763 | 13,689 |
| Payroll and related charges | 347,569 | 219,631 |
| Provisions for contingencies | | |
| Dividends and interests on shareholder's equity | (296,370) | (443,361) |
| Other liabilities | (569) | (630) |
| Net cash generated (used) in operating activities | 3,941 | (5,298) |
| | (484,129) | (89,385) |
| Financial investments | (777,127) | (538,674) |
| Investments | | |
| Deposits for leasing contracts | | |
| Property, plant and equipment acquisition | (64,333) | 79,443 |
| Deposits for aircraft acquisition | - | 29,187 |
| Net cash used in investment activities | (60,676) | (26,503) |
| | 271,730 | 496,355 |

| | | |
|--|------------------|----------|
| Financing activities: | 6,411 | - |
| Short term borrowings | 153,132 | 578,482 |
| Tax benefit contributed by shareholders | | |
| Obligations with associated companies | (276,426) | 259,439 |
| Dividends payable | 405,730 | 146,291 |
| Capital increase incorporation of the Company | 129,304 | 405,730 |
| Total comprehensive income, net of taxes | | |
| Net cash generated in financing activities | | |
| | - | 29,187 |
| Net cash addition | | |
| Cash and cash equivalents at the beginning of the year | 19,383 | 12,223 |
| Cash and cash equivalents at the end of the year | 168,975 | 162,663 |
| | 424,501 | 301,800 |
| Transactions not affecting cash | | |
| Tax benefit contributed by shareholders | 36,206 | 26,000 |
| Additional information | 1,343 | (213) |
| Interests paid | (23,287) | (12,898) |
| Income tax and social contribution paid for the year | | |

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NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
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APPENDIX II PRO FORMA CONSOLIDATED VALUE ADDED STATEMENTS

| | 2005 | 2004 |
|--|--------------------|-----------------|
| | | restated |
| REVENUES | | |
| Passenger, cargo and other transportation | 2,778,084 | 2,054,649 |
| Provision for doubtful accounts receivable | (1,611) | (213) |
| INPUT ACQUIRED FROM THIRD PARTIES (includes ICMS and IPI) | | |
| Fuel and lubricant suppliers | (828,268) | (468,192) |
| Material, energy, third-party services and other | (215,737) | (179,037) |
| Aircraft insurance | (29,662) | (25,575) |
| Sales and marketing | (335,722) | (261,756) |
| GROSS VALUE ADDED | 1,367,084 | 1,119,876 |
| RETENTIONS | | |
| Depreciation and amortization | (36,207) | (26,000) |
| NET VALUE ADDED GENERATED BY THE COMPANY | 1,330,877 | 1,093,876 |
| VALUE ADDED RECEIVED IN TRANSFER | | |
| Interest income (expense) | 185,730 | 71,216 |
| TOTAL VALUE ADDED TO BE DISTRIBUTED | 1,516,607 | 1,165,092 |
| VALUE ADDED DISTRIBUTION | | |
| Employees | (252,057) | (172,979) |
| Government | (367,687) | (303,968) |
| Financing companies | (105,401) | (87,639) |
| Leasers | (366,961) | (298,706) |
| Shareholders | (117,870) | (60,676) |
| Reinvested | (306,631) | (241,124) |
| TOTAL DISTRIBUTED VALUE ADDED | (1,516,607) | (1,165,092) |

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NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
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APPENDIX III ENVIRONMENTAL AND SOCIAL NATURE INFORMATION STATEMENT

| | 2005 | | 2004 | | | |
|--|------------------|---------------|--------------|------------------------|-----------------|-------------|
| 1) Calculation basis | | | | restated | | |
| Net income (RL) | | | 2,669,090 | 1,960,886 | | |
| Operating income (RO) | | | 477,120 | 454,612 | | |
| Gross payroll (FPB) | | | 128,685 | 117,308 | | |
| | | | | | 2004 | |
| | | | | | restated | |
| | Value | % on | % on | Value | % on | % on |
| | (R\$ | | | (R\$ | | |
| 2) Internal Social Indicators | thousand) | FPB | RL | thousand) | FPB | RL |
| Food | 10,324 | 7.5 | 0.4 | 6,807 | 7.5 | 0.3 |
| Mandatory social charges | 53,847 | 73.1 | 3.5 | 32,554 | 36.0 | 1.7 |
| Professional development and qualification | 8,650 | 6.2 | 0.3 | 6,473 | 7.2 | 0.3 |
| Private Pension | 3,609 | | | | | |
| Employees transportation | 2,106 | 2.4 | 0.1 | 3,666 | 4.1 | 0.2 |
| Safety and industrial medicine | 40 | 0.0 | 0.0 | 211 | 0.2 | 0.0 |
| Profit sharing | 30,535 | 23.7 | 1.1 | 27,181 | 30.1 | 1.4 |
| Total Internal Social Indicators | 109,111 | 113.0 | 5.4 | 76,892 | 85.1 | 3.9 |
| | | 2005 | | 2004 (Restated) | | |
| | Value | % on | % on | Value | % on | % on |
| | (R\$ | | | (R\$ | | |
| 3) External Social Indicators | thousand) | FPB | RL | thousand) | FPB | RL |
| Education | 163 | 0.16 | 0.01 | - | - | - |
| Culture | 5,628 | 5.58 | 0.21 | 1,730 | 1.47 | 0.09 |
| Sports and leisure | 680 | 0.67 | 0.03 | - | - | - |
| Health and sanitation | 163 | 0.16 | 0.01 | 500 | 0.43 | 0.03 |
| | 277,969 | 275.50 | 10.41 | 271,378 | 231.34 | 13.84 |

