Financial Statements



3rd quarter 2013

INDEX

Financial Statements 01

Consolidated Balance Sheet 01
Consolidated Statement of Income 05
Statement of Changes in Shareholders' Equity 06
Consolidated Statement of Cash Flows 07
Consolidated Statement of Value Added 08

Notes to the Financial Statements 09

Note 1 – The Bank and its Operations 09
Note 2 – Company Restructuring 09
Note 3 – Presentation of the Financial Statements 12
Note 4 – Description of Significant Accounting Policies 17
Note 5 – Information by Segment 25
Note 6 – Cash and Cash Equivalents 30
Note 7 – Short-term Interbank Investments 30
Note 8 – Securities and Derivative Financial Instruments 31
Note 9 – Interbank Accounts 43
Note 10 – Loan Operations 45
Note 11 – Other Receivables 51
Note 12 – Foreign Exchange Portfolio 53
Note 13 – Other Assets 54
Note 14 – Investments 55
Note 15 – Property Plant and Equipment 58
Note 16 – Intangible Assets 58
Note 17 – Deposits and Money Market Borrowing 59
Note 18 – Borrowings and Onlendings 63
Note 19 – Funds from Acceptance and Issuance of Securities 65
Note 20 – Other Liabilities 66
Note 21 – Operations of Insurance, Pension and Capitalization 72
Note 22 – Other Operating Income Expenses 75
Note 23 – Non-operating Income 77
Note 24 – Shareholders' Equity 78
Note 25 – Taxes 83
Note 26 – Related-party Transactions 86
Note 27 – Benefits for Employees 89
Note 28 – Contingent Assets and Liabilities 101
Note 29 – Risk Management and Regulatory Capital 104
Note 30 – Statement of Comprehensive Income 116
Note 31 – Other Information 116

Independent Auditors' Report

Members of the Management Bodies

CONSOLIDATED BALANCE SHEET

A S S E T S		09.30.2013	12.31.2012	09.30.2012
CURRENT ASSETS		**701,006,475**	**638,251,446**	**612,772,580**
Cash and Cash Equivalents	(Note 6)	**16,562,974**	**12,310,731**	**14,494,923**
Short-term Interbank Investments	(Note 7.a)	**231,593,487**	**217,970,217**	**200,209,837**
Open market investments		197,423,938	189,117,422	191,063,676
Interbank deposits		34,169,549	28,852,795	9,146,161
Securities and Derivative Financial Instruments	(Note 8)	**69,857,987**	**59,447,613**	**57,327,044**
Own portfolio		51,937,866	40,160,278	43,310,508
Subject to repurchase agreements		14,820,265	17,298,906	11,549,357
Deposits with Banco Central do Brasil		17	16	17
Pledged in guarantee		2,250,315	1,437,168	1,653,106
Derivative financial instruments		883,292	551,245	820,600
(Allowance for securities losses)		(33,768)	--	(6,544)
Interbank Accounts		**98,548,276**	**83,274,821**	**91,779,695**
Payments and receipts pending settlement	(Note 9.a)	6,729,198	14,211	3,406,005
Restricted deposits	(Note 9.b)	90,748,800	82,296,773	87,636,015
Banco Central do Brasil deposits		88,487,669	80,097,865	85,478,294
National Treasury - rural credits resources		160,787	156,002	147,774
National Housing Finance System		2,100,344	2,042,906	2,009,947
Interbank onlendings		49,963	49,874	68,736
Correspondent banks		1,020,315	913,963	668,939
Interdepartmental Accounts		**296,653**	**467,615**	**217,943**
Internal transfers of funds		296,653	467,615	217,943
Loan Operations	(Note 10)	**181,121,884**	**174,365,484**	**164,572,713**
Public sector		1,375,097	1,263,598	1,417,439
Private sector		188,125,839	182,447,865	172,706,785
(Allowance for loan losses)		(8,379,052)	(9,346,104)	(9,738,622)
Loan operations linked to assignment		--	125	187,111
Leasing transactions	(Note 10)	**791,175**	**1,129,562**	**1,285,471**
Public sector		1,919	11,811	15,195
Private sector		845,089	1,204,836	1,362,434
(Allowance for leasing transactions losses)		(55,833)	(87,085)	(92,158)
Other Receivables		**99,038,367**	**86,693,097**	**80,566,468**
Receivables from guarantees honored		137,696	107,503	104,460
Foreign exchange portfolio	(Note 12.a)	16,442,895	17,275,866	18,187,657
Receivables		2,034,602	1,781,222	1,664,078
Securities trading		484,297	313,161	413,090
Insurance, pension plans and capitalization	(Note 21.a)	3,616,959	2,191,786	2,274,844
Sundry	(Note 11.b)	77,373,025	65,948,206	58,798,538
(Allowance for other losses)		(1,051,107)	(924,647)	(876,199)
Other Assets	(Note 13)	**3,195,672**	**2,592,306**	**2,318,486**
Assets not for own use and stock materials		579,043	557,201	530,549
(Allowance for impairment)		(185,400)	(195,286)	(172,866)
Prepaid expenses		2,802,029	2,230,391	1,960,803

CONSOLIDATED BALANCE SHEET

A S S E T S		09.30.2013	12.31.2012	09.30.2012
NON-CURRENT ASSETS		**558,253,377**	**511,056,102**	**491,508,110**
LONG-TERM RECEIVABLES		**536,133,472**	**487,400,184**	**468,293,128**
Short-term Interbank Investments	(Note 7.a)	**1,726,876**	**1,353,217**	**14,301,625**
Short-term Interbank Investments		352,472	396,531	203,156
Interbank deposits		1,374,404	956,686	14,098,469
Securities and Derivative Financial Instruments	(Note 8)	**126,073,964**	**124,909,554**	**122,742,443**
Own portfolio		91,282,299	87,403,656	91,666,657
Subject to repurchase agreements		31,730,526	32,233,089	26,256,352
Deposits with Banco Central do Brasil		16	51,443	50,596
Pledged in guarantee		2,344,178	4,359,666	4,037,284
Derivative financial instruments		718,580	863,335	733,189
(Allowance for securities losses)		(1,635)	(1,635)	(1,635)
Interbank Accounts		**134,239**	**125,681**	**96,683**
Restricted deposits	(Note 9.b)	3,406	23,282	--
National Treasury - rural credits resources		3,406	23,282	--
Interbank onlendings		130,833	102,399	96,683
Loan Operations	(Note 10)	**344,959,026**	**295,347,202**	**262,457,209**
Public sector		21,632,677	11,634,221	7,221,538
Private sector		336,276,099	294,799,408	265,855,044
(Allowance for loan losses)		(13,029,678)	(11,175,715)	(10,844,527)
Loan operations linked to assignment		79,928	89,288	225,154
Leasing transactions	(Note 10)	**560,699**	**753,191**	**825,876**
Public sector		--	3,730	1,716
Private sector		583,878	790,290	877,014
(Allowance for leasing transactions losses)		(23,179)	(40,829)	(52,854)
Other Receivables		**61,570,456**	**63,594,405**	**65,644,325**
Foreign exchange portfolio	(Note 12.a)	113,605	266	281,461
Receivables		37,256	36,727	35,332
Securities trading		783,218	287,902	490,289
Specific credits	(Note 11.a)	1,356,691	1,263,571	1,234,274
Insurance, pension plans and capitalization	(Note 21.a)	17,330	2,162	1,816
Sundry	(Note 11.b)	59,723,386	62,555,301	64,116,707
(Allowance for other losses)		(461,030)	(551,524)	(515,554)
Other Assets	(Note 13)	**1,108,212**	**1,316,934**	**2,224,967**
Prepaid expenses		1,108,212	1,316,934	2,224,967
PERMANENT ASSETS		**22,119,905**	**23,655,918**	**23,214,982**
Investments		**7,000,489**	**7,639,982**	**7,989,637**
Investments in subsidiaries and associated companies	(Note 14.a)	5,423,695	6,174,615	6,389,577
Domestic		5,123,628	5,774,010	5,955,610
Abroad		300,067	400,605	433,967
Other Investments	(Note 14.b)	1,698,030	1,556,260	1,689,103
(Accumulated impairment)		(121,236)	(90,893)	(89,043)
Property, plant and equipment	(Note 15)	**6,924,292**	**6,636,978**	**5,945,429**
Land and buildings		5,415,421	4,504,260	5,033,321
Other property, plant and equipment		9,157,885	9,663,518	8,697,843
(Accumulated depreciation)		(7,649,014)	(7,530,800)	(7,785,735)
Intangible	(Note 16)	**8,135,394**	**9,308,569**	**9,201,147**
Intangible assets		13,737,712	13,976,338	13,557,541
(Accumulated amortization)		(5,602,318)	(4,667,769)	(4,356,394)
Deferred		**59,730**	**70,389**	**78,769**
Organization and expansion costs		1,698,755	1,686,535	1,689,698
(Accumulated amortization)		(1,639,025)	(1,616,146)	(1,610,929)
TOTAL ASSETS		**1,259,259,852**	**1,149,307,548**	**1,104,280,690**

CONSOLIDATED BALANCE SHEET

LIABILITIES/SHAREHOLDERS' EQUITY		09.30.2013	12.31.2012	09.30.2012
CURRENT LIABILITIES		**799,687,215**	**725,824,397**	**696,187,120**
Deposits	(Note 17.a)	**378,152,743**	**353,051,671**	**328,527,983**
Demand deposits		69,190,724	74,759,878	61,485,562
Savings deposits		134,215,616	117,744,043	112,098,380
Interbank deposits		18,682,989	14,272,152	12,855,713
Time deposits		156,063,414	146,275,598	142,088,328
Securities sold under repurchase agreements	(Note 17.c)	**232,005,006**	**214,649,038**	**203,479,498**
Own portfolio		51,286,249	56,385,430	40,012,750
Third-party portfolio		180,248,032	158,016,969	163,465,814
Free movement portfolio		470,725	246,639	934
Funds from Acceptance and Issuance of Securities	(Note 19)	**25,041,695**	**24,846,154**	**35,998,793**
Funds from real state, mortgage, credit and similar bonds		14,454,365	14,581,314	25,567,847
Funds from debentures		15,131	--	--
Foreign securities		10,572,199	10,264,840	10,430,946
Interbank Accounts		**4,990,802**	**24,456**	**3,279,909**
Receipts and payments pending settlement	(Note 9.a)	4,967,926	339	3,268,623
Correspondent banks		22,876	24,117	11,286
Interdepartmental Accounts		**2,552,794**	**5,179,603**	**2,127,114**
Thrid-party funds in transit		2,546,301	5,177,054	2,122,973
Internal transfers of funds		6,493	2,549	4,141
Borrowings	(Note 18.a)	**14,415,872**	**12,972,062**	**11,562,821**
Domestic loans - other institutions		289,722	404,753	403,651
Foreign borrowing		14,126,150	12,567,309	11,159,170
Domestic Onlending – Official Institutions	(Note 18.b)	**30,543,873**	**17,756,624**	**16,578,766**
National Treasury		115,378	77,354	38,431
BNDES		12,468,048	11,952,855	11,087,375
Caixa Econômica Federal		2,987,974	895,482	606,908
Finame		4,958,507	4,177,881	4,355,935
Other institutions		10,013,966	653,052	490,117
Foreign Onlending	(Note 18.b)	**95**	**481**	**95**
Foreign onlendings		95	481	95
Derivative Financial Instruments	(Note 8.d)	**3,903,491**	**1,325,523**	**1,569,579**
Derivative financial instruments		3,903,491	1,325,523	1,569,579
Other Liabilities		**108,080,844**	**96,018,785**	**93,062,562**
Billing and collection of taxes and contributions		5,513,951	418,640	5,120,634
Foreign exchange portfolio	(Note 12.a)	9,449,712	13,576,002	12,531,923
Shareholders and statutory distributions		2,063,919	1,817,691	1,520,809
Taxes and social security	(Note 20.b)	24,871,849	24,030,336	23,261,828
Securities trading		2,327,832	625,465	652,444
Technical provisions for insurance, pension plans and capitalization	(Note 21.b)	18,178,537	15,179,674	13,903,655
Financial and development funds	(Note 20.a)	4,025,886	3,121,529	2,732,307
Subordinated debts	(Note 20.c)	1,135,347	108,244	715,556
Equity and debt hybrid securities	(Note 20.d)	603,353	242,577	471,301
Sundry	(Note 20.e)	39,910,458	36,898,627	32,152,105

CONSOLIDATED BALANCE SHEET

LIABILITIES/SHAREHOLDERS' EQUITY		09.30.2013	12.31.2012	09.30.2012
NON-CURRENT LIABILITIES		**393,648,362**	**361,983,734**	**345,479,966**
LONG-TERM LIABILITIES		**393,228,056**	**361,596,443**	**345,130,156**
Deposits	(Note 17.a)	**92,753,239**	**119,033,730**	**147,544,842**
Interbank deposits		2,330,345	2,296,504	2,877,050
Time deposits		90,422,894	116,737,226	144,667,792
Securities sold under repurchase agreements	(Note 17.c)	**11,905,675**	**11,137,834**	**10,950,646**
Own portfolio		3,425,151	3,608,690	3,262,998
Third-party portfolio		8,480,524	7,529,144	7,687,648
Funds from Acceptance and Issuance of Securities	(Note 19)	**85,188,104**	**45,823,969**	**17,738,456**
Funds from real state, mortgage, credit and similar bonds		64,044,336	28,546,998	5,967,195
Funds from debentures		778,594	799,306	823,538
Foreign securities		20,365,174	16,477,665	10,947,723
Borrowings	(Note 18.a)	**1,223,553**	**1,108,971**	**1,835,000**
Domestic loans - other institutions		2,835	3,780	4,726
Foreign borrowing		1,220,718	1,105,191	1,830,274
Domestic Onlending – Official Institutions	(Note 18.b)	**51,458,840**	**45,762,002**	**36,184,622**
National Treasury		533,716	635,925	994,908
BNDES		30,345,620	29,809,896	21,107,892
Finame		20,579,504	15,316,181	14,081,822
Foreign Onlending	(Note 18.b)	**382**	**87,009**	**95,592**
Foreign onlendings		382	87,009	95,592
Derivative Financial Instruments	(Note 8.d)	**672,166**	**2,113,959**	**2,054,027**
Derivative financial instruments		672,166	2,113,959	2,054,027
Other Liabilities		**150,026,097**	**136,528,969**	**128,726,971**
Foreign exchange portfolio	(Note 12.a)	8,520,990	12,827,792	12,535,222
Taxes and social security	(Note 20.b)	4,736,469	6,893,169	6,788,106
Securities trading		599,285	605,683	537,143
Technical provisions for insurance, pension plans and capitalization	(Note 21.b)	53,923,939	45,053,852	41,283,187
Financial and development funds	(Note 20.a)	1,974,103	1,967,079	1,935,164
Special operations		2,127	2,126	2,126
Subordinated debts	(Note 20.c)	48,257,812	40,567,935	39,536,609
Equity and debt hybrid securities	(Note 20.d)	19,851,494	14,818,494	14,666,888
Sundry	(Note 20.e)	12,159,878	13,792,839	11,442,526
DEFERRED INCOME		**420,306**	**387,291**	**349,810**
SHAREHOLDERS' EQUITY	(Note 24)	**65,924,275**	**61,499,417**	**62,613,604**
Capital		**48,400,000**	**48,400,000**	**33,122,569**
Local residents		39,292,465	39,467,977	27,077,202
Domiciled abroad		9,107,535	8,932,023	6,045,367
Capital Reserves		**6,023**	**1**	**1**
Revaluation Reserves		**4,585**	**4,645**	**4,665**
Profit Reserves		**21,978,514**	**16,132,046**	**27,030,194**
Accumulated Other Comprehensive Income		**(7,653,230)**	**(3,150,194)**	**70,770**
Retained earnings/accumulated losses		**1,798,776**	**--**	**1,988,566**
(Treasury Shares)		**(998,870)**	**(461,248)**	**(162,172)**
Noncontrolling interests		**2,388,477**	**574,167**	**559,011**
TOTAL LIABILITIES		**1,259,259,852**	**1,149,307,548**	**1,104,280,690**

CONSOLIDATED STATEMENT OF INCOME

		3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
INCOME FROM FINANCIAL INTERMEDIATION		**29,232,900**	**83,124,456**	**81,321,692**
Loan Operations	(Note 10.b)	18,836,349	54,305,205	52,040,687
Lease transactions	(Note 10.i)	467,851	1,357,416	1,432,719
Securities	(Note 8.b)	7,702,544	21,248,144	21,727,021
Derivative financial instruments	(Note 8.e)	(123,294)	767,179	(1,025,944)
Foreign exchange transactions	(Note 12.b)	297,037	622,618	--
Compulsory investments	(Note 9.c)	1,252,957	3,318,749	4,807,660
Sale and transfer of financial assets		178,017	427,349	162,090
Financial income from insurance, pension plan and capitalization	(Note 21.e)	621,439	1,077,796	2,177,459
EXPENSES FROM FINANCIAL INTERMEDIATION		**(21,535,309)**	**(61,121,254)**	**(59,627,366)**
Deposits and securities sold under repurchase agreements	(Note 17.d)	(14,771,514)	(39,949,656)	(40,106,461)
Borrowings and onlendings	(Note 18.c)	(1,949,417)	(7,787,288)	(6,251,019)
Lease transactions	(Note 10.i)	(418,058)	(1,226,427)	(1,065,050)
Foreign exchange transactions	(Note 12.b)	--	--	(20,515)
Sale and transfer of financial assets		(63,255)	(90,445)	(4,880)
Financial expenses from technical provisions of insurance, pension plans and capitalization	(Note 21.e)	(458,134)	(667,381)	(1,630,205)
Allowance for loan losses	(Notes 10.f and 10.g)	(3,874,931)	(11,400,057)	(10,549,236)
INCOME FROM FINANCIAL INTERMEDIATION		**7,697,591**	**22,003,202**	**21,694,326**
OTHER OPERATING INCOME/EXPENSES		**(3,438,488)**	**(11,318,602)**	**(9,799,576)**
Service fee income	(Note 22.a)	4,177,613	12,239,706	10,701,943
Bank fee income	(Note 22.b)	1,641,200	4,883,848	4,885,522
Personnel expenses	(Note 22.c)	(4,438,889)	(13,435,192)	(12,097,222)
Other administrative expenses	(Note 22.d)	(3,738,365)	(11,134,121)	(10,731,467)
Tax expenses	(Note 25.c)	(1,207,587)	(3,515,310)	(3,262,749)
Equity in associated and subsidiary companies	(Note 14)	51,625	380,570	339,929
Insurance, pension plan and capitalization results	(Note 21.e)	825,113	2,351,786	1,719,741
Other operating income	(Note 22.e)	1,772,798	5,074,015	5,848,781
Other operating expenses	(Note 22.f)	(2,521,996)	(8,163,904)	(7,204,054)
OPERATING INCOME		**4,259,103**	**10,684,600**	**11,894,750**
NON-OPERATING INCOME	(Note 23)	**44,671**	**9,951,251**	**111,204**
Incomes		87,248	10,100,967	251,755
Expenses		(42,577)	(149,716)	(140,551)
PROFIT BEFORE TAXATION AND PROFIT SHARING		**4,303,774**	**20,635,851**	**12,005,954**
INCOME TAX AND SOCIAL CONTRIBUTION	(Note 25.a)	**(992,687)**	**(5,699,327)**	**(2,414,387)**
EMPLOYEE AND DIRECTORS PROFIT SHARING		**(378,305)**	**(1,718,055)**	**(1,235,185)**
NONCONTROLLING INTEREST		**(229,063)**	**(485,956)**	**(118,637)**
NET INCOME	(Note 24.g)	**2,703,719**	**12,732,513**	**8,237,745**
EARNINGS PER SHARE	(Note 24.e)			
Weighted average number of shares - basic and diluted		2,829,867,713	2,842,880,420	2,864,347,274
Basic and diluted earnings per share (R$)		0.95	4.47	2.92

Banco do Brasil S.A.
Consolidated Financial Statements
In thousands of Reais

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

Consolidated		Realized capital	Capital reserves	Revaluation reserves	Profit reserves		Accumulated other comprehensive income		Treasury shares	Retained earnings (loss) in the parent company	Noncontrolling interest	Total
EVENTS					Legal reserve	Statutory reserves	Banco do Brasil	Associated and subsidiary companies				
Balances disclosed at 12.31.2011		**33,122,569**	**--**	**4,730**	**3,496,562**	**20,624,740**	**(60,124)**	**783,966**	**(1)**	**--**	**443,928**	**58,416,370**
Accumulated other comprehensive income, net of taxes - adoption of CPC 33 (R1)	(Note 4.l)	--	--	--	--	--	1,135,354	--	--	--	--	1,135,354
Adjusted balances at 12.31.2011		**33,122,569**	**--**	**4,730**	**3,496,562**	**20,624,740**	**1,075,230**	**783,966**	**(1)**	**--**	**443,928**	**59,551,724**
Accumulated other comprehensive income of securities and derivative financial instruments, net of taxes		--	--	--	--	--	31,392	805,817	--	--	--	837,209
Accumulated other comprehensive income - benefit plans	(Note 4.l)	--	--	--	--	--	(2,625,635)	--	--	--	--	(2,625,635)
Share-based payment transactions		--	1	--	--	--	--	--	(1)	--	--	--
Repurchase of shares program		--	--	--	--	--	--	--	(162,170)	--	--	(162,170)
Expired dividends/interest on own capital		--	--	--	--	--	--	--	--	3,834	--	3,834
Realization of revaluation reserve in subsidiary/associated companies	(Note 24.c)	--	--	(65)	--	--	--	--	--	65	--	--
Change in noncontrolling interest		--	--	--	--	--	--	--	--	--	115,083	115,083
Net income for the period		--	--	--	--	--	--	--	--	8,237,745	--	8,237,745
Unrealized results	(Note 24.g)	--	--	--	--	(122,722)	--	--	--	122,722	--	--
Allocation - Reserves		--	--	--	277,797	3,239,469	--	--	--	(3,517,266)	--	--
- Dividends	(Note 24.f)	--	--	--	--	(485,652)	--	--	--	(350,274)	--	(835,926)
- Interest on own capital	(Note 24.f)	--	--	--	--	--	--	--	--	(2,508,260)	--	(2,508,260)
Balances at 09.30.2012		**33,122,569**	**1**	**4,665**	**3,774,359**	**23,255,835**	**(1,519,013)**	**1,589,783**	**(162,172)**	**1,988,566**	**559,011**	**62,613,604**
Changes in the period		**--**	**1**	**(65)**	**277,797**	**2,631,095**	**(2,594,243)**	**805,817**	**(162,171)**	**1,988,566**	**115,083**	**3,061,880**
Balances at 06.30.2013		**48,400,000**	**6,023**	**4,605**	**4,613,722**	**17,533,837**	**(7,921,923)**	**208,641**	**(602,713)**	**--**	**2,479,122**	**64,721,314**
Accumulated other comprehensive income of securities and derivative financial instruments, net of taxes		--	--	--	--	--	153,454	(93,371)	--	--	--	60,083
Accumulated other comprehensive income - benefit plans		--	--	--	--	--	(31)	--	--	--	--	(31)
Repurchase of shares program		--	--	--	--	--	--	--	(396,157)	--	--	(396,157)
Expired dividends and interest on own capital		--	--	--	--	--	--	--	--	4	--	4
Realization of revaluation reserve in subsidiary/associated companies		--	--	(20)	--	--	--	--	--	20	--	--
Change in noncontrolling interest		--	--	--	--	--	--	--	--	--	(90,645)	(90,645)
Net income for the period		--	--	--	--	--	--	--	--	2,703,719	--	2,703,719
Unrealized results	(Note 24.g)	--	--	--	--	18,688	--	--	--	(18,688)	--	--
Allocation - Dividends	(Note 24.f)	--	--	--	--	(187,733)	--	--	--	--	--	(187,733)
- Interest on own capital	(Note 24.f)	--	--	--	--	--	--	--	--	(886,279)	--	(886,279)
Balances at 09.30.2013		**48,400,000**	**6,023**	**4,585**	**4,613,722**	**17,364,792**	**(7,768,500)**	**115,270**	**(998,870)**	**1,798,776**	**2,388,477**	**65,924,275**
Changes in the period		**--**	**--**	**(20)**	**--**	**(169,045)**	**153,423**	**(93,371)**	**(396,157)**	**1,798,776**	**(90,645)**	**1,202,961**
Balances disclosed at 12.31.2012		**48,400,000**	**1**	**4,645**	**4,112,056**	**12,019,990**	**(140,361)**	**1,560,715**	**(461,248)**	**--**	**574,167**	**66,069,965**
Accumulated other comprehensive income, net of taxes - adoption of CPC 33 (R1)	(Note 4.l)	--	--	--	--	--	(4,570,548)	--	--	--	--	(4,570,548)
Adjusted balances at 12.31.2012		**48,400,000**	**1**	**4,645**	**4,112,056**	**12,019,990**	**(4,710,909)**	**1,560,715**	**(461,248)**	**--**	**574,167**	**61,499,417**
Accumulated other comprehensive income of securities and derivative financial instruments, net of taxes		--	--	--	--	--	(87,170)	(1,445,445)	--	--	--	(1,532,615)
Accumulated other comprehensive income - benefit plans	(Note 4.l)	--	--	--	--	--	(2,970,421)	--	--	--		(2,970,421)
Share-based payment transactions		--	6,022	--	--	--	--	--	(6,022)	--	--	--
Repurchase of shares program	(Note 24.l)	--	--	--	--	--	--	--	(531,600)	--	--	(531,600)
Expired dividends/interest on own capital		--	--	--	--	--	--	--	--	11	--	11
Realization of revaluation reserve in subsidiary/associated companies	(Note 24.c)	--	--	(60)	--	--	--	--	--	60	--	--
Change in noncontrolling interest		--	--	--	--	--	--	--	--	--	1,814,310	1,814,310
Net income for the period		--	--	--	--	--	--	--	--	12,732,513	--	12,732,513
Unrealized results	(Note 24.g)	--	--	--	--	14,161	--	--	--	(14,161)	--	--
Allocation - Reserves		--	--	--	501,666	5,797,803	--	--	--	(6,299,469)	--	--
- Dividends	(Note 24.f)	--	--	--	--	(467,162)	--	--	--	(2,177,881)	--	(2,645,043)
- Interest on own capital	(Note 24.f)	--	--	--	--	--	--	--	--	(2,442,297)	--	(2,442,297)
Balances at 09.30.2013		**48,400,000**	**6,023**	**4,585**	**4,613,722**	**17,364,792**	**(7,768,500)**	**115,270**	**(998,870)**	**1,798,776**	**2,388,477**	**65,924,275**
Changes in the period		**--**	**6,022**	**(60)**	**501,666**	**5,344,802**	**(3,057,591)**	**(1,445,445)**	**(537,622)**	**1,798,776**	**1,814,310**	**4,424,858**

See the accompanying notes to the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

		3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax and social contribution		**4,303,774**	**20,635,851**	**12,005,954**
Adjustments to income (loss) before tax and social contribution		**8,862,707**	**19,762,584**	**26,019,676**
Provision for credits, lease and other credits	(Notes 10.f and 10.g)	3,874,931	11,400,057	10,549,236
Depreciation and amortization	(Note 22.d)	779,236	2,454,567	2,641,758
Impairment test results of assets	(Notes 15 and 16)	2,493	3,290	2,763
Equity in subsidiaries and associated companies	(Note 14.a)	(51,625)	(380,570)	(339,929)
(Gain) Loss on the disposal of assets	(Note 23)	(14,247)	(54,791)	361
(Gain) Loss on the disposal of investments	(Note 23)	(1,436)	(9,826,229)	(27,005)
Capital (gain) loss	(Note 23)	6,603	16,542	16,820
Foreign currency exchange results	(Note 14.a)	23,459	357,343	366,755
Provision (Reversal) for impairment of other assets	(Note 23)	(5,563)	(5,536)	(8,555)
Amortization of goodwill	(Note 14.c)	241,490	705,772	631,613
Expenses with civil, labor and tax provisions	(Note 28.a)	426,550	2,988,840	2,753,775
Technical provisions for insurance, pension plans and capitalization	(Note 21.e)	4,184,417	15,629,061	12,961,743
Adjustment of actuarial assets/liabilities and surplus allocation funds	(Note 27)	(154,193)	(859,443)	(1,915,668)
Effect of changes in foreign exchange rates in cash and cash equivalents		(222,451)	(2,189,585)	(1,495,354)
Noncontrolling interests		(229,063)	(485,956)	(118,637)
Other adjustments		2,106	9,222	--
Income adjusted before income tax and social contribution		**13,166,481**	**40,398,435**	**38,025,630**
Equity variations		**(2,693,831)**	**(58,370,371)**	**(35,487,765)**
(Increase) Decrease in short-term interbank investments		(9,969,914)	(25,316,358)	(40,581,460)
(Increase) Decrease in trading securities and derivative financial instruments		1,420,540	(2,730,683)	(4,811,016)
(Increase) Decrease in interbank and interdepartmental accounts		(957,032)	(4,381,708)	(2,035,473)
(Increase) Decrease in compulsory deposits with Banco Central do Brasil		(9,595,403)	(8,389,804)	8,181,562
(Increase) Decrease in loan operations		(14,567,036)	(67,550,132)	(58,655,523)
(Increase) Decrease in leasing transactions		157,283	484,980	663,857
(Increase) Decrease in other receivables net of deferred taxes		(3,919,385)	(6,600,967)	(10,451,027)
(Increase) Decrease in other assets		(578,251)	(334,317)	584,967
Income tax and social contribution paid		(989,689)	(7,429,895)	(2,021,386)
(Decrease) Increase in deposits		(7,428,116)	(1,179,419)	33,687,269
(Decrease) Increase in securities sold under repurchase agreements		5,890,711	18,123,809	19,254,868
(Decrease) Increase in funds from acceptance and issuance of securities		23,704,179	39,559,675	21,413,959
(Decrease) Increase in borrowings and onlendings		12,246,407	19,955,466	2,906,425
(Decrease) Increase in other liabilities		1,859,928	(12,614,033)	(3,628,023)
(Decrease) Increase in deferred income		31,947	33,015	3,236
CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES		**10,472,650**	**(17,971,936)**	**2,537,865**
CASH FLOWS FROM INVESTING ACTIVITIES				
(Increase) Decrease in securities available for sale		(3,249,900)	(6,729,434)	(5,152,229)
(Increase) Decrease in securities held to maturity		(1,590,274)	(2,514,306)	(1,036,207)
(Acquisition) Disposal of property, plant and equipment in use		(385,637)	(952,069)	(1,164,843)
(Acquisition) Disposal of investments		25,797	9,766,635	(664,867)
(Acquisition) Write-off of intangible assets/ deferred assets		(282,306)	(609,268)	(1,247,701)
CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES		**(5,482,320)**	**(1,038,442)**	**(9,265,847)**
CASH FLOWS FROM FINANCING ACTIVITIES				
Change in noncontrolling interests		(90,645)	1,814,310	115,083
(Decrease) Increase in subordinated debts		835,115	8,716,979	9,367,482
(Decrease) Increase in equity and debt hybrid securities		200,663	5,393,776	12,292,397
(Acquisition) Disposal of treasury shares		(396,157)	(537,622)	(162,171)
Dividends paid		(2,177,881)	(3,191,540)	(974,248)
Interest on own capital paid		(886,279)	(2,442,297)	(3,303,166)
CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES		**(2,515,184)**	**9,753,606**	**17,335,377**
Net variation of cash and cash equivalents		**2,475,146**	**(9,256,772)**	**10,607,395**
At the beginning of the period		48,041,034	57,805,818	43,852,139
Effect of changes in foreign exchange rates in cash and cash equivalents		222,451	2,189,585	1,495,354
At the end of the period		50,738,631	50,738,631	55,954,888
Increase (Decrease) in cash and cash equivalents		**2,475,146**	**(9,256,772)**	**10,607,395**

CONSOLIDATED STATEMENT OF VALUE ADDED

		3rd quarter/ 2013	%	01.01 to 09.30.2013	%	01.01 to 09.30.2012	%
Income		**31,091,792**		**97,448,380**		**86,251,055**	
Income from Financial Intermediation		29,232,900		83,124,456		81,321,692	
Income from service and bank fees		5,818,813		17,123,554		15,587,465	
Allowance for loan losses		(3,874,931)		(11,400,057)		(10,549,236)	
Profit on disposal of investments/equity interest	(Note 23)	1,436		9,826,229		--	
Other income/expenses		(86,426)		(1,225,802)		(108,866)	
Expense from Financial Intermediation		**(17,660,378)**		**(49,721,197)**		**(49,078,130)**	
Inputs Purchased from Third Parties		**(2,463,567)**		**(7,222,366)**		**(6,876,370)**	
Materials, electric power and other		(117,153)		(373,845)		(393,237)	
Expenses with outsourced services	(Note 22.d)	(496,297)		(1,441,940)		(1,288,105)	
Communication	(Note 22.d)	(363,348)		(1,066,252)		(1,039,908)	
Data processing	(Note 22.d)	(210,364)		(625,692)		(610,177)	
Transportation	(Note 22.d)	(295,246)		(827,540)		(905,957)	
Security services	(Note 22.d)	(204,407)		(594,254)		(613,178)	
Financial system services	(Note 22.d)	(189,509)		(698,401)		(514,966)	
Advertising and marketing	(Note 22.d)	(126,632)		(321,627)		(317,344)	
Other		(460,611)		(1,272,815)		(1,193,498)	
Gross Added Value		**10,967,847**		**40,504,817**		**30,296,555**	
Depreciation and amortization	(Note 22.d)	(779,236)		(2,454,567)		(2,641,758)	
Value Added produced by the Entity		**10,188,611**		**38,050,250**		**27,654,797**	
Value Added received through transfer		**51,625**		**380,570**		**339,929**	
Equity in subsidiary and associated companies		51,625		380,570		339,929	
Added Value to Distribute		**10,240,236**	**100.00**	**38,430,820**	**100.00**	**27,994,726**	**100.00**
Value Added distributed		**10,240,236**	**100.00**	**38,430,820**	**100.00**	**27,994,726**	**100.00**
Personnel		**4,247,416**	**41.48**	**13,474,434**	**35.06**	**11,774,408**	**42.06**
Salaries and fees		2,812,703		8,495,848		7,601,222	
Employee and directors profit sharing		378,305		1,718,055		1,235,185	
Benefits and training programs		601,308		1,779,940		1,659,955	
FGTS (Government Severance Indemnity Fund for Employees)		165,425		516,544		480,108	
Other charges		289,675		964,047		797,938	
Taxes, Rates and Contributions		**2,770,052**	**27.05**	**10,893,443**	**28.34**	**7,235,135**	**25.84**
Federal		2,472,901		10,030,383		6,468,011	
State		142		639		692	
Municipal		297,009		862,421		766,432	
Interest on Third Parties' Capital		**289,986**	**2.83**	**844,474**	**2.20**	**628,801**	**2.25**
Rent	(Note 22.d)	289,986		844,474		628,801	
Interest on Own Capital	(Note 24.f)	**2,932,782**	**28.64**	**13,218,469**	**34.40**	**8,356,382**	**29.85**
Federal Government's interest on own capital		516,744		1,423,979		1,482,088	
Interest on own capital of other stockholders		369,535		1,018,318		1,026,172	
Federal Government dividends		109,458		1,542,190		493,935	
Dividends from other stockholders		78,275		1,102,853		341,991	
Retained earnings		1,629,707		7,645,173		4,893,559	
Non-controlling interest in retained earnings		229,063		485,956		118,637	

1 – The Bank and its Operations

Banco do Brasil S.A. ("Banco do Brasil" or the "Bank") is a publicly traded company established under private law, with both public and private shareholders, and is subject to the requirements of Brazilian corporate legislation. It is headquartered in Setor Bancário Sul, Quadra 1, Lote 32, Bloco C, Edifício Sede III, Brasília, Distrito Federal, Brazil. Its purpose is to carry out all asset, liability and accessory banking operations, to provide banking services, to promote financial intermediation and originate financial transactions in various forms, including foreign exchange transactions and supplementary activities, with an emphasis on insurance, private pension, capitalization, securities brokerage, administration of consortiums, credit/debit cards, investment funds and management portfolios, and to practice any activities permitted for the institutions that are part of the National Finance System. It is also the main financial agent of the Brazilian Federal Government and is therefore required to carry out the functions attributed to it by law, specifically those of article 19 of Law 4,595/1964.

2 – Company Restructuring

a) Acquisitions

BB Americas (successor of EuroBank)

On 01.19.2012, the Bank concluded the acquisition, through cash payment of US$ 6 million (R$ 10.651 thousand), of the entire capital stock and voting capital of BB Americas, a North-American financial institution, corresponding to 835,855 common shares.

Investment and goodwill balances were measured based on adjusted equity of BB Americas, on December 2011, converted at the exchange rate of 01.17.2012.

	R$ thousand
Amount paid	10,651
Adjusted equity value on 12.31.2011	(27,203)
Value of goodwill	**37,854**
Goodwill	18,058
Goodwill of assets fair value	19,796
Capital investment	90,098

BB Americas, a close corporation headquartered in the state of Florida (United States), has a network of three branches located in the cities of Miami, Pompano Beach and Boca Raton.

The BB Americas acquisition is expected to contribute to Banco do Brasil's expansion of business in the United States, through its operations in the North-American retail market, focusing on Brazilian and Hispanic people that live in the USA.

b) Corporate reorganization in the area of insurance, private pension plans, capitalization and reinsurance

Brasildental – Operadora de Planos Odontológicos S.A.

On 06.11.2013, Banco do Brasil, BB Seguros Participações SA (BB Seguros), BB Corretora de Seguros e Administradora de Bens S.A. (BB Corretora), Odontoprev S.A. (Odontoprev) and Odontoprev Serviços Ltda. (Odontoprev Serviços) signed an Association Agreement and Other Covenants (Association Agreement) aiming to develop and disseminate, by a new company named Brasildental Operadora de Planos Odontológicos S.A. (Brasildental), and to distribute and sell, through BB Corretora, dental plans under the brand BB Dental, with exclusivity in all BB distribution channels in the Brazilian territory.

Brasildental will have R$ 5 million as initial paid-in capital, distributed in 100,000 common shares (ON) and 100,000 preferred shares (PN) with the following shareholding structure:

- BB Seguros will hold 49.99% of common shares and 100% of preferred shares, representing 74.99% of total capital, and
- Odontoprev will hold 50.01% of the common shares, representing 25.01% of total capital.

BB Seguros and Odontoprev will be responsible for Brasildental's startup capital constitution accordingly to their respective ownership stake.

On 08.02.2013, Conselho Administrativo de Defesa Econômica (CADE) approved the Agreement, without restrictions, and, on 09.19.2013, Banco Central do Brasil authorized the indirect holding of the Bank in Brasildental capital.

The next steps to be concluded are:

a) Constitution of the company;
b) Authorization from Agência Nacional de Saúde (ANS) to operate and offer products in the dental plans Brazilian market .

The Agreement will remain effective for 20 years, renewable for equal periods.

IRB - Brasil Resseguros S.A

On 05.24.2013, BB Seguros Participações and the Federal Government signed an Agreement for Transfer of Shares (Agreement for Transfer) aiming to transfer 212,421 common shares issued by IRB-Brasil Resseguros S.A. (IRB) held by the Federal Government to BB Seguros.

Moreover, at that time, a Shareholders' Agreement was signed between BB Seguros, the Federal Government, Bradesco Auto Re-Companhia de Seguros S.A., Itaú Seguros S.A., Itaú Vida e Previdência S.A. and Fundo de Investimento em Participações Caixa Barcelona in order to create an IRB's governance control group by regulating the relationship between the partners, as well as the company's management structure and operation. Common shares were linked to the Shareholders' Agreement, representing 20% of the total common shares held by BB Seguros; 15% of the total common shares held by the Federal Government; 15% of the total common shares held by Itaú Seguros Group; 20% of the total common shares held by Bradesco Seguros; and 3% of the total common shares held by FIP Caixa Barcelona.

In addition to the Shareholders' Agreement celebration, the restructuring process of IRB involved the following steps:

- conversion of IRB preferred shares into common shares (rate 1:1);
- creation of a golden share (preferred share with the veto right to certain decisions), held by the Federal Government; and
- capital increase of IRB by its current shareholders, with the issuance of new shares, and the commitment of the Federal Government not to exercise its preference rights.

On 08.20.2013, through a special shareholder´s meeting, the increase of IRB capital, which was a precedent condition to the payment of the acquisition of common shares by BB Seguros, was approved.

On 08.27.2013, BB Seguros held 20.5% of the IRB share capital through the transfer of shares and the payment made to the Federal Government, as follows:

	R$ thousand (except in number and price per share)
Number of shares	212,421 shares
Price per share (R$)	2,577.00
Amount paid in the acquisition	547,409
Adjusted shareholder´s equity on 08.31.2013	489,259
Value of goodwill	**58,150**

The effectiveness of all actions relating to the Transaction is subject to approval by their respective regulators, supervisors and inspectors, and it is important to observe that, on 04.16.2013, the transaction was approved by Conselho Administrativo da Defesa Econômica (CADE) and, on

09.16.2013, by the Superintendência de Seguros Privados (SUSEP). The approval by Tribunal de Contas da União (TCU) remain pending.

BB Cor Participações S.A.

On 12.27.2012, the Bank established the company BB Cor Participações S.A. (BB Cor), which now holds 100% of the equity of BB Corretora de Seguros e Administradora de Bens S.A. (BB Corretora).

The Bank´s objective is to increase the market share of BB Corretora, which will commercialize, inside and outside of the Bank's distribution channels, third-party products in the branches where the Bank doesn't have exclusivity agreements with partners companies.

BB Cor will also hold equity interest in other companies which operates as brokers in the sale of insurance, open pension funds, capitalization and/or health insurance and dental plans in which the Bank may participate in the future.

BB Seguridade Participações S.A.

On 12.20.2012, the Bank established the company BB Seguridade Participações S.A. (BB Seguridade), with the following objectives: to consolidate under a single company, all activities of the Bank in the areas of insurance, capitalization, supplementary pension plan and similar activities, including any future expansion of these activities, in Brazil or abroad, organic or not; to provide economies of scale in these operations; and to obtain reduction in the costs and espenses in the insurance segment.

The company holds the following equity interests:

a) 100% of the shares issued by BB Cor.
b) 100% of the shares issued by BB Seguridade Participações S.A., which in turn holds the following equity interests:

   (i) 74.9% of the total shares (of which 49.9% are common shares) issued by BB Mapfre SH1 Participações S.A., which operates in the field of life insurance in partnership with Grupo Mapfre.
   (ii) 50.0% of the total shares (of which 49.0% are common shares) issued by Mapfre BB SH2 Participações S.A., which operates in the field of property insurance also in partnership with Grupo Mapfre.
   (iii) 74.9% of the total shares (of which 49.9% are common shares) issued by Brasilprev Seguros e Previdência S.A., which operates in the field of open pension fund in partnership with Principal Financial Group;
   (iv) 66.7% of the total shares (of which 49.9% are common shares) issued by Brasilcap Capitalização S.A.,which operates in the field of capitalization in partnership with Icatu Seguros S.A. e a Cia de Seguros Aliança da Bahia; and
   (v) 100% of the shares issued by Nossa Caixa Capitalização S.A., which operates in the field of capitalization.

The Initial Public Offering of BB Seguridade Participações S.A.

On 02.20.2013, through a special shareholders' meeting, the Banco do Brasil decided to do an Initial Public Offering (IPO) of BB Seguridade. The minutes of the meeting were registered in the Junta Comercial do Distrito Federal on 03.14.2013, under the number 20130248401 and published in the Diário Oficial and in the Jornal de Brasilia on 03.25.2013.

