

01.22.2009 - Tender Offer of Shares of Banco Nossa Caixa

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

According to the item 8 from the Material Fact released on 12/22/2008, which is related to the signature of the Buy-Sell Agreement of Shares to acquire the stake control of Banco Nossa Caixa S.A. (Banco Nossa Caixa), Banco do Brasil S.A. (Banco do Brasil) informs that was filed, on January 19th, 2009, at the Brazilian Securities Exchange Commission (CVM), the request of register of the Tender Offer of Shares of Banco Nossa Caixa (Tag Along Tender Offer).

According to Law 6,404/76 and to the Novo Mercado of Bovespa rules, Banco do Brasil will pay to the minority shareholders of Nossa Caixa who join the Offer 100% of the price to be paid to the State of São Paulo, observed the same deadline and update conditions.

In the case of the bid of acquisition of the shares happens after the payment of one or more installments to the State of São Paulo, Banco do Brasil will pay to the interested shareholders, in the act of the first financial settlement, the same number of installments already paid to the State of São Paulo, respecting the remaining timetable.

As an alternative, Banco do Brasil will offer to the minority shareholders who join the Offer, according to paragraph 1st, of article 4th, of the CVM rule 361/02, the option to receive the payment in only one tranche, with a discount of 4.2% [$R\$ 70.63 \times (1 - 0.042)$], daily updated by Selic, since 11/20/2008, until the financial settlement date.

The publishing of the Call Notice for the Tender Offer will happen only after the approval of it by the CVM; and the beginning of the offer will happen only if the transfer of the stake control of Banco Nossa Caixa to Banco do Brasil is approved by the Brazilian Central Bank.

The minutes of the Call Notice for the Tender Offer, which is under analysis of CVM, can be accessed through Banco do Brasil's Investor Relations website (www.bb.com.br/ir), or in the CVM website.

Brasília (DF), January 22nd, 2009.

Marco Geovanne Tobias da Silva
Head of IR

[Minutes of the Call Notice for the Tender Offer](#)