Taxes (social charges
excluded)

| | | | | | | |
|-------------------------------------|----------------|---------------|--------------|---------|--------|-------|
| Total Internal Social Indicators | 284,865 | 282.33 | 10.68 | 273,608 | 233.24 | 13.96 |
|-------------------------------------|----------------|---------------|--------------|---------|--------|-------|

| | | | | | |
|---------------------|--|--|--|-------------|-------------|
| 4) Staff Indicators | | | | 2005 | 2004 |
|---------------------|--|--|--|-------------|-------------|

| | | | | | |
|--|--|--|--|-------|-----------------|
| | | | | | restated |
| Number of employees at the end of the year | | | | 5,456 | 3,303 |
| Number of employees | | | | 5,444 | 3,293 |
| Number of outsourced | | | | 1,926 | 1,421 |
| Number of administrators | | | | 12 | 10 |

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
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APPENDIX III ENVIRONMENTAL AND SOCIAL NATURE INFORMATION STATEMENT Continued

| 4) Staff Indicators (Continued) | 2005 | 2004 |
|--|-------------|-----------------|
| | | restated |
| Gross remuneration segregated by : | | |
| Employees | 97,616 | 75,978 |
| Administered | 3,279 | 2,162 |
| Third-parties | 51,128 | 34,377 |
| Relation between the largest and the smallest remuneration , considering employees and administered (salary) | 107 | 117 |
| Number of outsourced service providers | 26 | 14 |
| Number of hiring in the period | 2,496 | 850 |
| Number of lay-offs in the period | 343 | 298 |
| Number of interns | 172 | 180 |
| Number of special needs people | 230 | 0 |
| Total employees by age: | 5,456 | 3,303 |
| Less than 18 years old | 9 | 4 |
| From 18 to 35 years old | 4,138 | 2,444 |
| From 36 to 60 years old | 1,305 | 853 |
| Above 60 years old | 4 | 2 |
| Total of employees segregated by scholarship: | | |
| Illiterate | - | N/A |
| Elementary and Junior-High | 66 | N/A |
| High-School | 3,387 | N/A |
| Technical School | - | N/A |
| Higher Education | 1,966 | N/A |
| Graduates | 37 | N/A |
| Number of women working in the Company | 2,170 | 1,420 |
| Percentage of women in leadership positions | 40% | 42% |
| Number of black people working in the Company | 168 | 38 |
| Labor suit, segregated by: | | |
| Number of suits against the Company | 134 | 90 |
| Number of proven case | 124 | 85 |
| Number of unproven case | 10 | 5 |
| Total value of indemnity and tickets paid by justice decision | 296 | 192 |
| Clients interaction data: | | |
| Number of complaints received straightly by the entity | 196 | - |
| Number of complaints received through consumer and protection defense agency | 251 | 142 |
| Number of complaints received by the Justice | 1,235 | 582 |
| Number of complaints answered by each listed jurisdiction | 327 | 327 |

GOL LINHAS AÉREAS INTELIGENTES S.A.

NOTES TO THE PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS - Continued
 December 31, 2005 and 2004
 (In thousands of reais)

APPENDIX III ENVIRONMENTAL AND SOCIAL NATURE INFORMATION STATEMENT Continued

| 4) Staff Indicators (Continued) | 2005 | 2004 | |
|---|-----------------|-----------------------------------|---------------------------|
| | | restated | |
| Amount of tickets and indemnity to clients, some consumer protection and defense agency or by the Justice | - | - | |
| Suits undertook by the Company to heal or minimize the causes of the complaints | 30 | 15 | |
| Environment | | | |
| Investments and expenses for the maintenance of operating process to improve the environment | 146 | - | |
| Investments and expenses with the preservation and/or recovery of ruined environments | 50 | - | |
| Amount of environmental , administrative and legal processes against the Company | - | - | |
| Value of tickets and indemnities concerning environmental material, determined administrative and/or legally. | - | - | |
| Liabilities and environmental contingencies | - | - | |
| | | | |
| 5) Relevant Indicators regarding the Corporate Citizenship Practice in 2005 and 2004 | | | |
| | | | |
| Total number of job related accidents | 23 in 2005 | 24 in 2004 | |
| | | | |
| The social and environmental projects developed by the Company were defined by its: | () officers | (X) officers and managers | () all employees |
| | | | |
| The work environment health and safety standards were defined by its : | () officers | (X) officers and managers | () all employees |
| | | | |
| The profit sharing comprises: | () officers | () officers and managers | (X) all employees |

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APPENDIX III ENVIRONMENTAL AND SOCIAL NATURE INFORMATION STATEMENT Continued

| | | | |
|---|--|--|--|
| When choosing suppliers, the same ethical, environmental and social responsibility standards adopted by the Company | <input type="checkbox"/> are not considered | <input type="checkbox"/> are suggested | <input checked="" type="checkbox"/> are required |
| Regarding employees participation in volunteering programs, the Company: | <input type="checkbox"/> does not involve itself | <input type="checkbox"/> supports and encourages | <input checked="" type="checkbox"/> organizes |
| Interaction indicators with customers: | <input type="checkbox"/> does not involve itself | <input type="checkbox"/> supports and encourages | <input checked="" type="checkbox"/> organizes |
| Environment indicators: | <input type="checkbox"/> does not involve itself | <input checked="" type="checkbox"/> supports and encourages | <input type="checkbox"/> organizes |