The offering, which was emitted by the BB Seguridade Participações S.A., consisted of the secondary public offering of shares, held in Brazil in the unorganized OTC market, in accordance with CVM 400/2003 Instruction.

On 04.25.2013, 500 million shares were offered, 100% Common Shares, traded on the Novo Mercado of the BM & FBOVESPA under the ticker BBSE3 with prices set at R$ 17.00. The settlement of the Offering Base (500 million shares), plus the Additional Lot (100 million shares), produced a gross gain

in the income of the Banco do Brasil in the amount of R$ 8.374 billion, resulting from the disposal of 30% of the shares.

On 05.20.2013, the Public Offering of Shares was closed with the full exercise of the Green Shoe (75 million shares). Thereby, the Banco do Brasil achieved a gross gain in the operation of R$ 9.820 billion, and now holds 66.25% of the common shares of BB Seguridade.

The funds raised were fully reverted to the Banco do Brasil, the selling shareholder. BB Seguridade received no funds from the offering.

c) Corporate Reorganization – BB USA Holding Company Inc.

On 05.03.2013, the Banco do Brasil acquired all the shares of BB USA Holding Company Inc., that previously belonged to BB AG Viena.

The transaction was made based on the adjusted equity of the holding company BB USA Holding Company Inc. dated on 04.30.2013 by the amount of US$ 644 thousand (R$ 1,293 thousand).

BB USA Holding Company Inc. is a closed corporation headquartered in White Plains in New York State.

d) Corporate Reorganization in the area of cards – Alelo

Companhia Brasileira de Soluções e Serviços (Alelo), a company that operates in the area of prepaid cards, controlled by BB Banco de Investimento S.A. and by Bradescard in the proportion of 49.99% and 50.01%, respectively, was transferred in August 2013 to Elo Participações, which now holds 100% of its total capital.

The aim of the restructuring was to maximize Alelo´s governance through the governance structure of Elo Participações. Corporate acts were performed so that the final indirect holdings of the Bank and Banco Bradesco S.A. in Alelo and Elo Participações did not change.

e) Corporate Reorganization - Banco Votorantim

On July 31, 2013, the directors of Banco Votorantim approved the incorporation of BV Participações to its assets under the Protocolo e Justificação de Incorporação (Protocol and Justification of Merger). The remaining assets were calculated by the book value at June 30, 2013, date of the transaction, in the amount of R$ 98,920 thousand, adding the equity variations between the base date of the appraisal report and the date of incorporation.

The incorporation is justified since it represents an improvement of its corporate structure, leads to a rationalization of operations, simplifies management, facilitates accounting and financial procedures; minimizes administrative expenses, leading to the optimization of its assets and results.

As a natural result, BV Participações had its legal personality extinct and Banco Votorantim became its successor, by universal title, of its rights and obligations.

The incorporation resulted in an increase of the total capital of Banco Votorantim, in the same amount of the incorporated equity, through the issue of 1,442,096,204 new shares, of which 1,179,896,894 shares of common stock and 262,199,310 shares of preferred stock, without par value, assigned to Votorantim Finanças and to the Bank, only shareholders of BV Participações, in the proportion that each one held in the total capital of the company, in exchange of the extinct shares of BV Participações.

3 – Presentation of Financial Statements

The Consolidated Financial Statements have been prepared in accordance with the accounting guidelines derived from Brazilian corporation law, the rules and instructions issued by Conselho

Monetário Nacional (CMN), Banco Central do Brasil (Bacen), Conselho Nacional de Seguros Privados (CNSP), Superintendência de Seguros Privados (Susep), and Comissão de Valores Mobiliários (CVM), as applicable.

The preparation of financial statements in accordance with accounting practices adopted in Brazil, applicable to financial institutions, requires that Management use judgment in the determination and recording of accounting estimates, when applicable. Significant assets and liabilities subject to these estimates and assumptions include: the residual value of fixed assets, the allowance for loan losses, deferred tax assets, provision for labor, civil and tax demands, appreciation of financial instruments, assets and liabilities relating to post-employment benefits and other provisions. The final amounts of transactions involving these estimates are only known upon their settlement.

The consolidated financial statements include operations of Banco do Brasil in Brazil and abroad, the operations of financial and non-financial subsidiaries in Brazil and abroad, Jointly Controlled entities, Special Purpose Entity - Dollar Diversified Payment Rights Finance Company, and of Investment Financial Funds (BVIA Fundo de Investimento em Participações, Fundo de Investimento Nióbio I, BV Financeira FIDC I, BV Financeira FIDC II, BV Financeira FIDC III, BV Financeira FIDC IV, BV Financeira FIDC V and BV Financeira FIDC VI) which the Bank controls directly or indirectly, as well as participations in other companies, in accordance with Bacen requirements.

In the preparation of these consolidated financial statements, amounts resulting from transactions between consolidated companies, including the equity interest held by one in another, balances of balance sheet accounts, revenues, expenses and unrealized profits, net of tax effects, were eliminated. Non-controlling interest in net equity and in result were separately disclosed in the financial statements. The balances of balance sheet and income accounts of ownership interest which control is shared with other shareholders were consolidated proportionally to the ownership held in the capital. Leasing transactions were considered based on the financial method, and the amounts were reclassified from the heading of leased assets to the heading of leasing transactions, after deduction of residual amounts received in advance.

The Comitê de Pronunciamentos Contábeis (CPC) is responsible for issuing accounting standards and interpretations, based on international accounting standards, approved by the CVM. Bacen adopted the following pronouncements of the CPC, applied by the Bank, when applicable: CPC 00 - Conceptual Framework, CPC 01 – Decrease in Recoverable Amount of Assets, CPC 03 - Statement of Cash Flows (DFC), CPC 05 – Related Party Disclosures, CPC 10 – Share-Based Payment, CPC 23 – Accounting Policies, Changes in Accounting Estimates and Errors, CPC 24 – Events After the Reporting Period and CPC 25 - Provisions, Contingent Liabilities and Contingent Assets.

Additionally, the Banco Central do Brasil issued CMN Resolution 3,533/2008, which became effective in January, 2012, which established procedures for classification, accounting and disclosure of sale and transfer transactions related to financial assets. This Resolution establishes the criteria for the write-off of financial assets as specified in the CPC 38 – Financial Instruments: Recognition and Measurement.

The Bank has also applied the following pronouncements which do not conflict with the Bacen rules, as established by Article 22, § 2 of Law 6,385/1976: CPC 09 – Value Added Statement, CPC 12 – Adjustment at Present Value, CPC 22 – Information by segment, CPC 33 – Employee Benefits and CPC 41 – Income per share.

Pronouncements CPC 07 - Government Grants and Assistance, CPC 17 - Construction Contracts, CPC 29 - Biological Assets and Agricultural Produce and CPC 35 - Separate Statements, which do not conflict with the Bacen rules, may be applied by the Bank as events or transactions covered by the aforementioned CPCs take place.

The application of other standards, which depend on Bacen’s regulations, results primarily in immaterial adjustments or in changes in disclosure, except the following pronouncements, that may result in significant impacts on the financial statements:

CPC 04 - Intangible Assets and CPC 15 - Business Combinations - a) reclassification of intangible assets identified on acquisitions of controlling interest of Banco Nossa Caixa and of Banco Votorantim, in 2009, as well as on acquisition of controlling interest of Banco Patagonia, in 2011, and of BB Americas, in 2012, from the investment account to the account of intangible assets, in the group of Non-Current Assets – Permanent; b) derecognition of goodwill amortization expenses from acquisitions; and c) recognition of amortization expenses of intangible assets with definite useful lives, identified in the acquisitions.

CPC 18 – Investments in Associates and Joint Ventures – a) recording at fair value of the equity interests received in the partnership of the formation of the joint ventures BB Mapfre SH1 and SH2, on 06.30.2011; b) write-off of the book value of the assets contributed by the Bank of Brazil including any goodwill; and, c) recognition of the result of the transaction in the new constituted companies by the proportion of the equity interest.

CPC 36 – Consolidated Financial Statements – consolidation of the interests in investments in associates and joint ventures using the equity method, in accordance with CPC 18, resulting in decrease in the total assets of the Conglomerate.

CPC 38 - Financial Instruments: Recognition and Measurement - adjustment in the allowance for loan losses, due to the adoption of the incurred loss criteria instead of the expected loss criteria.

These financial statements were approved by the Executive Board of Directors on 11.05.2013.

Equity interest included in the consolidated financial statements, segregated by business segments

				09.30.2013	12.31.2012	09.30.2012
Banking segment			**Activity**			**% of Total Share**
Banco do Brasil – Ag. Viena	(1)	(4)	Banking	100%	100%	100%
BB Leasing Company Ltd.	(1)	(4)	Leasing	100%	100%	100%
BB Leasing S.A. – Arrendamento Mercantil	(1)	(4)	Leasing	100%	100%	100%
BB Securities Asia Pte. Ltd.	(1)	(4)	Broker	100%	100%	100%
BB Securities LLC.	(1)	(4)	Broker	100%	100%	100%
BB Securities Ltd.	(1)	(4)	Broker	100%	100%	100%
BB USA Holding Company, Inc.	(1)	(4)	Holding	100%	100%	100%
Brasilian American Merchant Bank	(1)	(4)	Banking	100%	100%	100%
BB Americas	(1)	(4)	Bank	100%	100%	100%
Besc Distribuidora de Títulos e Valores Mobiliários S.A.	(1)	(4)	Asset Management	99.62%	99.62%	99.62%
Banco Patagonia S.A.	(1)	(4)	Bank	58.96%	58.96%	58.96%
Banco Votorantim S.A.	(2)	(4)	Bank	50%	50%	50%
Investment segment			**Activity**		**% of Total Share**	
BB Banco de Investimento S.A.	(1)	(4)	Investment Bank	100%	100%	100%
Kepler Weber S.A.	(2)	(4)	Industry	17.56%	17.56%	17.56%
Companhia Brasileira de Securitização – Cibrasec	(3)	(5)	Credits Acquisition	12.12%	12.12%	12.12%
Neoenergia S.A.	(2)	(4)	Energy	11.99%	11.99%	11.99%
Segment of Fund Management			**Activity**		**% of Total Share**	
BB Gestão de Recursos – Distribuidora de Títulos e Valores Mobiliários S.A.	(1)	(4)	Asset Management	100%	100%	100%
Segment of Insurance, Private Pension Fund and Capitalization			**Activity**		**% of Total Share**	
BB Seguridade Participações S.A.	(1)	(4)	Holding	66.25%	100%	--
BB Cor Participações S.A.	(1)	(4)	Holding	66.25%	100%	--
BB Corretora de Seguros e Administradora de Bens S.A.	(1)	(4)	Broker	66.25%	100%	100%
BB Seguros Participações S.A.	(1)	(4)	Holding	66.25%	100%	100%
Nossa Caixa Capitalização S.A.	(1)	(4)	Capitalization	66.25%	100%	100%
BB Mapfre SH1 Participações S.A.	(2)	(4)	Holding	49.68%	74.99%	74.99%
Aliança Participações S.A.	(2)	(6)	Holding	--	--	74.99%
Mapfre Participações Ltda.	(2)	(6)	Holding	--	--	74.99%
Companhia de Seguros Aliança do Brasil	(2)	(4)	Insurance Company	49.68%	74.99%	74.99%
Mapfre Vida S.A.	(2)	(4)	Pension	49.68%	74.99%	74.99%
Vida Seguradora S.A.	(2)	(4)	Insurance Company	49.68%	74.99%	74.99%
Brasilprev Seguros e Previdência S.A.	(2)	(4)	Pension/Insurance	49.68%	74.99%	74.99%
Brasilprev Nosso Futuro Seguros e Previdência S.A.	(2)	(4)	Pension/Insurance	49.68%	74.99%	--
Brasilcap Capitalização S.A.	(2)	(4)	Capitalization	44.16%	66.66%	66.66%
Mapfre BB SH2 Participações S.A.	(2)	(4)	Holding	33.13%	50%	50%
Aliança Rev Participações S.A.	(2)	(6)	Holding	--	--	50%
Aliança do Brasil Seguros S.A.	(2)	(4)	Insurance Company	33.13%	50%	50%
Brasilveículos Companhia de Seguros	(2)	(4)	Insurance Company	33.13%	50%	50%
Mapfre Seguros Gerais S.A.	(2)	(4)	Insurance Company	33.13%	50%	50%
Mapfre Affinity Seguradora S.A.	(2)	(4)	Insurance Company	33.13%	50%	50%
Mapfre Assistência S.A.	(2)	(4)	Service Rendering	33.13%	50%	50%
Votorantim Corretora de Seguros S.A.	(2)	(4)	Broker	50%	50%	--
Seguradora Brasileira de Crédito à Exportação – SBCE	(3)	(4)	Insurance Company	12.09%	12.09%	12.09%
IRB – Brasil Resseguros S.A.	(2)	(4)	Reinsurer	13,58%	--	--
Segment of Payment Methods			**Activity**		**% of Total Share**	
BB Administradora de Cartões de Crédito S.A.	(1)	(4)	Service Rendering	100%	100%	100%
BB Elo Cartões Participações S.A.	(1)	(4)	Holding	100%	100%	100%
Elo Participações S.A.	(2)	(4)	Holding	49.99%	49.99%	49.99%
Companhia Brasileira de Soluções e Serviços CBSS – Alelo	(2)	(4)	Service Rendering	24.99%	49.99%	49.99%
Elo Serviços S.A.	(2)	(4)	Service Rendering	33.33%	33.33%	33.33%
Cielo S.A.	(2)	(4)	Service Rendering	28.67%	28.68%	28.68%
Tecnologia Bancária S.A. – Tecban	(3)	(4)	Service Rendering	13.53%	13.53%	13.53%
Other Segments			**Activity**		**% of Total Share**	
Ativos S.A. Securitizadora de Créditos Financeiros	(1)	(4)	Credit Acquisition	100%	100%	100%
Ativos S.A. Gestão de Cobrança e Recuperação de Crédito	(1)	(4)	Credit Acquisition	100%	100%	100%
BB Administradora de Consórcios S.A.	(1)	(4)	Consortium	100%	100%	100%
BB Tur Viagens e Turismo Ltda.	(1)	(5)	Tourism	100%	100%	100%
BB Money Transfers Inc.	(1)	(4)	Service Rendering	100%	100%	100%
BB Tecnologia e Serviços S.A. (sucessor of Cobra Tecnologia S.A.)	(1)	(4)	IT	99.97%	99.97%	99.97%
BV Participações S.A.	(2)	(6)	Holding	--	50%	50%

(1) Subsidiaries.

(2) Joint venture, proportionately included in consolidation.

(3) Associated companies, proportionately included in consolidation, as Bacen's Regulation.

(4) Financial Statements for consolidation on September/2013.

(5) Financial Statements for consolidation on August/2013.

(6) Companies discontinued during the fiscal year 2012 and in the 3rd quarter/2013 (BV Participações S.A).

Information for comparability purposes

The financial information is presented retrospectively according to CPC 23 – Accounting Policies, Changes in Accounting Estimates and Errors, due to changes in CPC 33 (R1), approved by CVM Resolution 695/2012, which changed the accounting of actuarial gains and losses, now recorded in the shareholder's equity. The table below shows the re-presented balances:

Balance Sheet

R$ thousand

Banco do Brasil	12.31.2012			09.30.2012		
	Original Report	Adjustments	Adjusted Balances	Original Report	Adjustments (1)	Adjusted Balances
NON-CURRENT ASSETS						
Other Receivables - Sundry (2)	63,733,942	(1,178,641)	62,555,301	63,749,230	367,477	64,116,707
TOTAL ASSETS	**1,150,486,189**	**(1,178,641)**	**1,149,307,548**	**1,103,913,213**	**367,477**	**1,104,280,690**
NON-CURRENT LIABILITIES						
Other Liabilities - Taxes and social security (3)	6,883,049	10,120	6,893,169	6,982,029	(193,923)	6,788,106
Other Liabilities - Sundry (4)	10,411,052	3,381,787	13,792,839	9,390,844	2,051,682	11,442,526
SHAREHOLDERS' EQUITY	**66,069,965**	**(4,570,548)**	**61,499,417**	**64,103,886**	**(1,490,282)**	**62,613,604**
Accumulated Other Comprehensive Income (5)	1,420,354	(4,570,548)	(3,150,194)	**1,561,052**	(1,490,282)	70,770
TOTAL LIABILITIES	**1,150,486,189**	**(1,178,641)**	**1,149,307,548**	**1,103,913,213**	**367,477**	**1,104,280,690**

(1) Refers to adjustments made on 12.31.2011 and on 06.30.2012, as Note 4.l - Employee benefits;

(2) Includes the actuarial asset and the deferred tax assets;

(3) Includes the deferred tax liabilities;

(4) Includes the actuarial liabilities;

(5) Includes the actuarial gains and losses, net of tax effects.

For comparability purposes, in order to better show the essence of operations, the following reclassifications:

- Revenue Equalization Rates - Law 8.427/1992 (Agricultural Crop) grouping of Other Operating Income to Income from Loans - R$ 2,379,927 thousand;
- Expenses Instruments Hybrid Capital and Debt and Subordinated Debt issued abroad grouping of Other Operating Expenses Expenses for Operations Funding - R$ 678,078 thousand;
- Expenses Lawsuits grouping of Other Administrative Expenses for Other Expenses - R$ 1,263,416 thousand.

Statement of Income

R$ thousand

01.01 a 09.30.2012	Original Report	Reclassification	Adjusted Balances
INCOME FROM FINANCIAL INTERMEDIATION	**78,941,765**	**2,379,927**	**81,321,692**
Loan Operations	49,660,760	2,379,927	52,040,687
EXPENSES FROM FINANCIAL INTERMEDIATION	**(58.949.288)**	**(678.078)**	**(59,627,366)**
Deposits and securities sold under repurchase agreements	(39,428,383)	(678,078)	(40,106,461)
INCOME FROM FINANCIAL INTERMEDIATION	**19.992.477**	**1.701.849**	**21,694,326**
OTHER OPERATING INCOME/EXPENSES	**(8.097.727)**	**(1.701.849)**	**(9,799,576)**
Other administrative expenses	(11,994,883)	1,263,416	(10,731,467)
Other operating income	8,228,708	(2,379,927)	5,848,781
Other operating expenses	(6,618,716)	(585,338)	(7,204,054)

4 – Description of Significant Accounting Policies

The accounting policies adopted by Banco do Brasil are applied consistently in all periods presented in these financial statements and applied to all the entities of the Conglomerate.

a) Statement of income

In accrual basis accounting, revenues and expenses are reported in the closing process of the period in which they are incurred, regardless of receipt or payment. The operations with floating financial charges are adjusted *pro rata die*, based on the variation of the indexes agreed, and operations with fixed financial charges are recorded at redemption value, adjusted for unearned income or prepaid expenses for future periods. The operations indexed to foreign currencies are adjusted up to the reporting date using current rates.

b) Present value measurement

Financial assets and liabilities are presented at present value due to the application of the accrual basis in the recognition of their interest income and expenses.

Non-contractual liabilities are primarily represented by provisions for lawsuit and legal obligations, for which the disbursement date is uncertain and is not under the Bank control. They are measured at present value because they are initially recognized at estimated disbursement value on the valuation date and are updated monthly.

c) Cash and cash equivalents

Cash and cash equivalents comprise available funds in local currency, foreign currency, investments in gold, investments in repurchase agreements – own resources, interbank deposits and investments in foreign currencies, with high liquidity and insignificant risk of change in value, with maturity not exceeding 90 days.

d) Short-term interbank investments

Short-term interbank investments are recorded at their investment or acquisition amount, plus income accrued up to the balance sheet date and adjustment to allowance for losses.

e) Securities

The securities purchased for the Bank's portfolio are recorded at the actual amount paid, including brokerage charges and fees, and are classified based on management’s intention, in one of three categories, according to Bacen Circular 3,068/2001:

Trading Securities: these are securities purchased to be actively and frequently traded. They are adjusted monthly to market value. The increases and decreases in value are recorded in income and expense accounts for the period;

Securities available for sale: these are securities that may be traded at any time, but are not acquired to be actively and frequently traded. They are adjusted monthly to market value and their increases and decreases in value are recorded, net of tax effects, in Accumulated Other Comprehensive Income in Shareholders' Equity; and

Securities held to maturity: these are securities that the Bank owns and has the financial capacity and intent to hold to maturity. These securities are not adjusted to market value. The financial capacity is supported by a cash flow projection that does not consider the possibility of sale of these securities.

The mark-to-market methodology used for securities was established following consistent, verifiable criteria, which consider the average price of trading on the day of calculation or, if not available, the daily adjustment of future market transactions reported by Anbima, BM&FBovespa or the net expected

realizable value obtained through pricing models, using future interest rate curves, foreign exchange rates, and price and currency index, all consistent with prices adopted during the year.

Income accrued on the securities, irrespective of the category in which they are classified, is appropriated on a *pro rata die* basis on an accrual basis until the date of maturity or final sale, according to the exponential or straight-line method, based on the contractual remuneration and purchase price, and recorded directly in the statement of income for the period.

Impairment of securities classified as available for sale and held to maturity, if considered not to be temporary, are recorded directly in expense for the period and a new cost basis for the asset is determined.

Upon sale, the difference between the sale amount and the cost of purchase plus accrued income is considered as a result of the transaction and is recorded on the date of the transaction as a gain or loss on securities.

f) Derivative financial instruments

Derivative financial instruments are adjusted to market value at each monthly trial balance and balance sheet date. Increases or decreases in value are recorded in income or expense accounts of the respective financial instruments.

The mark-to-market methodology used for derivative financial instruments was established following consistent and verifiable criteria, which consider the average price of trading on the date of calculation or, if not available, pricing models that estimate the expected net realizable value.

Derivative financial instruments used to offset, in whole or in part, the risks arising from exposure to variations in financial asset or liability market values are considered hedge instruments and are classified according to their nature:

Market Risk Hedge - increases or decreases in value of the financial instruments, as well as of the hedged item, are recorded in income/expenses accounts for the period; and

Cash Flow Hedge - the effective portion of the increases or decreases in value of the derivative financial instruments classified in this category are recorded, net of tax effects, in Accumulated Other Comprehensive Income in Shareholders' Equity. The effective amount is that in which the variation of the hedged item, directly related to the corresponding risk, is offset by the variation in the financial instrument used for the hedge, considering the accumulated effect of the transaction. Other variations in these instruments are recorded directly in the statement of income/expenses for the period.

g) Loan and lease operations, advances on foreign exchange contracts, other receivables with loan characteristics and allowance for loan losses

Loans, leases, advances on foreign exchange contracts and other receivables with loan characteristics are classified according to Management's judgment with respect to the level of risk, taking into consideration market conditions, past experience and specific risks in relation to the operation, to borrowers and guarantors, observing the parameters established by CMN Resolution 2,682/1999, which requires periodic analyses of the portfolio and its classification into nine levels, ranging from AA (minimum risk) to H (maximum risk), as well as the classification of operations more than 15 days overdue as non-performing.

Income from loans overdue for more than 60 days, regardless of their risk level, will only be recognized as income when effectively received.

Operations classified at level H, which remain in this classification for 180 days, are written off against the existing allowance.

Renegotiated operations are maintained, at a minimum, at the same level at which they were rated. The renegotiations of loans already written off against the allowance are rated as H level and any gains from renegotiation are recognized as income when effectively received.

Allowance for loan losses, considered sufficient by management, satisfies the minimum requirement established by the aforementioned CMN Resolution 2,682/1999 (Note 10.e).

h) Taxes

Taxes are calculated based on the rates shown in the table below:

Taxes	Rate
Income Tax (15% + additional 10%)	25%
Social Contribution on Net Income (CSLL) (1)	15%
Social Integration Program/Public servant fund program (PIS/Pasep) (2)	0.65%
Contribution to Social Security Financing – (Cofins) (2)	4%
Tax on services of any kind – (ISSQN)	Up to 5%

(1) Rate applied to financial companies and to non-financial companies in the areas of insurance, private pension plans and capitalization. For others non-financial companies, the CSLL rate is 9%.

(2) For non-financial firms that have opted for the non-cumulative regime of calculation, the PIS/PASEP rate is 1.65% and the Cofins rate is 7.6%.

Deferred tax assets (tax credits) and deferred tax liabilities are recorded by applying the current rates of taxes on their respective bases. For recording, maintaining, and writing off tax credits, the Bank follows the established criteria by CMN Resolution 3,059/2002, amended by CMN Resolutions 3,355/2006 and 3,655/2008, and they are supported by a study of their realizability.

i) Prepaid expenses

These expenses refer to the application of payments made in advance, for which the benefits or the services will occur in subsequent periods. Prepaid expenses are recorded at cost and amortized as incurred.

j) Permanent assets

Investments: investments in subsidiaries and associated companies in which the Bank has significant influence or an ownership interest of 20% or more of the voting shares, and in other companies which are part of a group or are under common control are accounted for by the equity method based on the shareholders' equity of the subsidiary or associated company.

Goodwill, the premium paid over the book value of the investment acquired due a future profitability expectation, is based on financial economic evaluations which substantiate the purchase price of the business and is amortized based on annual income projections of those evaluations. Goodwill is tested for impairment annually.

The statements of the branches and subsidiaries abroad are adapted to the prevailing accounting criteria in Brazil and translated into Brazilian Reais using current exchange rates, in conformity with Bacen Circulars 2,397/1993 and 2,571/1995, and their impacts are recorded in the statement of income for the period.

Other permanent investments are valued at acquisition cost, less allowance for impairment losses, as applicable.

Property and equipment: property and equipment are stated at cost less depreciation, calculated using the straight-line method at the following annual rates: buildings and improvements - 4%; vehicles - 20%; data processing systems - 20% and others - 10% (Note 15).

Deferred: deferred assets are recorded at cost of acquisition or formation, net of accrued amortization. They are composed mainly of restructuring costs, and the expenditures, up to 09.30.2008, with third party properties, as a result of opening branches, which are amortized according to rates based on

rental terms, as well as expenditures on the acquisition and development of information systems, which are amortized at 20% per annum (p.a.).

Intangible: intangible assets consist of rights that have as their object intangible assets intended for the maintenance of the company or that are exercised for that purpose, including acquired goodwill.

An asset meets the criteria for identification as an intangible asset, when it is separable, i.e, it can be separated from the entity and sold, transferred or licensed, rented or exchanged, individually or jointly with a contract, related assets or liabilities, regardless of the intention for use by the entity; or results from contractual rights or other legal rights, regardless of whether these rights are transferable or separable from the entity or other rights and obligations.

The intangible assets have finite useful lives and compromises disbursements for the acquisition of: (i) rights to provide banking services (rights to managing payrolls), amortized over the terms of contracts; (ii) software, amortized on a straight-line basis at a rate of 20% per year from the date it is available for use; and (3) in the right to use the Banco Postal network (included in Other Intangible Assets), which is amortized according to the contractual period. Intangible assets are adjusted by allowance for impairment losses, if applicable (Note 16). The amortization of intangible assets is recorded in Other Administrative Expenses account.

k) Impairment of non-financial assets

At the end of each reporting period, the Bank assesses whether there is any indication that a non-financial asset may be impaired based on internal and external sources of information. If there is an indication that an asset may be impaired, the Bank estimates the recoverable amount of the asset. The recoverable amount of the asset is the higher of: i) its fair value less costs to sell it; and ii) its value in use.

The Bank tests, at least annually, the recoverable amount of intangible assets not yet available for use and goodwill on acquisition of investments, regardless whether there is an indication of impairment or not. This test can be applied any time during the year, provided it is performed at the same period every year.

If the recoverable amount of the asset is less than its carrying amount, the asset's carrying amount is reduced to its recoverable amount through a provision for impairment, which is recognized in the Income Statement.

Methodologies in assessing the recoverable amount of the main non-financial assets:

Property and Equipment in Use:

Land and buildings - in determining the recoverable amount of land and buildings, technical assessments are carried out in accordance with the rules of the Brazilian Association of Technical Standards - ABNT.

Data processing systems - in determining the recoverability, the market value is considered, if it is available, or the recoverable value for use in the operations of the Bank. Otherwise the calculation considers the projection of cash flows arising from the use of each asset during its useful life, discounted to present value based on the rate of the Interbank Deposit Certificate - CDI.

Other assets - although they are subject to impairment testing, other assets have little value individually and, given the cost-effectiveness, the Bank does not assess the recoverable value of these items individually. However, the Bank conducts inventory each year, and lost or damaged goods are properly derecognized.

Investments and Goodwill on acquisition of investments

The methodology for calculating the recoverable amount of goodwill and investments for future profitability consists of measuring the expected result of the investment using discounted cash flow (DCF). To measure this result, the assumptions made are based on (i) operational projections, results

and investment plans, (ii) macroeconomic scenarios developed by the Bank, and (iii) internal methodology for calculating the cost of capital based on the Capital Asset Pricing Model - CAPM.

Specifically in the acquisition of Banco Nossa Caixa, which was merged into the Banco do Brasil in November 2009, the methodology is to compare the goodwill paid, less the accumulated amortization, with the present value of the results of the Bank designed for the State of São Paulo, minus assets with finite lives. The projections are based initially on results and progress based on growth assumptions of profitability for Banco do Brasil and they are discounted using the cost of capital rate, which is calculated using an internal methodology based on the Capital Asset Pricing Model – CAPM.

Intangible

Rights to Managing Payrolls - The model for assessing the recoverable amount of the rights to managing payroll involves monitoring contracts performance, that are calculated from the contribution margins of customer relationship related to each contract in order to check if the projections that justified the acquisition of assets match the observed performance. For the contracts that do not achieve the expected performance levels, a provision for impairment loss is recognized.

Software - Software, substantially developed by the Bank in accordance with its needs constantly receive investments for modernization and adaptation to new technologies and business requirements. Considering that there are no similar products on the market and considering the high cost to deploy metrics that allow calculation of its value in use, the impairment test for software evaluates its usefulness to the company so that when software is retired, its value is derecognized.

Other Intangible Assets - Right to use the Banco Postal network - The methodology to evaluate the recoverable amount of the right to use the network of the Banco Postal involves the calculation of the present value of income flows from operations contracted through Banco Postal, that are projected based on realized values and assumptions defined in the business plan, and are discounted based on the Weighted Average Cost of Capital (WACC).

The losses recorded on the result to adjust the recoverable value of these assets, if any, are stated in the respective notes.

l) Employee benefits

Employee benefits related to short-term benefits for current employees are recognized on the accrual basis as the services are provided. Post-employment benefits, comprising supplementary retirement benefits and medical assistance for which the Bank is responsible, are assessed in accordance with criteria established by CVM Resolution 695/2012 (Note 27). As of 06.30.2010, the evaluations are performed twice a year and not per year as on 12.31.2009.

In defined-contribution plans, the actuarial risk and the investment risk are borne by the plan participants. Accordingly, cost accounting is based on each period's contribution amount representing the Bank's obligation. Consequently, no actuarial calculation is required when measuring the obligation or expense, and there are neither actuarial gains nor losses.

In defined benefit plans, the actuarial risk and the investment risk value of plan assets fall either partially or fully on the sponsoring entity. Accordingly, cost accounting requires the measurement of plan obligations and expenses, with a possibility of actuarial gains and losses, leading to record a liability when the amount of the actuarial obligation exceeds the value of plan assets, or an asset when the amount of assets exceeds the value of plan obligations. In the latter instance, the asset should be recorded only when there is evidence that it can effectively reduce the contributions from the sponsor or refundable in future.

The Bank recognizes the components of defined benefit cost in the period in which the actuarial valuation was performed, in accordance with CVM Resolution 695/2012, as follows:

a) The current service cost and the net interest on the net defined benefit liability (asset) are recognized in profit or loss; and

b) The remeasurements of the net defined benefit liability (asset) are recognized in other comprehensive income, in the Bank's equity.

Contributions to be paid by the Bank to medical assistance plans in some cases will endure after the employee's retirement. Therefore, the Banks obligations are evaluated by the present actuarial value of the contributions to be paid over the expected period when the plan participants and beneficiaries will be linked to the plan. Such obligations are evaluated and recognized under the same criteria used for defined benefit plans.

The actuarial asset recognized in the balance sheet (Note 27) refers to the actuarial gains and its implementation must occur by the end of the plan. There may be partial completion of actuarial assets, conditioned upon satisfying the requirements of the Supplementary Law 109/2001 and Resolution CGPC 26/2008.

Initial adoption of CVM Resolution 695/2012 – CPC 33 (R1)

Through Resolution 695/2012, dated 12.13.2012, CVM adopted the CPC 33 (R1). The main changes are: i) elimination of the corridor method; ii) actuarial gains and losses are now entirely recognized as actuarial assets or liabilities, and creating a corresponding credit or debit in a stockholder's equity account, called Accumulated Other Comprehensive Income. The remeasurements of the net defined benefit liability (asset) which are recognized against other comprehensive income should not be reclassified to income statement in the following period; iii) the financial expense/income of the plan is now recognized at its net value based on the discount rate; iv) new disclosure requirements are included in the financial statements; and v) the standard must be applied retrospectively in accordance with CPC 23 - Accounting Policies, Changes in Accounting Estimates and Errors.

The adoption of this standard, applied for fiscal years beginning on or after 01.01.2013, impacted the Shareholders' Equity as follows:

R$ thousand

09.30.2013	Plano 1 - Previ	Plano Informal - Previ	Plano de Associados - Cassi	Other Plans	Total
Actuarial asset increase/(decrease)	(6,237,886)	--	--	281,150	(5,956,736)
Actuarial liability decrease	--	47,910	611,912	58,043	717,865
Effects in deferred tax assets and liabilities	2,669,191	(19,164)	(244,765)	(136,812)	2,268,450
Effects in Shareholders' Equity	**(3,568,695)**	**28,746**	**367,147**	**202,381**	**(2,970,421)**

R$ thousand

12.31.2012	Plano 1 - Previ	Plano Informal - Previ	Plano de Associados - Cassi	Other Plans	Total
Actuarial asset decrease	(4,441,209)	--	--	--	(4,441,209)
Actuarial liability increase	--	(109,101)	(2,577,272)	(695,413)	(3,381,786)
Effects in deferred tax assets and liabilities	1,900,393	43,640	1,030,909	277,505	3,252,447
Effects in Shareholders' Equity	**(2,540,816)**	**(65,461)**	**(1,546,363)**	**(417,908)**	**(4,570,548)**

Effects are presented retrospectively according to CPC 23 – Accounting Policies, Changes in Accounting Estimates and Errors:

R$ thousand

09.30.2012	Plano 1 - Previ	Plano Informal - Previ	Plano de Associados - Cassi	Other Plans	Total
Actuarial asset decrease	(4,280,383)	--	--	--	(4,280,383)
Actuarial liability increase	--	(6,130)	(262,146)	(25,509)	(293,785)
Effects in deferred tax assets and liabilities	1,831,575	2,452	104,858	9,648	1,948,533
Effects in Shareholders' Equity	**(2,448,808)**	**(3,678)**	**(157,288)**	**(15,861)**	**(2,625,635)**

R$ thousand

12.31.2011	Plano 1 - Previ	Plano Informal - Previ	Plano de Associados - Cassi	Other Plans	Total
Actuarial asset increase	3,742,924	--	--	--	3,742,924
Actuarial liability increase	--	(162,896)	(1,240,517)	(270,218)	(1,673,631)
Effects in deferred tax assets and liabilities	(1,601,596)	65,158	496,207	106,292	(933,939)
Effects in Shareholders' Equity	**2,141,328**	**(97,738)**	**(744,310)**	**(163,926)**	**1,135,354**

m) Deposits and Securities Sold Under Repurchase Agreements

Deposits and securities sold under repurchase agreements are recorded at the amount of the liabilities and include, when applicable, related charges up to the balance sheet date, on a daily *pro rata die* basis.

n) Operations related to insurance, pension plan and capitalization activities

Statement of Income/Expenses

Insurance premiums and selling expenses (or the cost of deferred acquisition) are recorded upon the issuance of policies or billings and are recognized in income/expenses, according to the elapsed coverage period. Revenues from premiums and the corresponding selling expenses, related to present risks without the issuing of respective policies are recognized in the statement of income/expenses based on estimates.

Income from insurance premiums of unelapsed risks is deferred for the validity period of the insurance policies, by means of the formation of provision for unearned premiums, based on the earned premiums issued.

The revenue from pension plans, life insurance plans with living benefits and capitalization plans are recognized in the statement of income when effectively received, as a contra-entry to the recognition of technical provisions, except the revenue to cover risks in cases of combined pension plans, which must be recognized by the duration of the risk, regardless of its receipt. The selling costs are deferred on the issuing of the contract or policy and allocated to income/expenses on a straight-line basis, over the average estimated period for their recovery, except the ones related to capitalization.

Technical Provisions

Technical provisions are composed in accordance with the standards established by Conselho Nacional de Seguros Privados (CNSP), and the values are calculated based on actuarial methods and premises.

Insurance

Provision for Unearned Premiums (PUP) formed by the insurance premium corresponding to the period of risk not yet elapsed. The measurement is individual by policy or endorsement of the current contracts, on the date of formation, by the pro rata die method with a basis on the validity start and end dates of the insured risk. The generating factor of the formation of this provision is the issuance of the policy/endorsement or the beginning of the risk, whichever occurs first.

Provision for Premium Insufficiency (PPI) its purpose is to assess the sufficiency or insufficiency of premium reserves for coverage of future obligations related to the insurance contracts. The estimates are based on discounted cash flow of rights and future obligations of each contract, considering hypotheses and assumptions according to each type of risk.

Provision for Unsettled Claims (PULC) calculated by estimate of probable payments, gross of reinsurance and net of recovery of coinsurance, based on the notifications and notices of claims received up to the balance sheet date, and include provisions for claims under litigation calculated according to the criteria defined and documented in an actuarial technical note. The accrued amounts are restated under the terms of the applicable legislation.

Provision for Claims Incurred but not Reported (IBNR) calculated in accordance with the expected amount of claims incurred in risks assumed in the portfolio and not reported.

Pension plan

Mathematical Provision for Future Benefit Payments represents the sum of the premiums and contributions transferred by the participants, net of the loading rate, plus the financial income earned from the investments of the resources. This provision refers to participants whose perception of the benefits has not yet started.

Mathematical Provision for benefits granted refers to those already receiving the benefits.

Provisions for a Deficiency in Contributions are formed to meet the possible adverse changes in the technical risks made in the mathematical provisions of benefits granted and to be granted, resulting from the trend for a higher survival rate of participants and related assumptions, considering all the effective plans.

The values of "other technical provisions" are composed in accordance with circular SUSEP No. 462/2013.

Capitalization

Mathematical Reserve for Redemption is calculated on the face value of the notes, restated according to the index and the interest rate defined in the plan.

Provisions for Redemption of Overdue and Prepaid Notes are recorded at the values of the notes with finalized and rescinded capitalization periods, restated in the period between the date of the right to redemption and effective settlement.

o) Provisions, Contingent assets and liabilities and legal obligations

The recognition, measurement and disclosure of provisions, contingent assets and liabilities and legal obligations are made in accordance with the criteria defined by CPC 25 – Provisions, Contingent Assets and Contingent Liabilities, approved by CMN Resolution 3,823/2009 (Note 28).

Contingent assets are only recognized in the financial statements upon the existence of evidence assuring their realization, usually represented by the final judgment of the lawsuit and by the confirmation of the capacity for its recovery by receipt or offsetting by another receivable.

Contingent liabilities are recognized in the financial statements when, based on the opinion of legal advisor and Management, the risk of loss of legal or administrative proceedings is considered probable, with a probable outflow of financial resource for the settlement of the obligation and when the amounts involved are measurable with sufficient assurance, being quantified when judicial noticed and revised monthly as follows:

Aggregated – cases that are similar and recurring in nature and whose values are not considered relevant. Provisions are based on statistical data for groups of cases, type of judicial body (Special Civil Court or Common Court) and plaintiff. For labor claims, provisions are based on the average payments for cases closed in the last 24 months, adjusted for the change in the National Wide Consumer Price Index (Índice Nacional de Preços ao Consumidor Amplo or IPCA). For civil claims, provisions are based on the average payments for cases closed in the last 24 months, and for those related to economic plans, provisions are based on the average payments made in the last 24 months.

Individual – cases considered unusual or whose value is considered relevant by our legal counsel. Provisions are based on: the amount claimed; probability of an unfavorable decision; evidence presented; evaluation of legal precedents; other facts raised during the process; judicial decisions made during the course of the case; and the classification and the risk of loss of legal actions.

Contingent liabilities, individually measured, considered as possible losses are not recognized in the financial statements and only need to be disclosed in the notes to the financial statements, while those classified as remote do not require provisioning or disclosure.

Legal obligations (fiscal and social security) are derived from tax obligations provided in the legislation, regardless of the probability of success of lawsuits in progress, which have their amounts recognized in full in the financial statements.

p) Funding Expenses

Expenses related to funding transactions involving the issuance of securities are capitalized and presented as reduction of the corresponding liability. The expenses are recognized in the income statement over the term of the transaction.

q) Other Assets and Liabilities

Assets are stated at their realizable amounts, including, when applicable, related income and monetary and exchange variations on a daily *pro rata die* basis, and allowance for losses, when deemed appropriate. Liabilities comprise known or measurable amounts, including related charges and monetary and exchange variations on a daily *pro rata die* basis.

r) Earnings per share

The disclosure of earnings per share is done according to the criteria defined in Resolution CVM 636/2010. The Bank's basic and diluted earnings per share were calculated by dividing the net profit attributable to shareholders by the weighted average number of total shares, excluding treasury shares (Note 24.e).

5 – Information by Segment

The information by segment was compiled based on the reports used by Management in the appraisal of the segment's performance, decision making regarding the allocation of funds for investment and other purposes, the regulatory environment and the similarities between goods and services.

The operations of Banco do Brasil are basically divided into five segments: banking, investments, fund management, insurance (insurance, pension and capitalization) and payment methods. In addition, the Bank participates in other business activities, such as consortium and operating support, that were aggregated in "Other Segments".

Intersegment transactions are conducted under terms and rates consistent with those applied with outsourced, when applicable. These transactions do not involve payment risks.

a) Banking Segment

Responsible for the most significant portion of Banco do Brasil results, predominantly from operations in Brazil, this segment involves a large diversity of products and services, such as deposits, loans and services that are made available to customers by means of a wide variety of distribution channels, located in the country and abroad.

The operations of the banking segment include business with the retail, wholesale and government markets, carried out by network and customer service teams, and business with micro-entrepreneurs and the informal sector, performed through banking correspondents.

b) Investments Segment

In this segment, deals are performed in the domestic capital market, with activity in the intermediation and distribution of debts in the primary and secondary markets, as well as equity interest and the rendering of financial services.

The operations income of the segment is obtained by means of revenues accrued in investments in securities minus expenses with funding to third parties. The existing equity interests are concentrated at associated and subsidiary companies. Financial service fee income results from economic/financial advisory services, underwriting, fixed and variable income.

c) Segment of Fund Management

Responsible for operations inherent to the purchase, sale and custody of securities, portfolio management, and management of investment funds and clubs. Revenues mainly derived from commissions and management fees charged to investors for services rendered.

d) Segment of Insurance, Pension, and Capitalization

In this segment, products and services offered are related to life, property and automobile insurance, complementary private pension plans and capitalization plans.

Income is derived mainly from revenues from insurance premiums issued, contributions for private pension plans, capitalization bonds and investments in securities, net of commercialization expenses, technical provisions and expenses related to benefits and redemptions.

e) Segment of Payment Methods

Such segment is responsible for funding, transmission, processing services and financial settlement of operations in electronic means.

