

## 10.29.2009 - Nossa Caixa's Incorporation

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

(Summarized according to §4º of article 3º, Instruction CVM 358/2002)

Pursuant to § 4 of article 157 of Law No. 6404 (LSA) dated December, 15 1976, and according to CVM (Brazilian Securities and Exchange Commission) Regulation 358, dated January 03, 2002, Banco do Brasil S.A. and Banco Nossa Caixa S.A., hereby inform that:

1. At the present date were filed in the Comissão de Valores Mobiliários (CVM), both the call notice of Extraordinary General Meeting (EGM) to be held on November 30, 2009, and the Protocol and Justification of Merger of Banco Nossa Caixa S.A. (BNC) by Banco do Brasil S.A. (BB).

2. To establish the BNC's shares swap ratio - art. 224 of LSA - to new shares of Banco do Brasil, BB was evaluated by its shares' prices in the stock market in the last 30 calendar days preceding the date of 10.15.2009, and BNC was evaluated by the economic value calculated by the methodology of the discounted cash flow, with the base date 06.30.2009.

3. The share swap ratio, calculated as item 2 above, is the following:

- 1 (one) common share issued by BNC to 2.28873181 (approximately two integers and twenty-nine hundredths) common shares issued by BB.

4. As a case of merger of a company controlled by its controller shareholder, which entails the application of art. 264 of LSA, both companies have been evaluated by the economic value calculated by the method of discounted cash flow, as authorized by CVM. On this basis, calculated on the same base date, 06.30.2009, the following theoretical BNC's share swap ratio of BNC for shares of BB is given:

- 1 (one) common share issued by BNC to 1.78378628 (about one integer and seventy-eight hundredths) common share issued by Banco do Brasil.

5. The approval of the merger of BNC by BB indicates the possible exercise of the right to withdraw by the shareholders of BNC. Considering that the exchange ratio of shares, according to section 3, results in more favorable condition than the theoretical shares' exchange ratio, according to item 4, the dissident minority shareholder of BNC can only exercise the right to withdraw by the book value of BNC in 06.30.2009, corresponding to R\$ 25.42, as stated in § 3 of Article 264 and item II of Article 137, both of the LSA.

6. To exercise the right to withdraw, as provided in Article 137, II, LSA, dissenting shareholders of the BNC should manifest themselves, in that sense, by writing, within 30 (thirty) days from the date of publication of the minutes of the General Shareholders Meeting of BB that decides on the approval of this Protocol. As provided in Article 230 of the LSA, the payment of reimbursement will depend on the approval of the merger by the Brazilian Central Bank.

7. The right to withdraw of dissenting shareholders of BNC will be limited to the shares that such shareholders hold until 10.30.2009, which means., that shall be found written in the BNC's own records until that date, and may not be exercised for shares acquired after 10.30.2009, as stated in Article 137, § 1 of the LSA.

8. Beyond the EGM call notice and the Protocol and Justification of Merger, are filed at the CVM and at the websites [www.bb.com.br/ir](http://www.bb.com.br/ir) and [www.nossacaixa.com.br/ri](http://www.nossacaixa.com.br/ri) : the appraisal reports prepared by PricewaterhouseCoopers Corporate Finance & Recovery Ltda (BB's valuation, based on the shares price in the stock market and on the economic value calculated by the method of discounted cash flow, issued in October 2009), Banco Fator S.A. (evaluation of BNC, economic value calculated by the methodology of discounted cash flow, issued in October 2009) and KPMG Auditores Independentes (net assets appraisal report of BNC, issued in September 2009)

Brasília, October 29, 2009.

Banco do Brasil S.A.

Banco Nossa Caixa S.A.

Ivan de Souza Monteiro  
CFO

Cláudio Guimarães Júnior  
Finance and Investor Relations Director

[Click here to get the complete Protocol \(Only in Portuguese\)](#)