

## 06.25.2009 - BESC's shares fractions

### Rule 12g3-2(b) Exemption # 82-35186

Persuant to item 8.3 of the Protocol and Justification of the Acquisitions of Banco do Estado de Santa Catarina S.A. and BESC S.A. Crédito Imobiliário by Banco do Brasil S.A., and to paragraph 3 of Article 169 from Law 6,404/76, Banco do Brasil informs that BB shares fractions originated from the conversion of shares of the acquired companies were grouped in integers and sold in São Paulo Stock Exchange (Bovespa), in May 20th, 2009, according to the following information:

#### Auctioned shares

Share		Quantity	
Ticker	Type	Sold Shares	Price
BBAS3	ON	4.700	R\$ 20,65
BBAS3F	ON	20	R\$ 20,59

#### Remaining Shares

Shares	
Ticker	Quantity
BBAS11F	3
BBAS12F	7

The payment to those fractions holders will happen on June 26th, 2009, and it corresponds to the proportional division of the amount of the sale to the holders of these fractions (R\$ 20.649745763 per share).

The amount of the sale will be available to the holders of the fractions as following:

- a) to shareholders whose shares are under custody in Banco do Brasil and who are BB's clients: through check or saving account deposit;
- b) to shareholders whose shares are under custody in the CBLC - Brazilian Clearing and Depository Corporation: the amount will be paid to BM&FBOVESPA, which will pay the shareholders through their depository brokers.

c) to other shareholders: at BB's branches' cashier, after the presentation of identification documents.

The shareholder whose file at Banco do Brasil is not updated or whose shares are blocked will have his/her dividends and interest on own capital retained until the file is updated. The updating can be done at any branch of Banco do Brasil, presenting the required documents.

Best regards

Brasília (DF), June 25th, 2009.

Marco Geovanne Tobias da Silva  
Head of IR