Revenues are derived mainly from commissions and management fees charged to commercial and banking establishments for the services rendered described in the previous paragraph, as well as income from rent, installation and maintenance of electronic terminals.

f) Other segments

Other segments comprise the operational support and consortium segments, which have not been aggregated as they are not individually significant.

Their revenues are originated mainly from rendering services not covered in previous segments, such as: credit recovery, consortium administration, development, manufacture, commercialization, rent and integration of digital electronic systems and equipment, peripherals, programs, inputs and computing supplies, intermediation of air tickets, lodging and organization of events.

Breakdown by segment

R$ thousand

	3rd quarter/2013							
	Banking	**Investment**	**Fund Management**	**Insurance Pension and Capitalization**	**Payment methods**	**Other Segments**	**Intersegment transactions**	**Total**
Income	**34,460,017**	**281,626**	**354,809**	**1,890,478**	**813,032**	**393,390**	**(404,855)**	**37,788,497**
Income from loans and leases	19,484,025	--	--	--	--	--	(1,808)	19,482,217
Income from operations with securities and derivative financial instruments	7,491,740	55,357	18,423	35,312	96,091	14,398	(132,071)	7,579,250
Income from exchange operations and Compulsory	1,549,994	--	--	--	--	61	(61)	1,549,994
Financial results from insurance, pension and capitalization operations	--	--	--	607,281	--	--	14,158	621,439
Income from service fees	2,682,877	123,734	253,176	396,651	675,758	239,366	(193,949)	4,177,613
Income from fees, rates and commissions	1,550,105	10,633	80,462	--	--	--	--	1,641,200
Equity in the earnings/(loss) of subsidiary and associated companies	43,271	8,354	--	--	--	--	--	51,625
Results from Insurance, Pension Plan and Capitalization Operations	--	--	--	825,659	--	--	(546)	825,113
Other Income	1,658,005	83,548	2,748	25,575	41,183	139,565	(90,578)	1,860,046
Expenses	**(31,902,735)**	**(170,949)**	**(61,829)**	**(1,033,948)**	**(446,125)**	**(306,658)**	**437,521**	**(33,484,723)**
Expenses of Market funding	(14,821,177)	(53,162)	--	--	(2,975)	(5,612)	111,412	(14,771,514)
Loans, assignments, onlending and leases	(2,367,469)	--	--	--	--	(6)	--	(2,367,475)
(Allowance)/Reversal for loan losses	(3,873,628)	(1)	(2)	--	18	(1,318)	--	(3,874,931)
Interest and inflation adjustment of technical reserves	--	--	--	(458,134)	--	--	--	(458,134)
Personnel Expenses	(4,210,636)	(13,246)	(14,643)	(99,667)	(48,904)	(53,365)	1,572	(4,438,889)
Other administrative expenses	(2,892,698)	(15,001)	(5,667)	(189,528)	(61,024)	(42,867)	247,656	(2,959,129)
Depreciation	(218,090)	(751)	--	(5,270)	(5,344)	(1,322)	--	(230,777)
Amortization of deferred	(5,473)	--	--	(9,620)	(1,070)	(255)	--	(16,418)
Amortization of intangible assets	(529,715)	(2)	--	--	(2,267)	(57)	--	(532,041)
Operations of Sale or Transfer of Financial Assets	(63,255)	--	--	--	--	--	--	(63,255)
Revenues / (Expenses) from impairment	(2,435)	--	--	--	(58)	--	--	(2,493)
Other expenses[(1)]	(2,918,159)	(88,786)	(41,517)	(271,729)	(324,501)	(201,856)	76,881	(3,769,667)
Profit before tax and profit sharing[(2)]	**2,557,282**	**110,677**	**292,980**	**856,530**	**366,907**	**86,732**	**32,666**	**4,303,774**
Income tax and social contribution[(3)]	(353,976)	(35,316)	(117,137)	(319,330)	(126,253)	(26,698)	(13,977)	(992,687)
Profit sharing	(365,681)	--	(496)	(9,922)	(808)	(1,398)	--	(378,305)
Non-controlling interest	(56,210)	--	--	(172,852)	--	(1)	--	(229,063)
Net Income[(4)]	1,781,415	75,361	175,347	354,426	239,846	58,635	18,689	2,703,719
Balance Sheets								
Assets	1,177,192,593	5,548,717	1,208,813	82,957,794	5,354,058	4,691,782	(17,693,905)	1,259,259,852
Investment in subsidiaries and associate companies	11,929,490	2,407,260	78	384,576	44,810	--	(9,349,517)	5,416,697
Liabilities	1,114,272,478	2,588,154	901,949	77,798,106	4,014,279	2,503,216	(8,742,605)	1,193,335,577

(1) According to Banco Central do Brasil standards, since January 2011, the goodwill amortization is recognized (note 14.c). In the 3rd quarter/2013, R$ 40,301 thousand were amortized in the segment of Insurance, Pension Plans and Capitalization.

(2) In intersegment transactions, the amount of R$ 32,666 thousand refers to the achievement of results from previous periods in the amount of R$ 40,240 thousand and elimination of unrealized results of R$ 7,574 thousand related from assignment of credits to Ativos S.A.

(3) The deferred tax asset was reversed in the amount of R$ 13,977 thousand (highlighted in transactions between segments) levied on the unrealized result.

(4) In intersegment transactions, the amount of R$ 18,689 thousand refers to income from operations of assigned credits of the Banco do Brasil for Ativos S.A.

R$ thousand

	01.01 to 09.30.2013							
	Banking	**Investment**	**Fund Management**	**Insurance Pension and Capitalization**	**Payment methods**	**Other segments**	**Intersegment transactions**	**Total**
Income	**109,220,183**	**1,019,742**	**1,026,724**	**4,674,974**	**2,221,028**	**1,253,944**	**(1,261,247)**	**118,155,348**
Income from loans and leases	56,156,718	--	--	--	--	--	(66,748)	56,089,970
Income from operations with securities and derivative financial instruments	21,716,981	250,636	42,450	88,111	253,325	38,945	(375,125)	22,015,323
Income from foreign exchange operations and Compulsory	3,941,325	--	--	--	44	70	(72)	3,941,367
Financial results from insurance, pension and capitalization operations	--	--	--	1,041,384	--	--	36,412	1,077,796
Income from service fees	7,923,704	412,432	724,536	1,162,441	1,887,087	741,846	(612,340)	12,239,706
Income from fees, rates and commissions	4,605,512	30,481	247,855	--	--	--	--	4,883,848
Equity in the (earnings)/loss of subsidiary and associated companies	358,693	21,877	--	--	--	--	--	380,570
Results from Insurance, Pension and Capitalization Operations	--	--	--	2,334,889	--	--	16,897	2,351,786
Other Income[1]	14,517,250	304,316	11,883	48,149	80,572	473,083	(260,271)	15,174,982
Expenses	**(93,619,545)**	**(548,629)**	**(179,699)**	**(2,293,286)**	**(1,208,081)**	**(956,257)**	**1,286,000**	**(97,519,497)**
Expenses of Market funding	(40,060,300)	(148,171)	--	--	(8,370)	(23,040)	290,225	(39,949,656)
Loans, assignments, onlending and leases	(9,013,676)	--	--	--	--	(39)	--	(9,013,715)
Allowance for loan losses	(11,399,359)	(35)	(4)	--	(208)	(451)	--	(11,400,057)
Inflation adjustments and interest of technical reserves	--	--	--	(667,381)	--	--	--	(667,381)
Personnel Expenses	(12,770,797)	(36,336)	(43,718)	(296,565)	(128,780)	(163,952)	4,956	(13,435,192)
Other administrative expenses	(8,508,879)	(56,865)	(17,050)	(542,517)	(155,761)	(144,453)	745,971	(8,679,554)
Depreciation	(630,695)	(2,310)	--	(14,438)	(12,295)	(4,780)	--	(664,518)
Amortization of deferred	(21,986)	--	--	(24,603)	(4,255)	(1,355)	--	(52,199)
Operations of Sale or Transfer of Financial Assets	(1,729,113)	(6)	--	--	(8,524)	(207)	--	(1,737,850)
Amortization of intangible assets	(90,445)	--	--	--	--	--	--	(90,445)
Revenues / (Expenses) from impairment	(3,047)	--	--	--	(243)	--	--	(3,290)
Other expenses[2]	(9,391,248)	(304,906)	(118,927)	(747,782)	(889,645)	(617,980)	244,848	(11,825,640)
Profit before tax and profit sharing[3]	**15,600,639**	**471,113**	**847,025**	**2,381,688**	**1,012,947**	**297,687**	**24,753**	**20,635,851**
Income tax and social contribution[4]	(3,889,551)	(144,976)	(340,546)	(876,867)	(346,418)	(90,378)	(10,591)	(5,699,327)
Profit sharing	(1,683,419)	--	(1,380)	(27,911)	(1,756)	(3,589)	--	(1,718,055)
Non-controlling interest	(143,755)	--	--	(342,196)	--	(5)	--	(485,956)
Net Income[5]	**9,883,913**	**326,137**	**505,099**	**1,134,714**	**664,773**	**203,715**	**14,162**	**12,732,513**
Balance Sheets								
Assets	1,177,192,593	5,548,717	1,208,813	82,957,794	5,354,058	4,691,782	(17,693,905)	1,259,259,852
Investment in subsidiaries and associate companies	11,929,490	2,407,260	78	384,576	44,810	--	(9,349,517)	5,416,697
Liabilities	1,114,272,478	2,588,154	901,949	77,798,106	4,014,279	2,503,216	(8,742,605)	1,193,335,577

(1) Includes the gain on disposal of shares from BB Seguridade in the amount of R$ 9,820,460 thousand.

(2) According to Banco Central do Brasil standards, since January 2011, the goodwill amortization is recognized (note 14.c). In the period from 01.01.2013 to 09.30.2013, R$ 96,733 thousand were amortized in the segment Insurance, Pension and Capitalization.

(3) In intersegment transactions, the amount of R$ 24,753 thousand refers to the achievement of results from previous periods in the amount of R$ 108,697 thousand and elimination of unrealized results of R$ 83,944 thousand related from assignment of credits to Ativos S.A.

(4) The deferred tax asset was reversed in the amount of R$ 10,591 thousand (highlighted in transactions between segments) levied on the unrealized result.

(5) In intersegment transactions, the amount of R$ 14,162 thousand refers to income from operations of assigned credits of the Banco do Brasil for Ativos S.A.

R$ thousand

	01.01 to 09.30.2012							
	Banking	**Investment**	**Fund Management**	**Insurance Pension and Capitalization**	**Payment methods**	**Other segments**	**Intersegment transactions**	**Total**
Income	**97,204,107**	**767,690**	**945,128**	**4,783,063**	**1,833,883**	**1,138,236**	**(1,623,259)**	**105,048,848**
Income from loans and leases	53,868,106	--	--	--	--	--	(232,610)	53,635,496
Income from operations with securities and derivative financial instruments	20,578,615	112,986	42,622	50,285	210,458	(5,924)	(287,965)	20,701,077
Income from foreign exchange operations and Compulsory	4,787,289	--	--	--	(112)	(23)	(9)	4,787,145
Financial results from insurance, pension and capitalization operations	--	--	--	2,151,557	--	--	25,902	2,177,459
Income from service fees	7,468,685	334,106	614,901	722,367	1,590,401	788,943	(817,460)	10,701,943
Income from fees, rates and commissions	4,582,344	25,302	277,876	--	--	--	--	4,885,522
Equity in the (earnings)/loss of subsidiary and associated companies	307,954	30,977	--	998	--	--	--	339,929
Results from Insurance, Pension and Capitalization Operations	--	--	--	1,730,791	--	--	(11,050)	1,719,741
Other Income[1]	5,611,114	264,319	9,729	127,065	33,136	355,240	(300,067)	6,100,536
Expenses	**(88,608,087)**	**(514,892)**	**(162,702)**	**(3,257,802)**	**(964,051)**	**(964,949)**	**1,429,589**	**(93,042,894)**
Expenses of Market funding	(40,194,534)	(207,390)	--	--	--	(25,996)	321,459	(40,106,461)
Loans, assignments, onlending and leases	(7,315,993)	--	--	--	(23)	(53)	--	(7,316,069)
Allowance for loan losses	(10,550,916)	(13)	545	--	(82)	1,230	--	(10,549,236)
Inflation adjustments and interest of technical reserves	--	--	--	(1,630,205)	--	--	--	(1,630,205)
Personnel Expenses	(11,521,710)	(35,792)	(41,930)	(257,936)	(95,000)	(149,062)	4,208	(12,097,222)
Other administrative expenses	(7,917,963)	(38,427)	(17,803)	(704,327)	(140,978)	(155,750)	885,539	(8,089,709)
Depreciation	(775,705)	(1,956)	--	(10,754)	(9,758)	(5,156)	--	(803,329)
Amortization of deferred	(57,138)	--	--	(16,398)	(1,675)	(2,929)	--	(78,140)
Operations of Sale or Transfer of Financial Assets	(4,880)	--	--	--	--	--	--	(4,880)
Amortization of intangible assets	(1,753,633)	(7)	--	--	(6,554)	(95)	--	(1,760,289)
Revenues / (Expenses) from impairment	(1,052)	--	--	--	(1,711)	--	--	(2,763)
Other expenses[2]	(8,514,563)	(231,307)	(103,514)	(638,182)	(708,270)	(627,138)	218,383	(10,604,591)
Profit before tax and profit sharing[3]	**8,596,020**	**252,798**	**782,426**	**1,525,261**	**869,832**	**173,287**	**(193,670)**	**12,005,954**
Income tax and social contribution[4]	(1,219,115)	(50,779)	(316,509)	(560,433)	(301,127)	(59,223)	92,799	(2,414,387)
Profit sharing	(1,190,157)	--	(385)	(27,656)	(1,492)	(15,495)	--	(1,235,185)
Non-controlling interest	(118,862)	--	--	--	(47)	272	--	(118,637)
Net Income[5]	**6,067,886**	**202,019**	**465,532**	**937,172**	**567,166**	**98,841**	**(100,871)**	**8,237,745**
Balance Sheets								
Assets	1,044,000,481	6,125,847	1,041,132	63,771,980	3,834,679	5,799,535	(20,292,964)	1,104,280,690
Investment in subsidiaries and associate companies	13,266,888	2,504,533	70	440,684	--	--	(9,829,596)	6,382,579
Liabilities	981,089,863	3,529,091	752,431	58,901,241	2,946,355	1,705,040	(7,256,935)	1,041,667,086

(1) According to Banco Central do Brasil standards, since January 2011, the goodwill amortization is recognized (note 14.c). In the period from 01.01 to 09.30.2012, R$ 140,074 thousand were amortized in the segment Insurance, Pension and Capitalization.

(2) In Intersegment transactions, the amount of R$ 193,670 thousand refers to the elimination of unrealized results, as follows: R$ 214,513 thousand related Ativos S.A., R$ 4,025 thousand from BB Tecnologia (successor of Cobra Tecnologia) and R$ 24,868 thousand from negative result of BB Progressivo II Fundo de Investimento Imobiliário (FII).

(3) The amount of R$ 92,799 thousand (highlighted in intersegment transactions), related to the tax credit on unrealized results, was activated.

(4) In intersegment transactions, the amount of R$ 100,871 thousand, refers to the elimination of unrealized gains net of tax effects.

6 – Cash and Cash Equivalents

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Cash and Cash Equivalents	**16,562,974**	**12,310,731**	**14,494,923**
Local currency	12,648,589	8,713,507	9,202,073
Foreign currency	3,896,613	3,577,404	5,271,831
Investments in gold	17,772	19,820	21,019
Interbank Investments (1)	**34,175,658**	**45,495,087**	**41,459,965**
Open market investments – sales pending settlement – held position	1,676,841	20,760,206	22,099,023
Interbank deposits	32,306,449	24,517,998	19,154,927
Foreign currency	192,368	216,883	206,015
Total	**50,738,632**	**57,805,818**	**55,954,888**

(1) Investments whose maturity is less than or equal to 90 days.

7 – Short-term Interbank Investments

a) Breakdown

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Open Market Investments	**197,776,410**	**189,513,953**	**191,266,832**
Sales Pending Settlement – Own Resources	**1,946,653**	**22,009,970**	**23,849,417**
Treasury Financial Bills	646,175	3,145,040	8,743,937
National Treasury Bills	426,288	12,692,699	5,393,658
National Treasury Notes	715,677	5,727,161	9,562,353
Other Securities	158,513	445,070	149,469
Sales Pending Settlement – Financed Position	**195,350,899**	**167,261,653**	**167,416,488**
Treasury Financial Bills	85,374,264	104,449,107	90,863,298
National Treasury Bills	47,793,855	48,362,285	72,985,325
National Treasury Notes	61,857,810	14,081,422	3,208,995
Other Securities	324,970	368,839	358,870
Sales Pending Settlement – Short Position	**478,858**	**242,330**	**927**
Federal Government bonds – National Treasury	478,858	242,330	927
Sales Pending Settlement – Clearing House	**--**	**--**	**--**
Interbank Deposits	**35,543,953**	**29,809,481**	**23,244,630**
Total	**233,320,363**	**219,323,434**	**214,511,462**
Current assets	231,593,487	217,970,217	200,209,837
Non-current assets	1,726,876	1,353,217	14,301,625

b) Income from Short-term Interbank Investments

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Income from Open Market Investment	**4,389,549**	**11,713,217**	**11,335,124**
Own resources	167,790	700,394	806,832
Financed position	4,215,918	10,990,363	10,515,299
Short position	5,841	22,460	12,993
Income from Investiments in Interbank Deposits	**97,987**	**305,463**	**393,850**
Total	**4,487,536**	**12,018,680**	**11,728,974**

8 – Securities and Derivative Financial Instruments

a) Securities

R$ thousand

Maturity in days	09.30.2013								12.31.2012			09.30.2012		
	Market value					Total			Total			Total		
	Without maturity	0 to 30	31 to 180	181 to 360	More than 360	Cost value	Market value	Mark to market	Cost value	Market value	Mark to market	Cost value	Market value	Mark to market
1 - Trading securities	**3,794,414**	**7,171,058**	**6,303,495**	**8,305,818**	**52,816,098**	**79,220,044**	**78,390,883**	**(829,161)**	**72,401,254**	**74,711,317**	**2,310,063**	**65,934,138**	**67,922,771**	**1,988,633**
Federal Government Bonds	**167,131**	**6,585,485**	**5,371,050**	**7,267,050**	**39,942,519**	**60,128,269**	**59,333,235**	**(795,034)**	**54,950,295**	**57,010,899**	**2,060,604**	**49,320,205**	**51,095,975**	**1,775,770**
Treasury financial bills	--	--	715,364	1,610,712	5,132,742	7,449,930	7,458,818	8,888	10,859,168	10,857,445	(1,723)	11,509,505	11,509,477	(28)
National treasury bills	--	1,132,728	1,597,856	4,769,186	21,100,669	29,367,387	28,600,439	(766,948)	22,556,667	23,162,309	605,642	17,549,830	18,067,673	517,843
National treasury notes	--	347,105	2,379,199	851,938	13,259,840	17,010,618	16,838,082	(172,536)	17,322,364	18,767,769	1,445,405	15,791,137	16,991,482	1,200,345
Agricultural debt securities	--	186	343	537	112,374	113,439	113,440	1	124,457	124,456	(1)	220,379	220,378	(1)
Brazilian foreign debt securities	--	--	--	920	83,658	86,156	84,578	(1,578)	92,731	92,265	(466)	103,940	103,695	(245)
Foreign Government bonds	20	31,750	352,043	25,042	199,923	550,442	608,778	58,336	557,993	604,805	46,812	516,571	577,710	61,139
Other	167,111	5,073,716	326,245	8,715	53,313	5,550,297	5,629,100	78,803	3,436,915	3,401,850	(35,065)	3,628,843	3,625,560	(3,283)
Corporate bonds	**3,627,283**	**585,573**	**932,445**	**1,038,768**	**12,873,579**	**19,091,775**	**19,057,648**	**(34,127)**	**17,450,959**	**17,700,418**	**249,459**	**16,613,933**	**16,826,796**	**212,863**
Debentures	1,954	10,355	247,628	347,082	5,044,770	5,655,995	5,651,789	(4,206)	5,085,316	5,193,167	107,851	4,890,507	4,975,602	85,095
Promissory notes	--	--	--	96,927	11,249	107,838	108,176	338	122,772	122,772	--	183,500	183,500	--
Shares	1,812,411	--	--	--	--	1,908,519	1,812,411	(96,108)	1,944,733	1,997,674	52,941	1,577,648	1,573,592	(4,056)
Shares in investment funds	1,808,159	532,468	--	10,062	130,799	2,466,647	2,481,488	14,841	3,127,306	3,194,118	66,812	1,536,834	1,618,796	81,962
Rural Product Bills - Commodities	--	6,119	13,124	24,701	49,241	94,995	93,185	(1,810)	182,332	185,495	3,163	234,999	237,905	2,906
Certificate of deposit	--	13,723	274,357	454,770	289,027	1,025,596	1,031,877	6,281	2,025,777	2,032,971	7,194	2,527,210	2,531,493	4,283
Eurobonds	--	25,958	9,091	5,379	113,526	157,490	153,954	(3,536)	193,235	193,932	697	79,298	78,359	(939)
Financial bills	--	--	39,287	33,471	239,323	311,778	312,081	303	216,294	216,410	116	172,787	172,806	19
Others	4,759	(3,050)	348,958	66,376	6,995,644	7,362,917	7,412,687	49,770	4,553,194	4,563,879	10,685	5,411,150	5,454,743	43,593

Maturity in days	09.30.2013								12.31.2012			09.30.2012		
	Market value					Total			Total			Total		
	Without maturity	0 to 30	31 to 180	181 to 360	More than 360	Cost value	Market value	Mark to market	Cost value	Market value	Mark to market	Cost value	Market value	Mark to market
2 – Securities available for sale	**1,137,605**	**574,144**	**13,711,022**	**13,215,771**	**71,876,495**	**100,941,434**	**100,515,037**	**(426,397)**	**93,906,515**	**95,321,417**	**1,414,902**	**92,652,415**	**94,365,981**	**1,713,566**
Federal Government Bonds	**51,747**	**12,872**	**11,107,833**	**8,792,793**	**31,282,109**	**51,679,605**	**51,247,354**	**(432,251)**	**54,534,638**	**55,915,034**	**1,380,396**	**57,148,465**	**58,538,804**	**1,390,339**
Treasury financial bills	--	--	9,470,314	4,215,301	10,655,725	24,331,385	24,341,340	9,955	28,111,273	28,111,452	179	27,475,259	27,477,598	2,339
National treasury Bills	--	--	1,401,926	3,671,893	7,355,658	12,779,506	12,429,477	(350,029)	12,525,695	12,611,058	85,363	14,680,156	14,812,710	132,554
National treasury notes	--	--	209,022	195,353	5,050,660	5,829,339	5,455,035	(374,304)	5,856,605	6,008,286	151,681	6,726,076	6,880,135	154,059
Agricultural debt securities	--	972	4,554	2,138	14,852	22,470	22,516	46	22,928	23,633	705	24,227	24,829	602
Brazilian foreign debt securities	--	--	3,050	36,867	3,611,798	3,316,246	3,651,715	335,469	2,997,832	3,924,791	926,959	2,943,398	3,849,405	906,007
Foreign Government bonds	--	11,968	18,967	671,241	3,995,770	4,761,370	4,697,946	(63,424)	4,430,206	4,583,303	153,097	4,817,398	4,961,006	143,608
Other	51,747	(68)	--	--	597,646	639,289	649,325	10,036	590,099	652,511	62,412	481,951	533,121	51,170
Corporate bonds	**1,085,858**	**561,272**	**2,603,189**	**4,422,978**	**40,594,386**	**49,261,829**	**49,267,683**	**5,854**	**39,371,877**	**39,406,383**	**34,506**	**35,503,950**	**35,827,177**	**323,227**
Debentures	--	8,840	875,161	2,094,493	32,460,403	35,104,488	35,438,897	334,409	27,072,620	27,110,736	38,116	24,314,570	24,512,270	197,700
Promissory notes	--	436,165	888,605	172,243	--	1,495,846	1,497,013	1,167	1,966,340	1,964,866	(1,474)	2,514,521	2,511,649	(2,872)
Credit Notes	--	--	--	--	62,121	61,290	62,121	831	--	--	--	15,523	15,338	(185)
Shares in investment funds	393,740	--	--	--	3,046,236	3,626,655	3,439,976	(186,679)	2,405,101	2,436,408	31,307	2,170,867	2,333,783	162,916
Shares	688,324	--	--	--	--	716,738	688,324	(28,414)	769,166	770,339	1,173	770,241	791,609	21,368
Rural Product Bills - Commodities	--	104,064	554,872	331,704	97,632	1,092,736	1,088,272	(4,464)	1,106,304	1,107,055	751	696,235	693,832	(2,403)
Certificate of deposit	--	--	519	--	18,398	18,815	18,917	102	744,097	744,378	281	39,053	39,034	(19)
Certificates of Agribusiness Credit Rights	--	--	--	--	33,249	32,352	33,249	897	43,082	43,856	774	46,680	47,424	744
Financial bills	--	--	174,260	1,791,690	1,575,498	3,560,529	3,541,448	(19,081)	2,218,730	2,085,117	(133,613)	1,880,541	1,743,291	(137,250)
Eurobonds	--	--	--	--	--	--	--	--	445,278	450,593	5,315	77,114	77,132	18
Other	3,794	12,203	109,772	32,848	3,300,849	3,552,380	3,459,466	(92,914)	2,601,159	2,693,035	91,876	2,978,605	3,061,815	83,210
3 – Securities held to maturity	**2,825**	**61,007**	**4,679,638**	**723,016**	**9,834,957**	**15,424,159**	**15,301,443**	**(122,716)**	**12,909,853**	**12,952,681**	**42,828**	**16,226,946**	**16,193,462**	**(33,484)**
Federal Government Bonds	**--**	**7,108**	**4,636,284**	**723,016**	**9,474,628**	**14,827,653**	**14,841,036**	**13,383**	**12,440,041**	**12,592,677**	**152,636**	**15,734,413**	**15,828,425**	**94,012**
Treasury financial bills	--	--	4,278,944	81,931	7,640	4,368,495	4,368,515	20	4,129,837	4,128,722	(1,115)	7,967,879	7,966,061	(1,818)
National treasury notes	--	--	342,825	378,150	8,165,661	8,873,254	8,886,636	13,382	7,520,837	7,664,956	144,119	7,227,916	7,312,444	84,528
National treasury bills	--	5,325	14,515	199,110	1,301,327	1,519,499	1,520,277	778	694,825	697,851	3,026	444,985	448,338	3,353
Agricultural debt securities	--	--	--	--	--	--	--	--	7	7	--	11	11	--
Brazilian foreign debt securities	--	--	--	63,825	--	64,622	63,825	(797)	94,535	101,141	6,606	93,622	101,571	7,949
Other	--	1,783	--	--	--	1,783	1,783	--	--	--	--	--	--	--
Corporate bonds	**2,825**	**53,899**	**43,354**	**--**	**360,329**	**596,506**	**460,407**	**(136,099)**	**469,812**	**360,004**	**(109,808)**	**492,533**	**365,037**	**(127,496)**
Debentures	--	--	--	--	42,514	42,860	42,514	(346)	17,282	18,690	1,408	16,817	17,231	414
Certificate of deposit	--	53,899	43,354	--	144,828	242,081	242,081	--	163,523	163,522	(1)	160,625	160,625	--
Other	2,825	--	--	--	172,987	311,565	175,812	(135,753)	289,007	177,792	(111,215)	315,091	187,181	(127,910)
Total	**4,934,844**	**7,806,209**	**24,694,155**	**22,244,605**	**134,527,550**	**195,585,637**	**194,207,363**	**(1,378,274)**	**179,217,622**	**182,985,415**	**3,767,793**	**174,813,499**	**178,482,214**	**3,668,715**

R$ thousand

Maturity in days	09.30.2013								12.31.2012			09.30.2012		
	Market value					Total			Total			Total		
	Without maturity	0 to 30	31 to 180	181 to 360	More than 360	Cost value	Market value	Mark to market	Cost value	Market value	Mark to market	Cost value	Market value	Mark to market
Total by portfolio	**4,934,844**	**7,806,209**	**24,694,155**	**22,244,605**	**134,527,550**	**195,585,637**	**194,207,363**	**(1,378,274)**	**179,217,622**	**182,985,415**	**3,767,793**	**174,813,499**	**178,482,214**	**3,668,715**
Own portfolio	4,768,109	6,961,608	14,997,302	18,430,160	97,732,085	144,539,799	142,889,264	(1,650,535)	124,479,982	127,640,497	3,160,515	131,966,769	134,943,067	2,976,298
Subject to repurchase agreements	166,735	878,369	9,061,347	2,867,455	33,785,134	46,396,279	46,759,040	362,761	48,913,095	49,498,336	585,241	37,170,897	37,806,393	635,496
Deposits with Banco Central do Brasil	--	--	17	--	16	57	33	(24)	51,490	51,459	(31)	50,650	50,613	(37)
Pledged in guarantee	--	--	635,489	946,990	3,011,950	4,649,502	4,594,429	(55,073)	5,773,055	5,796,758	23,703	5,625,183	5,690,320	65,137
Allowance for securities losses	--	(33,768)	--	--	(1,635)	--	(35,403)	(35,403)	--	(1,635)	(1,635)	--	(8,179)	(8,179)

R$ thousand

Maturity in years	09.30.2013							12.31.2012		09.30.2012	
	Market value					Total		Total		Total	
	Without maturity	Due in up to one year	Due from 1 to 5 years	Due from 5 to 10 years	Due after 10 years	Cost value	Market value	Cost value	Market value	Cost value	Market value
Total by category	**4,934,844**	**54,744,969**	**91,047,019**	**30,074,518**	**13,406,013**	**195,585,637**	**194,207,363**	**179,217,622**	**182,985,415**	**174,813,499**	**178,482,214**
1 – Trading securities	3,794,415	21,780,368	44,280,729	6,097,360	2,438,011	79,220,044	78,390,883	72,401,254	74,711,317	65,934,138	67,922,771
2 – Available for sale securities	1,137,604	27,500,940	43,771,698	22,673,983	5,430,812	100,941,434	100,515,037	93,906,515	95,321,417	92,652,415	94,365,981
3 – Held to maturity securities	2,825	5,463,661	2,994,592	1,303,175	5,537,190	15,424,159	15,301,443	12,909,853	12,952,681	16,226,946	16,193,462

R$ thousand

	09.30.2013			12.31.2012			09.30.2012		
	Book value			Book value			Book value		
	Current	Non current	Total	Current	Non current	Total	Current	Non current	Total
Total by portfolio	**68,974,695**	**125,355,384**	**194,330,079**	**58,896,368**	**124,046,219**	**182,942,587**	**56,506,444**	**122,009,254**	**178,515,698**
Own portfolio	51,937,866	91,282,299	143,220,165	40,160,278	87,403,656	127,563,934	43,310,508	91,666,657	134,977,165
Subject to repurchase agreements	14,820,265	31,730,526	46,550,791	17,298,906	32,233,089	49,531,995	11,549,357	26,256,352	37,805,709
Deposits with Banco Central do Brasil	17	16	33	16	51,443	51,459	17	50,596	50,613
Pledged in guarantee	2,250,315	2,344,178	4,594,493	1,437,168	4,359,666	5,796,834	1,653,106	4,037,284	5,690,390
Allowance for securities losses	(33,768)	(1,635)	(35,403)	--	(1,635)	(1,635)	(6,544)	(1,635)	(8,179)

R$ thousand

	09.30.2013		12.31.2012		09.30.2012	
Total by category						
Trading securities	78,390,883	40%	74,711,317	41%	67,922,771	38%
Available for sale securities	100,515,037	52%	95,321,417	52%	94,365,981	53%
Held to maturity securities	15,424,159	8%	12,909,853	7%	16,226,946	9%
Portfolio book value	**194,330,079**	**100%**	**182,942,587**	**100%**	**178,515,698**	**100%**
Mark to market – held to maturity	(122,716)		42,828		(33,484)	
Portfolio market value	**194,207,363**		**182,985,415**		**178,482,214**	

b) Income from operations with securities

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Short-term Interbank Investments (Note 7.b)	4,487,536	12,018,680	11,728,974
Fixed-income securities	2,656,294	7,308,553	8,256,420
Variable-income securities	558,714	1,920,911	1,741,627
Total	**7,702,544**	**21,248,144**	**21,727,021**

c) Reclassification of securities

There was no reclassification of securities in the period from 01.01 to 09.30.2013, and in the fiscal year 2012.

d) Derivative financial instruments

The Bank uses derivative financial instruments to manage, at the consolidated level, its positions and to meet clients' needs, classifying its own positions as hedge (market risk and risk of cash flow) and trading, both with limits and approved by committees at the Bank. The hedge strategy of the equity positions is in line with macroeconomic analyses and is approved by the Executive Board of Directors.

In the options market, active or long positions have the Bank as holder, while passive or short positions have the Bank as writer.

The models used to manage risks with derivatives are reviewed periodically and the decisions made follow the best risk/return relationship, estimating possible losses based on the analysis of macroeconomic scenarios.

The Bank uses tools and systems to manage the derivatives. Trading in new derivatives, standardized or not, is subject to a prior risk analysis.

Risk analysis of the subsidiaries is undertaken on an individual basis and its risk management is done on a consolidated basis.

The Bank uses statistical methods and simulations to measure the risks of its positions, including derivatives, using models of values at risk sensibility and stress analysis.

Risks

The main risks inherent to derivative financial instruments, resulting from the business dealings of the bank and its subsidiaries are credit, market, liquidity and operating risks.

Credit risk is the exposure to loss in the event of default by a counterparty to a transaction. The credit exposure in futures contracts is minimized due to daily settlement in cash. The swap contracts, recorded in Cetip are subject to credit risk if the counterparty is not able or willing to perform its contractual obligations, while the swap contracts registered in the BM&FBovespa are not subject to the same risk, given that the Bank operations in Brazil have the same stock exchange as guarantor.

Total credit exposure in swaps is R$ 558,153 thousand (R$ 683,971 thousand at 12.31.2012 and R$ 638,891 thousand at 09.30.2012).

Market risk is the possibility of losses caused by changes in the behavior of interest rates and exchange rates, on stock prices and commodities.

Market liquidity risk is the possibility of loss resulting from the inability to perform a transaction within a reasonable time and without significant loss of value due to the size of the transaction in the volume usually negotiated.

Operational risk denotes the probability of financial losses resulting from failures or inadequacy of people, processes and systems, or factors such as catastrophes or criminal activities.

Breakdown of the Portfolio of Derivatives for Trading by Index

R$ thousand

By Index	09.30.2013			12.31.2012			09.30.2012		
	Notional value	Cost value	Market value	Notional value	Cost value	Market value	Notional value	Cost value	Market value
Futures contracts									
Purchase commitments	**13,317,052**	**--**	**--**	**25,829,761**	**--**	**--**	**23,278,519**	--	--
Interbank deposits	3,648,161	--	--	8,235,604	--	--	7,316,989	--	--
Currencies	3,425,126	--	--	10,122,399	--	--	9,026,651	--	--
T-Note	85,953	--	--	--	--	--	--	--	--
Index	247,393	--	--	129,028	--	--	351,850	--	--
Foreign exchange coupon	5,889,634	--	--	7,219,578	--	--	6,185,695	--	--
Libor	--	--	--	--	--	--	264,335	--	--
Commodities	20,785	--	--	21,055	--	--	6,943	--	--
SCC [1]	--	--	--	102,097	--	--	126,056	--	--
Sales commitments	**40,581,775**	**--**	**--**	**46,314,994**	**--**	**--**	**27,668,119**	--	--
Interbank deposits	31,996,662	--	--	35,202,008	--	--	17,092,819	--	--
Currencies	1,131,524	--	--	2,717,229	--	--	1,509,908	--	--
T-Note	--	--	--	172,242	--	--	435,877	--	--
Index	29,870	--	--	11,918	--	--	1,042	--	--
BGI [2]	183	--	--	--	--	--	1,191	--	--
Foreign exchange coupon	5,200,711	--	--	7,264,532	--	--	6,898,050	--	--
Libor	1,695,561	--	--	775,919	--	--	1,544,970	--	--
Commodities	45,317	--	--	69,416	--	--	58,410	--	--
SCC [1]	481,947	--	--	101,730	--	--	125,852	--	--
Forward operations									
Asset position	**6,823,358**	**413,863**	**480,067**	**4,976,836**	**147,389**	**165,468**	**6,092,023**	**364,266**	**406,919**
Term securities	170,909	170,909	170,909	--	--	--	219,775	219,782	219,782
Term currencies	6,639,163	240,793	305,472	4,953,396	146,121	164,720	5,844,703	142,323	183,701
Term commodities	13,286	2,161	3,686	23,440	1,268	748	27,545	2,161	3,436
Liability position	**5,832,703**	**(581,279)**	**(396,091)**	**5,053,850**	**(274,598)**	**(133,121)**	**6,303,616**	**(482,480)**	**(334,064)**
Term securities	170,909	(170,909)	(170,909)	--	--	--	219,775	(219,775)	(219,775)
Term currencies	5,637,109	(404,525)	(219,090)	5,032,598	(271,912)	(129,612)	6,070,141	(258,704)	(108,243)
Term commodities	24,685	(5,845)	(6,092)	21,252	(2,686)	(3,509)	13,700	(4,001)	(6,046)

(1) Foreign exchange swap with periodic adjustments.

(2) Live cattle futures contract.

R$ thousand

By Index	09.30.2013			12.31.2012			09.30.2012		
	Notional value	Cost value	Market value	Notional value	Cost value	Market value	Notional value	Cost value	Market value
Option market	**18,891,807**	**(2,635,864)**	**(2,473,625)**	**28,331,053**	**(1,258,135)**	**(1,345,157)**	**27,028,978**	**(1,828,569)**	**(1,880,609)**
Purchase - Purchase options	**2,815,834**	**63,913**	**50,476**	**2,616,595**	**54,999**	**35,042**	**1,528,511**	**29,196**	**22,689**
Foreign currency	1,880,287	25,672	19,096	2,374,145	27,799	10,576	1,031,076	12,384	7,919
Interbank deposit	9,812	583	680	--	--	--	--	--	--
Flexible Currency Options	491,815	28,336	28,683	127,284	8,918	5,066	241,646	15,313	13,869
Shares	255,270	1,867	411	83,000	2,471	2,419	247,170	1,356	841
Commodities	--	--	--	--	--	--	1,347	115	45
Other	178,650	7,455	1,606	32,166	15,811	16,981	7,272	28	15
Sold – Purchase options	**3,565,436**	**34,852**	**48,199**	**9,308,148**	**18,005**	**25,281**	**9,596,279**	**21,869**	**20,614**
Foreign currency	603,150	11,572	25,852	1,576,416	3,773	8,223	724,605	9,266	5,579
Interbank deposits	2,084,688	2,452	2,078	7,300,000	5,051	7,763	8,379,882	5,716	8,272
Flexible Currency Options	--	--	--	96,040	2,583	3,386	229,125	4,207	3,937
Shares	839,828	18,707	18,131	330,249	6,570	5,890	215,954	2,367	2,423
Commodities	--	--	--	243	3	4	243	3	14
Other	37,770	2,121	2,138	5,200	25	15	46,470	310	389
Purchase – Sales options	**6,245,472**	**(446,160)**	**(372,280)**	**5,349,227**	**(158,713)**	**(268,322)**	**4,395,391**	**(310,204)**	**(444,298)**
Foreign currency	2,477,312	(25,398)	(22,650)	3,361,794	(38,546)	(17,792)	2,078,802	(26,852)	(22,008)
Pre-fixed	2,586,261	(398,169)	(340,652)	1,318,001	(70,214)	(198,032)	1,504,854	(226,224)	(367,370)
Interbank deposit	9,478	(502)	(530)	--	--	--	--	--	--
Flexible Currency Options	--	--	--	392,478	(42,450)	(44,400)	484,427	(51,827)	(49,932)
Shares	990,110	(20,716)	(8,057)	259,250	(6,444)	(6,857)	316,060	(4,756)	(4,647)
Commodities	61	(3)	--	539	(78)	(15)	5,427	(489)	(307)
Other	182,250	(1,372)	(391)	17,165	(981)	(1,226)	5,821	(56)	(34)
Sold – Sales options	**6,265,065**	**(2,288,469)**	**(2,200,020)**	**11,057,083**	**(1,172,426)**	**(1,137,158)**	**11,508,797**	**(1,569,430)**	**(1,479,614)**
Foreign currency	787,189	(9,624)	(17,365)	1,665,321	(7,596)	(12,594)	769,353	(13,025)	(8,899)
Pre-fixed	2,586,261	(2,214,391)	(2,145,710)	1,318,001	(1,138,412)	(1,107,965)	1,705,780	(1,529,972)	(1,455,524)
Interbank deposit	1,962,750	(102)	--	7,299,000	(4,674)	(7,019)	8,379,655	(5,258)	(6,966)
Flexible Currency Options	845,212	(61,961)	(35,102)	153,404	(6,145)	(1,813)	247,857	(11,045)	(1,548)
Shares	--	--	--	254,050	(6,664)	(4,751)	128,150	(3,055)	(1,875)
Commodities	44,168	(1,967)	(1,820)	361,807	(8,874)	(2,980)	225,312	(6,579)	(4,189)
Other	39,485	(424)	(23)	5,500	(61)	(36)	52,690	(496)	(613)

R$ thousand

By Index	09.30.2013			12.31.2012			09.30.2012		
	Notional value	Cost value	Market value	Notional value	Cost value	Market value	Notional value	Cost value	Market value
Swap contracts									
Asset position	**17,809,914**	**889,073**	**890,316**	**18,420,272**	**651,860**	**1,055,188**	**15,051,458**	**685,711**	**964,201**
Interbank Deposit	4,703,613	84,753	166,940	4,341,764	126,744	128,608	4,001,905	125,229	115,873
Foreign currency	9,522,838	545,008	415,645	5,932,540	293,855	344,943	4,737,869	340,820	333,749
Pre-fixed	1,540,006	91,007	111,955	4,740,658	90,318	196,447	3,058,130	53,713	156,945
IPCA	1,355,619	75,737	70,324	2,564,763	53,472	244,207	2,285,842	20,814	160,587
IGPM	267,326	48,629	70,863	394,552	59,514	110,472	453,802	59,706	109,070
Commodities	1,402	33	48	1,246	4	161	66,305	67,716	69,297
Other	419,110	43,906	54,541	444,749	27,953	30,350	447,605	17,713	18,680
Liability position	**12,649,246**	**(700,262)**	**(911,542)**	**15,714,678**	**(601,099)**	**(1,278,313)**	**16,185,561**	**(645,475)**	**(1,282,028)**
Interbank Deposit	3,220,154	(29,449)	(77,410)	3,035,137	(65,814)	(64,510)	3,551,191	(58,982)	(60,135)
Foreign currency	4,333,752	(267,104)	(315,949)	3,558,735	(115,185)	(217,616)	2,826,414	(168,011)	(241,035)
Pre-fixed	2,462,156	(183,016)	(230,320)	5,446,677	(217,599)	(442,458)	5,585,885	(197,509)	(446,033)
TMS	530,736	3,474	(4,480)	--	--	--	64,870	16	(135)
TR	3,933	(1,002)	(1,194)	13,490	(1,297)	(1,769)	13,490	(1,146)	(1,614)
IGPM	176,000	(44,857)	(63,391)	266,650	(50,081)	(88,323)	306,785	(52,303)	(89,946)
IPCA	1,833,794	(175,292)	(216,271)	3,323,836	(150,303)	(460,973)	3,072,109	(165,075)	(425,844)
Libor	21,297	(76)	(1,159)	--	--	--	--	--	--
Commodities	2,827	(16)	(261)	369	(4)	(10)	14,910	(147)	(300)
Other	64,597	(2,924)	(1,107)	69,784	(816)	(2,654)	749,907	(2,318)	(16,986)
Other derivative financial instruments									
Asset position									
Foreign currency	5,107,749	25,283	131,491	8,251,772	51,583	126,618	10,160,709	30,405	132,204
Liability position									
Foreign currency	6,898,441	(110,693)	(692,095)	4,613,640	(58,263)	(618,265)	8,217,233	(36,310)	(76,494)

Breakdown of the credit derivatives portfolio by maturity (notional value)

R$ thousand

Maturity in days	0 to 30	31 to 180	181 to 360	More than 360	09.30.2013	12.31.2012	09.30.2012
Futures	5,212,408	13,817,099	9,305,727	25,563,593	53,898,827	72,144,755	50,946,638
Fowards	4,194,739	3,901,713	3,284,216	1,275,393	12,656,061	10,030,686	12,395,639
Option	4,494,931	10,376,702	3,250,613	769,561	18,891,807	28,331,053	27,028,978
Swap	1,753,301	3,963,255	8,408,770	16,333,834	30,459,160	34,134,950	31,237,019
Credit derivatives	462,725	--	--	--	462,725	1,917,836	1,902,165
Other [1]	6,927,946	2,207,427	2,413,191	457,626	12,006,190	12,865,412	18,377,942

(1) Related, essentially, to Non Deliverable Forwards (NDF) which are traded in the over-the-counter (OTC) market and have as their object an exchange rate of a specific currency.

