



TIM PARTICIPAÇÕES S.A.
Publicly-held Company
Corporate Taxpayer's ID (CNPJ/MF): 02.558.115/0001-21
Corporate Registry (NIRE): 33 300 276 963

MATERIAL FACT

Closing of Towers Sale Second Tranche

TIM Participações S.A. ("Company") (BOVESPA: TIMP3 and NYSE: TSU), pursuant to the provisions of Rule CVM 358 and to Article 157, § 4th, of Law No. 6,404/76, following the material fact disclosed on November 21, 2014, which informed the market of the execution of the Infrastructure Items Purchase and Sale Agreements ("Purchase and Sale Agreements") for up to 6,481 (six thousand, four hundred and eighty-one) telecommunication towers, and the material fact disclosed on April 29, 2015, which informed the market of the first closing of the transaction as contemplated by the Purchase and Sale Agreements with the transfer of 4,176 (four thousand, one hundred and seventy-six) telecommunication towers to American Tower for a purchase price of approximately R\$ 1.9 billion to TIM Celular S.A. ("TIM Celular"), hereby informs its shareholders and the market in general what follows:

On the date hereof, the second closing of the transaction as contemplated by the Purchase and Sale Agreements occurred with the transfer to American Tower of 1,125 (one thousand, one hundred and twenty five) telecommunication towers for a purchase price of approximately R\$ 517 million to TIM Celular.

The proceeds from the transaction, which aim to optimize the Company's capital allocation, will contribute to support the investment strategy disclosed by the Company to the market.

In accordance with the provisions of the Purchase and Sale Agreements executed by and between TIM Celular and American Tower, the Company expects the sale of the remaining 1,180 (one thousand, one hundred and eighty) telecommunication towers to occur in the coming months.

Rio de Janeiro, September 30, 2015

TIM Participações S.A.
Rogério Tostes
Investor Relations Officer