Breakdown of the credit derivative portfolio by trading market and counterpart (notional value on 09.30.2013)

R$ thousand

	Futures contracts	Foward operations	Option market	Swap contracts	Credit derivatives	Other
BM&FBovespa	52,203,266	231	17,464	--	--	--
Over-the-counter						
Financial Institutions	1,695,561	357,380	16,719,110	18,344,837	462,725	7,837,862
Client	--	12,298,450	2,155,233	12,114,323	--	4,168,328

Breakdown of the credit derivative portfolio

R$ thousand

	09.30.2013		12.31.2012		09.30.2012	
	Notional value	Market value	Notional value	Market value	Notional value	Market value
Asset position - transferred risk						
Credit swaps – Derivatives with Banks	223,000	1,323	1,563,278	6,983	1,553,409	7,162
Liability position - received risk						
Credit swaps – Derivatives with Banks	239,725	(3,629)	354,558	(4,303)	348,756	(7,108)

The portfolio of credit derivatives is composed exclusively of purchases and sales carried out by Banco Votorantim. Currently the portfolio is composed of customers whose risk is rated as investment grade and, as counterparty, contains the main international market leaders for this product. For the sale of protection is approved credit limit, for both the risk client and for the counterparty, according to the approval of the committees and forums of credit. The credit limit risk allocation is made to the client by the reference value (notional) of derivatives, considering the amounts deposited as collateral.

For the purpose of mitigating the risk, transactions are performed in portfolio trading with client sovereign risk, especially Brazil. In this case, we consider the potential future exposure to allocate credit limit to the counterparty. The portfolio of credit derivatives did not generate impacts in the PEPR - Portion related to the exposures weighted by risk factor for calculating the BIS Ratio, since information from Banco Votorantim were not included in the calculation, according to determination of Banco Central do Brasil (Note 29.f).

Breakdown of margin given as guarantee for transactions with derivative financial instruments

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Treasury financial bills	979,173	1,682,541	1,467,529
National treasury notes	691,710	822,035	838,819
National treasury bills	868,736	904,178	1,189,830
Foreign government bonds	11,150	240,922	475,446
Eurobonds	--	56,196	--
Other	183,335	187,703	189,720
Total	**2,734,104**	**3,893,575**	**4,161,344**

Portfolio of derivatives designated as hedge accounting

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Hedge Market Risk			
Hedging instruments			
Assets	**4,430,953**	**5,663,119**	**5,088,769**
Future	3,640,704	3,811,931	4,719,322
Swap	790,249	1,851,188	369,447
Liabilities	**20,710,735**	**23,334,672**	**24,890,362**
Future	20,710,735	21,277,102	24,890,362
Swap	--	2,057,570	--
Hedged items			
Assets	**19,515,915**	**25,125,015**	**26,193,513**
Loan Operations	17,522,014	22,023,528	23,280,301
Securities	1,422,615	2,173,596	1,526,905
Lease transactions	571,286	927,891	1,204,624
Foreign Investments	--	--	181,683
Liabilities	**4,059,741**	**5,014,884**	**5,361,927**
Other liabilities	4,059,741	5,014,884	5,361,927
Cash Flow Hedge			
Hedging instruments			
Assets	**--**	**--**	**264,386**
Swap	--	--	264,386
Liabilities	**300,422**	**275,376**	**--**
Borrowing – Bonds (Principal)	300,422	275,376	--
Hedged items			
Assets	**199,417**	**181,760**	**--**
Foreign Investments	199,417	181,760	--
Liabilities	**--**	**--**	**181,322**
Foreign Investments	--	--	181,322

The Bank, in order to hedge against possible fluctuations in interest and exchange rates of its securities, contracted derivative operations to offset the exposure to the market value changes. The hedge was assessed as effective, in accordance with the Circular No. 3,082/2002 from Banco Central do Brasil, which require evidence of hedge effectiveness between 80% and 125%.

Income gains and losses with hedging instruments and hedged items

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Hedged items losses	(1,742,928)	(2,894,079)	(2,182,263)
Hedging instruments gains	1,745,645	2,918,493	2,188,230
Net effect	**2,717**	**24,414**	**5,967**
Hedged items gains	1,069,901	1,620,494	2,571,279
Hedging instruments losses	(1,056,373)	(1,603,955)	(2,532,373)
Net effect	**13,528**	**16,539**	**38,906**

Derivative financial instruments segregated by current and non-current

R$ thousand

	09.30.2013		12.31.2012		09.30.2012	
	Current	Non-current	Current	Non-current	Current	Non-current
Assets						
Forward	428,805	51,262	149,879	15,589	374,367	32,552
Options	95,563	3,112	60,167	156	41,472	1,831
Swap	256,553	633,763	239,819	815,369	298,562	665,639
Credit derivatives	1,323	--	6,983	--	7,162	--
Other derivatives	101,048	30,443	94,397	32,221	99,037	33,167
Total	**883,292**	**718,580**	**551,245**	**863,335**	**820,600**	**733,189**
Liabilities						
Forward	(374,083)	(22,008)	(121,221)	(11,900)	(320,017)	(14,047)
Options	(2,561,892)	(10,408)	(259,585)	(1,145,895)	(734,852)	(1,189,060)
Swap	(281,713)	(629,829)	(326,893)	(951,420)	(436,782)	(845,246)
Credit derivatives	(3,629)	--	(4,303)	--	(7,108)	--
Other derivatives	(682,174)	(9,921)	(613,521)	(4,744)	(70,820)	(5,674)
Total	**(3,903,491)**	**(672,166)**	**(1,325,523)**	**(2,113,959)**	**(1,569,579)**	**(2,054,027)**

e) Income from derivative financial instruments

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Swap	56,420	485,085	(171,652)
Forward	(20,147)	42,316	334,393
Options	(31,371)	(53,286)	(62,343)
Futures	(125,569)	360,210	(858,024)
Credit derivatives	1,287	1,939	15,469
Other	(3,914)	(69,085)	(283,787)
Total	**(123,294)**	**767,179**	**(1,025,944)**

9 – Interbank Accounts

a) Payments and receipts pending settlement

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Assets			
Rights with participants of settlement systems[(1)]			
Documents sent by other participants	3,811,645	--	2,293,986
Bank Checks and other instruments	2,917,553	14,211	1,112,019
Total	**6,729,198**	**14,211**	**3,406,005**
Current assets	6,729,198	14,211	3,406,005
Liabilities			
Obligations with participants of settlement systems[(1)]			
Remitted receipts	3,335,549	2	2,087,236
Bank Checks and other instruments	1,625,417	336	1,175,560
Other receipts	6,960	1	5,827
Total	**4,967,926**	**339**	**3,268,623**
Current liabilities	4,967,926	339	3,268,623

(1) There was no operation of the service of clearing checks and other securities on 12.31.2012.

b) Restricted deposits

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Compulsory deposits at Banco Central do Brasil	**88,487,669**	**80,097,865**	**85,478,294**
Additional reserve requirements on deposits	26,297,261	27,618,289	34,362,599
Savings deposits	24,468,626	20,361,605	19,479,320
Demand deposits	14,567,919	15,216,673	11,494,883
Time deposits	13,832,075	16,660,511	19,825,757
Resources for rural credit [(1)]	9,014,003	--	--
Resources for microfinance	307,785	240,787	315,735
Housing Finance System	**2,100,344**	**2,042,906**	**2,009,947**
Compensation of wage changes fund	2,290,389	2,153,301	2,125,078
Provision for losses	(193,930)	(117,467)	(117,629)
Other	3,885	7,072	2,498
National Treasury - Rural credit	**164,193**	**179,284**	**147,774**
Total	**90,752,206**	**82,320,055**	**87,636,015**
Current assets	90,748,800	82,296,773	87,636,015
Non-current assets	3,406	23,282	--

(1) Refers to funds deposited in the Banco Central do Brasil, because of non transfering to rural credits, according to Resolution CMN No. 3,745/2009. The funds were subject to special supply by the Banco Central do Brasil and maintained by the Bank, and recorded in borrowings and onlendings (Note 18.b).

c) Income on compulsory deposits

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Desposits linked to Banco Central do Brasil	**1,249,536**	**3,246,617**	**4,707,441**
Additional reserve requirements on deposits	570,303	1,504,879	2,315,735
Savings deposits	374,684	965,767	858,281
Requirements over time resources	304,549	775,971	1,533,425
Deposits linked to Housing Finance System	**(3,134)**	**53,957**	**84,212**
Income linked to Housing Finance System	73,406	130,420	84,253
Restricted deposits devaluation	(76,540)	(76,463)	(41)
Deposits linked to National Treasury – rural credit	**6,555**	**18,175**	**16,007**
Total	**1,252,957**	**3,318,749**	**4,807,660**

10 – Loan Operations

a) Portfolio by modality

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Loan Operations	**547,489,640**	**490,234,505**	**447,613,071**
Loans and securities discounted	228,815,976	221,272,727	203,028,686
Financing	163,246,298	143,435,719	130,542,716
Rural and agribusiness financing	134,770,587	112,263,199	102,515,000
Real estate financing	20,576,209	13,157,380	11,113,641
Financing of Infrastructure and development	642	16,067	763
Loan operations linked to cessions (1)	79,928	89,413	412,265
Other receivables with loan characteristics	**36,125,392**	**33,426,898**	**30,874,719**
Credit card operations	15,602,556	16,084,427	13,354,629
Advances on exchange contracts (2)	11,965,668	11,351,558	14,228,987
Other Receivables linked to acquired operations(3)	8,219,397	5,673,953	2,986,816
Guarantees honored	137,696	107,503	104,460
Other	200,075	209,457	199,827
Lease transactions	**1,430,886**	**2,010,667**	**2,256,359**
Total Loan Portfolio	**585,045,918**	**525,672,070**	**480,744,149**
Allowance for loan losses	**(22,106,085)**	**(21,210,060)**	**(21,281,994)**
(Allowance for loan losses)	(21,408,730)	(20,521,819)	(20,583,149)
(Allowance for other losses)	(618,343)	(560,327)	(553,833)
(Allowance for lease losses)	(79,012)	(127,914)	(145,012)
Total Loan Portfolio Net of Provisions	**562,939,833**	**504,462,010**	**459,462,155**

(1) Loan operations assigned with retention of the risks and benefits of the financial assets involved in the transaction.

(2) Advances on exchange contracts are classified as a deduction to other liabilities.

(3) Loan operations acquired with retention of the risks and benefits by the assignor of financial assets involved in the transaction.

b) Loan operations income

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Loan operations income	**18,836,349**	**54,305,205**	**52,040,687**
Loans and securities discounted	10,742,631	31,351,205	30,910,331
Financing	3,460,235	9,804,028	9,032,567
Rural and agribusiness financing	2,071,641	5,462,205	5,170,812
Recovery of loans previously written-off as loss (1)	836,390	2,711,023	2,671,696
Equalization of rates – Agricultural crop	1,030,295	2,845,808	2,379,927
Income from foreign currency financing	175,389	622,663	657,821
Income from housing financing	386,842	977,169	608,403
Advances on exchange contracts	93,373	404,355	549,458
Guarantees honored	3,071	14,763	8,703
Other	36,482	111,986	50,969
Lease transactions income (Note 10.i)	**467,851**	**1,357,416**	**1,432,719**
Total	**19,304,200**	**55,662,621**	**53,473,406**

(1) Operations recorded in loss were recovered through credit assignments without recourse to entities outside the financial system, in accordance with CMN Resolution 2,836/2001, by the amount of R$ 36,155 thousand in the 3rd quarter/2013 (with impact on the results of R$ 20,684 thousand), R$ 57,036 thousand in the period from 01.01 to 09.30.2013 (with impact on the results of R$ 32,630 thousand) and R$ 89,360 thousand in the period from 01.01 to 09.30.2012 (with an impact on the results of R$ 51,123 thousand). The book value of these transactions were R$ 100,878, R$ 108,968 and R$ 64,837 thousand respectively.

c) Breakdown of the loan portfolio by sector

R$ thousand

	09.30.2013	%	12.31.2012	%	09.30.2012	%
Public sector	**23,007,774**	**4.0**	**12,897,819**	**2.1**	**8,638,977**	**1.6**
Government	**11,796,536**	**2.1**	**5,525,808**	**0.9**	**3,296,008**	**0.6**
Direct administration	11,457,255	2.0	5,162,687	0.9	2,927,867	0.6
Indirect administration	339,281	0.1	363,121	--	368,141	--
Business activities	**11,211,238**	**1.9**	**7,372,011**	**1.2**	**5,342,969**	**1.0**
Industry	6,457,543	1.1	3,075,975	0.5	3,517,018	0.7
Financial intermediaries	241,374	--	201,729	--	157,267	--
Other services	4,512,321	0.8	4,094,307	0.7	1,668,684	0.3
Private sector	**562,038,144**	**96.0**	**512,774,251**	**97.9**	**472,105,172**	**98.4**
Rural	100,148,405	17.1	86,615,273	16.5	77,623,069	16.2
Industry	170,354,477	29.1	156,878,959	29.9	146,117,917	30.4
Commerce	60,710,822	10.4	59,820,066	11.4	55,265,879	11.6
Financial intermediaries	13,874,238	2.3	7,076,867	1.4	4,032,628	0.9
Individuals	123,605,035	21.1	120,195,271	22.9	119,066,113	24.8
Housing	15,616,755	2.7	10,187,997	2.0	8,542,324	1.8
Other services	77,728,412	13.3	71,999,818	13.8	61,457,242	12.7
Total	**585,045,918**	**100.0**	**525,672,070**	**100.0**	**480,744,149**	**100.0**

d) Loan portfolio by risk level and maturity

R$ thousand

	AA	A	B	C	D	E	F	G	H	09.30.2013	12.31.2012	09.30.2012
						Normal operations						
Installments falling due												
01 to 30	19,065,847	9,443,829	14,206,472	2,065,988	252,361	226,254	63,226	27,214	175,763	45,526,954	42,483,168	38,159,115
31 to 60	14,698,317	5,368,622	6,053,087	1,188,550	123,280	137,748	25,205	21,051	84,908	27,700,768	27,637,892	26,474,189
61 to 90	12,471,816	5,903,897	5,608,561	1,164,794	127,788	142,722	31,406	38,221	84,676	25,573,881	22,330,994	23,036,646
91 to 180	35,096,508	11,045,652	11,582,722	2,814,978	313,333	361,946	90,613	76,936	354,364	61,737,052	56,414,257	52,487,412
181 to 360	48,435,490	18,519,568	19,636,688	3,853,157	528,680	639,487	145,046	95,904	417,882	92,271,902	85,133,634	77,956,850
More than 360	184,601,791	47,998,920	59,025,393	10,728,473	1,642,437	3,432,004	728,105	492,865	3,392,845	312,042,833	274,571,886	240,321,133
Installments overdue												
Up to 14 days	192,687	209,240	317,472	106,479	26,969	34,010	11,311	5,804	24,509	928,481	724,644	5,275,827
Other [(1)]	647,556	--	--	--	--	--	--	--	--	647,556	753,273	820,210
Subtotal	**315,210,012**	**98,489,728**	**116,430,395**	**21,922,419**	**3,014,848**	**4,974,171**	**1,094,912**	**757,995**	**4,534,947**	**566,429,427**	**510,049,748**	**464,531,382**
						Abnormal operations						
Installments falling due												
01 to 30	--	--	117,868	155,439	76,581	110,584	57,334	65,226	347,078	930,110	762,989	864,324
31 to 60	--	--	79,245	102,735	53,887	77,399	43,145	48,657	223,317	628,385	517,449	503,279
61 to 90	--	--	62,008	97,367	51,320	64,166	37,291	45,281	182,295	539,728	418,944	703,507
91 to 180	--	--	170,793	260,252	136,100	180,232	112,523	121,179	543,246	1,524,325	1,216,887	1,523,680
181 to 360	--	--	277,852	416,526	217,273	313,148	193,258	188,955	920,749	2,527,761	2,057,231	3,074,529
More than 360	--	--	494,101	806,637	411,574	816,984	548,375	482,148	2,491,668	6,051,487	5,764,451	4,551,184
Installments overdue												
01 to 14	--	--	7,839	38,913	32,455	32,203	18,206	19,729	89,251	238,596	244,003	153,830
15 to 30	--	--	189,015	108,391	46,182	62,530	32,037	32,273	142,551	612,979	515,309	585,994
31 to 60	--	--	6,007	261,460	92,307	122,650	60,221	66,199	260,386	869,230	659,465	826,110
61 to 90	--	--	19	6,288	199,898	146,995	74,837	88,408	311,128	827,573	523,017	616,824
91 to 180	--	--	49	3,658	8,045	194,751	235,864	207,092	689,033	1,338,492	1,051,573	1,122,189
181 to 360	--	--	78	126	1,285	10,525	10,541	146,642	1,271,985	1,441,182	1,247,626	1,097,171
More than 360	--	--	517	937	1,124	575	5,098	6,458	1,071,934	1,086,643	643,378	590,146
Subtotal	--	--	1,405,391	2,258,729	1,328,031	2,132,742	1,428,730	1,518,247	8,544,621	18,616,491	**15,622,322**	**16,212,767**
Total	**315,210,012**	**98,489,728**	**117,835,786**	**24,181,148**	**4,342,879**	**7,106,913**	**2,523,642**	**2,276,242**	**13,079,568**	**585,045,918**	**525,672,070**	**480,744,149**

(1) Operations with third party risk linked to government funds and programs, primarily Pronaf, Procera, FAT, BNDES and FCO. They include the amount of overdue installments in the total amount of R$ 38,322 thousand, which comply with rules defined in each program for reimbursement with the managers and do not imply a credit risk for the Bank.

e) Allowance for loan losses by risk level

R$ thousand

		09.30.2013				12.31.2012				09.30.2012			
Level of risk	**% Provision**	**Value of loans**	**Minimum required provision**	**Additional allowance[1]**	**Existent Allowance**	**Value of loans**	**Minimum required provision**	**Additional allowance[1]**	**Existent Allowance**	**Value of loans**	**Minimum required provision**	**Additional allowance[1]**	**Existent Allowance**
AA	0	315,210,012	--	--	--	168,535,041	--	--	--	140,583,801	--	--	--
A	0.5	98,489,728	492,449	225,610	718,059	125,622,056	628,110	172,058	800,168	129,185,930	645,930	78,046	723,976
B	1	117,835,786	1,178,358	8,185	1,186,543	167,406,924	1,674,069	13	1,674,082	147,271,530	1,472,715	41,607	1,514,322
C	3	24,181,148	725,434	46,115	771,549	35,295,322	1,058,860	90,361	1,149,221	34,671,269	1,040,138	147,729	1,187,867
D	10	4,342,879	434,288	123,648	557,936	8,709,195	870,920	90,333	961,253	9,177,395	917,740	144,091	1,061,831
E	30	7,106,913	2,132,074	448,758	2,580,832	3,917,635	1,175,291	401,486	1,576,777	3,654,858	1,096,457	599,266	1,695,723
F	50	2,523,642	1,261,821	212,663	1,474,484	1,788,143	894,072	226,245	1,120,317	1,974,893	987,447	366,193	1,353,640
G	70	2,276,242	1,593,369	143,745	1,737,114	2,149,328	1,504,530	175,286	1,679,816	2,277,524	1,594,267	203,419	1,797,686
H	100	13,079,568	13,079,568	--	13,079,568	12,248,426	12,248,426	--	12,248,426	11,946,949	11,946,949	--	11,946,949
Total		**585,045,918**	**20,897,361**	**1,208,724**	**22,106,085**	**525,672,070**	**20,054,278**	**1,155,782**	**21,210,060**	**480,744,149**	**19,701,643**	**1,580,351**	**21,281,994**

(1) Refers to the additional provision to the minimum required by CMN Resolution 2,682/1999. This provision is established based on the experience of Management, by simulating the loan portfolio, considering the history of default of operations and in accordance with good banking practice.

f) Changes in allowance for loan losses

Includes loans, leases and other receivables with characteristics of credit.

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Opening balance	**21,640,997**	**21,210,060**	**19,014,978**
Provision/(reversal)	3,918,098	11,377,324	10,793,017
Minimum required allowance	3,884,939	11,324,382	10,968,603
Additional allowance	33,159	52,942	(175,586)
Exchange fluctuation – foreign allowances	(6,302)	(2,736)	13,086
Write-Off	(3,446,709)	(10,478,564)	(8,554,379)
Added values [1]	--	--	15,292
Closing balance	**22,106,085**	**22,106,085**	**21,281,994**

(1) Refers to the balance from BB Americas.

g) Changes in allowance for other loan losses

Includes provisions for other receivables without characteristics of credit.

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Opening balance	**1,062,286**	**915,844**	**1,084,733**
Provision/(reversal)	(43,167)	22,733	(243,781)
Exchange fluctuation – foreign allowances	(754)	(380)	220
Write-Off / Other settings	(124,571)	(44,403)	(3,252)
Closing balance	**893,794**	**893,794**	**837,920**

h) Leasing portfolio by maturity

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Up to 1 year [1]	847,008	1,216,647	1,377,629
More than 1 year and up to 5 years	579,766	788,012	872,025
Over 5 years	4,112	6,008	6,705
Total Present Value	**1,430,886**	**2,010,667**	**2,256,359**

(1) Includes amounts related to installments overdue.

i) Income from leasing transactions

R$ thousand

	3rd quarter/2013	01.01 a 09.30.2013	01.01 a 09.30.2012
Lease revenue	**467,851**	**1,357,416**	**1,432,719**
Leasing	467,851	1,357,416	1,432,719
Lease expenses	**(418,058)**	**(1,226,427)**	**(1,065,050)**
Leasing	(417,550)	(1,223,275)	(1,062,563)
Operating leases	(29)	(87)	(87)
Loss on disposal of leased assets	(479)	(3,065)	(2,400)
Total	**49,793**	**130,989**	**367,669**

j) Concentration of loans

R$ thousand

	09.30.2013	% of credit portfolio	12.31.2012	% of credit portfolio	09.30.2012	% of credit portfolio
Large debtor	16,694,241	2.9	15,043,938	2.9	14,691,200	3.1
10 largest debtors	60,876,231	10.4	55,711,823	10.6	51,334,568	10.7
20 largest debtors	84,362,768	14.4	75,293,256	14.3	69,155,520	14.4
50 largest debtors	115,447,813	19.7	101,900,850	19.4	92,703,739	19.3
100 largest debtors	136,860,966	23.4	120,806,547	23.0	108,339,773	22.5

k) Renegotiated credits

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Credits renegotiated during the period [1]	**9,600,008**	**27,742,137**	**27,574,411**
Renegotiated by delay [2]	692,232	2,268,928	2,084,301
Renovated [3]	8,907,776	25,473,209	25,490,110
Changes on credits renegotiated **by delay:**			
Opening balance	**8,226,410**	**7,265,676**	**6,039,018**
Contracts [2]	692,232	2,268,928	2,084,301
Interest received and appropriated	(125,201)	35,367	(178,794)
Write-Off	(404,544)	(1,181,074)	(1,082,478)
Closing balance [4]	8,388,897	8,388,897	6,862,047
Allowance for loan losses of the portfolio renegotiated by delay		5,054,450	4,448,602
(%) Allowance for loan losses on the portfolio		60.3%	64.8%
90 days default of the portfolio renegotiated by delay		1,430,043	1,095,067
(%) Portfolio default		17.0%	16.0%

(1) Represents the balance renegotiated, during the period of the loan operations, falling due or overdue, using internet, automated teller machines (ATM) network or branches.

(2) Renegotiated credit for composition of debts due to payment delay by clients.

(3) Renegotiated credits of non-matured operations for the extension, renewal, granting new operation for partial or full settlement of previous operation or any other type of agreement that changes the maturity or the payment terms, originally agreed.

(4) Includes the amount of R$ 177,637 thousand (R$ 19,002 thousand as of 09.30.2012) related to the renegotiated rural credits. The amount of R$ 5,207,081 thousand (R$ 5,106,893 thousand as of 09.30.2012), related to deferred credits from rural portfolio supported in specific legislation, is not included.

l) Supplementary information

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Releasable contracted credits	143,059,848	138,611,766	127,617,696
Guarantees provided [1]	17,354,697	15,927,569	15,616,685
Confirmed export credits	2,045,029	1,634,685	1,441,169
Contracted credit opened for import	601,228	713,220	757,063
Linked resources [2]	1,275,539	1,352,710	1,085,594
Linked credit operations [2]	1,194,956	1,219,553	1,024,515

(1) For these operations, the Bank maintains an allowance recorded in Other Liabilities - Sundry, (Note 20.e) totaling R$ 152,405 thousand (R$ 144,244 thousand on 12.31.2012 and R$ 118,529 thousand on 09.30.2012) calculated in accordance with Resolution CMN 2,682/1999.

(2) On 09.30.2013, there are no operations in default and no judicial questioning on active operations or linked to the funds raised to implement these operations.

m) Loan Operations by line of credit from Fund for Workers' Assistance - FAT

R$ thousand

Linhas do FAT	TADE [1]	09.30.2013	12.31.2012	09.30.2012
Loans and securities discounted		**3,354,915**	**3,625,759**	**3,682,524**
Proger Urbano Investimento	18/2005	3,354,857	3,625,278	3,681,281
Proger Urbano Capital de Giro	15/2005	33	390	914
Proger Urbano Empreendedor Popular	01/2006	25	91	329
Financing		**687,804**	**410,495**	**214,086**
Proger Exportação	27/2005	4,819	556	659
Integrar Área Urbana	25/2005	--	--	75
FAT Giro Setorial Micro e Pequenas Empresas	08/2006	617	9,278	16,257
FAT Giro Setorial Veículos MPE	08/2006	--	10	121
FAT Fomentar Micro e Pequenas Empresas	11/2006	1,260	4,007	4,860
FAT Fomentar Médias e Grandes Empresas	12/2006	6,136	27,271	34,142
FAT Taxista	02/2009	192,785	142,330	133,360
FAT Turismo - Investimento	01/2012	64,038	14,084	--
FAT Turismo - Capital de Giro	02/2012	418,149	212,959	24,612
Rural and agribusiness financing		**1,012,137**	**1,675,141**	**1,933,672**
Proger Rural Custeio	02/2006	2,790	4,099	4,444
Proger Rural Investimento	13/2005	54,549	87,499	99,150
Pronaf Custeio	04/2005	9,728	13,277	19,863
Pronaf Investimento	05/2005	878,037	1,320,793	1,457,938
Giro Rural - Aquisição de Títulos	03/2005	43,243	180,588	260,666
Giro Rural - Fornecedores	14/2006	23,790	68,885	91,611
Total		**5,054,856**	**5,711,395**	**5,830,282**

(1) TADE – Allocation Term of Special Deposits.

11 – Other Receivables

a) Specific credits

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Extension of rural credits – National Treasury	1,356,382	1,263,075	1,233,810
Other	309	496	464
Total	**1,356,691**	**1,263,571**	**1,234,274**

b) Sundry

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Deferred tax asset - tax credit (Note 25.e)	28,450,885	28,243,654	26,808,380
Sundry debtors from escrow deposits - contingencies (Note 28.c)	17,279,169	13,912,147	13,487,056
Credit card operations (Note 10.a)	15,602,556	16,084,427	13,354,629
Sundry debtors from escrow deposits - lawsuit (Note 28.d)	14,424,658	13,986,906	13,853,235
Income tax and social contribution to offset	13,167,654	10,650,417	9,714,878
Fund of allocation of surplus - Previ (Note 27.f)	9,260,255	9,198,717	10,052,275
Credit linked to acquired operations (1) (Note 10.a)	8,219,397	5,673,953	2,986,816
Actuarial assets (Note 27.e)	6,720,102	11,831,497	14,330,136
National Treasury - interest rate equalization – agricultural crop	5,188,310	3,203,305	2,261,104
Receivables acquisition	4,001,205	3,755,228	3,164,319
Receivables - non-financial companies	3,692,565	2,793,935	2,445,446
Notes and credits receivable - other	2,406,660	3,099,274	2,663,352
Sundry debtors - domestic	2,343,408	1,848,065	2,279,201
Premiums on credits linked to operations acquired in assignment	1,630,284	1,290,778	715,336
Advances to card transactions processing companies	1,420,769	439,809	1,822,533
Receivables - National Treasury	1,126,183	1,149,609	1,140,116
Rights for acquisition of royalties and government credits	1,008,378	31,253	38,487
Sundry debtors from escrow deposits - other	177,118	183,153	161,818
Sundry debtors - foreign	321,360	148,763	709,037
Salary advances and other advances	243,207	285,213	206,957
Sundry debtors for purchasing assets	67,871	85,213	95,785
Advances to Fundo Garantidor de Crédito (FGC)	40,668	223,673	284,674
Other	303,749	384,518	339,675
Total	**137,096,411**	**128,503,507**	**122,915,245**
Current assets	77,373,025	65,948,206	58,798,538
Non-current assets	59,723,386	62,555,301	64,116,707

(1) Refer to the payroll loans and vehicle financing portfolios granted to individuals, acquired by the Bank with assignment of the transferor, accounted in accordance with CMN Resolution 3,533/2008.

12 – Exchange Portfolio

a) Breakdown

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Other Receivables			
Exchange purchases pending settlement	13,509,318	14,365,123	16,838,304
Bills of exchange and time drafts in foreign currency	27,526	25,434	33,988
Receivables from sales of foreign exchange	13,983,907	20,702,935	20,121,353
(Advances received in National/foreign currency)	(11,127,525)	(17,997,703)	(18,713,342)
Foreign currency receivables	5,182	5,903	6,485
Income receivable on advances granted and on financed imports	158,092	174,440	182,330
Total	**16,556,500**	**17,276,132**	**18,469,118**
Current assets	16,442,895	17,275,866	18,187,657
Non-current assets	113,605	266	281,461
Other Liabilities			
Exchange sales pending settlement	16,325,370	23,203,204	22,621,030
(Financed imports)	(7,422)	(20,274)	(6,749)
Exchange purchase liabilities	13,041,434	14,084,421	16,192,770
(Advances on exchange contracts)	(11,445,718)	(10,923,409)	(13,801,177)
Foreign currency payables	54,403	56,728	58,351
Unearned income on advances granted	2,635	3,124	2,920
Total	**17,970,702**	**26,403,794**	**25,067,145**
Current liabilities	9,449,712	13,576,002	12,531,923
Non-current liabilities	8,520,990	12,827,792	12,535,222
Net Exchange Portfolio	**(1,414,202)**	**(9,127,662)**	**(6,598,027)**
Memorandum Accounts			
Credit opened for imports	862,782	1,094,253	1,124,224
Confirmed export credit	2,045,029	1,634,685	1,441,169

b) Exchange Results

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Exchange income	3,492,249	9,015,709	8,813,149
Exchange expenses	(3,195,212)	(8,393,091)	(8,833,664)
Exchange result	**297,037**	**622,618**	**(20,515)**

13 – Other Assets

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Assets not for own use	**490,793**	**482,803**	**463,223**
Vehicles	167,117	143,266	135,494
Assets in special regime	165,900	162,557	159,454
Real estate	118,742	134,554	122,058
Machinery and equipment	7,414	8,158	8,590
Habitable real estate	7,158	23,457	22,238
Other	24,462	10,811	15,389
Stock materials	**88,250**	**74,398**	**67,326**
Subtotal	**579,043**	**557,201**	**530,549**
(Impairment) [1]	(185,400)	(195,286)	(172,866)
Prepaid Expenses	**3,910,241**	**3,547,325**	**4,185,770**
Insurance, reinsurance, pension and capitalization deferred expenses [2]	2,398,722	1,305,045	1,239,838
Premiums for purchased credits payroll [3]	406,244	1,027,801	1,320,948
Commissions paid to tradesmen – financing of vehicles	341,983	376,266	399,640
Right on the custody of judicial deposits	290,357	446,365	743,087
Expenses from mileage program	134,787	--	--
Personnel expenses – meal program	100,192	100,500	90,248
Premium paid to costumers – partnerships retailers	52,137	56,070	57,651
Other	185,819	235,278	334,358
Total	**4,303,884**	**3,909,240**	**4,543,453**
Current assets	3,195,672	2,592,306	2,318,486
Non-current assets	1,108,212	1,316,934	2,224,967

(1) The Bank recognized, in the 3rd quarter/2013, reversal of allowance for impairment losses of assets not in use in the amount of R$ 5,562 thousand (reversal in the amount of R$ 2,215 thousand in the 3rd quarter/2012).

(2) Refers mainly to commissions paid to brokers and agents for the sale of products.

(3) The amounts are amortized over the maturity of the installments of loans acquired from other financial institutions.

14 – Investments

a) Changes in subsidiaries and associated companies

R$ thousand

	Book value	Changes – 01.01 to 09.30.2013			Book value		Equity income
	12.31.2012	Dividends	Other Events	Equity income	09.30.2013	09.30.2012	01.01 to 09.30.2012
Domestic	**5,774,010**	**(15,796)**	**(656,427)**	**21,841**	**5,123,628**	**5,955,610**	**(28,402)**
Cadam S.A.	27,999	--	--	(2,642)	25,357	31,193	8,977
Cia. Hidromineral Piratuba	2,311	(23)	--	57	2,345	2,257	(48)
Cia. Catarinense de Assessoria e Serviços - CCA (1)	228	--	--	--	228	228	--
Itapebi	75,719	(15,773)	--	19,045	78,991	72,278	27,532
Mapfre Nossa Caixa Vida e Previdência S.A.	--	--	--	--	--	--	998
Estruturadora Brasileira de Projetos - EBP	1,827	--	2,831	2,832	7,490	3,299	2,893
Other equity (2)	4,831	--	8,878	2,549	16,258	4,942	(68,754)
Goodwill/bargain purchase on acquisition of investiments	5,661,095	--	(668,136)	--	4,992,959	5,841,413	--
Abroad	**400,605**	**--**	**(459,267)**	**358,729**	**300,067**	**433,967**	**368,331**
Other equity abroad	47,760	--	(47,059)	1,323	2,024	47,910	1,462
Goodwill on acquisition of investiments	352,845	--	(54,802)	--	298,043	386,057	--
Profit/(loss) with exchange in the branches	--	--	(321,931)	321,931	--	--	243,363
Profit/(loss) with exchange in the subsidiaries and associated	--	--	(35,412)	35,412	--	--	123,392
Increase/decrease in equity resulting from other changes	--	--	(63)	63	--	--	114
Total investments in subsidiaries and associated companies	**6,174,615**	**(15,796)**	**(1,115,694)**	**380,570**	**5,423,695**	**6,389,577**	**339,929**
(Accumulated Impairment)	(6,998)	--	--	--	(6,998)	(6,998)	--

(1) Company in liquidation process, not valued by the equity method.

(2) Refers to investments on non-financial associated companies.

R$ thousand

Balances at 09.30.2013	Realized capital stock	Adjusted Shareholders' Equity	Net income/ (loss) 01.01 to 09.30.2013	Number of shares (in thousands)		Ownership interest in the total capital %
				Common	Preferred	
Domestic						
Itapebi	25,000	335,740	99,909	19,950	--	19
Cadam S.A.	183,904	117,155	(15,730)	--	4,762	21.64
Estruturadora Brasileira de Projetos - EBP	100,000	67,408	(2,856)	3,859	2,953	11.11
Cia. Hidromineral Piratuba	4,075	15,078	318	633	--	15.52
Cia. Catarinense de Assessoria e Serviços - CCA	780	474	--	260	520	48.13

b) Other Investments

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Tax incentive investments	99,052	91,121	89,571
Equity securities	146	146	146
Stocks and shares	63,324	58,261	57,687
Other investments (1)	1,470,706	1,406,414	1,541,383
Other investments abroad	64,802	318	316
Total	**1,698,030**	**1,556,260**	**1,689,103**
Accumulated Impairment	(114,238)	(83,895)	(82,045)

(1) Includes the amount of R$ 1,026,797 thousand (R$ 996,686 thousand as of 12.31.2012 and R$ 972,792 thousand as of 09.30.2012), relating to the investments of Neoenergia S.A., a jointly-owned subsidiary.

c) Goodwill on acquisition of investments

R$ thousand

Changes of Goodwill	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Opening Balance	**5,549,811**	**6,015,501**	**6,623,497**
Acquisitions	58,150	58,150	200,103
Write-off (1)	(56,313)	(56,313)	--
Amortizations (2)	(241,490)	(705,772)	(631,613)
Exchange Variation (3)	(17,596)	(19,004)	37,044
Closing Balance	**5,292,562**	**5,292,562**	**6,229,031**

(1) Write-off due to the restructuring of Alelo (Note 2.d).

(2) Recorded in Other Operating Expenses.

(3) Levied on the goodwill from BB Americas and Banco Patagonia.

d) Expected Goodwill Amortization

R$ thousand

	4th quarter/2013	2014	2015	2016	2017	2018	2019	After 2019	Total
Banco do Brasil	**179,564**	**811,181**	**908,305**	**1,001,943**	**1,107,901**	**40,372**	**41,171**	**36,775**	**4,127,212**
Banco Nossa Caixa	154,461	709,394	807,756	900,156	1,007,459	--	--	--	3,579,226
Banco Votorantim	13,641	56,722	57,981	60,466	61,133	--	--	--	249,943
Banco Patagonia	9,714	39,440	39,993	37,932	34,536	35,204	35,905	30,431	263,155
BB Americas	1,748	5,625	2,575	3,389	4,773	5,168	5,266	6,344	34,888
BB-BI	**21,021**	**96,394**	**93,857**	**107,670**	**123,517**	**141,696**	**162,550**	**--**	**746,705**
Cielo	21,021	96,394	93,857	107,670	123,517	141,696	162,550	--	746,705
BB Elo Participações	**1,339**	**6,456**	**6,055**	**6,664**	**7,334**	**8,073**	**8,889**	**--**	**44,810**
Alelo (1)	1,339	6,456	6,055	6,664	7,334	8,073	8,889	--	44,810
BB Mapfre SH1 Participações S.A.	**32,935**	**18,781**	**22,254**	**24,050**	**25,314**	**--**	**--**	**--**	**123,334**
Aliança do Brasil	26,634	--	--	--	--	--	--	--	26,634
Vida Seguradora	6,301	18,781	22,254	24,050	25,314	--	--	--	96,700
Mapfre BB SH2 Participações S.A.	**2,829**	**16,482**	**18,297**	**20,134**	**22,124**	**--**	**--**	**--**	**79,866**
Brasilveículos	2,829	16,482	18,297	20,134	22,124	--	--	--	79,866
BB Seguros	**6,180**	**21,214**	**17,194**	**15,711**	**15,401**	**15,935**	**15,162**	**16,645**	**123,442**
Brasilcap	4,579	15,505	11,022	9,154	8,593	8,780	7,659	--	65,292
IRB-Brasil	1,601	5,709	6,172	6,557	6,808	7,155	7,503	16,645	58,150
Brasilprev	**1,522**	**6,048**	**6,048**	**6,048**	**5,528**	**4,800**	**4,800**	**12,400**	**47,194**
Brasilprev Nosso Futuro Seguros e Previdência S.A.	1,522	6,048	6,048	6,048	5,528	4,800	4,800	12,400	47,194
Tax Effects (2)	(95,559)	(386,846)	(424,975)	(468,893)	(518,637)	(82,910)	(91,585)	(25,329)	(2,094,734)
Net Total	**149,831**	**589,710**	**647,035**	**713,327**	**788,482**	**127,966**	**140,987**	**40,491**	**3,197,829**

(1) Goodwill transferred from BB Banco de Investimento to Elo Participações, according to the company restructuring described in Note 2.d.

(2) 25% of income tax and 15% of social contribution for financial companies and for non-financial companies of insurance, private pension plan and capitalization, and 25% of income tax and 9% of social contribution for other non-financial companies.

The expected amortization of goodwill generated by acquisitions of equity is based on projections of results that supported the business, prepared by specialized firms or technical area of the Bank, contemplating the timing of the estimates and discount rates used in calculating the net present value of expected cash flows.

e) Goodwill Impairment test

Recoverable amount of goodwill on acquisition of investment is determined based on value in use, which is evaluated at discounted cash flow method, that is based on cash flow projections of the invested entity (cash-generating unit) and on measurement of the discount rate of this flow.

Assumptions adopted to measure this flow are based on public information, on budget and on business plan of evaluated entities. These assumptions consider current and past performance, as well as expected market and macroeconomic growth.

The cash flow of the entities below were designed for ten years, perpetuating from the eleventh year, with growth rate established. For the periods of excess cash flow to the terms of budget and business plan, the growth estimates are in line with those adopted by the entities. The nominal discount rate was measured, annually, based on the CAPM (Capital Asset Pricing Model) adjusted to the Brazilian market and referenced in Reais (R$), with the exception of Banco Patagonia, which model was adjusted to Argentine market and referenced in Argentine Pesos (ARS).

Entity (cash-generating unit)	Growth rate [1]	Discount rate [2]
Banco Votorantim	3.60%	11.58%
Banco Patagonia	14.20%	24.52%
Alelo	3.20%	11.93%
Aliança do Brasil	--	12.17%
Brasilveículos	--	12.17%
Brasilcap	2.85%	9.16%
Vida Seguradora	--	12.17%

(1) Nominal growth in perpetuity.

(2) Geometric average of ten years of projection.

The impairment test of goodwill on acquisition of Banco Nossa Caixa, which was incorporated by Banco do Brasil, considers the value in use of Banco do Brasil in the state of São Paulo (cash-generating unit). Cash flows are based on cash-generating unit results in 2012, with increase of PIB (Gross Domestic Product) and IPCA (National Consumer Price Index) designed for ten years. Cash flows were discounted by the Bank's cost of own capital.

Entity (cash-generating unit)	Growth rate [1]	Discount rate [1]
Banco do Brasil – state of São Paulo – Goodwill Banco Nossa Caixa	9.22%	11.82%

(1) Geometric average of ten years of projection.

According to the sensitivity analysis performed, there is no indication that changes in assumptions cause the book value of cash-generating units to exceed the recoverable amount.

The recoverable amount of goodwill on acquisition of Cielo is determined by the net value of sale, based on the share price issued by the company on BM&FBovespa.

Entity (cash-generating unit)	Share price CIEL3 [1]
Cielo	R$ 59.94

(1) Closing price of the share at 09.30.2013.

From 01.01 to 09.30.2013 and from 01.01 to 09.30.2012, there was no impairment loss on goodwill generated in the acquisition of investments.

15 – Property and Equipment

R$ thousand

	12.31.2012	01.01 to 09.30.2013			09.30.2013				09.30.2012
	Book Balance	Changes	Depreciation	Provision for Impairment	Cost value	Accumulated Depreciation	Accumulated Impairment	Book Balance	Book Balance
Buildings	2,044,069	806,360	(139,224)	--	4,748,262	(2,032,649)	(4,408)	2,711,205	2,451,637
Furniture and equipment in use	1,385,438	149,438	(133,678)	(243)	3,401,249	(1,999,127)	(1,167)	1,400,955	1,302,597
Data processing systems	1,225,116	141,180	(328,232)	--	3,521,725	(2,482,701)	(960)	1,038,064	1,096,446
Constructions in progress	1,013,496	(391,456)	--	--	622,040	--	--	622,040	244,318
Land	547,552	124,015	--	--	671,567	--	--	671,567	391,752
Facilities	192,897	57,068	(31,785)	--	955,490	(737,310)	--	218,180	237,708
Security systems	149,521	38,087	(18,555)	--	373,928	(204,875)	--	169,053	142,722
Communication systems	65,274	25,888	(10,774)	--	246,625	(166,237)	--	80,388	65,381
Transport systems	10,595	1,912	(2,270)	--	36,352	(26,115)	--	10,237	10,065
Furniture and equipment in stock	3,020	(417)	--	--	2,603	--	--	2,603	2,803
Total	**6,636,978**	**952,075**	**(664,518)**	**(243)**	**14,579,841**	**(7,649,014)**	**(6,535)**	**6,924,292**	**5,945,429**

16 – Intangible Assets

a) Changes and breakdown

R$ thousand

	12.31.2012	01.01 to 09.30.2013				09.30.2013				09.30.2012
	Book value	Acquisitions	Write-offs	Amortization	Provision for impairment [1]	Cost value	Accumulated amortization	Accumulated impairment	Book value	Book value
Rights to manage payroll [2]	5,418,495	622,614	(261,127)	(1,480,902)	48	8,706,218	(4,357,350)	(49,740)	4,299,128	5,593,300
Other intangible assets [3]	2,665,725	762	--	(180,413)	(3,095)	2,847,505	(361,431)	(3,095)	2,482,979	2,724,767
Softwares	1,224,349	205,473	--	(76,535)	--	2,236,824	(883,537)	--	1,353,287	883,080
Total	**9,308,569**	**828,849**	**(261,127)**	**(1,737,850)**	**(3,047)**	**13,790,547**	**(5,602,318)**	**(52,835)**	**8,135,394**	**9,201,147**

(1) Recorded in Other Operating Expenses.

(2) The values of acquisitions and write-offs include contracts renegotiated in the period, in which the new contract value is recorded and the past contract value is written-off without effects on Statement of Income.

(3) Refers mainly to the right to use the structure of the Banco Postal to correspondent banking services (Note 31.b).

b) Estimate for Amortization

R$ thousand

Year	2013	2014	2015	2016	2017	2018	Total
Amounts to be amortized	576,480	2,293,593	2,210,768	2,218,901	578,798	256,854	**8,135,394**

17 – Deposits and Securities Sold under Repurchase Agreements

a) Deposits

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Demand Deposits	**69,190,724**	**74,759,878**	**61,485,562**
Individuals	29,382,381	30,651,601	26,213,860
Companies	24,060,083	28,789,127	22,581,776
Restricted	10,575,825	7,566,356	7,130,221
Government	2,267,165	3,774,800	2,338,014
Related companies	770,376	824,249	601,961
Special from Federal Treasury	647,376	824,699	796,915
Foreign currency	643,827	1,178,480	1,162,160
Financial system institutions	527,528	512,500	477,675
Domiciled abroad	135,290	28,361	24,155
Other	180,873	609,705	158,825
Savings Deposits	**134,215,616**	**117,744,043**	**112,098,380**
Individuals	125,522,291	110,270,220	104,181,961
Companies	8,426,348	7,212,425	7,657,338
Related companies	246,198	244,793	239,585
Financial system institutions	20,779	16,605	19,496
Interbank Deposits	**21,013,334**	**16,568,656**	**15,732,763**
Time Deposits	**246,486,308**	**263,012,824**	**286,756,120**
National currency	118,959,101	145,937,903	171,347,353
Judicial	97,355,039	86,346,242	84,983,373
Foreign currency	24,066,278	23,978,073	23,420,205
Workers Assistance Fund – FAT (Note 17.e)	5,213,933	5,952,981	6,251,614
Funproger (Note 17.f)	200,976	198,610	183,934
Other	690,981	599,015	569,641
Total	**470,905,982**	**472,085,401**	**476,072,825**
Current liabilities	378,152,743	353,051,671	328,527,983
Non-current liabilities	92,753,239	119,033,730	147,544,842

b) Segregation of deposits by deadline chargeability

R$ thousand

	Without maturity	Up to 3 months	3 to 12 months	1 to 3 years	3 to 5 years	More than 5 years	09.30.2013	12.31.2012	09.30.2012
Time deposits[1]	107,569,159	25,842,306	22,651,949	25,143,862	65,276,879	2,153	246,486,308	263,012,824	286,756,120
Savings deposits	134,215,616	--	--	--	--	--	134,215,616	117,744,043	112,098,380
Demand deposits	69,190,724	--	--	--	--	--	69,190,724	74,759,878	61,485,562
Interbank deposits	1,708,984	5,051,458	11,922,547	1,580,993	336,791	412,561	21,013,334	16,568,656	15,732,763
Total	**312,684,483**	**30,893,764**	**34,574,496**	**26,724,855**	**65,613,670**	**414,714**	**470,905,982**	**472,085,401**	**476,072,825**

(1) Includes the amount R$ 117,159,739 thousand (R$ 143,123,684 thousand as of 12.31.2012 and R$ 166,030,131 thousand as of 09.30.2012), relating to time deposits with early repurchase clause (liquidity commitment), considering the original maturity dates.

c) Securities sold under repurchase agreements

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Own Portfolio	**54,711,400**	**59,994,120**	**43,275,748**
Corporate bonds	33,800,230	19,642,180	18,344,680
Treasury Financial Bills	12,393,052	30,341,365	19,616,322
National Treasury Bills	3,873,526	5,740,101	755,230
Securities abroad	2,825,483	1,838,920	1,994,079
National Treasury Notes	1,813,558	2,165,001	2,280,986
Other	5,551	266,553	284,451
Third-Party Portfolio	**188,728,556**	**165,546,113**	**171,153,462**
Treasury Financial Bills	85,856,412	103,044,579	90,580,315
National Treasury Notes	59,029,134	14,086,398	2,080,909
National Treasury Bills	42,379,856	46,641,515	76,153,100
Securities abroad	1,463,154	1,773,621	2,339,138
Free movement portfolio	**470,725**	**246,639**	**934**
Total	**243,910,681**	**225,786,872**	**214,430,144**
Current liabilities	232,005,006	214,649,038	203,479,498
Non-current liabilities	11,905,675	11,137,834	10,950,646

d) Expenses with deposits and with securities sold under repurchase agreements

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Deposits	**(6,999,008)**	**(19,664,169)**	**(22,748,972)**
Time deposits	(2,894,053)	(8,283,817)	(12,003,538)
Judicial deposits	(1,944,883)	(5,549,669)	(5,152,965)
Savings deposits	(2,005,945)	(5,429,647)	(5,185,941)
Interbank deposits	(154,127)	(401,036)	(406,528)
Securities sold under repurchase agreements	**(5,089,778)**	**(13,350,575)**	**(13,103,983)**
Third-party portfolio	(4,126,955)	(10,851,335)	(10,496,723)
Own portfolio	(948,496)	(2,483,978)	(2,568,056)
Free movement portfolio	(14,327)	(15,262)	(39,204)
Funds from acceptance and issuance of securities	**(2,020,394)**	**(5,099,940)**	**(3,093,339)**
Agribusiness letters of credit	(1,104,806)	(2,311,722)	(741,188)
Financial bills	(563,923)	(1,535,793)	(1,007,992)
Securities issues abroad	(351,665)	(1,252,425)	(1,344,159)
Subordinated debt abroad	**(110,900)**	**(327,931)**	**(257,607)**
Equity and debt hybrid securities	**(354,247)**	**(1,011,671)**	**(420,471)**
Other	**(197,187)**	**(495,370)**	**(482,089)**
Total	**(14,771,514)**	**(39,949,656)**	**(40,106,461)**

e) Workers Assistance Fund (FAT)

R$ thousand

Program	Resolution TADE [1]	Return of FAT funds			09.30.2013			12.31.2012			09.30.2012		
		Type[2]	Initial Date	Final Date	Available TMS [3]	TJLP Applied [4]	Total	Available TMS [3]	TJLP Applied [4]	Total	Available TMS [3]	TJLP Applied [4]	Total
Proger Rural and Pronaf					**295,902**	**898,961**	**1,194,863**	**325,502**	**1,536,768**	**1,862,270**	**344,696**	**1,834,827**	**2,179,523**
Pronaf Custeio	04/2005	RA(**)	11/2005	---	784	3,850	4,634	6,910	5,844	12,754	7,709	11,407	19,116
Pronaf Investimento	05/2005	RA(**)	11/2005	---	222,237	822,062	1,044,299	277,831	1,269,113	1,546,944	241,354	1,463,788	1,705,142
Giro Rural – Aquisição de Títulos	03/2005	SD(***)	01/2008	01/2014	39,881	21,371	61,252	5,773	128,905	134,678	22,504	200,984	223,488
Giro Rural Fornecedores	14/2006	RA(**)	08/2006	---	20,151	10,647	30,798	19,219	63,248	82,467	49,864	77,823	127,687
Rural Custeio	02/2006	RA(**)	11/2005	---	486	2,067	2,553	324	2,956	3,280	1,056	3,097	4,153
Rural Investimento	13/2005	RA(**)	11/2005	---	12,363	38,964	51,327	15,445	66,702	82,147	22,209	77,728	99,937
Proger Urbano					**65,767**	**3,179,291**	**3,245,058**	**218,136**	**3,415,019**	**3,633,155**	**237,981**	**3,492,997**	**3,730,978**
Urbano Investimento	18/2005	RA(**)	11/2005	---	65,737	3,179,269	3,245,006	217,587	3,414,695	3,632,282	237,142	3,492,176	3,729,318
Urbano Capital de Giro	15/2005	RA(**)	11/2005	---	30	22	52	545	320	865	833	814	1,647
Empreendedor Popular	01/2006	RA(**)	11/2005	---	--	--	--	4	4	8	6	7	13
Other					**88,224**	**685,788**	**774,012**	**58,264**	**399,292**	**457,556**	**129,309**	**211,804**	**341,113**
Exports	27/2005	RA(**)	11/2005	---	1,125	4,700	5,825	116	--	116	41	110	151
Integrar Área Urbana	25/2005	RA(**)	11/2005	---	--	--	--	102	--	102	2	106	108
FAT Giro Setorial Micro e Pequenas Empresas	08/2006	RA(**)	09/2007	---	1,834	438	2,272	7,850	8,866	16,716	11,174	15,773	26,947
FAT Fomentar Micro e Pequenas Empresas	11/2006	RA(**)	08/2006	---	1,069	1,251	2,320	1,222	3,898	5,120	1,153	4,846	5,999
FAT Fomentar Médias e Grandes Empresas	12/2006	RA(**)	07/2006	---	7,624	5,924	13,548	9,986	24,993	34,979	8,920	33,092	42,012
FAT Taxista	02/2009	RA(**)	09/2009	---	25,208	192,428	217,636	11,791	141,551	153,342	12,048	133,294	145,342
FAT Turismo Investimento	01/2012	RA(**)	08/2012	---	32,901	63,933	96,834	16,124	9,069	25,193	50,269	--	50,269
FAT Turismo Capital de Giro	02/2012	RA(**)	08/2012	---	18,463	417,114	435,577	11,073	210,915	221,988	45,702	24,583	70,285
Total					**449,893**	**4,764,040**	**5,213,933**	**601,902**	**5,351,079**	**5,952,981**	**711,986**	**5,539,628**	**6,251,614**

(1) TADE – Allocation Term of Special Deposits.

(2) RA - Automatic Return (monthly, 2% on the balance) and SD - Available Balance.

(3) Funds remunerated by the Average Selic Rate (TMS).

(4) Funds remunerated by the Long Term Interest Rate (TJLP).

FAT is a special accounting and financial fund, established by Law 7,998/1990, attached to the Ministry of Labor and Employment and managed by the Executive Council of the Workers Assistance Fund (Codefat). Codefat is a collective, tripartite, equal level organization, composed of representatives of workers, employers and government.

The main actions to promote employment using FAT funds are structured around the Programs for the Generating Employment and Earnings (Proger), which resources are allocated through special deposits, established by Law 8,352/1991, in official federal financial institutions, including, among others, Proger in the urban program - Investment and Working Capital - and rural program, the National Program for Strengthening Family Farming - Pronaf**,** in addition to the special lines such as FAT Integrar – Rural e Urbano, FAT Giro Setorial – Micro e Pequenas Empresas (micro and small-sized companies), FAT Giro Setorial – Médias e Grandes Empresas (medium and large-sized companies), FAT Giro Setorial Veículos – Micro e Pequenas Empresas (micro and small-sized companies), FAT Giro Setorial Veículos – Médias e Grandes Empresas (medium and large-sized companies), FAT Fomentar – Micro e Pequenas Empresas (micro and small-sized companies), FAT Fomentar – Médias e Grandes Empresas (medium and large-sized companies), FAT Giro Agropecuário, FAT Inclusão Digital (digital inclusion), FAT Taxista (taxi), FAT Turismo Investimento and FAT Turismo Capital de Giro.

The FAT special deposits, allocated with Banco do Brasil, while available, incur interest on a daily pro rata die basis using the Average Selic Rate (TMS). As they are applied on loans, the interest rate is changed to the Long-term Interest Rate (TJLP) during the effective period of the loans. The earnings on the Bank's funds are paid to FAT on a monthly basis, as established in Codefat Resolutions 439/2005 and 489/2006.

f) Guarantee Fund for Generation of Employment and Earnings (Funproger)

The Guarantee Fund for Generation of Employment and Earnings (Funproger) is a special accounting fund established on November 23, 1999 by Law 9,872/1999, amended by Law 10,360/2001 and by Law 11,110/2005 and regulated by Codefat Resolution 409/2004, and its amendments. It is managed by Banco do Brasil under the supervision of Codefat/MTE and the balance for 09.30.2013 is R$ 200,976 thousand (R$ 198,610 thousand as of 12.31.2012 and R$ 183,934 thousand as of 09.30.2012).

The objective of Funproger is to provide guarantees to entrepreneurs who do not have the necessary guarantees of their own to contract financing by Proger Urbano and Programa Nacional de Microcrédito Produtivo Orientado, through the payment of a commission. The net assets of Funproger are accumulated through funds arising from the difference between the Average Selic Rate (TMS) and the Long-Term Interest Rate (TJLP) in respect of the remuneration of the special deposit balances available in FAT. Other sources of funds are the earnings from its operations and the income on its cash resources paid to Banco do Brasil, the fund manager.

18 – Borrowings and Onlendings

a) Borrowings

R$ thousand

	Up to 90 days	From 91 to 360 days	From 1 to 3 years	From 3 to 5 years	09.30.2013	12.31.2012	09.30.2012
Domestic	**288,777**	**945**	**2,835**	**--**	**292,557**	**408,533**	**408,377**
Borrowing from non-financial companies	287,691	--	--	--	287,691	402,826	401,571
Other borrowings	1,086	945	2,835	--	4,866	5,707	6,806
Abroad	**3,742,220**	**10,383,930**	**976,045**	**244,673**	**15,346,868**	**13,672,500**	**12,989,444**
Borrowings from bankers abroad	3,331,140	9,968,493	676,871	243,277	14,219,781	12,497,974	11,679,440
Linked to public sector borrowings (1)	151,203	134,026	268,052	--	553,281	623,151	755,553
Imports	138,157	46,735	31,122	1,396	217,410	185,673	238,793
Exports	121,720	234,676	--	--	356,396	365,702	315,658
Total	**4,030,997**	**10,384,875**	**978,880**	**244,673**	**15,639,425**	**14,081,033**	**13,397,821**
Current liabilities					14,415,872	12,972,062	11,562,821
Non-current liabilities					1,223,553	1,108,971	1,835,000

(1) Maturity date as of April 2015 at the rate of 6.92% p.a.

b) Onlendings

Domestic – Official institutions

R$ thousand

Programs	Finance charges	09.30.2013	12.31.2012	09.30.2012
National Treasury - Rural Credit		**649,094**	**713,279**	**1,033,339**
Pronaf	TMS (available) Pre 0.50% p.a. to 4.00% p.a. (applied)	392,756	475,613	825,535
Recoop	Pre 5.75% p.a. to 8.25% p.a. IGP-DI + 1.00% p.a. to 2.00% p.a.	56,484	69,955	75,109
Cacau	Pre 6.35% p.a.IGP-M + 8.00% p.a. TJLP + 0.60% p.a.	84,800	86,715	85,488
Other	--	115,054	80,996	47,207
BNDES		**42,813,668**	**41,762,751**	**32,195,267**
Banco do Brasil	Pre 0% p.a. to 7.30% p.a. TJLP + 0% p.a. to 4.50% p.a. IPCA + 6.97% p.a. to 9.91% p.a. exch. var.+ 0.50% p.a. to 5.68% p.a.	41,562,514	40,284,112	30,845,571
Banco Votorantim	Pre 0.80% p.a. to 7.30% p.a. TJLP + 0.50% p.a. to 4.50% p.a. IPCA + 7.02% p.a. to 9.91% p.a. exch. var. + 1.30% p.a. to 3.00% p.a.	1,251,154	1,478,639	1,349,696
Caixa Econômica Federal		**2,987,974**	**895,482**	**606,908**
Finame		**25,538,011**	**19,494,062**	**18,437,757**
Banco do Brasil	Pre 0% p.a. to 8.50% p.a. TJLP + 0.90% p.a. to 5.50% p.a. exch. var. + 0.90% p.a. to 3.00% p.a.	24,594,366	18,489,696	17,227,046
Banco Votorantim	Pre 0.30% p.a. to 9.80% p.a. TJLP + 0.50% p.a. to 5.50% p.a. exch. var. + 0.90% p.a. to 1.40% p.a.	943,645	1,004,366	1,210,711
Other official institutions		**10,013,966**	**653,052**	**490,117**
Special supply - Rural savings	TR	9,014,689	--	--
Funcafé	TMS (available) Pre 5.50% p.a. to 6.75% p.a. (applied)	999,249	652,912	489,977
Other	--	28	140	140
Total		**82,002,713**	**63,518,626**	**52,763,388**
Current liabilities		30,543,873	17,756,624	16,578,766
Non-current liabilities		51,458,840	45,762,002	36,184,622

Foreign

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Funds obtained under the terms of Resolution CMN 3,844/2010	--	87,013	95,210
Special fund for support to small and medium manufacturing	477	477	477
Total	**477**	**87,490**	**95,687**
Current liabilities	95	481	95
Non-current liabilities	382	87,009	95,592

c) Expense of borrowings and onlendings

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Borrowings expenses	**(723,638)**	**(2,915,278)**	**(2,228,879)**
Onlendings expenses	**(956,419)**	**(3,165,054)**	**(2,344,896)**
BNDES	(663,428)	(1,949,286)	(1,537,828)
Finame	(159,031)	(499,664)	(626,828)
Foreign	(86,109)	(597,903)	(14,849)
National Treasury	(19,531)	(52,959)	(109,796)
Caixa Econômica Federal	(12,184)	(24,125)	(14,555)
Other	(16,136)	(41,117)	(41,040)
Expenses for financial and development funds liabilities	**(180,748)**	**(550,884)**	**(535,452)**
Expenses for obligations with bankers abroad	**(88,612)**	**(1,156,072)**	**(1,141,792)**
Total	**(1,949,417)**	**(7,787,288)**	**(6,251,019)**

19 – Funds from Acceptance and Issuance of Securities

R$ thousand

Borrowings		Issued Value	Remuneration p.a.	Date of Funding	Maturity	09.30.2013	12.31.2012	09.30.2012
Banco do Brasil						**97,222,574**	**57,985,285**	**42,380,498**
Global Medium - Term Notes Program						**8,794,707**	**6,275,154**	**6,180,615**
	R$	350,000	9.75%	07/2007	07/2017	334,463	385,819	370,218
	USD	100,000	Libor 6m+2.55%	07/2009	07/2014	206,393	183,003	192,126
	USD	950,000	4.50%	01/2010	01/2015	2,133,501	1,978,662	1,944,190
	USD	500,000	6.00%	01/2010	01/2020	1,123,167	1,041,197	1,021,261
	EUR	750,000	4.50%	01/2011	01/2016	2,326,425	2,098,921	2,010,298
	JPY	24,700,000	1.80%	09/2012	09/2015	559,536	587,552	642,522
	EUR	700,000	3.75%	07/2013	07/2018	2,111,222	--	--
Senior Notes						**5,385,206**	**4,902,662**	**967,444**
	USD	500,000	3.87%	11/2011	01/2017	1,063,830	983,831	967,444
	USD	1,925,000	3.87%	10/2012	10/2022	4,321,376	3,918,831	--
Structured Notes	USD	145,380	0.73% to 2.12%			**325,817**	**688,797**	**829,501**
Certificates of Deposits						**11,740,154**	**9,650,732**	**8,919,927**
Short Term[1]			0.23% to 4.00%			8,539,716	7,723,878	7,845,312
Long Term[1]			1.87% to 4.58%		08/2016	3,200,438	1,926,854	1,074,615
Letters of Credit - Real Estate	R$					**2,848,810**	**--**	**--**
Resources Letters of Credit Agribusiness						**65,867,756**	**32,898,221**	**21,750,556**
Short Term [2]	R$					10,279,507	11,037,065	11,321,172
Long Term [3]	R$				08/2018	55,588,301	21,861,156	10,429,433
Issuance costs	R$					(52)	--	(49)
Financial Letters						**2,260,124**	**3,569,719**	**3,732,455**
Short Term [2]	R$					26,911	3,536,300	3,674,652
Long Term	R$		104.00% to 107.00% DI		01/2017	2,233,213	33,419	57,803
Banco Patagonia						**541,944**	**393,669**	**311,183**
Short Term [4]	ARS					379,566	393,669	311,183
Long Term [4]	ARS				08/2016	162,378	--	--
Special Purpose Entities Abroad [5]						**568,576**	**837,797**	**936,695**
Securitization of future flow of payment orders from abroad								
	USD	250,000	6.55%	12/2003	12/2013	24,645	88,174	108,646
	USD	250,000	Libor 3m+0.55%	03/2008	03/2014	111,507	255,454	304,611
	USD	150,000	5.25%	04/2008	06/2018	254,708	223,917	242,726
	USD	200,000	Libor 3m+1.20%	09/2008	09/2015	177,716	270,252	280,712
Banco Votorantim						**11,868,261**	**11,398,226**	**10,045,530**
Global Medium - Term Notes Program						**3,580,969**	**3,993,694**	**3,233,304**
Short Term (2)					06/2014	984,555	1,497,964	783,390
Long Term (6)					07/2020	2,596,414	2,495,730	2,449,914
Debentures						**768,060**	**748,029**	**764,299**
Post-fixed	R$		100.00% to 111.00% DI	06/2006	07/2027	768,060	748,029	764,299
Letters of Credit - Real Estate	R$		94.00% to 98.00% DI		07/2015	**95,635**	**66,265**	**71,824**

R$ thousand

Borrowings		Issued Value	Remuneration p.a.	Date of Funding	Maturity	09.30.2013	12.31.2012	09.30.2012
Letters of Credit - Agribusiness						**1,296,823**	**1,106,694**	**1,055,987**
Post-fixed	R$		80.00% to 98.00% DI		06/2014	1,296,410	1,104,110	1,048,544
Pre-fixed	R$		9.22% to 9.60%		03/2020	413	2,584	7,443
Financial Letters						**6,126,774**	**5,483,544**	**4,920,116**
Pre-fixed	R$		108.30% to 109.30%Selic		04/2015	102,724	97,159	95,374
Post-fixed	R$		3.67% to 4.55%+IGPM		09/2015	563	1,496	1,465
Post-fixed	R$		100.00% to 112.02% DI		04/2019	5,612,231	5,159,520	4,606,686
Post-fixed	R$		3.11% to 7.64%+IPCA		05/2020	180,290	135,100	130,468
Post-fixed	R$		8.27% to 13.95%		11/2022	230,966	90,269	86,123
Non-Financial Corporations						**28,444**	**55,146**	**63,343**
Cibrasec								
Real Estate Receivables Certificates [7]	R$					2,779	3,869	4,104
Kepler Weber S.A.								
Debentures	R$		TJLP+3.80%	09/2007	09/2020	10,534	13,465	13,867
Ativos S.A. Securitizadora de Créditos Financeiros								
Debentures	R$		DI+1.50%	03/2010	03/2014	15,131	37,812	45,372
Total						**110,229,799**	**70,670,123**	**53,737,249**
Current liabilities						25,041,695	24,846,154	35,998,793
Non-current liabilities						85,188,104	45,823,969	17,738,456

(1) Securities issued abroad in USD, EUR, GBP, RMB e AUD.
(2) Securities issued in foreign and national currency with maturities up to 360 days.
(3) Operations with maturity between 361 and 1.782 days.
(4) Securities issued with rates from 19.00% to 21.00% and Badlar+297 pts. from Badlar+435 pts.
(5) The Special Purpose Entity (SPE) - "Dollar Diversified Payment Rights Finance Company" was organized under the laws of the Cayman Islands for the following purposes: (a) the issuance and sale of securities in the international market; (b) use of resources obtained by issuing securities to pay for the purchase, with the BB, the rights to payment orders issued by banking correspondents located in the U.S. and by the agency of BB New York in U.S. dollars, for any agency for Brazil ("Rights on Consignment"); and (c) making payments of principal and interest on securities and other payments payable on the issuance of these securities. The SPE declares that it has no relevant asset or liability other than the rights and duties originating from the contracts for issue of securities, Bank does not hold the control, is not a shareholder, the owner, or is a beneficiary of any of the results of operations of the SPE. The liabilities arising from the issued securities are paid by the SPE using the funds accumulated in its account.
(6) Operations with maturity greater than 360 days, and the certificates issued in foreign and national currency.
(7) Reference Rate - TR, General Market Price Index - IGP-M and IPCA and average maturity of 134 months.

20 – Other Liabilities

a) Financial and Development Funds

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Marinha Mercante	3,164,031	2,250,825	1,946,589
Pasep [1]	1,980,342	1,969,767	1,963,601
Funds from the State Government of São Paulo	749,168	761,189	650,322
Consolidação da Agricultura Familiar – CAF	29,285	25,840	28,344
Programa Especial de Crédito para a Reforma Agrária – Procera	23,283	25,007	25,278
Combate à Pobreza Rural – Nossa Primeira Terra – CPR/NPT	10,037	11,296	7,966
Terras e Reforma Agrária – BB Banco da Terra	4,211	4,735	5,223
Other	39,632	39,949	40,148
Total	**5,999,989**	**5,088,608**	**4,667,471**
Current liabilities	4,025,886	3,121,529	2,732,307
Non-current liabilities	1,974,103	1,967,079	1,935,164

(1) The Bank is administrator of the Public Servant Heritage Formation Program (Pasep), guaranteeing a minimum return corresponding Long-Term Interest Rate - TJLP.

b) Taxes and Social Security

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Legal liabilities (Note 28.d)	14,045,652	13,881,845	13,802,990
Provision for taxes and contributions on net income	7,617,420	1,156,167	4,866,559
Deferred tax liabilities (Note 25.d)	3,194,392	7,452,894	7,804,121
Provision for tax litigation (Note 28.a)	2,386,456	2,020,124	1,712,346
Taxes and contributions payable	1,369,173	1,453,973	398,334
Taxes and contributions on net income payable	686,053	4,641,641	352,308
Other	309,172	316,861	1,113,276
Total	**29,608,318**	**30,923,505**	**30,049,934**
Current liabilities	24,871,849	24,030,336	23,261,828
Non-current liabilities	4,736,469	6,893,169	6,788,106

c) Subordinated Debt

R$ thousand

Funding		Issued Value	Remuneration p.a.	Funding Date	Maturity	09.30.2013	12.31.2012	09.30.2012
Banco do Brasil								
FCO – Resources from Fundo Constitucional do Centro-Oeste						**18,041,929**	**16,602,973**	**16,085,390**
Funds applied [1]						17,283,993	15,938,342	15,609,852
Resources available [2]						720,284	627,940	417,255
Charges to capitalize						37,652	36,691	58,283
Subordinated CDB Issued in the Country						**5,007,694**	**4,711,053**	**4,624,245**
		900,000	113.80% from CDI	03/2009	09/2014	1,431,221	1,344,943	1,319,712
		1,335,000	115.00% from CDI	03/2009	03/2015	2,130,518	2,000,773	1,962,846
		1,000,000	105.00% from CDI	11/2009	11/2015	1,445,955	1,365,337	1,341,687
Subordinated Debt Abroad						**7,154,841**	**6,669,559**	**6,521,600**
	USD thousand	300,000	8.50%	09/2004	09/2014	671,189	619,378	594,483
	USD thousand	660,000	5.38%	10/2010	01/2021	1,478,264	1,378,755	1,355,203
	USD thousand	1,500,000	5.88%	05/2011	01/2022	3,331,600	3,105,980	3,039,604
	USD thousand	750,000	5.88%	06/2012	01/2023	1,673,788	1,565,446	1,532,310
Subordinated Letters of Credit						**15,653,292**	**9,196,989**	**8,996,609**
		1,000,000	108.50% from CDI	03/2010	03/2016	1,412,647	1,331,338	1,307,514
		1,006,500	111.00% from CDI	03/2011	03/2017	1,286,656	1,210,944	1,188,780
		335,100	111.00% from CDI	04/2011	04/2017	426,303	401,218	393,874
		13,500	111.00% from CDI	05/2011	05/2017	16,997	15,997	15,704
		700,000	111.00% from CDI	09/2011	10/2017	837,692	788,399	773,969
		512,500	111.50% from CDI	05/2012	05/2018	571,548	537,769	527,883
		215,000	112.00% from CDI	05/2012	05/2019	239,799	225,565	221,400
		115,000	112.50% from CDI	05/2012	06/2020	128,279	120,632	118,394
		35,500	IPCA+5.45%	05/2012	06/2020	40,863	37,771	36,613
		49,800	111.50% from CDI	06/2012	01/2018	55,103	51,846	50,893
		690,900	CDI+1.06%	06/2012	01/2018	766,601	720,162	706,406
		300	IPCA+5.32%	06/2012	01/2018	343	316	307
		873,600	IPCA+5.40%	06/2012	02/2018	999,321	921,522	893,367
		52,500	111.50% from CDI	06/2012	04/2018	58,297	54,852	53,843
		308,400	CDI+1.10%	06/2012	04/2018	343,713	322,795	316,597
		184,800	CDI+1.11%	06/2012	05/2018	206,056	193,503	189,783
		12,000	111.50% from CDI	06/2012	06/2018	13,353	12,564	12,333
		7,200	IPCA+5.30%	06/2012	06/2018	8,259	7,615	7,384
		100,000	IPCA+5.40%	06/2012	06/2018	114,866	105,833	102,600
		20,000	IPCA+5.50%	06/2012	06/2018	22,976	21,154	20,502
		500,000	IPCA+5.53%	06/2012	06/2018	573,760	528,771	512,451
		315,300	IPCA+5.56%	06/2012	06/2018	362,539	333,642	323,321
		100,000	111.50% from CDI	07/2012	02/2018	110,531	103,998	102,086
		10,200	111.50% from CDI	07/2012	04/2018	11,270	10,604	10,409
		27,000	IPCA+5.24%	07/2012	04/2018	30,718	28,413	27,555
		40,800	111.50% from CDI	07/2012	06/2018	45,113	42,446	41,666
		17,400	IPCA+5.33%	07/2012	06/2018	19,823	18,324	17,767
		22,200	111.50% from CDI	07/2012	07/2018	24,538	23,088	22,663
		1,000,000	Pre 10.51%	09/2012	07/2018	1,105,022	1,025,908	1,000,545
		5,233,500	111.00% from CDI	01/2013	01/2019	5,539,387	--	--
		266,400	111.00% from CDI	02/2013	02/2019	280,919	--	--
Total Subordinated Debt from Banco do Brasil						**45.857.756**	**37,180,574**	**36,227,844**
Banco Votorantim								

R$ thousand

Funding		Issued Value	Remuneration p.a.	Funding Date	Maturity	09.30.2013	12.31.2012	09.30.2012
Subordinated CDB Issued in the Country						**1,042,410**	**1,081,280**	**1,667,436**
		312,500	CDI+0.49%	11/2007	11/2012	--	--	521,090
		8,500	CDI+0.49%	12/2007	12/2012	--	--	14,149
		7,929	CDI+0.54%	12/2007	12/2012	--	--	13,230
		32,500	IGPM+7.22%	12/2007	12/2012	--	--	62,878
		57,500	IPCA+7.93%	03/2008	03/2013	--	108,244	104,209
		260,000	CDI+1.67%	08/2009	08/2014	404,101	377,837	369,963
		7,500	IPCA+7.86%	08/2009	08/2014	12,912	11,713	11,279
		5,250	IPCA+7.92%	08/2009	08/2014	9,062	8,217	7,911
		2,500	IPCA+7.95%	08/2009	08/2014	4,319	3,915	3,769
		19,500	IPCA+8.00%	08/2009	08/2014	33,764	30,599	29,452
		250,000	CDI+1.64%	12/2009	12/2014	375,360	351,056	343,770
		135,000	CDI+1.67%	12/2009	12/2014	202,892	189,699	185,736
Subordinated Notes	USD thousand	575,000	Pre 7.38%	01/2010	01/2020	**1,385,075**	**1,346,054**	**1,279,639**
Subordinated Letters of Credit						**1,107,918**	**1,068,271**	**1,077,246**
		94,950	CDI+1.30%	11/2010	11/2016	97,995	95,587	97,882
		30,000	CDI+1.60%	12/2010	12/2016	30,773	30,020	30,722
		324,900	CDI+1.94%	05/2011	05/2017	336,999	328,186	336,755
		35,550	IGPM+7.55%	05/2011	05/2017	46,388	45,900	44,075
		1,400	IPCA+7.76%	05/2011	05/2017	1,891	1,719	1,656
		4,650	IPCA+7.85%	05/2011	05/2017	6,297	5,718	5,509
		7,500	IPCA+7.95%	05/2011	05/2017	10,154	9,206	8,872
		45,000	IPCA+7.95%	07/2011	07/2016	59,876	54,314	52,325
		15,000	IGPM+7.70%	07/2011	07/2017	19,294	19,148	18,362
		6,922	IPCA+8.02%	07/2011	07/2019	9,187	8,320	8,020
		25,000	IPCA+7.90%	08/2011	08/2016	33,154	30,137	29,008
		1,250	115.00% from CDI	08/2011	08/2017	1,539	1,446	1,418
		10,050	IGPM+7.70%	08/2011	08/2017	12,948	12,861	12,333
		20,000	IPCA+7.76%	08/2011	08/2017	26,309	23,902	23,034
		11,000	IPCA+7.85%	08/2011	08/2017	14,525	13,196	12,709
		25,000	IPCA+7.93%	08/2011	08/2017	33,092	30,053	28,937
		33,000	117.00% from CDI	09/2011	09/2017	33,000	33,645	34,567
		15,000	IGPM+6.74%	09/2011	09/2017	18,699	18,655	17,909
		250,000	119.00% from CDI	10/2011	10/2017	260,839	254,208	260,957
		18,000	IGPM+6.71%	10/2011	10/2017	22,300	22,266	21,375
		16,046	IPCA+7.10%	11/2011	11/2016[3]	--	--	17,799
		1,128	IPCA+7.00%	11/2012	11/2016	1,257	1,148	1,186
		16,920	IPCA+7.10%	11/2012	11/2016	18,855	17,207	--
		5,640	IPCA+7.20%	11/2012	11/2016	6,269	5,710	5,912
		5,640	IPCA+7.25%	11/2012	11/2020	6,278	5,719	5,924
Total Subordinated Debt from Banco Votorantim						**3,535,403**	**3,495,605**	**4,024,321**
Total [4]						**49,393,159**	**40,676,179**	**40,252,165**

(1) Contracted charges are paid by borrowers, with less the del credere of the financial institution, according to article 9 of Law nº 7,827/1989.

(2) Remunerated based on extra-rate announced by the Banco Central do Brasil (Bacen), according to article 9 of Law nº 7,827/1989.

(3) Operations paid in advance.

(4) The amount of R$ 38,324,519 thousand (R$ 32,400,578 thousand as of 12.31.2012 and R$ 32,056,548 thousand as of 09.30.2012) compose the tier II of the Referential Equity (RE), in compliance with CMN Resolution nº 3,444/2007. As determined by Bacen, subordinated debts issued by Banco Votorantim do not compose the Bank's RE (Note 29.f).

d) Hybrid Capital and Debt Instruments

R$ thousand

Funding		Issued Value	Remuneration p.a.	Raising Date	09.30.2013	12.31.2012	09.30.2012
Perpetual Bonds							
	USD thousand	1,500,000	8.50%	10/2009	3,459,505	3,103,201	3,149,908
	USD thousand	1,750,000	9.25%	01 and 03/2012	4,161,453	3,743,315	3,883,540
	USD thousand	2,000,000	6.25%	01/2013	4,620,708	--	--
	R$ thousand	8,100,000	5.50%	09/2012	8,213,181	8,214,555	8,104,741
Total					**20,454,847**	**15,061,071**	**15,138,189**
Current liabilities					603,353	242,577	471,301
Non-current liabilities					19,851,494	14,818,494	14,666,888

In the Perpetual Bonds, the amount of R$ 19,414,205 thousand compose the Referential Equity (R$ 14,484,062 thousand as of 12.31.2012 and R$ 9,571,981 thousand as of 09.30.2012), according to CMN Resolution No. 3,444/2007 (Note 29.f).

The bonds of USD 1,500,000 thousand, issued in October 2009, has the option of redemption at the initiative of the Bank from 2020 or on each semiannual payments of interest thereafter, provided by prior authorization of Banco Central do Brasil (Bacen). If the Bank does not exercise the option to redeem on October 2020, the interest on the bonds will be fixed on this date for 7.782% over the trading price of 10 years North American Treasury bonds. Thereafter, every 10 years, the interest on the bonds will be corrected by taking into account the trading price of 10 years North American Treasury bonds.

The bonds issued in January and 2012, March (reopening), in the amounts of USD 1,000,000 thousand and USD 750,000 thousand, respectively, and the bonds issued in January 2013, in the amount of USD 2,000,000 thousand, had their terms and conditions changed, in order to adjust them to the rules of Bacen through Resolução No. 4,192 of March 1, 2013, which regulates the implementation of Basel III in Brazil. The changes will be effective from October 1, 2013, when the instruments will be submitted to Bacen for obtaining permission to join the Supplementary Capital (Tier I) of the Bank.

If the Bank does not exercise the redemption option in April 2023 for the bonds issued in 2012 and in April 2024 for the bonds issued in 2013, the rate of bond interest is reset on that date and every 10 years according to the U.S. Treasury for 10 years in force at the time plus the initial credit spread. The bonds have the following options of redemption, subject to prior authorization of Bacen:

(i) the Bank may, at its option, redeem the bonds in whole but not in part in April 2023 for the bonds issued in 2012 and in April 2024 for the bonds issued in 2013 and on each subsequent interest payment every six months, at the base price of redemption;
(ii) the Bank may, at its option, redeem the bonds in whole but not in part, after five years from the date of issue, but before April 2023, for the bonds issued in 2012, and in April 2024 for the bonds issued in 2013, according to tax event, at the base price of redemption;
(iii) the Bank may, at its option redeem the bonds in whole but not in part, after five years from the date of issue, but before April 2023, for the bonds issued in 2012, and in April 2024 for the bonds issued in 2013, according to regulatory event, at the higher value between the base price of redemption and the Make-whole amount.

The bonds issued in October 2009, in January and March 2012, and in January 2013 determine that the Bank suspend the semiannual payments of interest and / or accessories on those securities issued (which will not be due or accrued) if:

(i) the Bank is not framed or the payment of such charges do not allow the complies with the levels of capital adequacy, operating limits, or its financial indicators are under the minimum level required by Brazilian regulations applicable to banks;
(ii) Bacen or the regulatory authorities determine the suspension of payment of such charges;
(iii) any event of insolvency or bankruptcy occurs;
(iv) a default occurs; or
(v) the Bank has not distributed dividends or interest on equity to common shareholders for the period of calculation of such interest and / or accessories.

The bonds issued in September 2012, totaling R$ 8,100,000 thousand, will have interest paid semiannually adjusted by the Selic rate, within thirty calendar days (i) from the payment of dividends or interest on capital of the respective period, or (ii) from the capital increase provided by the shareholders profit, whichever is earlier.

There will be no payment of financial charges for a particular semester until (i) the payment or crediting of dividends (including interest on equity), or (ii) the capital increase provided by the shareholders. Unpaid financial charges do not accumulate. If the payment or crediting of dividends, or the capital increase don't occur until June 30 or December 31 of the following fiscal year, the unpaid financial charges may cease to be required.

The payments will be postponed if the Bank is not framed in the operational limits established by regulations or if this payment do not allow the Bank complies with those limits. In such cases the payment will be *pro rata* updated by Selic rate.

Amortization or redemption of debt, partial or full, agreed between the parties, can occur only if the dividends were being paid duly and authorized by Bacen. The redemption of the obligation, even partial, is conditioned upon the Bank meet the requirements regarding operational limits established by regulation, and also that the redemption does not involve noncompliance situation. The amount due will be *pro rata temporis* updated by the agreed rate. The debt cannot be redeemed by State initiative.

In the event of dissolution or liquidation of the Bank, the payment of principal and charges debt will be subordinated to the other liabilities payment. This funding was authorized by Bacen to integrate the Tier I capital to the regulatory limit (CMN No. 3,444/2007), and the remaining to integrate Tier II capital, starting on September 2012.

e) Sundry

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Credit/debit card operations	14,760,674	15,054,758	11,913,125
Actuarial liabilities (Note 27.e)	9,400,415	10,119,807	9,112,955
Provisions for pending payments	6,938,215	5,353,071	5,715,648
Provisions for civil claims (Note 28.a)	5,394,405	4,208,172	4,254,550
Sundry creditors – domestic	4,937,374	4,912,992	3,959,568
Provision for labor claims (Note 28.a)	3,517,654	2,945,490	2,775,566
Liabilities for official agreements	1,744,159	1,011,941	915,547
Funds linked to loan operations	1,275,539	1,352,710	1,085,594
Liabilities for rendering payment services	1,049,391	647,850	1,116,087
Sundry creditors – abroad	694,821	554,799	354,816
Liabilities for premiums granted to customer for loyalty	489,090	800,262	943,186
Liabilities for assets acquisition	325,402	732,021	191,735
Provision for losses with the Fundo de Compensação de Variação Salarial – FCVS	226,838	217,028	213,874
Provisions for guarantees provided	152,405	144,244	118,530
Liabilities for operations linked to assignments	145,246	1,844,135	463,817
Guarantees on credit assignments	1,168	2,610	2,797
Other	1,017,540	789,576	457,236
Total	**52,070,336**	**50,691,466**	**43,594,631**
Current liabilities	39,910,458	36,898,627	32,152,105
Non-current liabilities	12,159,878	13,792,839	11,442,526

21 – Operations of Insurance, Pension Plan and Capitalization

a) Operation credits

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Direct insurance premiums to receive	2,029,621	1,454,249	1,530,278
Credit of insurance transactions with reinsurers	1,020,202	656,213	713,947
Credit of insurance business with insurers	559,261	80,808	30,102
Credit of capitalization	24,499	--	--
Credit of pension plans	706	2,678	2,333
Total	**3,634,289**	**2,193,948**	**2,276,660**
Current assets	3,616,959	2,191,786	2,274,844
Non-current assets	17,330	2,162	1,816

b) Technical provisions

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Insurance	**8,214,234**	**5,393,434**	**4,991,573**
Provision for unearned premiums	4,421,465	3,159,605	2,871,414
Provision for unsettled claims	2,762,178	1,474,351	1,419,660
Provision for claims incurred but not reported	681,026	445,662	442,833
Provision for premium insufficiency	216,985	190,828	175,667
Other provisions	132,580	122,988	81,999
Pension plan	**58,253,760**	**50,545,598**	**46,282,533**
Mathematical provision for future benefits	55,891,552	48,334,700	44,149,791
Mathematical provision for vested benefits	975,879	870,870	834,199
Provision for financial surplus	437,574	428,331	425,668
Provision for contribution insufficiency	424,618	415,477	397,030
Provision for claims incurred but not reported	15,321	15,624	16,781
Other provisions	508,816	480,596	459,064
Capitalization	**5,634,482**	**4,294,494**	**3,912,736**
Mathematical provision for redemptions	5,355,350	4,077,525	3,718,793
Provision for prize draws and redemptions	224,958	150,443	131,672
Other provisions	54,174	66,526	62,271
Total	**72,102,476**	**60,233,526**	**55,186,842**
Current liabilities	18,178,537	15,179,674	13,903,655
Non-current liabilities	53,923,939	45,053,852	41,283,187

c) Technical provisions by product

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Insurance	**8,214,234**	**5,393,434**	**4,991,573**
Life	3,118,584	2,278,323	2,090,368
Property/casualty	2,701,538	1,300,378	1,254,244
Auto	1,896,850	1,571,647	1,351,807
Dpvat	497,262	243,086	295,154
Pension plan	**58,253,760**	**50,545,598**	**46,282,533**
Living benefits life insurance - VGBL	37,666,875	30,827,149	27,398,467
Free benefit generating plan - PGBL	14,647,469	14,096,010	13,361,373
Traditional plans	5,939,416	5,622,439	5,522,693
Capitalization	**5,634,482**	**4,294,494**	**3,912,736**
Total	**72,102,476**	**60,233,526**	**55,186,842**

d) Guarantee of technical provisions

R$ thousand

	09.30.2013				12.31.2012				09.30.2012			
	Insurance	Pension plan	Capitalization	Total	Insurance	Pension plan	Capitalization	Total	Insurance	Pension plan	Capitalization	Total
Shares in Investment Funds (VGBL and PGBL)	--	51,651,441	--	51,651,441	--	44,593,171	--	44,593,171	--	40,453,370	--	40,453,370
Shares in Investment Funds (except VGBL and PGBL)	4,730,937	4,812,111	2,387,134	11,930,182	3,249,862	4,190,789	2,206,084	9,646,735	3,565,311	4,201,835	2,149,606	9,916,752
Federal Government securities	1,789,671	2,263,034	2,431,331	6,484,036	627,578	2,052,271	1,224,747	3,904,596	182,323	2,014,674	889,872	3,086,869
Corporate bonds	853,884	174,567	908,698	1,937,149	609,168	160,376	999,971	1,769,515	593,290	27,276	902,813	1,523,379
Credit rights	1,566,642	--	62,104	1,628,746	1,116,250	--	68,338	1,184,588	870,442	--	98,349	968,791
Property	13,571	--	--	13,571	10,806	--	--	10,806	10,213	--	--	10,213
Deposits held at IRB and deposits in court	6,869	--	--	6,869	1,363	--	--	1,363	10,238	--	--	10,238
Total	**8,961,574**	**58,901,153**	**5,789,267**	**73,651,994**	**5,615,027**	**50,996,607**	**4,499,140**	**61,110,774**	**5,231,817**	**46,697,155**	**4,040,640**	**55,969,612**

e) Financial and operational results per segment

R$ thousand

	3rd quarter /2013				01.01 to 09.30.2013				01.01 to 09.30.2012			
	Insurance	Pension plan	Capitalization	Total	Insurance	Pension plan	Capitalization	Total	Insurance	Pension plan	Capitalization	Total
Financial results	**77,807**	**434,374**	**109,258**	**621,439**	**213,872**	**610,471**	**253,453**	**1.077.796**	**390,722**	**1,506,111**	**280,626**	**2,177,459**
Financial income	148,713	1,323,184	111,355	1,583,252	345,840	2,005,488	277,049	2.628.377	468,253	3,147,621	300,401	3,916,275
Financial expenses	(70,906)	(888,810)	(2,097)	(961,813)	(131,968)	(1,395,017)	(23,596)	(1.550.581)	(77,531)	(1,641,510)	(19,775)	(1,738,816)
Interest and inflation adjustment of technical reserves	**(5,297)**	**(373,924)**	**(78,913)**	**(458,134)**	**(21,153)**	**(436,591)**	**(209,637)**	**(667.381)**	**(90,755)**	**(1,309,932)**	**(229,518)**	**(1,630,205)**
Operating income	**751,968**	**24,950**	**48,195**	**825,113**	**2,089,370**	**74,335**	**188,081**	**2.351.786**	1,475,074	63,800	180,867	1,719,741
Retained premiums and contributions (Note 21.f)	1,908,134	2,806,200	921,509	5,635,843	5,681,836	11,824,825	2,954,061	20.460.722	4,541,912	9,419,880	1,821,891	15,783,683
Change in technical provisions	(183,298)	(2,754,414)	(788,571)	(3,726,283)	(780,364)	(11,681,567)	(2,499,749)	(14.961.680)	(596,645)	(9,254,293)	(1,480,600)	(11,331,538)
Retained claims	(740,747)	(5,545)	--	(746,292)	(2,159,699)	(6,889)	--	(2.166.588)	(1,859,555)	--	--	(1,859,555)
Selling expenses	(232,121)	(14,150)	(46,230)	(292,501)	(652,403)	(38,356)	(152,377)	(843.136)	(610,638)	(71,166)	(127,910)	(809,714)
Expenses with prize draws and redemptions of financial bonds	--	--	(38,513)	(38,513)	--	--	(113,854)	(113.854)	--	--	(32,514)	(32,514)
Expenses with benefits and redemptions of pension plans	--	(7,141)	--	(7,141)	--	(23,678)	--	(23.678)	--	(30,621)	--	(30,621)
Total	**824,478**	**85,400**	**78,540**	**988,418**	**2,282,089**	**248,215**	**231,897**	**2.762.201**	**1,775,041**	**259,979**	**231,975**	**2,266,995**

f) Retained premiums of insurance, pension plan contributions and capitalization certificates

R$ thousand

	3rd quarter /2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Insurance	**1,908,134**	**5,681,836**	**4,541,912**
Premiums issued	2,252,816	6,414,118	5,012,847
Coinsurance premiums ceded	(33,855)	(97,198)	(17,511)
Reimbursed premiums	(6,377)	(14,163)	(12,516)
Reinsurance premiums ceded, consortiums and funds	(304,450)	(620,921)	(440,908)
Pension plan	**2,806,200**	**11,824,825**	**9,419,880**
Premiums issued	2,348,109	10,459,224	8,162,357
Supplementary pension contributions (includes VGBL)	458,091	1,365,601	1,299,781
Reimbursed premiums	--	--	(42,258)
Capitalization	**921,509**	**2,954,061**	**1,821,891**
Commercialization of capitalization certificates	921,509	2,954,061	1,821,891
Total	**5,635,843**	**20,460,722**	**15,783,683**

22 – Other Operating Income/Expense

a) Service fee income

R$ thousand

	3rd quarter/ 2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Card income	1,210,969	3,414,022	3,052,178
Fund Management	959,865	2,762,163	2,420,254
Billing	361,902	1,053,082	980,286
Insurance, pension and capitalization	266,881	879,768	711,660
Loans and provided guarantees	259,577	755,724	441,407
Collection	219,263	651,996	616,198
Interbank	183,720	537,820	517,240
Capital market income	115,182	427,113	341,673
Account fee	75,311	247,440	268,565
National Treasury and official funds management	77,591	211,997	191,527
Consortium management fees	69,899	199,036	190,697
By non-financial associated/subsidiaries companies	70,174	178,998	184,546
Provided to the related companies	17,686	55,997	60,963
Other services	289,593	864,550	724,749
Total	**4,177,613**	**12,239,706**	**10,701,943**

b) Bank fee income

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Service package	836,003	2,513,872	2,675,552
Loans and customer information file	341,031	1,029,125	1,089,520
Card income	221,825	649,475	407,360
Investment funds management	80,478	247,957	278,108
Funds transfer	61,475	175,443	141,993
Deposit accounts	51,314	152,591	202,043
Other	49,074	115,385	90,946
Total	**1,641,200**	**4,883,848**	**4,885,522**

c) Personnel expenses

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Salaries	(1,982,636)	(6,239,153)	(5,792,840)
Social charges	(720,918)	(2,194,222)	(2,031,392)
Personnel administrative provisions	(770,358)	(1,977,073)	(1,871,599)
Benefits	(569,470)	(1,695,864)	(1,564,140)
Labor claims	(272,980)	(984,145)	(531,123)
Pension Plans	(88,528)	(259,043)	(225,907)
Directors' and advisors' fees	(18,507)	(53,659)	(45,550)
Training	(15,492)	(32,033)	(34,671)
Total	**(4,438,889)**	**(13,435,192)**	**(12,097,222)**

d) Other administrative expenses

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Amortization	(548,459)	(1,790,049)	(1,838,429)
Outsourcing Services	(496,297)	(1,441,940)	(1,288,105)
Communications	(363,348)	(1,066,252)	(1,039,908)
Rent	(289,986)	(844,474)	(628,801)
Transport	(295,246)	(827,540)	(905,957)
Financial system services	(189,509)	(698,401)	(514,966)
Depreciation	(230,777)	(664,518)	(803,329)
Data processing	(210,364)	(625,692)	(610,177)
Security services	(204,407)	(594,254)	(613,178)
Specialized technical services	(192,784)	(552,123)	(477,012)
Maintenance and upkeep	(161,311)	(460,319)	(431,684)
Marketing	(126,632)	(321,627)	(317,344)
Water, electricity and gas	(80,119)	(268,230)	(286,889)
Promotion	(69,276)	(163,313)	(167,615)
Materials	(37,034)	(105,615)	(106,347)
Domestic travel	(37,239)	(97,057)	(117,185)
Other	(205,577)	(612,717)	(584,541)
Total	**(3,738,365)**	**(11,134,121)**	**(10,731,467)**

e) Other operating income

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Collateral deposits update	349,119	924,533	861,383
Surplus allocation update – Plan 1 (Note 27.f)	140,431	660,543	756,957
Recovery of charges and expenses	176,188	527,687	489,231
Previ – defined benefit plan income (Note 27.d)	112,133	486,178	1,067,945
From non-financial associated/subsidiaries companies	134,604	366,824	374,172
Receivables income	101,177	348,000	251,624
Reversal of provisions – labor, civil and tax claims	208,478	211,409	70,626
Cards transactions	59,610	187,834	295,104
Negative exchange readjustment/ Reclassification of liability balances	19,307	186,354	493,691
Reversal of provisions – other	69,821	139,145	122,254
Dividends received	12,584	22,180	29,813
Other	389,346	1,013,328	1,035,981
Total	**1,772,798**	**5,074,015**	**5,848,781**

f) Other operating expenses

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Civil and tax claims	(136,188)	(1,666,691)	(1,299,199)
From non-financial associated/subsidiaries companies	(524,772)	(1,492,706)	(1,315,014)
Cards transactions	(468,102)	(1,165,128)	(1,204,900)
Actuarial liabilities update	(258,605)	(707,324)	(549,812)
Amortization of goodwill	(241,490)	(705,772)	(631,613)
Discounts granted on renegotiations	(116,089)	(311,970)	(241,144)
Business partners (1)	(70,798)	(234,004)	(277,679)
Failures/frauds and other losses	(68,883)	(208,587)	(172,357)
ATM Network	(81,212)	(192,087)	(157,202)
Collateral deposits update (2)	(71,358)	(177,208)	(214,057)
Negotial relationship bonus	(51,540)	(157,276)	(160,744)
Life insurance premium - consumer credit	(31,342)	(97,807)	(112,629)
Negative exchange readjustment/ Reclassification of asset balances	(364)	(43,084)	(93,707)
Update of interest own capital/dividends	(31,229)	(40,507)	(25,055)
INSS – Social Security	(6,983)	(20,130)	(17,538)
Fees for the use of Sisbacen – Banco Central do Brasil System	(6,923)	(18,292)	(15,552)
Proagro Expenses	(5,095)	(13,671)	(11,535)
Previ – actuarial adjustment	(2,646)	(11,581)	(16,006)
Other	(348,377)	(900,079)	(688,311)
Total	**(2,521,996)**	**(8,163,904)**	**(7,204,054)**

(1) Refers mainly to commission for loans originated by partners and commercial agreements with tenants.

(2) Refers to the adjustment of the provision for deposit in court regarding the lawsuit (Income Tax and Social Contribution Tax on Net Income) as Note 28.d.

23 – Non-operating Income

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Non-operating income	**87,248**	**10,100,967**	**251,755**
Profit on disposal of investments / equity interest (1)	1,436	9,826,229	27,005
Profit on disposal of assets	24,147	88,888	79,688
Reversal of provision for devaluation of other assets	13,142	33,318	34,284
Capital gains	1,714	10,688	12,029
Rental income	3,728	11,396	13,949
Interest and inflation adjustment of debtors for disposal of property	2,937	6,760	12,363
Other non-operating income	40,144	123,688	72,437
Non-operating expenses	**(42,577)**	**(149,716)**	**(140,551)**
Loss on disposal of assets	(9,900)	(34,097)	(80,049)
Other assets devaluation	(7,579)	(27,782)	(25,729)
Capital losses	(8,317)	(27,230)	(28,849)
Other non-operating expenses	(16,781)	(60,607)	(5,924)
Total	**44,671**	**9,951,251**	**111,204**

(1) Includes, in the period from 01.01 to 09.30.2013, the gain from the disposal of shares of BB Seguridade S.A. in the amount of R$ 9,820,460 thousand.

24 - Shareholders' Equity

a) Book value and market value per common share

	09.30.2013	12.31.2012	09.30.2012
Shareholders' equity - Banco do Brasil (R$ thousand)	63,802,635	61,206,248	62,353,834
Book value per share (R$)	22.61	21.51	21.82
Market value per common share (R$)	25.85	25.60	24.80
Shareholders' equity - Consolidated[1] (R$ thousand)	65,924,275	61,499,417	62,613,604

(1) Reconciled with the equity of Banco do Brasil (Note 24.g)

Book value per share is calculated based on the equity of Banco do Brasil.

b) Capital

The capital, entirely subscribed and paid-in, of R$ 48,400,000 thousand (R$ 48,400,000 thousand as of December 31, 2012 and R$ 33,122,569 thousand as of September 30, 2012) of Banco do Brasil is divided into 2,865,417,020 book-entry common shares without par value. The Federal Government is the largest shareholder, holding control of the majority of our voting shares.

The increase of the capital for the period as of September 30, 2012 and September 30, 2013, in the amount of R$ 15,277,431 thousand, resulted from the use of Statutory Reserve to Operating Margin, approved by the Special Meeting of Shareholders held on 12.18.2012 and by the Banco Central do Brasil on 02.14.2013.

The Bank may, even without amending its by-laws, if approved by the Meeting of Shareholders, and in the conditions established therein, increase its capital up to the limit of R$ 80,000,000 thousand, by issuing common shares, granting shareholders preference for subscribing the capital increase proportionally to the number of held shares.

c) Revaluation reserves

The revaluation reserves, totaling R$ 4,585 thousand (R$ 4,645 thousand as of December 31, 2012 and R$ 4,665 thousand as of September 30, 2012), refer to revaluations of assets made by the associated/subsidiary companies.

In the period from 01.01.2013 to 09.30.2013, there was a reserve realization in the amount of R$ 60 thousand (R$ 65 thousand in the period from 01.01.2012 to 09.30.2012), due to depreciation, transferred to Retained Earnings (Accumulated Losses). In accordance with CMN Resolution 3,565/2008, the remaining amount will be kept until the date of its effective realization.

d) Capital and profit reserves

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Capital reserves [1]	5,684	1	1
Profit Reserves [2]	22,245,351	16,413,044	27,329,164
Legal Reserve	4,613,722	4,112,056	3,774,359
Statutory Reserves [2]	17,631,629	12,300,988	23,554,805
Operating margin	13,533,091	8,025,178	19,681,356
Equalization of dividends	4,098,538	4,275,810	3,873,449

(1) In the Consolidated, on September 30, 2013, figures of capital reserves is R$ 6,023 thousand, due to the acquisition of shares by BB DTVM, in the amount of R$ 339 thousand, for payment of variable remuneration that company.

(2) In the Consolidated, on September 30, 2013, figures of profit reserves and statutory reserves are R$ 21,978,514 thousand and R$ 17,364,792 thousand, respectively, due to the R$ 266,837 thousand elimination of subsidiary company unrealized results.

The Statutory reserve for operating margin aims to guarantee an operating margin consistent with the development of the Bank's operations and consists of up to 100% of net income, after the legal destinations, including dividends, limited to 80% of the capital.

Statutory reserve for dividend equalization provides funds for the payment of dividends, the portion consisting of up 50% of the net income, after legal distributions, including dividends, up to 20% of the capital.

e) Earnings per share

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Net income attributable to shareholders (R$ thousand)	2,685,031	12,718,352	8,360,467
Weighted average number of shares (basic and diluted)	2,829,867,713	2,842,880,420	2,864,347,274
Earnings per share (basic and diluted) (R$)	0.95	4.47	2.92

f) Interest on own capital / Dividends

	Amount (R$ thousand)	Amount per share (R$)	Base date of payment	Payment date
1st quarter/2013				
Interest on own capital paid (1)	753,777	0.265	03.11.2013	03.28.2013
Dividends paid	279,429	0.098	05.21.2013	05.31.2013
2nd quarter/2013				
Interest on own capital paid (1)	802,241	0.283	06.11.2013	06.28.2013
Dividends paid	2,177,881	0.767	08.22.2013	08.30.2013
3rd quarter/2013				
Interest on own capital paid (1)	886,279	0.314	09.11.2013	09.30.2013
Dividends payable	187,733	0.067	11.21.2013	11.29.2013
Total destined to shareholders in the period of 01.01 to 09.30.2013	**5,087,340**	**1.794**		
Interest on own capital (1)	2,442,297	0.862		
Dividends	2,645,043	0.932		
Net income for the period	12,718,352			

	Amount (R$ thousand)	Amount per share (R$)	Base date of payment	Payment date
1st quarter/2012				
Interest on own capital paid (1)	840,366	0.293	03.22.2012	05.22.2012
Dividends paid	181,408	0.063	05.10.2012	05.22.2012
2nd quarter/2012				
Interest on own capital paid (1)	850,328	0.297	06.21.2012	07.23.2012
Dividends paid	350,274	0.122	08.21.2012	08.31.2012
3rd quarter/2012				
Interest on own capital paid (1)	817,566	0.286	09.11.2012	09.20.2012
Dividends paid	304,244	0.106	11.16.2012	11.26.2012
Total destined to shareholders in the period of 01.01 to 09.30.2012	**3,344,186**	**1.167**		
Interest on own capital (1)	2,508,260	0.876		
Dividends	835,926	0.291		
Net income for the period	8,360,467			

(1) Amounts subject to the rate of 15% Income Tax Withholding.

In accordance with Laws 9,249/1995 and 9,430/1996 and the Bank's Bylaws, Management decided on the payment of Interest on own capital to its shareholders, imputed to the value of the dividends, plus additional dividends, equivalent to 40% of the net income.

The interest on own capital is calculated based on adjusted net equity accounts and is limited on a pro rata basis to the variation of long-term interest rate, as long as there is profit computed before its deduction or reserve for retained earnings and profit reserves at least twice its amount.

To comply with the Income Tax legislation, the amount of interest on own capital was recorded as corresponding entries against "Financial expenses" and, for purposes of disclosure of these financial statements, reclassified to "Retained earnings". The total interest on own capital in the period from 01.01.2013 to 09.30.2013, provided an expense reduction on tax charges totaling R$ 976,919 thousand (R$ 1,003,304 thousand in the period from 01.01.2012 to 09.30.2012).

g) Reconciliation of Net Income and Shareholders' Equity

R$ thousand

	Net Income			Shareholders' equity		
	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012	09.30.2013	12.31.2012	09.30.2012
Banco do Brasil	**2,685,031**	**12,718,352**	**8,360,467**	**63,802,635**	**61,206,248**	**62,353,834**
Unrealized results (1)	18,688	14,161	(122,722)	(266,837)	(280,998)	(298,970)
Accumulated other comprehensive income	--	--	--	--	--	(271)
Non-controlling interests	--	--	--	2,388,477	574,167	559,011
Consolidated	**2,703,719**	**12,732,513**	**8,237,745**	**65,924,275**	**61,499,417**	**62,613,604**

(1) Refers to results from credit assignment operations from Banco do Brasil to Ativos S.A. In the third quarter of 2013, the amount of R$ 4,333 thousand of revenue from assignment of loans made was eliminated and results from previous periods in the amount of R$ 23,021 thousand was realized.

h) Accumulated Other Comprehensive Income

R$ thousand

	3rd quarter/2013				3rd quarter/2012			
	Opening balance	Net change	Tax effect	Closing balance	Opening balance	Net change	Tax effect	Closing balance
Securities Available For Sale								
Banco do Brasil	(380,985)	268,189	(114,735)	(227,531)	(79,431)	88,699	(38,001)	(28,733)
Branches and Subsidiary abroad	310,934	(39,839)	320	271,415	968,760	239,636	(2,419)	1,205,977
Associated companies and Subsidiary	(103,826)	(89,650)	35,809	(157,667)	358,217	47,968	(20,002)	386,183
Cash Flow Hedge								
Associated companies and Subsidiary	1,533	(17)	6	1,522	(9,297)	10,486	(3,565)	(2,376)
Actuarial Gains/(Losses) on Pension Plans (Note 27.d)	(7,540,938)	(56)	25	(7,540,969)	(1,490,281)	--	--	(1,490,281)
Total	**(7,713,282)**	**138,627**	**(78,575)**	**(7,653,230)**	**(252,032)**	**386,789**	**(63,987)**	**70,770**

R$ thousand

	01.01 to 09.30.2013				01.01 to 09.30.2012			
	Opening balance	Net change	Tax effect	Closing balance	Opening balance	Net change	Tax effect	Closing balance
Securities Available For Sale								
Banco do Brasil	(140,361)	(152,361)	65,191	(227,531)	(60,124)	53,557	(22,166)	(28,733)
Branches and Subsidiary abroad	1,267,083	(994,772)	(896)	271,415	741,662	466,752	(2,437)	1,205,977
Associated companies and Subsidiary	292,204	(756,851)	306,980	(157,667)	42,304	580,800	(236,921)	386,183
Cash Flow Hedge								
Associated companies and Subsidiary	1,428	142	(48)	1,522	--	(3,600)	1,224	(2,376)
Actuarial Gains/(Losses) on Pension Plans (Note 27.d)	(4,570,548)	(5,366,614)	2,396,193	(7,540,969)	1,135,354	(4,743,695)	2,118,060	(1,490,281)
Total	**(3,150,194)**	**(7,270,456)**	**2,767,420**	**(7,653,230)**	**1,859,196**	**(3,646,186)**	**1,857,760**	**70,770**

i) Non-controlling Interests

R$ thousand

	Shareholders' equity		
	09.30.2013	12.31.2012	09.30.2012
Banco Patagonia S.A.	669,912	574,103	556,756
Besc Distribuidora de Títulos e Valores Mobiliários S.A.	27	27	27
Cobra Tecnologia S.A.	40	37	36
Subsidiaries of Cielo S.A.	986	--	2,192
BB Seguridade S.A.	1,717,512	--	--
Non-controlling Interests	**2,388,477**	**574,167**	**559,011**

j) Shareholdings (Number of shares)

Gradual development of shares held by the Bank's shareholders, directly or indirectly, of more than 5% and by the Board of Directors and members of the Fiscal Council and Audit Committee:

Shareholders	09.30.2013		12.31.2012		09.30.2012	
	Shares	% Total	Shares	% Total	Shares	% Total
Federal Government	1,670,678,890	58.3	1,693,127,780	59.1	1,693,127,780	59.1
Ministério da Fazenda	1,453,487,115	50.7	1,453,487,115	50.7	1,453,487,115	50.7
Fundo Fiscal de Investimento e Estabilização	110,650,000	3.9	110,650,000	3.9	110,650,000	3.9
Caixa F1 Garantia Construção Naval	98,145,267	3.4	105,663,567	3.7	105,663,567	3.7
Fundo Garantidor para Investimentos	7,500,000	0.3	7,500,000	0.3	7,500,000	0.3
FGO Fundo de Investimento em Ações	896,508	--	9,466,808	0.3	9,466,808	0.3
FGEDUC Fundo de Investimento Multimercado	--	--	6,360,290	0.2	6,360,290	0.2
Caixa de Previdência dos Funcionários do Banco do Brasil – Previ	297,592,014	10.4	297,523,314	10.4	296,929,114	10.4
BNDES Participações S.A. – BNDESPar [1]	5,522,648	0.2	5,522,648	0.2	5,522,648	0.2
Treasury Shares [2]	43,723,128	1.5	20,200,047	0.7	7,245,047	0.2
Other Shareholders	847,900,340	29.6	849,043,231	29.6	862,592,431	30.1
Total	**2,865,417,020**	**100.0**	**2,865,417,020**	**100.0**	**2,865,417,020**	**100.0**
Resident Shareholders	2,326,225,152	81.2	2,336,615,977	81.5	2,342,435,344	81.7
Non Resident Shareholders	539,191,868	18.8	528,801,043	18.5	522,981,676	18.3

(1) Connected to the Controller, but not part of the control block.

(2) On September 30, 2013, includes 12,680 shares of the Bank held in BB DTVM.

	Common shares (ON) [1]		
	09.30.2013	12.31.2012	09.30.2012
Board of Directors (Except for Bank's CEO, listed in the Bank's Executive Committee)	7	8	8
Executive Committee	102,305	112,821	117,708
Audit Committee	75	75	78

(1) The shareholding interest of the Board of Directors, Executive Committee and Audit Committee represents approximately 0.004% of the Bank's capital stock.

k) Movement of shares outstanding/Free Float

	09.30.2013		12.31.2012		09.30.2012	
	Amount	%	Amount	%	Amount	%
Free float at the start date	848,930,393	29.6	871,791,466	30.4	871,791,466	30.4
Sale of shares by FGO – Shares Investments	8,570,300		--		--	
Sale of shares by Caixa F1 Garantia Construção Naval	7,518,300		--		--	
Sale of shares by FGEDUC – Investimento Multimercado	6,360,290		--		--	
Acquisition of shares - repurchase program (Note 24.l)	(23,298,100)		(20,200,000)		(7,245,015)	
Acquisition of shares – payment based on shares (Note 24.m)	(224,981)		(130,146)		(130,146)	
Sale / (Acquisition) of shares by Previ	(68,700)		(749,403)		(155,203)	
Acquisition of shares by BNDESPar	--		(1,826,300)		(1,826,300)	
Other Changes [(1)]	10,517		44,776		39,904	
Free Float at the end date [(2)]	847,798,019	29.6	848,930,393	29.6	862,474,706	30.1
Outstanding shares	2,865,417,020	100.0	2,865,417,020	100.0	2,865,417,020	100.0

(1) Refers mainly to changes coming from Technical and Advisory Bodies.

(2) According to the Law 6,404/1976 and the regulation of BM&FBovespa's New Market. The shares held by the Board of Directors and Executive committee are not included.

l) Treasury shares

On July 13, 2012, the Board of Directors approved the repurchase program of up to 50 million shares within 180 days from that date, aiming at the acquisition of shares to hold in treasury for subsequent sale or withdrawal without capital reduction, aiming at generating value for shareholders. Until December 31, 2012, 20,200,000 shares were acquired, in the amount of R$ 461,246 thousand, related to the repurchase program. Minimum, average and maximum cost per stock are respectively R$ 18.28, R$ 22.83 e R$ 26.78. This program was in effect until January 8, 2013.

On June 13, 2013, the Board of Directors approved the repurchase program of up to 50 million shares, within 365 days from that date, aiming at the acquisition of shares to hold in treasury for subsequent sale or withdrawal without capital reduction, aiming at generating value for shareholders. Until September 30, 2013, 23,298,100 shares were acquired in the amount of R$ 531,600 thousand, related to the repurchase program. Minimum, average and maximum cost per stock are respectively R$ 20.34, R$ 22.82 and R$ 26.14.

On September 30, 2013, the Bank had 43,723,128 treasury shares, amounting to R$ 998,870 thousand, of which 43,498,100 shares resulting from programs repurchase, 224,981 shares resulting from acquisition to share-based payment, and 47 remaining shares of mergers.

m) Share-Based Payment

As of February 2012, the Bank reacquired 130,146 shares, placed in treasury, of which 130,131 were transferred to members of the Executive Commitee as of March 08, 2012. The shares transferred were blocked for trading, and the release will occur in three annual installments, according to the schedule presented in the table below. The first annual installment was released on 03.08.2013.

Share-Based Payment - Schedule of release	Number of shares	Release Date
First installment	43,409	03.08.2013
Second installment	43,361	03.10.2014
Third installment	43,361	03.09.2015
Total	**130,131**	

Minimum, average and maximum cost per stock are respectively R$ 27.38, R$ 27.61 and R$ 27.88.

The CMN Resolution 3,921 as of November 25, 2010, which deals with the remuneration policy for financial institutions executives, requires that, at least 50% of variable remuneration shall be paid in

stocks or stock-based instruments, of which at least 40% should be deferred for future payment, with a minimum period of three years, set by the risks and the executive activity.

Due to the related Resolution, the Bank approved a new policy of variable remuneration for the Executive Committee, valid from 2012. This policy provides for the payment of party of the variable remuneration in shares.

In the period from 01.01.2013 to 09.30.2013 the Bank acquired 212,301 shares, all placed in treasury for possible future payment.

In attendance of the remuneration policy variable defined by the Executive Board of BB DTVM, 19,792 shares were acquired, all placed in treasury, of which 7,112 shares were transferred to members of Executive Committee and blocked for movement. The remaining, 12,680 shares, were held in treasury for eventual payment future.

The shares acquired by the Bank and BB DTVM for payment of variable remuneration amounted to 224,981. The cost minimum, average and maximum per share is R$ 23.30, R$ 26.38 and R$ 27.61, respectively.

25 – Taxes

a) Breakdown of income tax (IR) and social contribution expenses (CSLL)

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Present values	**(1,635,175)**	**(8,281,726)**	**(5,448,382)**
Domestic income tax and social contribution	(1,515,345)	(7,990,821)	(5,183,610)
Foreign income tax	(119,830)	(290,905)	(264,772)
Deferred values	**642,488**	**2,582,399**	**3,033,995**
Deferred tax liabilities	**149,842**	**(196,134)**	**(782,478)**
Leasing transactions – portfolio adjustment and accelerated depreciation	44,408	126,649	(8,812)
Mark to Market (MTM)	277,726	321,168	(29,135)
Actuarial gains	(42,767)	(185,428)	(407,315)
Interest and inflation adjustment of judicial deposits	(63,802)	(166,959)	(192,599)
Foreign profits	(69,202)	(227,927)	(95,159)
Transactions carried out on the futures market	(879)	(66,510)	--
Recovered credits [(1)]	4,358	2,873	(49,458)
Deferred tax assets	**492,646**	**2,778,533**	**3,816,473**
Temporary differences	688,436	2,726,088	3,801,758
Tax losses/CSLL negative bases	40,013	(647)	(19,347)
Mark to Market (MTM)	(235,803)	69,529	64,419
Transactions carried out on the futures market	--	(16,437)	(30,357)
Total	**(992,687)**	**(5,699,327)**	**(2,414,387)**

(1) According to article 12 of Law 9,430/1996.

b) Reconciliation of income tax and social contribution charges

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Profit before tax and profit sharing	**4,303,774**	**20,635,851**	**12,005,954**
Total charges of IR (25%) and CSLL (15%)	(1,721,510)	(8,254,340)	(4,802,382)
Charges upon Interest on Own Capital	354,512	976,919	1,003,303
Equity in subsidiaries and associated companies	20,650	152,228	135,972
Employee profit sharing	149,320	682,801	490,024
Tax credits recorded – previous periods	--	--	52,871
Other amounts	204,341	743,065	705,825
Income Tax and Social Contribution	**(992,687)**	**(5,699,327)**	**(2,414,387)**

c) Tax Expenses

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Cofins	(779,339)	(2,271,122)	(2,137,451)
ISSQN	(203,248)	(598,853)	(561,094)
PIS/Pasep	(130,722)	(379,720)	(356,697)
Other	(94,278)	(265,615)	(207,507)
Total	**(1,207,587)**	**(3,515,310)**	**(3,262,749)**

d) Deferred tax liabilities

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Arising from positive adjustments of benefits plans [(1)]	1,570,950	5,915,093	5,588,122
Arising from interest and inflation adjustment of judicial deposits	406,594	386,239	380,023
Arising from mark-to-market	327,904	338,604	452,499
Arising from recovered credit[(2)]	211,203	214,075	201,671
Related to foreign profit	227,927	--	95,159
Entities abroad	8,438	14,570	16,218
Arising from leasing portfolio adjustment	353,035	551,816	628,762
Arising from futures market transactions	74,638	--	18
Other	13,703	32,497	441,651
Total deferred tax liabilities	**3,194,392**	**7,452,894**	**7,804,123**
Income tax	1,787,532	4,245,809	4,278,621
Social contribution	874,728	2,230,175	2,577,964
Cofins	457,748	840,352	815,087
PIS/Pasep	74,384	136,558	132,451

(1) The realization of deferred tax liabilities on actuarial gains is related to the achievement of the values of actuarial asset (Note 27).

(2) According to article 12 of Law 9,430/1996.

e) Deferred tax assets (Tax Credit)

Recorded

R$ thousand

	12.31.2012	01.01 to 09.30.2013		09.30.2013	09.30.2012
	Balance	Constitution	Write-off	Balance	Balance
Temporary differences	**25,577,595**	**8,676,195**	**(7,717,242)**	**26,536,548**	**24,015,850**
Allowance for loan losses	13,595,663	5,186,739	(3,787,362)	14,995,040	13,673,148
Passive reserves	7,071,939	2,207,674	(737,507)	8,542,106	7,420,059
Negative adjustments of benefits plans	3,262,568	--	(2,283,729)	978,839	820,673
Mark to market	509,001	1,060,493	(834,917)	734,577	462,487
Other provisions	1,138,424	221,289	(73,727)	1,285,986	1,639,483
CSLL written to 18% (MP 2,158/2001)	2,031,422	--	(702,260)	1,329,162	2,095,410
Tax losses/ negative bases	85,568	42,059	(41,997)	85,630	128,331
Excess depreciation	549,069	82,776	(132,300)	499,545	568,789
Total tax credits recorded	**28,243,654**	**8,801,030**	**(8,593,799)**	**28,450,885**	**26,808,380**
Income tax	16,476,328	5,358,226	(4,683,167)	17,151,387	15,708,132
Social contribution	11,525,705	3,155,756	(3,441,303)	11,240,158	11,068,456
Cofins	207,845	246,925	(403,725)	51,045	27,348
PIS/Pasep	33,776	40,123	(65,604)	8,295	4,444

Not Recorded

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Tax credit abroad	503,559	420,262	411,881
Temporary differences	89,905	125,231	106,351
Portion of Tax losses / negative bases	--	3,654	--
Portion of mark to market negative ajustment	--	329	453
Total tax credits not recorded	**593,464**	**549,476**	**518,685**
Income tax	368,739	344,771	323,274
Social contribution	224,725	204,705	195,411

Realization expectative

The expectation of realization of the deferred tax assets (tax credits) is based on technical study, prepared in 06.30.2013, and the present value is determined based on the average rate of funding of Banco do Brasil.

R$ thousand

	Par value	Present value
In 2013	4,267,545	3,899,519
In 2014	6,743,406	6,081,504
In 2015	5,593,300	4,869,646
In 2016	5,772,619	4,816,344
In 2017	4,752,200	3,703,906
In 2018	198,554	118,499
In 2019	478,822	250,091
In 2020	18,157	8,439
In 2021	23,384	9,416
In 2022	22,884	8,285
In 2023	181,385	61,500
Total tax credits 06.30.2013	**28,052,256**	**23,827,149**

In the period from 01.01 to 09.30.2013, it was possible to observe the realization of tax credits at Banco do Brasil in the amount of R$ 7,983,239 thousand, corresponding to 181.42% of the respective projection of use for the period of 2013, contained in the technical study prepared on 12.31.2012.

The realization of the nominal value of tax credit recorded, considering the recovery of those issued during the processing of the lawsuit (70%), based on a technical study conducted by the Banco do Brasil on 06.30.2013, is designed for 5 years in following proportions:

	Tax losses/CSLL recoverable (1)	Intertemporary differences (2)
In 2013	26%	14%
In 2014	55%	23%
In 2015	3%	23%
In 2016	5%	23%
In 2017	4%	17%
From 2018	7%	--

(1) Projected consumption linked to the capacity to generate IR and CSLL taxable amounts in subsequent periods.

(2) The consumption capacity results from the movements of provisions (expectation of reversals, write-offs and uses).

26 – Related Party Transactions

The costs of salaries and other benefits granted to key management personnel of the Banco do Brasil Group (Board of Directors, Executive Board, Audit Committee and Tax Council):

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Short-term benefits	**6,090**	**30,207**	**26,209**
Fees	**5,532**	**17,378**	**16,098**
Executive Board	4,920	15,563	14,180
Audit Committee	495	1,437	1,506
Board of Directors	46	160	212
Fiscal Council	71	218	200
Profit sharing	--	11,676	4,408
Other	558	1,153	5,703
Benefits for employment termination	2,968	2,968	3,359
Total	**9,058**	**33,175**	**29,568**

The Bank does not offer post-employment benefits to its key management personnel, except for those who are part of the staff of the Bank, which participate in the Pension Plan for Employees of Banco do Brasil (Previ).

The Bank does not grant loans to key management personnel, pursuant to the prohibition to all financial institutions established by Banco Central do Brasil.

The balances referring to transactions between the consolidated companies of the Bank are eliminated in the Consolidated Financial Statements. Regarding to controller shareholder, the transactions with National Treasury and with agencies of the direct administration of the Federal Government that maintain banking operations with the Bank are included.

The Bank has banking transactions with these related parties, such as interest bearing and non-interest bearing deposits, loans, sale and repurchases transactions, except for key management personnel, and acquisition of loan portfoloios. There are also service render and guarantee agreements.

These transactions are conducted under terms and rates consistent with those applied with outsourced when applicable. These transactions do not involve payment risks. On 09.26.2012, the Bank signed a loan agreement with the Federal Government in the amount of R$ 8,100,000 thousand whose terms and conditions are described in note 20.d.

The funds invested in government securities and in federal funds and programs from onlendings of the Official Institutions are listed in the notes 8 and 18, respectively.

The Bank sponsors the Fundação Banco do Brasil (FBB) which goals are the promotion, support, encouragement and sponsorship of actions at the educational, cultural, social, philanthropic, recreational/sports and promote scientific and technological research activities and assistance to urban or rural communities. On period from 01.01 to 09.30.2013, the Bank made contributions to FBB in the amount of R$ 47,950 thousand (R$ 28,717 thousand in the period from 01.01 to 09.30.2012).

The information related to onlending and other transactions with other sponsored entities are disclosed in Note 27.

Acquisition of Portfolio of Loans Transferred by Banco Votorantim

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Assignment with substantial retention of risks and rewards (with coobligation)	1,532,561	9,281,752	105,828
Result unrealized, net of tax effects	167,966	375,232	1,255,170

Summary of related party transations

R$ thousand

	09.30.2013						
	Controller [1]	Subsidiaries[2]	Jointly controlled [3]	Associated companies [4]	Key Management personnel [5]	Other related parties[6]	Total
Assets							
Interbank deposits	--	39,264,789	530,179	--	--	6,749	39,801,717
Securities	--	20,954,929	149,955	--	--	--	21,104,884
Loan operations	580,320	10,125	406,169	107,841	--	3,258,030	4,362,485
Receivables from related companies	--	46,851	14,993	--	--	--	61,844
Other assets	--	138,782	11,822,351	421	--	--	11,961,554
Liabilities							
Demand deposits	659,838	32,674	35,196	3,364	1,362	782,442	1,514,876
Saving deposits	--	--	--	--	1,493	--	1,493
Remunerated time deposits	--	5,383,377	465,268	678	2,204	6,315,789	12,167,316
Securities sold under repurchase agreements	--	5,389,094	681,274	--	--	4,361,870	10,432,238
Borrowings and onlendings	535,395	29,155,659	--	--	--	69,142,702	98,833,756
Other liabilities[7]	8,213,181	21,689,826	680,301	10,459	--	12,332	30,606,099
Guarantees and Other Coobligations [8]	--	1,288,920	6,800,000	--	--	--	8,088,920
	3rd quarter/2013						
Income from interest and render of services	19,201	1,340,841	369,461	2,312	--	238,057	1,969,872
Expenses from raising funds	(18,392)	(1,457,239)	(3,133)	(3,595)	(90)	(1,001,469)	(2,484,083)
	01.01 to 09.30.2013						
Income from interest and render of services	45,486	3,305,038	953,627	3,164	--	314,042	4,621,357
Expenses from raising funds	(50,457)	(3,472,488)	(55,994)	(4,654)	(255)	(1,677,508)	(5,261,521)

(1) National Treasury and agencies of the direct administration of the Federal Government.

(2) Companies are listed in Note 3 as identified in item (1).

(3) Companies are listed in Note 3 as identified in item (2).

(4) Companies are listed in Note 3 as identified in item (3).

(5) Board of Directors, Executive Board, Audit Committee and Tax Council.

(6) Includes public and party-state owned companies controlled by the Federal Government and entities linked to employees.

(7) Includes the Contract Hybrid Capital and Debt Instruments – Perpetual Bonds with the Federal Government (Note 20.d).

(8) Includes Opening Contract of Revolving Interbank Credit Line to release with Banco Votorantim, equivalent to the value of equity of that institution.

R$ thousand

	09.30.2012						
	Controller [1]	Subsidiaries[2]	Jointly controlled [3]	Associated companies [4]	Key Management personnel [5]	Other related parties[6]	Total
Assets							
Interbank deposits	--	28,922,896	--	--	--	21	28,922,917
Securities	--	28,542	143,725	--	--	--	172,267
Loan operations	791,676	58,397	8,714	38	--	1,032,343	1,891,168
Receivables from related companies	--	61,753	--	--	--	--	61,753
Other assets	--	119,945	1,201,615	356	--	--	1,321,916
Liabilities							
Demand deposits	805,162	37,948	66,376	556	922	712,432	1,623,396
Saving deposits	--	--	--	--	1,049	--	1,049
Remunerated time deposits	--	2,803,671	971,031	5,272	2,886	7,083,892	10,866,752
Securities sold under repurchase agreements	--	5,240,973	--	--	--	7,400,027	12,641,000
Borrowings and onlendings	987,487	22,146,872	--	--	--	48,674,572	71,808,931
Other liabilities[7]	8,104,741	1,071,414	5,244	--	--	10,760	9,192,159
Guarantees and Other Coobligations [8]	--	780,537	6,800,000	--	--	--	7,580,537
3rd quarter/2012							
Income from interest and render of services	19,548	713,004	42,588	236	--	199,578	974,954
Expenses from raising funds	(27,826)	(529,182)	(34,832)	(1,219)	(354)	(1,016,708)	(1,610,121)
01.01 to 09.30.2012							
Income from interest and render of services	65,474	1,877,644	65,076	979	--	358,172	2,367,345
Expenses from raising funds	(53,185)	(1,524,405)	(78,573)	(3,934)	(642)	(2,172,123)	(3,832,862)

(1) National Treasury and agencies of the direct administration of the Federal Government.

(2) Companies are listed in Note 3 as identified in item (1).

(3) Companies are listed in Note 3 as identified in item (2).

(4) Companies are listed in Note 3 as identified in item (3).

(5) Board of Directors, Executive Board, Audit Committee and Tax Council.

(6) Includes public and party-state owned companies controlled by the Federal Government and entities linked to employees.

(7) Includes the Contract Hybrid Capital and Debt Instruments – Perpetual Bonds with the Federal Government (Note 20.d).

(8) Includes Opening Contract of Revolving Interbank Credit Line to release with Banco Votorantim, equivalent to the value of equity of that institution.

27 – Employee Benefits

Banco do Brasil sponsors the following private pension and complementary health plan entities that provide for complementation of retirement and healthcare benefits for its employees:

	Plans	Benefits	Classification
Previ - Caixa de Previdência dos Funcionários do Banco do Brasil	Previ Futuro	Retirement and Pension	Defined contribution
	Plano de Benefícios 1	Retirement and Pension	Defined benefit
	Plano Informal	Retirement and Pension	Defined benefit
Cassi - Caixa de Assistência dos Funcionários do Banco do Brasil	Plano de Associados	Health Care	Defined benefit
Economus – Instituto de Seguridade Social	Prevmais	Retirement and Pension	Variable contribution
	Regulamento Geral	Retirement and Pension	Defined benefit
	Regulamento Complementar 1	Retirement and Pension	Defined benefit
	Grupo B'	Retirement and Pension	Defined benefit
	Plano Unificado de Saúde - PLUS	Health Care	Defined benefit
	Plano Unificado de Saúde - PLUS II	Health Care	Defined benefit
	Plano de Assistência Médica Complementar - PAMC	Health Care	Defined benefit
Fusesc - Fundação Codesc de Seguridade Social	Multifuturo 1	Retirement and Pension	Variable contribution
	Plano de Benefícios 1	Retirement and Pension	Defined benefit
SIM - Caixa de Assistência dos Empregados dos Sistemas Besc e Codesc, do Badesc e da Fusesc	Plano de Saúde	Health Care	Defined contribution
Prevbep - Caixa de Previdência Social	Plano BEP	Retirement and Pension	Defined benefit

Number of participants covered by benefit plans sponsored by the Bank

	09.30.2013			12.31.2012			09.30.2012		
	Number of participants			Number of participants			Number of participants		
	Actives	Retired/Users	Total	Actives	Retired/Users	Total	Actives	Retired/Users	Total
Retirement and Pension Plans	**115,283**	**103,748**	**219,031**	**116,867**	**101,994**	**218,861**	**116,617**	**105,280**	**221,897**
Plano de Benefícios 1 – Previ	26,396	86,784	113,180	28,826	84,964	113,790	29,232	84,725	113,957
Plano Previ Futuro	71,737	629	72,366	70,609	544	71,153	69,911	517	70,428
Plano Informal	--	4,046	4,046	--	4,182	4,182	--	7,526	7,526
Other plans	17,150	12,289	29,439	17,432	12,304	29,736	17,474	12,512	29,986
Health Care Plans	**117,370**	**95,910**	**213,280**	**118,534**	**94,253**	**212,787**	**118,797**	**94,315**	**213,112**
Cassi	103,829	86,769	190,598	104,824	84,867	189,691	105,028	84,566	189,594
Other plans	13,541	9,141	22,682	13,710	9,386	23,096	13,769	9,749	23,518

Bank's contributions to benefit plans

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Retirement and Pension Plans	**268,505**	**844,720**	**833,103**
Plano de Benefícios 1 – Previ (1)	112,831	372,506	343,070
Plano Previ Futuro	81,833	240,746	199,061
Plano Informal	40,791	133,302	208,272
Other plans	33,050	98,166	82,700
Health Care Plans	**231,982**	**659,521**	**647,753**
Cassi	205,652	613,441	562,698
Other plans	26,330	46,080	85,055
Total	**500,487**	**1,504,241**	**1,480,856**

(1) Refers to the contributions from participants comprised by Agreement 97 and Plan 1, considering that these contributions occurred respectively by the realization of Fundo Paridade (Note 27.f.1) and Fundo de Contribuição (Note 27.f.3). Agreement 97 aims to regulate the way funding is required to achieve a portion equivalent to 53.7% of guarantee amount concerning the payment of supplement retirement due to the participants who joined the Bank up to 04.14.1967 and who have retired or will retire after the aforementioned date, except for those participants who are part of Plano Informal.

The Bank's contributions to benefit plans, during the 2nd half/2013, are estimated in R$ 689,676 thousand.

Values recognized in income

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Retirement and Pension Plans	**(35,268)**	**48,075**	**907,064**
Plano de Benefícios 1 – Previ	112,133	486,178	1,067,945
Plano Previ Futuro	(81,833)	(240,746)	(199,061)
Plano Informal	(35,851)	(104,267)	25,799
Other plans	(29,717)	(93,090)	12,381
Health Care Plans	**(338,625)**	**(948,262)**	**(885,722)**
Cassi	(310,976)	(867,908)	(794,843)
Other plans	(27,649)	(80,354)	(90,879)
Total	**(373,893)**	**(900,187)**	**21,342**

a) Retirement and pension plans

Previ Futuro (Previ)

Participants in this plan are the Bank's employees hired as from 12.24.1997. The active participants contribute to Previ an amount between 7% and 17% of their contribution salary, which varies based on time of service and the amount of the contribution salary. There is no contribution for retired participants. The sponsor contributes an amount equal to the contributions of the participants, limited to 14% of the total contribution payroll of these participants.

Plano de Benefícios 1 (Previ)

The participants of this plan are the Bank's employees who were enrolled up to 12.23.1997. Due to the establishment of parity between the Bank's and participants' contributions, in December 2000, the Fundo Paridade was set up, and its resources are being used for the purpose of offsetting contributions to the plan. Due to the accumulated surplus, the contributions of participants, beneficiaries (retirees and pensioners) and of the sponsor (Banco do Brasil) were suspended, since January 2007. According to the Memorandum of Understanding signed between the Bank, Previ and entities representing the beneficiaries, it was proposed to amend the Rules of the Plan 1, which includes the suspension of contributions for the years 2011, 2012 and 2013, and its maintenance must be linked to the existence of the Special Reserve of the plan.

Plano Informal (Previ)

The responsibility of this plan is exclusive of Banco do Brasil whose contractual obligations include: (a) retirement pensions to founder participants and pension payments to beneficiaries of participants deceased up to 04.14.1967; (b) payment of retirement supplements to the other participants employed by Banco do Brasil who retired up to 04.14.1967 or who, on that date, would have the right through length of service to retire and who had at least 20 years of effective service with the Bank; and (c) increase in the amount of retirement benefits and of pensions beyond the provided in the benefit plan of Previ, resulting from judicial decisions and from administrative decisions due to restructuring of the job and salary plan and of incentives created by the Bank. On 12.31.2012, Banco do Brasil and Previ formalized an agreement whereby the Banco do Brasil paid up, with Fundo Paridade funds, 100% of the mathematical reserves relating to the Grupo Especial, that is Banco do Brasil's exclusive liability, of which operations had migrated from Plano Informal to Plano de Benefícios 1 of Previ. The Grupo Especial includes participants from Plano de Benefícios 1 - Previ, listed in the first paragraph of the first clause of the contract of 12.24.1997, which received additional supplemental retirement arising from administrative decisions and/or judicial decisions. (Notes 27.f)

Prevmais (Economus)

The participants of this plan are the employees from Banco Nossa Caixa (merged into Banco do Brasil on 11.30.2009) enrolled after 08.01.2006, and the participants previously linked to the Regulamento Geral benefit plan who opted for the distribution of their vested account balances. The funding for income benefits is equally provided by employees and employer, not exceeding 8% of the participants' salary. The plan also provides risk benefits, such as complementation of sickness aid, work - related accident, disability benefits and death pension.

Regulamento Geral (Economus)

The participants of this plan are the employees from Banco Nossa Caixa enrolled up to 07.31.2006. This plan is closed to new members. Employees and the sponsor contribute equally, on average, with 12.11% of participation salary.

Regulamento Complementar 1 (Economus)

The participants of this plan are the employees from Banco Nossa Caixa. This plan offers the benefits of supplemental sickness benefit and annuity for death and disability. The cost of the plan is the responsibility of the sponsor, participants and retired/users.

Grupo B' (Economus)

The participants of this plan are the employees from Banco Nossa Caixa admitted between 01.22.1974 to 05.13.1974 and their beneficiaries. This plan is closed to new members. The level of benefit to be granted when the implementation of all the conditions laid down in regulation is known *a priori*.

Multifuturo 1 (Fusesc)

The participants of this plan are the employees from Banco do Estado de Santa Catarina - Besc (merged into Banco do Brasil on 09.30.2008) enrolled after 01.12.2003 and the employees previously linked to Plano de Benefícios 1 (Fusesc) who opted for this plan. Employees and sponsor equally contribute from 2.33% to 7% of participation salary to that plan, as determined by each participant.

Plano de Benefícios 1 (Fusesc)

The participants of this plan are the employees from Besc enrolled until 01.11.2003. This plan is closed to new members. Employees and the sponsor contribute equally, on average, with 9.89% of participation salary.

Plano BEP (Prevbep)

Participants of this plan are the employees from Banco do Estado do Piauí – BEP (merged in to Banco do Brasil on 11.30.2008). Employees and the sponsor contribute equally, on average, with 3.58% of participation salary.

b) Health Care Plans

Plano de Associados (Cassi)

The Bank is the sponsor of a health plan managed by Cassi which the main objective is to provide coverage for expenses related to the promotion, protection, recovery and rehabilitation of a member's health and of his/her enrolled beneficiaries. Each month, the Bank contributes with a sum equivalent to 4.5% of the total payroll or of the total retirement or pension plan benefit. Monthly contributions from members and pension beneficiaries amount to 3% of the payroll or the total retirement or pension plan benefits and co-participation in some hospital procedures.

Plano Unificado de Saúde - PLUS (Economus)

The participants of this plan are the employees from Banco Nossa Caixa. Participation in this plan takes place by means of a 1.5% contribution of gross salary, without limitation, covering the owner and his/her preferred dependants, deducted from the owner's payroll and 10% as a co-participation in the price of each medical visit and low-cost exams, made by the owner and his/her dependants (preferred and non-preferred).

Plano Unificado de Saúde - PLUS II (Economus)

For employees from Banco Nossa Caixa. Participation in this plan takes place by means of a 1.5% contribution of gross salary, without limitation, covering the owner and his/her preferred dependants, deducted from the owner's payroll and 10% as a co-participation in the price of each medical visit and low-cost exams, made by the owner and his/her preferred dependants and children of age. The plan does not provide for non-preferred dependants.

Plano de Assistência Médica Complementar - PAMC (Economus)

The participants of this plan are the employees from Banco Nossa Caixa stationed in the State of São Paulo. The plan owners are those employees retired due to disability in Groups "B" and "C", and their dependants, who participate in costs in as much as they use it, and according to the salary range progressive table.

Plano de Saúde (SIM)

The participants of this plan are the employees from Besc. Monthly contributions from members amount to 3% of the total payroll.

c) Risk factors

The Bank may be requested to contribute with PREVI, which might have a negative effect on operating income.

In the next few years, Previ, for various reasons, might not be able to maintain the accumulation of surplus of Plano de Benefícios 1 and, under these conditions, the Bank will have to resume its contribution as plan sponsor, using its own resources, a fact that could give rise to adverse impacts on its financial situation and operating income.

The Bank may be required to make extraordinary contributions to Economus, Fusesc and Prevbep, which might have a negative effect on operating income.

The criteria used on determination of the Bank's obligation with the set of sponsored entities plans (Economus, Prevbep, Fusesc) include long-term actuarial and financial estimates and assumptions, as well as the application and interpretation of regulatory standards in effect on this date. Accordingly, inaccuracies inherent in the use of estimates and assumptions may result in divergences between the amount recorded and the amount actually realized, resulting in negative impacts on the result of the Bank’s operations.

d) Actuarial valuations

The actuarial valuations are prepared every six months and the information contained in the tables below refers to those carried out on the base dates of 06.30.2013, 12.31.2012 and 06.30.2012.

d.1) Changes in present value of defined benefit actuarial obligations

R$ thousand

	Plano 1 – Previ			Plano Informal – Previ			Plano de Associados – Cassi			Other plans		
	1st half/2013	2012	1st half/2012	1st half/2013	2012	1st half/2012	1st half/2013	2012	1st half/2012	1st half/2013	2012	1st half/2012
Opening balance	**(128,413,440)**	**(98,849,541)**	**(98,849,541)**	**(1,091,017)**	**(1,905,370)**	**(1,905,370)**	**(7,717,855)**	**(6,046,932)**	**(6,046,932)**	**(6,949,678)**	**(5,622,610)**	**(5,622,610)**
Interest cost	(5,422,373)	(10,235,720)	(5,041,268)	(45,298)	(177,875)	(95,930)	(326,220)	(625,078)	(307,809)	(294,069)	(573,868)	(287,253)
Current service cost	(305,978)	(514,081)	(251,006)	--	--	--	(67,654)	(95,589)	(43,384)	(19,312)	(38,113)	(19,418)
Past service cost	--	--	--	(23,118)	--	--	--	--	--	--	--	--
Benefits paid net of retirees contributions	4,586,357	7,502,104	3,175,629	92,410	297,318	142,134	244,732	487,418	222,363	200,669	403,496	204,550
Reductions / settlements [1]	--	--	--	--	1,217,263	218,176	--	--	--	--	130,640	130,640
Remeasurements of actuarial gain/ (losses) [2]	7,434,213	(26,316,202)	(4,805,453)	47,909	(522,353)	(49,268)	611,911	(1,437,674)	(295,110)	716,381	(1,249,223)	(231,463)
Closing balance	**(122,121,221)**	**(128,413,440)**	**(105,771,639)**	**(1,019,114)**	**(1,091,017)**	**(1,690,258)**	**(7,255,086)**	**(7,717,855)**	**(6,470,872)**	**(6,346,009)**	**(6,949,678)**	**(5,825,554)**
Present value of actuarial liabilities with surplus	(122,121,221)	(128,413,440)	(105,771,639)	--	--	**--**	--	--	**--**	(4,975,190)	(4,921,429)	(4,702,982)
Present value of actuarial liabilities without surplus	**--**	--	--	(1,019,114)	(1,091,017)	(1,690,258)	(7,255,086)	(7,717,855)	(6,470,872)	(1,370,819)	(2,028,249)	(1,122,572)

(1) In Plano Informal, it refers mainly to the migration of Grupo Especial to Plano de Benefícios 1 – Previ. (Notes 27.f)

(2) The actuarial loss in 2012 is mainly due to the decrease in the discount rate, that was 10.56% p.a. on 12.31.2011 and 8.71% p.a. on 12.31.2012.

d.2) Changes in fair value of plan assets

R$ thousand

	Plano 1 – Previ			Plano Informal – Previ			Plano de Associados – Cassi			Other Plans [1]		
	1st half/2013	2012	1st half/2012	1st half/2013	2012	1st half/2012	1st half/2013	2012	1st half/2012	1st half/2013	2012	1st half/2012
Opening balance	**152,029,136**	**133,079,396**	**133,079,396**	**--**	**--**	**--**	**--**	**--**	**--**	**4,921,429**	**4,477,749**	**4,477,749**
Interest income	6,476,441	13,460,271	6,853,590	--	--	--	--	--	--	208,921	474,934	236,842
Contributions received	262,639	1,521,818	233,138	92,410	297,318	142,134	244,732	487,418	222,363	74,448	157,399	37,870
Benefits paid net of retirees contributions	(4,586,357)	(7,502,104)	(3,175,629)	(92,410)	(297,318)	(142,134)	(244,732)	(487,418)	(222,363)	(200,669)	(403,496)	(168,889)
Actuarial gain / (loss) on plan assets	(19,199,972)	11,469,755	(3,522,177)	**--**	--	--	**--**	--	--	(28,939)	214,843	119,410
Closing balance	**134,981,887**	**152,029,136**	**133,468,318**	**--**	**--**	**--**	**--**	**--**	**--**	**4,975,190**	**4,921,429**	**4,702,982**

(1) Refers to the following plans: Regulamento Geral (Economus), Prevmais (Economus), Regulamento Complementar 1 (Economus), Multifuturo 1 (Fusesc), Plano 1 (Fusesc) and Plano BEP (Prevbep).

d.3) Amounts recognized in the balance sheet

R$ thousand

	Plano 1 – Previ			Plano Informal – Previ			Plano de Associados – Cassi			Other plans		
	09.30.2013	12.31.2012	09.30.2012	09.30.2013	12.31.2012	09.30.2012	09.30.2013	12.31.2012	09.30.2012	09.30.2013	12.31.2012	09.30.2012
1) Fair value of the plan assets	134,981,887	152,029,136	133,468,318	--	--	--	--	--	--	4,975,190	4,921,429	4,702,982
2) Present value of actuarial liabilities	(122,121,221)	(128,413,440)	(105,771,639)	(1,019,114)	(1,091,017)	(1,690,258)	(7,255,086)	(7,717,855)	(6,470,872)	(6,346,009)	(6,949,678)	(5,825,554)
3) Surplus/(deficit) (1+2)	12,860,666	23,615,696	27,696,679	(1,019,114)	(1,091,017)	(1,690,258)	(7,255,086)	(7,717,855)	(6,470,872)	(1,370,819)	(2,028,249)	(1,122,572)
4) Surplus/(deficit) – plot sponsor	6,430,333	11,807,848	13,848,340	(1,019,114)	(1,091,017)	(1,690,258)	(7,255,086)	(7,717,855)	(6,470,872)	(958,422)	(1,287,286)	(808,745)
5) Amounts recognized in profit [1]	112,133	--	287,290	(35,851)	--	(53,310)	(230,260)	--	(187,215)	(25,579)	--	(21,210)
6) Amounts received from funds (Note 27.f) [1]	112,818	--	110,240	--	--	--	--	--	--	--	--	--
7) Benefits paid [1]	--	--	--	40,730	--	65,989	124,936	--	116,864	23,049	--	20,068
8) Net actuarial (liability)/asset (4+5+6+7) [2]	**6,655,284**	**11,807,848**	**14,245,870**	**(1,014,235)**	**(1,091,017)**	**(1,677,579)**	**(7,360,410)**	**(7,717,855)**	**(6,541,223)**	**(960,952)**	**(1,287,286)**	**(809,887)**

(1) Changes occurred after the actuarial valuation from June.

(2) The actuarial assets recorded in other receivables (Note 11.b) will be realized before the end of the plan. The end of the plan is understood as the date in which the last commitment will be paid.

d.4) Maturity profile of defined benefit actuarial obligations

R$ thousand

	Duration [1]	Expected benefit payments [2]				
		Up to 1 year	1 to 2 years	2 to 5 years	Over 5 years	Total
Plano 1 (Previ)	10.25	8,408,806	8,480,384	26,035,959	178,031,442	220,956,591
Plano Informal (Previ)	5.69	176,914	157,056	374,989	849,743	1,558,702
Plano de Associados (Cassi)	14.07	500,207	498,910	1,486,916	16,878,182	19,364,215
Regulamento Geral (Economus)	10.79	330,711	337,382	1,045,755	7,779,412	9,493,260
Regulamento Complementar 1 (Economus)	15.13	1,102	1,187	4,142	76,470	82,901
Plus I e II (Economus)	12.14	40,381	40,606	122,361	1,084,443	1,287,791
Grupo B' (Economus)	9.57	11,734	11,695	34,604	203,549	261,582
Pré-74 (Economus)	8.62	2,664	2,661	7,854	37,760	50,939
Prevmais (Economus)	19.18	330,711	337,382	1,045,755	7,779,412	9,493,260
Multifuturo 1 (Fusesc)	13.37	4,443	4,508	13,899	153,856	176,706
Plano 1 (Fusesc)	11.76	25,953	26,890	87,276	825,964	966,083
Plano BEP (Prevbep)	12.17	2,056	2,192	7,113	71,005	82,366

(1) Weighted average duration of the defined benefit actuarial obligation.

(2) Amounts considered without discounting at present value.

d.5) Breakdown of the amounts recognized in statement of income relating to defined benefit plans

R$ thousand

	Plano 1 – Previ			Plano Informal – Previ			Plano de Associados – Cassi			Other plans		
	3rd quarter 2013	01.01 to 09.30.2013	01.01 to 09.30.2012	3rd quarter 2013	01.01 to 09.30.2013	01.01 to 09.30.2012	3rd quarter 2013	01.01 to 09.30.2013	01.01 to 09.30.2012	3rd quarter 2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Current service cost	(64,980)	(217,969)	(191,272)	--	--	--	(34,213)	(101,868)	(69,486)	(5,615)	(12,082)	(10,478)
Interest cost	177,113	(2,534,073)	(3,819,247)	(26,859)	(72,158)	(136,902)	(196,047)	(522,267)	(466,444)	(25,722)	(80,757)	(69,765)
Expected yield on plan assets	--	3,238,220	5,078,464	--	--	--	--	--	--	--	--	--
Amortization of net actuarial gains/(losses)	--	--	--	(8,992)	(32,109)	(33,164)	--	--	(28,007)	--	--	(20,618)
Unrecognized past service cost	--	--	--	--	--	--	--	--	(7,434)	--	--	--
Expense with active employees	--	--	--	--	--	--	(80,716)	(243,773)	(223,472)	(31,787)	(97,710)	(95,276)
Other adjustments/reversals	--	--	--	--	--	195,865	--	--	--	5,758	17,105	117,639
(Expense)/income recognized in Statement of Income	**112,133**	**486,178**	**1,067,945**	**(35,851)**	**(104,267)**	**25,799**	**(310,976)**	**(867,908)**	**(794,843)**	**(57,366)**	**(173,444)**	**(78,498)**

d.6) Amounts recognized in the shareholders' equity because of the adoption of CPC 33 (R1)

R$ thousand

	Plano 1 – Previ			Plano Informal – Previ			Plano de Associados – Cassi			Other Plans		
	09.30.2013	12.31.2012	09.30.2012	09.30.2013	12.31.2012	09.30.2012	09.30.2013	12.31.2012	09.30.2012	09.30.2013	12.31.2012	09.30.2012
Accumulated other comprehensive income	(6,237,886)	(4,441,209)	(537,459)	47,910	(109,101)	(169,026)	611,912	(2,577,272)	(1,502,663)	339,193	(695,413)	(295,727)
Tax effects	2,669,191	1,900,393	229,979	(19,164)	43,640	67,610	(244,765)	1,030,909	601,065	(136,812)	277,505	115,940
Accumulated other comprehensive income net of tax effects	**(3,568,695)**	**(2,540,816)**	**(307,480)**	**28,746**	**(65,461)**	**(101,416)**	**367,147**	**(1,546,363)**	**(901,598)**	**202,381**	**(417,908)**	**(179,787)**

d.7) Composition of the plan assets, shown as a percentage of the total

	Plano 1 - Previ			Other plans		
	09.30.2013	12.31.2012	09.30.2012	09.30.2013	12.31.2012	09.30.2012
Fixed Revenue	31.0%	31.5%	31.4%	81.2%	88.9%	87.4%
Floating Revenue	59.5%	59.6%	59.9%	9.9%	6.4%	5.2%
Real estate investments	5.7%	5.2%	4.9%	2.4%	2.1%	1.7%
Loans and financing	3.3%	3.3%	3.3%	2.1%	2.0%	2.0%
Other	0.5%	0.4%	0.5%	4.4%	0.6%	3.7%
Amounts listed in fair value of plan assets						
In the entity's own financial instruments	7.2%	8.1%	10.1%	--	--	--
In properties or other assets used by the entity	0.1%	0.1%	0.5%	0.1%	--	0.1%

d.8) Main actuarial assumptions adopted in each period

	Plano 1 – Previ			Plano Informal – Previ			Plano de Associados – Cassi			Other Plans [1]		
	06.30.2013	12.31.2012	06.30.2012	06.30.2013	12.31.2012	06.30.2012	06.30.2013	12.31.2012	06.30.2012	06.30.2013	12.31.2012	06.30.2012
Inflation rate (p.a.)	5.60%	4.20%	4.20%	5.68%	4.20%	4.20%	5.52%	4.20%	4.20%	4.20%	4.20%	4.20%
Real discount rate (p.a.)	5.29%	4.33%	5.70%	5.12%	4.33%	5.70%	5.38%	4.33%	5.70%	4.33%	4.33%	5.70%
Nominal rate of return on investments (p.a.)	11.19%	8.71%	10.14%	--	--	--	--	--	--	8.71%	8.71%	10.14%
Real rate of expected salary growth (p.a.)	0.14%	0.14%	--	--	--	--	--	--	--	0.15%	0.52%	0.64%
Actuarial life table [2]	AT-83			AT-83			AT-83			AT-83		
Capitalization method	Projected credit unit			Projected credit unit			Projected credit unit			Projected credit unit		

(1) Grouped actuarial assumptions are expressed as weighted averages.

(2) Prevmais, Multifuturo 1 and Plano de Benefícios 1 (Fusesc) plans use the AT-2000.

In order to determine the values for the defined benefit plans, the Bank uses methods and assumptions different from those submitted by entities sponsored.

The CPC 33 (R1) prescribes the accounting, as well as the effects that occurred or that will occur in the entities that sponsors employee benefits plans. However, the sponsored entities complies with the rules emanated from Ministério da Previdência Social, through the Conselho de Gestão da Previdência Complementar (CGPC) and the Superintendência Nacional de Previdência Complementar (Previc). The most significant differences are concentrated on the definition of the figures relating to Plano 1 – Previ.

d.9) Differences in assumptions of the Plano 1 - Previ

	Bank	Previ
Real discount rate (p.a.)	5.29%	5%
Actuarial life table	AT-83	AT-2000
Evaluation of assets – Exclusive funds	Market value or discounted cash flow	Discounted cash flow
Capitalization method	Projected credit unit	Aggregate Method

d.10) Reconciliation of amounts calculated in Plan 1 - Previ/Bank

R$ thousand

	Plan assets			Actuarial liabilities			Effect in surplus		
	06.30.2013	**12.31.2012**	**06.30.2012**	**06.30.2013**	**12.31.2012**	**06.30.2012**	**06.30.2013**	**12.31.2012**	**06.30.2012**
Value determined - Previ	130,877,557	132,282,188	121,720,186	(109,100,842)	(105,150,551)	(100,695,706)	21,776,715	27,131,637	21,024,480
Incorporation of values from agreement 97	13,235,172	13,198,959	13,145,046	(13,235,172)	(13,198,959)	(13,145,046)	--	--	--
Incorporation of values from Grupo Especial	1,021,733	1,013,754	--	(1,021,733)	(1,013,754)	--	--	--	--
Adjustment in the value of plan assets (1)	(10,152,575)	5,534,235	(1,396,914)	--	--	--	(10,152,575)	5,534,235	(1,396,914)
Adjustment in the liabilities – discount rate/ capitalization method	--	--	--	1,236,526	(9,050,176)	8,069,113	1,236,526	(9,050,176)	8,069,113
Value determined - Bank	**134,981,887**	**152,029,136**	**133,468,318**	**(122,121,221)**	**(128,413,440)**	**(105,771,639)**	**12,860,666**	**23,615,696**	**27,696,679**

(1) Refers mainly to adjustments made by the Bank in determining the fair value of the investments in Litel, Neoenergia and in securities held to maturity.

d.11) Sensitivity analysis

The sensitivity analysis are based in changes in an assumption, maintaining all the other assumptions constants. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated.

The methods used for the elaboration of the sensitivity analysis didn't change from the previous period, and updates in the parameters of the discount rate were observed.

R$ thousand

		06.30.2013	Life table		Salary increase		Interest rate	
			+1 age	-1 age	+0.25%	-0.25%	+0.25%	-0.25%
Plano 1 (Previ)	Present value of defined benefit actuarial obligations	122,121,221	119,579,022	123,842,188	122,291,575	122,027,501	119,478,687	124,059,988
	Surplus/(deficit) in the plan	12,860,666	15,402,865	11,139,699	12,690,312	12,954,386	15,503,200	10,921,899
Plano Informal (Previ)	Present value of defined benefit actuarial obligations	1,019,114	977,627	1,061,744	--	--	1,007,275	1,031,264
	Surplus/(deficit) in the plan	(1,019,114)	(977,627)	(1,061,744)	--	--	(1,007,275)	(1,031,264)
Plano de Associados (Cassi)	Present value of defined benefit actuarial obligations	7,255,086	7,087,160	7,420,922	7,257,706	7,252,552	7,080,372	7,437,917
	Surplus/(deficit) in the plan	(7,255,086)	(7,087,160)	(7,420,922)	(7,257,706)	(7,252,552)	(7,080,372)	(7,437,917)
Regulamento Geral (Economus)	Present value of defined benefit actuarial obligations	4,906,113	4,850,013	4,960,250	--	--	4,800,878	5,016,772
	Surplus/(deficit) in the plan	(977,525)	(921,419)	(1,031,656)	--	--	(872,284)	(1,088,178)
Regulamento Complementar 1 (Economus)	Present value of defined benefit actuarial obligations	32,408	33,500	31,341	--	--	31,268	33,610
	Surplus/(deficit) in the plan	(6,273)	(7,365)	(5,206)	--	--	(5,133)	(7,475)
Plus I e II (Economus)	Present value of defined benefit actuarial obligations	385,686	374,198	396,995	--	--	377,546	394,162
	Surplus/(deficit) in the plan	(385,686)	(374,198)	(396,995)	--	--	(377,546)	(394,162)
Grupo B' (Economus)	Present value of defined benefit actuarial obligations	129,985	127,095	132,809	--	--	127,208	132,871
	Surplus/(deficit) in the plan	(129,985)	(127,095)	(132,809)	--	--	(127,208)	(132,871)
Prevmais (Economus)	Present value of defined benefit actuarial obligations	231,177	231,091	231,309	--	--	224,656	239,227
	Surplus/(deficit) in the plan	7,534	7,620	7,402	--	--	14,056	(516)
Multifuturo 1 (Fusesc)	Present value of defined benefit actuarial obligations	77,277	76,353	78,172	--	--	75,280	79,370
	Surplus/(deficit) in the plan	44,433	45,357	43,538	--	--	46,429	42,340
Plano 1 (Fusesc)	Present value of defined benefit actuarial obligations	541,913	541,540	542,844	541,915	541,910	534,769	549,356
	Surplus/(deficit) in the plan	36,399	36,773	35,469	36,197	36,402	43,543	28,957
Plano BEP (Prevbep)	Present value of defined benefit actuarial obligations	41,450	40,778	42,104	41,697	41,197	40,483	42,461
	Surplus/(deficit) in the plan	40,284	40,956	39,631	40,037	40,537	41,252	39,273

e) Overview of actuarial asset/(liability) recorded by the Bank

R$ thousand

	Actuarial assets			Actuarial liabilities		
	09.30.2013	12.31.2012	09.30.2012	09.30.2013	12.31.2012	09.30.2012
Plano 1 (Previ)	6,655,284	11,807,848	14,245,870	--	--	--
Plano Informal (Previ)	--	--	--	(1,014,235)	(1,091,017)	(1,677,579)
Plano de Associados (Cassi)	--	--	--	(7,360,410)	(7,717,855)	(6,541,223)
Regulamento Geral (Economus)	--	--	--	(505,866)	(763,359)	(417,507)
Regulamento Complementar 1 (Economus)	--	--	--	(2,101)	(3,537)	(1,430)
Plus I e II (Economus)	--	--	--	(387,005)	(391,916)	(355,466)
Grupo B' (Economus)	--	--	--	(130,798)	(134,705)	(119,750)
Prevmais (Economus)	3,767	--	12,187	--	(9,165)	--
Multifuturo 1 (Fusesc)	22,217	4,910	10,953	--	--	--
Plano 1 (Fusesc)	18,692	--	40,595	--	(8,253)	--
Plano BEP (Prevbep)	20,142	18,739	20,531	--	--	--
Total	**6,720,102**	**11,831,497**	**14,330,136**	**(9,400,415)**	**(10,119,807)**	**(9,112,955)**

f) Allocations of the Surplus – Plano 1

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Fundo Paridade			
Opening Balance	748,245	740,643	1,608,379
Interest and inflation adjustment	11,455	54,363	127,632
Contributions to Plano 1 – Agreement 97	(13)	(32,507)	(20,524)
Early contribution to amortize – Grupo Especial (1)	--	(2,812)	--
Closing Balance	**759,687**	**759,687**	**1,715,487**
Fundo de Destinação			
Opening Balance	1,377,855	2,373,525	3,684,325
Interest and inflation adjustment	17,907	124,345	248,845
Amounts transferred to Plano 1	--	(223,687)	--
Transfers to Fundo de Utilização	(294,618)	(1,173,039)	(1,079,797)
Closing Balance	**1,101,144**	**1,101,144**	**2,853,373**
Fundo de Contribuição			
Opening Balance	536,574	726,637	1,096,433
Adjustment for inflation	7,309	44,427	75,171
Contributions to Plano 1	(112,818)	(339,999)	(322,546)
Closing Balance	**431,065**	**431,065**	**849,058**
Fundo de Utilização			
Opening Balance	6,569,981	5,357,912	3,249,251
Amounts transferred from Fundo de Destinação	294,618	1,173,039	1,079,797
Interest and inflation adjustment	103,760	437,408	305,309
Closing Balance	**6,968,359**	**6,968,359**	**4,634,357**
Total funds allocated surplus	**9,260,255**	**9,260,255**	**10,052,275**

(1) Refers to the payment of 100% of mathematical reserves guarantors of additional supplemental retirement of Grupo Especial.

f.1) Fundo Paridade

The plan was funded, up to 12.15.2000, through a contribution of 2/3 (two thirds) from the Bank and another of 1/3 (one third) from participants. As from 12.16.2000, in order to adjust to the provisions of Constitutional Amendment N° 20, both the Bank and the participants started to make a contribution of 1/2 (one half), and an agreement was signed by the parties involved and duly approved by the Supplementary Pension Plan Secretariat.

The cost for the implementation of the equal contributions was defrayed by using the Plan's surplus at the time. As a result of this agreement, the Bank, yet, was entitled to recognize the amount of R$ 2,227,254 thousand, which was recorded in Fundos de Destinação Superávit - Previ. This Asset is monthly adjusted based on the actuarial goal (INPC + 5% per year) and, since January 2007, has been used to offset any financial imbalance in the ratio between the Unamortized Reserve and Advanced Amortization arising from the agreement entered into with Previ in 1997, which granted supplementary benefits to the participants of Plano 1 who joined the Plan up to 04.14.1967 and had not retired up to that date.

f.2) Fundo de Destinação

On 11.24.2010, Banco do Brasil signed a Memorandum of Understanding with the entities that represents current and retired employees, the aim of which was to allocate and use a share of the Plan's surplus, as determined by Supplementary Law 109/2001 and CGPC Resolution n° 26/2008.

In view of the approval of the measures provided for in the Memorandum of Understanding by Previ's Decision-Making Council, the Bank recorded, as of November 30, 2010, under "Fundos de Destinação - Previ", the amount of R$ 7,519,058 thousand against the write-off of the amount from "Other receivables - Actuarial assets", adjusted by the actuarial target (INPC + 5% p.a.).

f.3) Fundo de Contribuição

The fund is composed of resources transferred from the Fundo de Destinação to support the interruption of contribution payments for a period of three years, as established in the Memorandum of Understanding. The amount related to the Bank's contributions is transferred to Previ, in a monthly basis. The Fundo de Contribuição is updated by an actuarial goal (INPC + 5% p.a.).

f.4) Fundo de Utilização

The fund is composed of resources transferred from the Fundo de Destinação and it can be used by the Bank after fulfilling the requirements established by applicable law. The Fundo de Utilização is updated by an actuarial goal (INPC + 5% p.a.).

28 – Provisions, Contingent Liabilities and Legal Liabilities - Taxes and Social Security

Labor Lawsuits

The Bank is a party to labor lawsuits mainly filed by former employees or trade unions of the banking industry. Allowance for probable losses represent various claimed requests, such as: compensation, overtime, distortion of the working day, additional function and representation, and others.

Tax Lawsuits

The Bank, in despite of its conservative profile - in inspections conducted by the tax authorities - is subject to the questions about taxes, which may eventually create to assessments, such as: composition of the calculation basis of income tax / social contribution (deductibility) and discussion regarding the incidence of taxes, when certain economic facts occur. Most actions from the assessments are about ISSQN, income tax, social contribution, PIS / COFINS, IOF and Social Security Contributions Employer. As guarantee for some of them, there are attachments in cash, bonds, real state or judicial deposits when necessary.

On 10.09.2013, has been published the Law n.º 12,865, which provides, among other legal sanctions, for payment with discount charges of federal tax debts. The Bank, aware of this prerogative, will evaluate existing situations and assess the potential impacts of the financial and accounting inherent adherence to the program.

Civil Lawsuits

The collection of the difference between the inflation correction of financial investments and judicial deposits related to the period of economic plans (Bresser, Summer and Collor I and II Plans) is highlighted in the civil lawsuits.

a) Provisions for Labor, Tax and Civil Claims - Probable

In compliance with the CMN Resolution 3,823/2009, the Bank makes allowance for labor, civil and tax lawsuits that have risk of probable losses.

Changes in the provisions for civil, tax and labor claims classified as probable

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Labor lawsuits			
Initial Balance	**3,320,243**	**2,945,490**	**2,514,536**
Addition	347,919	1,047,533	913,763
Reversal of the provision	(129,749)	(222,774)	(125,760)
Written off due payment	(264,141)	(614,118)	(643,016)
Price level correction	89,811	207,952	106,985
Amounts merged/added (1)	82,076	82,076	9,058
Closing Balance	**3,446,159**	**3,446,159**	**2,775,566**
Tax lawsuits			
Initial Balance	**2,251,471**	**2,020,124**	**1,400,444**
Addition	58,771	279,831	406,745
Reversal of the provision	(9,729)	(28,827)	(154,587)
Written off due payment	(1,256)	(8,039)	(15,319)
Price level correction	26,182	59,059	57,159
Amounts merged/added (2)	61,017	64,308	17,904
Closing Balance	**2,386,456**	**2,386,456**	**1,712,346**
Civil lawsuits			
Initial Balance	**5,518,738**	**4,208,172**	**3,473,970**
Addition	645,678	3,394,984	1,662,808
Reversal of the provision	(684,482)	(1,898,638)	(317,654)
Written off due payment	(167,505)	(459,660)	(768,890)
Price level correction	82,149	149,720	204,316
Closing Balance	**5,394,578**	**5,394,578**	**4,254,550**
Total Labor, Tax and Civil	**11,277,193**	**11,277,193**	**8,742,462**

(1) In 2013, R$ 11,046 thousand is originated from IRB and R$ 71,030 thousand from mergers of Banco Votorantim. In the period from 01.01 to 09.30.2012, the balance comes from the company IBI-Promotora.

(2) In the 3rd quarter/2013, R$ 60,966 thousand is originated from IRB and R$ 51 thousand from mergers of Banco Votorantim. In the period from 01.01 to 09.30.2013, R$ 60,966 thousand is originated from IRB and R$ 3,342 thousand from mergers of Banco Votorantim. In the period from 01.01 to 09.30.2012, the balance comes from the company IBI-Promotora.

b) Contingent Liabilities – Possible

The lawsuits, tax and civil risks classified "possible" are exempted from any provisions on the Resolution CMN 3,823/2009.

The balances of contingent liabilities classified as possible

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Labor claims	787,838	90,721	175,281
Tax claims(1)(2)	8,684,680	5,032,809	4,885,814
Civil claims	4,422,109	3,434,338	4,589,805
Total	**13,894,627**	**8,557,868**	**9,650,900**

(1) The main contingencies originate from (i) notices of labor infraction drawn by the INSS, aiming at the payment of contributions applicable on year-end bonuses paid in the collective agreements in the period from 1995 to 2006, in the amount of R$ 2,170,122 thousand, public transport pay and use of private car by employees of Banco do Brasil, in the amount of R$ R$ 202,144 thousand and employee profit sharing corresponding to the period from April 2001 to October 2003, in the amount of R$ 54,751 thousand and (ii) notices of tax assessment drawn by the Treasuries of the Municipalities, aiming at the collection of ISSQN, which amounts R$ 640,882 thousand.

(2) The Company's management is evaluating to opt or not for the payment/installment plan of tax debts (as Law n.º 12,865/2013) relating to year-end bonuses paid in the collective agreements in the period from 1995 to 2006 and assessing the impact of the contingent liabilities classified as possible.

c) Deposits in Guarantee of Funds

Deposits in guarantee balances recorded for contingencies

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Labor claims	3,129,392	2,716,708	2,685,399
Tax claims	7,289,120	6,514,284	6,619,925
Civil claims	6,860,657	4,681,155	4,181,732
Total	**17,279,169**	**13,912,147**	**13,487,056**

d) Legal Obligations

The Bank has a record in Other Liabilities - Tax and Social Security, in the amount of R$ 14,045,653 thousand (R$ 13,881,845 thousand on 12.31.2012 and R$ 13,802,990 thousand on 09.30.2012), relating to the following actions:

Judicial Proceeding: Income and Social Contribution Taxes

In February 1998, the Bank applied for a writ of mandamus, in progress at the 16th Federal Court of Federal District claiming full compensation of accumulated losses of income tax and negative basis for the calculation of Social Contribution on Net Income (CSLL).Since then, the Bank has been fully offsetting tax loss and negative basis of social contribution against income tax and social contribution, and has made judicial deposits in the full amount due (70% of the amount offset). These deposits prompted the 16th Vara da Justiça Federal do Distrito Federal to issue an order recognizing the suspension of chargeability of these taxes until final judgment of the Bank's request, based on article 151, item II, of the Código Tributário Nacional (CTN). The case was dismissed in a first instance and an appeal brought by the Bank was deprived by the TRF of the 1st Region. The decision was challenged by extraordinary appeal filed by the Bank on 10.01.2002. Today, the appeal is pending in the Federal Court of the 1st Region, the judgment by the Supreme Court of another extraordinary feature (RE No 591,340), which was recognized by the Supreme Court because the general impact.

The offsetting of tax loss carry forward and recoverable CSLL has resulted in the write-off of deferred tax credits, observing the limitation of 30%.

Deferred taxes including corporate income tax (IRPJ) and social contribution on net income (CSLL) on the restatement of judicial deposits are being offset with the tax credits resulting from the provision related to that judicial deposit, in conformity with paragraph 2, item II, article 1 of CMN Resolution 3,059/2002, with no impact on income.

Based on the hypothesis of a successful outcome to its lawsuit, observed as of September 2005 and January 2009, the Bank would have consumed the entire stock of tax loss carry forward and recoverable social contribution, respectively. Therefore, since the accrual period of October 2005 and February 2009, the amount of IRPJ and CSLL are being paid in full. Moreover, there would be a transfer of resources from the account used to record judicial deposits to that of cash and cash equivalents. Tax credits for the escrow deposits (principal) would be written off against the allowance of IRPJ and CSLL and would be reversed against income, the provision for tax risks related to the restatement of the deposits, amounting to R$ 5,957,973 thousand.

If the Bank were unsuccessful in its lawsuit (situation in which the amounts deposited judicially would be converted into income in favor of the National Treasury), the portions of IRPJ tax credits on tax losses and CSLL to offset would be reclassified to the representative asset account "IRPJ recoverable" and "CSLL recoverable", respectively, that could be used since the accrual period of October 2005 and February 2009, observing the limitation of 30%. These taxes recoverable, which would result from the adjustments of Statements of Economic-Fiscal Information of Businesses, corresponds to R$ 5,317,387 thousand on 09.30.2013 and its restatement by the Selic Rate

corresponds to R$ 1,607,158 thousand. This sum adjusts the provision for tax risks with respect to the updating of court deposits so that it will be sufficient to fully cancel the risk of a likely loss.

Amounts related to this matter

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Judicial Deposits	**14,424,658**	**13,986,906**	**13,853,235**
Amount realized (70%)	7,817,011	7,817,011	7,817,011
Restatement	6,607,647	6,169,895	6,036,224
Legal Obligations - provision for lawsuit	**12,529,646**	**12,428,627**	**12,367,814**
Tax losses of IRPJ	3,002,033	3,002,033	3,002,033
CSLL negative bases/ CSLL recoverable	3,569,640	3,569,640	3,569,640
Provision for restatement of judicial deposit	5,957,973	5,856,954	5,796,141

Judicial Proceeding: PIS/Pasep and Cofins

Provision for lawsuit relating to the action for a writ of mandamus intended to achieve recognition of the right of Banco do Brasil, BB Corretora, Ativos S.A. and Banco Votorantim to pay PIS/Pasep and Cofins, according to the calculation bases set out in Complementary Laws 7/1970 and 70/1991. Since their preliminary injunctions were suspended on 08.12.2010, Banco do Brasil and BB Corretora returned to collect the PIS/Pasep and Cofins from the event of July 2010 as provided for in Law 9,718/1998. The legal action taken by Banco Votorantim cover only COFINS and had favorable judgments, and the adverse party had presented appeals, which currently are waiting decision of the Superior Courts, especially the Supreme Court.

Amounts related to this matter

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Legal Obligations – provision for lawsuit(1)	1,516,007	1,453,218	1,435,176

(1) The management of the companies involved in these processes is evaluating whether to opt or not for the payment/installment plan of tax debts (according to Law 12,865/2013) and calculating what will be the impact of this accounting decision.

29 - Risk and Capital Management

a) Risk Management Process

Banco do Brasil considers the management of risks and of capital one of the main vectors for the decision-making process.

In the Banco do Brasil, collegiate risk management is performed completely apart from the business units. Risk management policies are approved by the Bank's Board of Directors. The Global Risk Committee (CRG), which is a discussion group composed by the President and by Vice-Presidents, is responsible for implementing and monitoring of these policies. The guidelines issued by the CRG are directed at specific sub-committees (Credit, Market and Liquidity and Operational), which are groups formed by Directors.

To find out more about the risk management process at Banco do Brasil, access the website bb.com.br/ri.

b) Credit Risk

Credit Risk is associated with the possibility of loss resulting from uncertainty regarding the receipt of amounts agreed upon with borrowers, counterparts of contracts or issues of securities.

In order to comply with the best practices of credit risk management and to increase efficiency in the economic capital management, Banco do Brasil uses risk and return metrics, present throughout its loan process, as a mechanism of risk management culture at the Institution.

c) Liquidity Risk

Liquidity risk takes two forms: market liquidity risk and cash flow liquidity risk (funding). The first is the possibility of loss resulting from the incapacity to perform a transaction in a reasonable period of time and without significant loss of value. The second is associated with the possibility of a shortage of funds to honor commitments assumed on account of the mismatching between assets and liabilities.

d) Operational Risk

Operational risk reflects the possibility of loss resulting from faults, deficiencies, or the inadequacy of internal processes, personnel and systems, or external events. This concept includes legal risks.

e) Market Risk

Market Risk reflects the possibility of loss that can be caused by changes in the behavior of interest and exchange rates and of prices of shares and commodities.

Financial Instruments – Fair Value

Financial instruments recorded in balance-sheet accounts, compared to fair value:

R$ thousand

	09.30.2013		12.31.2012		09.30.2012		Unrealized gain/loss, net of tax effects					
							On Income			On Shareholders´ Equity		
	Book value	Fair value	Book value	Fair value	Book value	Fair value	09.30.2013	12.31.2012	09.30.2012	09.30.2013	12.31.2012	09.30.2012
Assets												
Short-term interbank investments	233,320,363	233,235,856	219,323,434	219,239,963	214,511,462	214,443,214	(84,507)	(83,471)	(68,248)	(84,507)	(83,471)	(68,248)
Securities	194,330,079	194,207,363	182,942,587	182,985,415	178,515,698	178,482,214	(549,113)	1,457,730	1,680,082	(122,716)	42,828	(33,484)
Adjustment of securities available for sale (Note 8.a)	--	--	--	--	--	--	(426,397)	1,414,902	1,713,566	--	--	--
Adjustment of securities held to maturity (Note 8.a)	--	--	--	--	--	--	(122,716)	42,828	(33,484)	(122,716)	42,828	(33,484)
Derivative financial instruments	1,601,872	1,601,872	1,414,580	1,414,580	1,553,789	1,553,789	--	--	--	--	--	--
Loan operations	526,080,910	525,444,098	469,712,686	468,589,925	427,029,922	426,228,821	(636,812)	(1,122,761)	(801,101)	(636,812)	(1,122,761)	(801,101)
Liabilities												
Interbank deposits	21,013,334	21,101,948	16,568,656	16,629,535	15,732,763	15,763,980	(88,614)	(60,879)	(31,217)	(88,614)	(60,879)	(31,217)
Time deposits	246,486,308	246,594,896	263,012,824	262,911,255	286,756,120	286,663,968	(108,588)	101,569	92,152	(108,588)	101,569	92,152
Liabilities related to repurchase agreement	243,910,681	243,455,138	225,786,872	225,402,847	214,430,144	213,958,596	455,543	384,025	471,548	455,543	384,025	471,548
Borrowings and onlendings	97,642,615	97,862,862	77,687,149	77,729,376	66,256,896	66,287,520	(220,247)	(42,227)	(30,624)	(220,247)	(42,227)	(30,624)
Derivative financial instruments	4,575,657	4,575,657	3,439,482	3,439,482	3,623,606	3,623,606	--	--	--	--	--	--
Other liabilities	258,106,941	257,262,440	232,547,754	231,669,179	221,789,533	220,375,108	844,501	878,575	1,414,425	844,501	878,575	1,414,425
Unrealized gain/(loss), net of tax effects							**(387,837)**	**1,512,561**	**2,727,017**	**38,560**	**97,659**	**1,013,451**

Determination of Fair Value of Financial Instruments

Short-term interbank investments: The fair value was obtained by discounted future cash flows, using interest rates exercised by the market in similar operations in the balance sheet date.

Securities: Securities are accounted for by market value, as provided for in Bacen Circular No. 3,068/2001, except for securities held to maturity. The securities fair value, including those held to maturity, were obtained according to rates collected at the market.

Loan operations: Fixed rate operations have been estimated through the future cash flow discount method, considering the interest rates utilized by the Bank for contracting of similar operations at the balance sheet date. For these operations that are remunerated by floating rates, the fair value was equivalent to the book value itself.

Interbank deposits: The fair value has been calculated through discount of the difference between future cash flows and rates currently applicable in the fixed operations market. In case of floating operations which maturities did not exceed 30 days, the book value was deemed equivalent to the fair value.

Time deposits: The same criteria adopted for interbank deposits were utilized in the determination of the fair value.

Liabilities related to repurchase agreement: For operations at fixed rates, the fair value was determined calculating the discount of the estimated cash flows adopting a discount rate equivalent to the rates applicable in contracting of similar operations in the last market day. For floating operations, book values have been deemed equivalent to market value.

Borrowing and onlendings: Such operations are exclusive to the Bank, without similarity in the market. In face of their specific characteristics, exclusive rates for each fund entered, inexistence of an active market and similar instrument, the fair values of such operations were considered equivalent to the book value.

Other liabilities: Fair values have been determined by the discounted cash flow method, which takes into account interest rates offered in the market for obligations for which maturities, risks and terms are similar.

Derivatives: According to Bacen Circular No. 3,082/2002, derivatives are recorded at market value. Derivatives' market value was estimated in accordance with an internal pricing model, with the use of the rates disclosed for transactions with similar terms and indices on the fiscal years' last business day.

Other financial instruments: Included or not in the balance sheet, fair value was approximately equivalent to the correspondent book value.

Level of information regarding assets and liabilities measured at fair value in the balance sheet

According to the level of information in the measurement at fair value, the assessment techniques used by the Bank are the following:

Level 1 – Prices used are quoted in active markets for identical financial instruments. A financial instrument is considered quoted in an active market if the quoted prices are readily and regularly available and these prices represent real market transactions which occur regularly on an arm's length basis.

Level 2 – Other available information, excepted that from Level 1, is used, in which the prices are quoted in non-active markets or for similar assets and liabilities, or other available information is used or that can be corroborated by information observed in the market to support the assessment of the assets and liabilities.

Level 3 – Information that is not available in the market is used in the definition of the fair value. If the market for the financial instrument is not active, the Bank establishes the fair value using the valuation technique which takes into account internal data that is consistent with the economic methodologies accepted for pricing of financial instruments.

Assets and liabilities measured at fair value in the balance sheet

R$ thousand

	Balance at 09.30.2013	Level 1	Level 2	Level 3
Assets	**180,507,792**	**107,091,527**	**72,760,497**	**655,768**
Trading securities, measured by market value	78,390,883	55,415,283	22,975,600	--
Derivative financial instruments	1,601,872	--	1,601,550	322
Available-for-sale securities, measured by market value	100,515,037	51,676,244	48,183,347	655,446
Liabilities	**8,635,398**	**--**	**8,635,398**	**--**
Hedge funding	4,059,741	--	4,059,741	--
Derivative financial instruments	4,575,657	--	4,575,657	--

R$ thousand

	Balance at 12.31.2012	Level 1	Level 2	Level 3
Assets	**171,447,314**	**114,356,266**	**56,289,673**	**801,375**
Trading securities, measured by market value	74,711,317	55,657,463	19,053,854	--
Derivative financial instruments	1,414,580	--	1,413,642	938
Available-for-sale securities, measured by market value	95,321,417	58,698,803	35,822,177	800,437
Liabilities	**8,454,366**	**--**	**8,454,314**	**52**
Hedge funding	5,014,884	--	5,014,884	--
Derivative financial instruments	3,439,482	--	3,439,430	52

R$ thousand

	Balance at 09.30.2012	Level 1	Level 2	Level 3
Assets	**163,842,541**	**110,127,348**	**52,863,398**	**851,795**
Trading securities, measured by market value	67,922,771	48,966,649	18,956,122	--
Derivative financial instruments	1,553,789	--	1,553,107	682
Available-for-sale securities, measured by market value	94,365,981	61,160,699	32,354,169	851,113
Liabilities	**8,985,533**	**--**	**8,984,814**	**719**
Hedge funding	5,361,927	--	5,361,927	--
Derivative financial instruments	3,623,606	--	3,622,887	719

Changes on financial assets and liabilities measured at fair value in the balance sheet, classified as Level 3

R$ thousand

	3rd quarter/2013				
	Opening balance	Acquisitions	Write-offs	Income	Closing balance
Assets					
Trading securities, measured by market value	--	--	--	--	--
Derivative financial instruments	670	--	(630)	282	322
Available-for-sale securities, measured by market value	721,788	--	(74,743)	8,401	655,446
Liabilities					
Derivative financial instruments	--	--	--	--	--

R$ thousand

	3rd quarter/2012				
	Opening balance	Acquisitions	Write-offs	Income	Closing balance
Assets					
Trading securities, measured by market value	--	--	--	--	--
Derivative financial instruments	821	--	(139)	--	682
Available-for-sale securities, measured by market value	1,306,537	14,704	(470,128)	--	851,113
Liabilities					
Derivative financial instruments	16,282	--	(15,563)	--	719

Sensitivity analysis (CVM Instruction No. 475/2008)

The Banco do Brasil manages its risks in a dynamic process, identifying, assessing, monitoring, and controlling market risk exposure in its own position. In this context, the Bank takes into account the risk limits defined by the Strategic Committees and possible scenarios, to act in a timely manner in reversing any occasional adverse results.

In accordance with CMN Resolution No. 3,464/2007 and with Bacen Circular No. 3,354/2007, to manage more efficiently its transactions exposed to market risks, Banco do Brasil separates its transactions, including derivative financial instruments, as follows:

1) Trading Book*:* consisting of own positions held for trading or as a hedge for its trading portfolio, for which there is an intention of trading prior to their contractual expiry, subject to normal market conditions and that do not have a non-trading clause.

2) Banking Book: consisting of transactions not classified in the Trading Book whose feature is held to maturity.

The sensitivity analysis for all the operations with assets and liabilities of the Balance Sheet, in compliance with CVM Instruction No. 475/2008 does not adequately reflect the market risk management process and the best practices adopted by the Institution.

In order to determine the sensitivity of the Bank's capital to the impacts of market volatility (except Banco Votorantim capital), simulations were performed with three likely scenarios, two of which with an adverse effect for the Bank. The scenarios used are listed below:

Scenario I: Likely situation, which reflects the perception of the Bank’s senior management, the scenario most likely to occur for a 3-month horizon, considering macroeconomic factors and market information (BM&FBovespa, Anbima, etc.). Assumptions: exchange rate real/dollar of R$ 2.28 and raising the Selic rate to 9.75% per annum based on market conditions observed at 09.30.2013.

Scenario II: Possible situation. Assumptions adopted: parallel shock of 25.0% in the risk variables, based on market conditions observed on 09.30.2013 considering the worst losses by risk factor and, therefore, ignoring the relation dynamics of macroeconomic factors.

Scenario III: Possible situation. Assumptions adopted: parallel shock of 50.0% in the risk variables, based on market conditions observed on 09.30.2013 considering the worst losses by risk factor and thus ignoring the relation dynamics of macroeconomic factors.

The tables below summarize the results for the Trading Portfolio (Trading), excluding Banco Votorantim's positions, composed of public and private securities, derivative financial instruments and funds obtained through commitment operations:

R$ thousand

Risk Factor	Concept	Scenario I					
		09.30.2013		12.31.2012		09.30.2012	
		Variation of rates	Income	Variation of rates	Income	Variation of rates	Income
Prefixed rate	Risk of variation of prefixed interest rates	Increase	(2,685)	Maintenance	--	Maintenance	--
TMS and CDI coupons	Risk of variation of interest rate coupons	Decrease	(26)	Decrease	101	Increase	(10)
IPCA coupon	Risk of variation of price index coupons	Increase	(699)	Maintenance	--	Maintenance	--
Foreign currency coupons (US Dollars)	Risk of variation of foreign currency coupons	Increase	(20)	Increase	102	Increase	(7)
Exchange rates variation	Risk of variation of exchange rates	Increase	4,904	Decrease	(1,830)	Decrease	(21,053)

R$ thousand

Risk Factor	Concept	Scenario II					
		09.30.2013		12.31.2012		09.30.2012	
		Variation of rates	Income	Variation of rates	Income	Variation of rates	Income
Prefixed rate	Risk of variation of prefixed interest rates	Increase	(11,052)	Increase	(25,630)	Increase	(20,483)
TMS and CDI coupons	Risk of variation of interest rate coupons	Decrease	(6)	Increase	(4)	Decrease	(5)
IPCA coupon	Risk of variation of price index coupons	Increase	(1,211)	Increase	(643)	Increase	(339)
Foreign currency coupons (US Dollars)	Risk of variation of foreign currency coupons	Increase	(14)	Decrease	(36)	Increase	(4)
Exchange rates variation	Risk of variation of exchange rates	Decrease	(54,676)	Decrease	(46,676)	Decrease	(81,834)

R$ thousand

Risk Factor	Concept	Scenario III					
		09.30.2013		12.31.2012		09.30.2012	
		Variation of rates	Income	Variation of rates	Income	Variation of rates	Income
Prefixed rate	Risk of variation of prefixed interest rates	Increase	(21,182)	Increase	(50,692)	Increase	(39,334)
TMS and CDI coupons	Risk of variation of interest rate coupons	Decrease	(12)	Increase	(7)	Decrease	(11)
IPCA coupon	Risk of variation of price index coupons	Increase	(2,353)	Increase	(1,263)	Increase	(673)
Foreign currency coupons (US Dollars)	Risk of variation of foreign currency coupons	Increase	(29)	Decrease	(73)	Increase	(8)
Exchange rates variation	Risk of variation of exchange rates	Decrease	(109,353)	Decrease	(93,351)	Decrease	(163,669)

For transactions classified in the Banking Book, appreciations or depreciations resulting from changes in interest rates practiced in the market do not imply in a significant financial and accounting impact on the Bank's income. It's a result of the portfolio quality that is composed on large scale of loan operations (consumer credit, agribusiness, working capital, etc.); retail funding (demand, time, and savings deposits), and securities, which are recorded in the books according to the agreed on rates when contracting these operations. In addition, it should be pointed out that these portfolios have as their key feature the intention of holding the respective operations to maturity, and hence they are not subject to the effects of fluctuating interest rates, or the fact that such transactions are naturally related to other instruments (natural hedge), hence minimizing the reflexes of a stress scenario.

The tables below show a summary of the Trading Portfolio (Trading) and Non Trading (Banking), except from Banco Votorantim:

R$ thousand

Risk Factor	Concept	Scenario I					
		09.30.2013		12.31.2012		09.30.2012	
		Variation of rates	Income	Variation of rates	Income	Variation of rates	Income
Prefixed rate	Risk of variation of prefixed interest rates	Increase	(2,967,408)	Maintenance	--	Maintenance	--
TR coupon	Risk of variation of interest rate coupons	Increase	2,375,514	Maintenance	--	Maintenance	--
TBF coupon		Decrease	(995)	Decrease	(203)	Increase	34
TJLP coupon		Increase	708,323	Increase	251,946	Maintenance	--
TMS and CDI coupons		Decrease	38,859	Decrease	(415,910)	Increase	97,500
IGP-M coupon	Risk of variation of price index coupons	Increase	(72,664)	Maintenance	--	Maintenance	--
IGP-DI coupon		Increase	(194)	Maintenance	--	Maintenance	--
INPC coupon		Increase	(90,952)	Maintenance	--	Maintenance	--
IPCA coupon		Increase	(487,856)	Maintenance	--	Maintenance	--
Foreign Currency Coupon	Risk of variation of foreign currency coupons	Increase	502,500	Increase	652,328	Increase	756,139
Exchange rate	Risk of variation of exchange rates	Increase	24,268	Decrease	(13,634)	Decrease	(54,444)

R$ thousand

Risk Factor	Concept	Scenario II					
		09.30.2013		12.31.2012		09.30.2012	
		Variation of rates	Income	Variation of rates	Income	Variation of rates	Income
Prefixed rate	Risk of variation of prefixed interest rates	Increase	(10,956,053)	Increase	(6,451,975)	Increase	(6,701,630)
TR coupon	Risk of variation of interest rate coupons	Decrease	(6,923,844)	Decrease	(5,238,026)	Decrease	(5,176,278)
TBF coupon		Decrease	(961)	Decrease	(137)	Decrease	(89)
TJLP coupon		Decrease	(1,165,991)	Decrease	(252,037)	Decrease	(207,406)
TMS and CDI coupons		Decrease	(11,866)	Decrease	(32,793)	Decrease	(59,393)
IGP-M coupon	Risk of variation of price index coupons	Increase	(118,912)	Increase	(120,834)	Increase	(133,027)
IGP-DI coupon		Increase	(135)	Increase	(53)	Increase	(118)
INPC coupon		Increase	(142,540)	Increase	(89,503)	Increase	(104,008)
IPCA coupon		Increase	(885,494)	Increase	(17,295)	Decrease	(33,043)
Foreign Currency Coupon	Risk of variation of foreign currency coupons	Decrease	(589,974)	Decrease	(424,401)	Decrease	(594,958)
Exchange rate	Risk of variation of exchange rates	Decrease	(270,588)	Decrease	(347,656)	Decrease	(211,626)

R$ thousand

Risk Factor	Concept	Scenario III					
		09.30.2013		12.31.2012		09.30.2012	
		Variation of rates	Income	Variation of rates	Income	Variation of rates	Income
Prefixed rate	Risk of variation of prefixed interest rates	Increase	(20,726,502)	Increase	(12,346,186)	Increase	(12,795,032)
TR coupon	Risk of variation of interest rate coupons	Decrease	(14,254,166)	Decrease	(10,732,274)	Decrease	(10,619,694)
TBF coupon		Decrease	(1,925)	Decrease	(275)	Decrease	(178)
TJLP coupon		Decrease	(2,396,813)	Decrease	(509,781)	Decrease	(420,412)
TMS and CDI coupons		Decrease	(23,722)	Decrease	(65,597)	Decrease	(118,816)
IGP-M coupon	Risk of variation of price index coupons	Increase	(235,180)	Increase	(233,218)	Increase	(255,704)
IGP-DI coupon		Increase	(269)	Increase	(106)	Increase	(235)
INPC coupon		Increase	(280,586)	Increase	(177,352)	Increase	(205,721)
IPCA coupon		Increase	(1,595,741)	Increase	(25,394)	Decrease	(63,311)
Foreign Currency Coupon	Risk of variation of foreign currency coupons	Decrease	(1,205,995)	Decrease	(860,419)	Decrease	(1,207,599)
Exchange rate	Risk of variation of exchange rates	Decrease	(541,176)	Decrease	(695,312)	Decrease	(423,251)

The scenarios used for preparing the framework of sensitivity analysis must use situations of deterioration of at least 25% and 50% for variable risk, in a individuallized basis, as determined by CVM Instruction No. 475/2008. Thus, the combined analysis of the results is impaired. For example,

simultaneous shocks of increase in the prefixed interest rate and reduction of TR Coupon are not consistent from the macroeconomic perspective.

The derivative transactions classified in the Banking Book, don't represent a relevant market risk to Banco do Brasil, as these positions originated mainly to fulfill the following situations:

- Changing the index of funding and lending transactions performed to meet customer needs;
- Market risk hedge, which purpose and effectiveness are described in Note 8.d. Also in this transaction, the interest and exchange rate variations have no effects on the Bank's income.

On 09.30.2013, the Banco do Brasil did not enter into any transaction classified as an exotic derivative, as described in CVM Instruction No. 475/2008 - Attachment II.

Interest in Banco Votorantim

Simulations were also made with three possible scenarios, two of which with consequent adverse result, as follows:

Scenario I: Likely situation, which reflects the perception of the Banco Votorantim' senior management in the scenario most likely to occur. Assumptions adopted: shock of 1% in the exchange rate real/dollar, from 09.30.2013, and parallel shock of 0.10% in the interest rate prefixed curve.

Scenario II: Assumptions adopted: parallel shock of 25% in the risk variables, based on market conditions observed on 09.30.2013 and considering the worst losses by risk factor and, therefore, ignoring the relation dynamics of macroeconomic factors.

Scenario III: Assumptions adopted: parallel shock of 50% in the risk variables, based on market conditions observed on 09.30.2013 and considering the worst losses by risk factor and therefore ignoring the relation dynamics of macroeconomic factors.

In the tables below are presented the results for the positions of the Bank for its equity interest in Banco Votorantim:

R$ thousand

Risk Factor	Concept	Scenario I					
		09.30.2013		12.31.2012		09.30.2012	
		Variation of rates	Income	Variation of rates	Income	Variation of rates	Income
Prefixed rate	Risk of variation of prefixed interest rates	Increase	(406)	Decrease	8,508	Decrease	9,621
Foreign currency coupons	Risk of variation of foreign exchange coupon	Increase	(1,257)	Maintenance	--	Maintenance	--
Foreign exchange fluctuation	Risk of variation of exchange rates	Increase	(3,375)	Decrease	3,986	Decrease	(3,777)
Price Indexes	Risk of variation of price index coupons	Increase	248	Increase	1,177	Increase	(1,576)
Other	Risk of variation of other coupons	Increase	(70)	Maintenance	--	Maintenance	--

R$ thousand

Risk Factor	Concept	Scenario II					
		09.30.2013		12.31.2012		09.30.2012	
		Variation of rates	Income	Variation of rates	Income	Variation of rates	Income
Prefixed rate	Risk of variation of prefixed interest rates	Increase	(9,472)	Increase	(13,281)	Increase	(17,902)
Foreign currency coupons	Risk of variation of foreign exchange coupon	Increase	(3,229)	Increase	(2,830)	Increase	(3,492)
Foreign exchange fluctuation	Risk of variation of exchange rates	Increase	(95,876)	Increase	(116,098)	Decrease	(115,337)
Price Indexes	Risk of variation of price index coupons	Decrease	(2,093)	Decrease	--	Decrease	(3,819)
Other	Risk of variation of other coupons	Decrease	(10,114)	Increase	(12,731)	Decrease	(191)

R$ thousand

Risk Factor	Concept	Scenario III					
		09.30.2013		12.31.2012		09.30.2012	
		Variation of rates	Income	Variation of rates	Income	Variation of rates	Income
Prefixed rate	Risk of variation of prefixed interest rates	Increase	(17,615)	Increase	(35,578)	Increase	(45,661)
Foreign currency coupons	Risk of variation of foreign exchange coupon	Increase	(6,216)	Increase	(5,518)	Increase	(6,844)
Foreign exchange fluctuation	Risk of variation of exchange rates	Increase	(174,278)	Increase	(245,147)	Decrease	(226,959)
Price Indexes	Risk of variation of price index coupons	Decrease	(4,233)	Decrease	(9)	Decrease	(6,109)
Other	Risk of variation of other coupons	Decrease	(27,486)	Decrease	(27,622)	Decrease	(33,436)

In the tables below are presented the results for the positions of the Bank for its equity interest in Banco Votorantim of the trading and non-trading book:

R$ thousand

Risk Factor	Concept	Scenario I					
		09.30.2013		12.31.2012		09.30.2012	
		Variation of rates	Income	Variation of rates	Income	Variation of rates	Income
Prefixed rate	Risk of variation of prefixed interest rates	Increase	(14,060)	Decrease	134,287	Decrease	164,000
Foreign currency coupons	Risk of variation of foreign exchange coupon	Increase	(1,571)	Maintenance	--	Maintenance	--
Foreign exchange fluctuation	Risk of variation of exchange rates	Increase	817	Decrease	(1,702)	Decrease	2,908
TJLP	Risk of variation of TJLP coupons	Increase	681	Increase	--	Increase	--
TR/TBF	Risk of variation of TR/TBF coupons	Increase	152	Maintenance	--	Maintenance	--
Price Index	Risk of variation of price index coupons	Increase	91	Maintenance	(4,178)	Increase	(5,685)

R$ thousand

Risk Factor	Concept	Scenario II					
		09.30.2013		12.31.2012		09.30.2012	
		Variation of rates	Income	Variation of rates	Income	Variation of rates	Income
Prefixed rate	Risk of variation of prefixed interest rates	Increase	(342,015)	Increase	(199,726)	Increase	(287,776)
Foreign currency coupons	Risk of variation of foreign exchange coupon	Increase	(4,754)	Increase	(4,896)	Increase	(7,367)
Foreign exchange fluctuation	Risk of variation of exchange rates	Decrease	(48,879)	Decrease	(65,478)	Decrease	(73,043)
TJLP	Risk of variation of TJLP coupons	Decrease	(6,455)	Decrease	(3,614)	Increase	(2,562)
TR/TBF	Risk of variation of TR/TBF coupons	Decrease	(134)	Decrease	(38)	Decrease	(40)
Price Index	Risk of variation of price index coupons	Decrease	(636)	Increase	(5,579)	Increase	(10,415)

R$ thousand

Risk Factor	Concept	Scenario III					
		09.30.2013		12.31.2012		09.30.2012	
		Variation of rates	Income	Variation of rates	Income	Variation of rates	Income
Prefixed rate	Risk of variation of prefixed interest rates	Increase	(661,406)	Increase	(512,460)	Increase	(701,085)
Foreign currency coupons	Risk of variation of foreign exchange coupon	Increase	(9,192)	Increase	(9,550)	Increase	(14,408)
Foreign exchange fluctuation	Risk of variation of exchange rates	Decrease	(189,840)	Decrease	(133,102)	Decrease	(151,037)
TJLP	Risk of variation of TJLP coupons	Decrease	(13,212)	Decrease	(7,316)	Increase	(5,173)
TR/TBF	Risk of variation of TR/TBF coupons	Decrease	(269)	Decrease	(77)	Decrease	(81)
Price Index	Risk of variation of price index coupons	Decrease	(1,297)	Increase	(6,894)	Increase	(14,906)

f) Capital Management

On June 30, 2011, aligned with Pillar II of Basel, the brazilian regulator, Banco Central do Brasil (Bacen), released the Conselho Monetário Nacional (CMN) Resolution No. 3,988, which established the need to implement capital management structure for financial institutions. In fulfillment with the CMN Resolution, Banco do Brasil defined as part of its structure the Accounting, the Risk Management, Controlling and Finance Units. Furthermore, in line with the CMN Resolution, the Board of Directors appointed the Controller as responsible for Capital Management with the Banco Central do Brasil.

Banco do Brasil has approaches that enable the identification and evaluation of significant risks incurred, including those not covered by the Required Referential Equity (PRE). Its policies and strategies, as well as the capital plan, provide the maintenance of capital in consistent levels with the risks faced by the institution. Stress tests are performed in a monthly basis and their impacts are assessed from the capital perspective. Capital adequacy management reports are addressed to corporate units and to strategic committees, constituting support to the decision making process by the Senior Management of the Bank.

The CMN Resolution 3,988/2011 and Circular Bacen 3,547/2011 also established the need for further Internal Capital Adequacy Assessment Process (ICAAP), which have been implemented at Banco do Brasil on 06/30/2013. Among the Bank, the responsibility for coordinating ICAAP was assigned to the Risk Management Unit. Meanwhile, the Internal Controls Unit, independent area and segregated from the capital management structure, is institutionally responsible for the validation of ICAAP. Finally, Internal Audit holds the institutional responsibility for annually evaluating the process of capital management.

To learn more about the capital management at Banco do Brasil, visit the website bb.com.br/ri.

The BIS Ratio was determined in accordance with the criteria established by CMN Resolutions No. 3,444/2007 and No. 3,490/2007, which refer to the calculation of the Referential Equity (RE) and of the Required Referential Equity (RRE), respectively, without considering the information relating to Banco Votorantim as determined by Bacen.

R$ thousand

	09.30.2013		12.31.2012		09.30.2012	
	Economic and Financial	Financial	Economic and Financial	Financial	Economic and Financial	Financial
RE - Referential equity	**119,491,282**	**118,377,268**	**107,925,146**	**109,285,842**	**100,295,528**	**101,822,640**
Tier I	**77,680,840**	**75,972,957**	**76,769,399**	**77,099,943**	**72,724,467**	**73,021,482**
Shareholders' equity	65,924,275	64,472,574	66,069,965	66,350,927	64,103,886	64,400,900
Revaluation reserves	(4,585)	(4,585)	(4,645)	(4,644)	(4,666)	(4,665)
Deferred assets	(93,074)	(93,074)	(110,795)	(110,795)	(113,789)	(113,789)
Mark-to-market	202,098	202,098	(700,536)	(700,536)	(832,851)	(832,851)
Tax credits excluded from Tier I	--	--	--	--	(94)	(94)
Hybrid capital and debt instruments (1)	11,652,126	11,395,944	11,515,410	11,564,991	9,571,981	9,571,981
Tier II	**45,889,085**	**45,807,226**	**36,074,411**	**36,024,829**	**32,894,065**	**32,894,064**
Mark-to-market	(202,098)	(202,098)	700,536	700,536	832,851	832,851
Hybrid capital and debt instruments (1)	7,762,079	8,018,261	2,968,652	2,919,071	--	--
Revaluation reserves	4,585	4,585	4,645	4,644	4,666	4,665
Subordinated Debt Qualifying as Capital	**38,324,519**	**38,324,519**	**32,400,578**	**32,400,578**	**32,056,548**	**32,056,548**
Funds obtained from the FCO	18,041,929	18,041,929	16,602,973	16,602,973	16,085,390	16,085,390
Funds obtained abroad	6,420,672	6,420,672	6,001,028	6,001,028	5,963,134	5,963,134
Funds obtained from the CD	1,004,486	1,004,486	1,615,433	1,615,433	1,854,092	1,854,092
Funds raised in Financial Bills	12,857,432	12,857,432	8,181,144	8,181,144	8,153,932	8,153,932
Excess of subordinated debt instruments (2)	--	(338,041)	--	--	--	--
Deduction from the RE	**(4,078,643)**	**(3,402,915)**	**(4,918,664)**	**(3,838,930)**	**(5,323,004)**	**(4,092,906)**
Financial instruments excluded from RE	(4,078,643)	(3,402,915)	(4,918,664)	(3,838,930)	(5,323,004)	(4,092,906)
RRE - Required Referential Equity	**86,626,974**	**85,069,098**	**80,034,881**	**79,435,474**	**74,469,429**	**73,935,082**
Credit Risk	81,072,713	79,781,697	76,076,547	75,730,245	70,520,401	70,239,158
Market Risk	1,222,712	1,222,712	207,377	207,377	198,071	198,071
Operational Risk	4,331,549	4,064,689	3,750,957	3,497,852	3,750,957	3,497,853
Sufficiency of RE: (RE – RRE)	**32,864,308**	**33,308,170**	**27,890,265**	**29,850,368**	**25,826,099**	**27,887,558**
BIS Ratio: (RE x 100) / (RRE / 0.11)	**15.17%**	**15.31%**	**14.83%**	**15.13%**	**14.81%**	**15.15%**

(1) According to CMN Resolution No. 3,444/2007, Hybrid Capital and Debt Instruments authorized by Bacen to compose Tier I of the RE are limited to 15% (fifteen percent) of the total of Tier I, including the value of the Hybrid Capital and Debt Instruments itself. The values of the Hybrid Capital and Debt Instruments that may exceed that limit are added to Tier II of the RE.

(2) The Subordinated Debt Instruments allowed to compose Tier II of the RE are limited to 50% of the total of Tier I, according to Resolution CMN 3,444/2007. The amount that exceeds this limit should be excluded from Tier II of the RE.

g) Fixed asset ratio

The Fixed Asset Ratio is 21.75% of the Referential Equity-RE (25.85% on 12.31.2012 and 27,42% on 09.30.2012) for the Consolidated Financial Report and 18.81% (21.64% on 12.31.2012 and 22.74% on 09.30.2012) for the Consolidated Economic and Financial Report, in compliance with CMN Resolution No. 2,669/1999. The difference between the Fixed Assets Ratio of Consolidated Financial and Economic-Financial is the result of the inclusion of non-financial subsidiaries / affiliates that have high liquidity and low level of fixed asset, which consequently reduces the Fixed Assets Ratio of Consolidated Financial and Economic.

30 – Statement of Comprehensive Income

R$ thousand

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Net income presented in the Statement of Income	**2,703,719**	**12,732,513**	**8,237,745**
Other comprehensive income / (loss)			
Accumulated other comprehensive income (Note 24.h)	**138,627**	**(7,270,456)**	**(3,646,186)**
Own	268,133	(5,518,975)	(4,690,138)
Branches and subsidiaries abroad	(39,839)	(994,772)	466,752
Subsidiaries and affiliates	(89,667)	(756,709)	577,200
Income and social contribution taxes related to unrealized (gains) / losses (Note 24.h)	**(78,575)**	**2,767,420**	**1,857,760**
Other comprehensive profit / (loss), net of income and social contribution taxes	**60,052**	**(4,503,036)**	**(1,788,426)**
Comprehensive incomel	**2,763,771**	**8,229,477**	**6,449,319**
Comprehensive income – Non-controlling interests	**229,063**	**485,956**	**118,637**

31 – Other Information

a) Distribution of Dividends and Interest on Own Capital

During a meeting held on 02.20.2013, the Board of Directors approved the setting of the *payout* rate equivalent to the minimum 40% of net income, for the year 2013, fulfilling the policy for payment of dividends yield and/or interest on own capital on a quarterly basis, pursuant to art. 45 of the Bank's By-Laws.

b) Banco Postal

Since 01.01.2012, the Bank has had access to Correios (Brazilian Postal and Telegraph Corporation) agencies chain, with about 6.3 thousand service points located at 95% of Brazilian municipalities. Through this investment, the Bank anticipated its strategic plan of increasing its service points to achieve all the Brazilian municipalities.

c) Investment Funds Management

Position of investment funds managed by BB Gestão de Recursos - Distribuidora de Títulos e Valores Mobiliários S.A.

	Number of Funds/Portfolios			Balance (R$ thousand)		
	09.30.2013	12.31.2012	09.30.2012	09.30.2013	12.31.2012	09.30.2012
Managed funds	**557**	**548**	**547**	**483,290,117**	**444,022,933**	**452,068,647**
Investment Funds	549	538	536	464,953,095	430,833,490	439,477,071
Managed Portfolios	8	10	11	18,337,022	13,189,443	12,591,576

d) Details of branches, subsidiaries and associated abroad

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Assets			
BB Group	40,425,549	37,168,271	34,588,936
Third parties	97,198,705	87,178,714	78,105,790
Total assets	**137,624,254**	**124,346,985**	**112,694,726**
Liabilities			
BB Group	17,003,243	22,991,955	18,072,000
Third parties	112,834,282	93,863,535	87,412,644
Stockholders' equity	**7,786,729**	**7,491,495**	**7,210,082**
Attributable to parent company	7,116,817	6,917,391	6,653,326
Non-controlling interest	669,912	574,104	556,756
Total liabilities	**137,624,254**	**124,346,985**	**112,694,726**

	3rd quarter/2013	01.01 to 09.30.2013	01.01 to 09.30.2012
Net Income (loss)	**374,075**	**957,719**	**720,660**
Attributable to parent company	317,865	813,964	601,799
Non-controlling interest	56,210	143,756	118,861

e) Consortium funds

R$ thousand

	09.30.2013	12.31.2012	09.30.2012
Monthly forecast of Purchase Pool Members receivable funds	160,065	138,854	131,216
Obligations of the group due to contributions	7,619,898	7,454,133	7,369,823
Purchase Pool Members - assets to be contemplated	7,000,425	6,941,366	6,860,458
(In units)			
Quantity of groups managed	503	465	456
Quantity of active purchase pool members	434,042	400,975	393,236
Quantity of assets deliverable to members (drawn or winning offer)	32,541	22,205	19,221
	3rd quarter/2013	**01.01 to 30.09.2013**	**01.01 to 30.09.2012**
Quantity of assets delivered in the period	19,327	53,177	53,735

f) Assignment of Employees to Outside Agencies

Federal government assignments are regulated by Law 10,470/2002 and Decree No. 4,050/2001.

	3rd Quarter/2013		01.01 to 09.30.2013		01.01 to 09.30.2012	
	Employees Ceded (1)	Cost in the Period (R$ thousand)	Employees Ceded (1)	Cost in the Period (R$ thousand)	Employees Ceded (1)	Cost in the Period (R$ thousand)
With costs for the Bank						
Federal Government	--	--	--	91	1	697
Labor unions	226	7,493	226	22,329	224	21,559
Other organizations/entities	2	208	2	499	2	1,248
Subsidiary and associated companies	2	274	2	774	2	738
Without cost to the Bank						
Federal, state and municipal governments	287	--	287	--	277	--
External organizations (Cassi, FBB, Previ and Economus)	585	--	585	--	588	--
Employee entities	83	--	83	--	82	--
Subsidiary and associated companies	381	--	381	--	357	--
Total	**1,566**	**7,975**	**1,566**	**23,693**	**1,533**	**24,242**

(1) Balance in the last day of the period.

g) Remuneration of Employees and Managers

Monthly wages paid to employees and Directors of the Banco do Brasil:

R$

	09.30.2013	12.31.2012	09.30.2012
Lowest salary	2,043.36	1,892.00	1,892.00
Highest salary	34,346.27	31,802.11	31,802.11
Average salary	5,767.94	5,334.04	5,310.64
Management			
President	58,773.99	55,264.68	55,264.68
Vice-President	52,607.05	49,465.96	49,465.96
Director	44,585.55	41,923.41	41,923.41
Council members			
Fiscal Council	5,083.02	4,411.87	4,411.87
Board of Directors	5,083.02	4,411.87	4,411.87
Audit Committee - Member	40,127.00	37,731.07	37,731.07

h) Insurance Policy of Assets

Despite the reduced level of risk to which its assets are subject, the Bank contracts insurance cover for its assets in amounts considered sufficient to cover any losses.

Insurance contracted by the Bank in force on 09.30.2013

R$ thousand

Covered Risks	Amounts Covered	Value of the Premium
Property insurance for the relevant fixed assets	925,581	3,315
Life insurance and collective personal accident for the Executive Board (1)	885	121
Other	16	1
Total	**926,482**	**3,437**

(1) Refers to individual coverage for members of the Executive Board.

i) Fundo Nacional de Aviação Civil (FNAC)

Through Provisional Measure No. 600, dated 12.28.2012, the federal government established that the FNAC resources for modernization, construction, expansion and renovation of public aerodromes can be managed by the Bank, directly or through its subsidiaries, as it was established in the act of Civil Aviation Secretariat of the Presidency of the Republic.

The Decree 8,024 from 06.04.2013, which regulates the operation of FNAC, establishes that the resources of this Fund will be transferred to the Bank according to the programming for investments of resources approved by the Civil Aviation Secretariat of the Presidency of the Republic and to what is stated in the contract, According to the Decree, the remuneration that will be received by the Bank, from the rendering of services, will be set by a joint act of the Finance Minister and the Minister of the Civil Aviation Secretariat of the Presidency of the Republic.

As a manager of the resources of FNAC, the Bank will hold a bidding process, and it can contract, on its own name or for the account of third parties, works and engineering services or any other specialized technical services.

Banco do Brasil S.A.

Financial Statements
September 30, 2013

(a free translation of the original report in Portuguese containing financial statements prepared in accordance with accounting practices adopted in Brazil applicable to institutions authorized to operate by the Brazilian Central Bank)

Report on limited review of consolidated interim financial information

To
The Board of Directors, Shareholders and Management
Banco do Brasil S.A.
Brasília - DF

Introduction

We have reviewed the accompanying consolidated interim financial statements of Banco do Brasil S.A., which comprise the balance sheet as of September 30, 2013 and the related statements of income, of changes in shareholders' equity and of cash flows for the quarter and nine-month periods then ended, as well as the summary of significant accounting policies and other notes to the financial statements.

Management is responsible for the preparation and fair presentation of this interim consolidated financial information in accordance with accounting practices adopted in Brazil, applicable to institutions authorized to operate by the Brazilian Central Bank (BACEN). Our responsibility is to express an opinion on this Interim consolidated financial information based on our limited review.

Scope of review

We conducted our limited review in accordance with approved Brazilian auditing standards and International Standards on Auditing (NBC TR 2410 – Revisão de Informações Intermediárias Executada pelo Auditor da Entidade and ISRE 2410 – *Review of Interim Financial Information Performed by the Independent Auditor of the Entity, respectively*). A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters and applying analytical and other review procedures. The scope of a review is significantly lower than an audit conducted in accordance with auditing standards and therefore does not allow us to obtain assurance that we become aware of all significant matters that might be identified in an audit. Therefore, we do not express an audit opinion.

Conclusion

Based on our review, we are not aware of any facts that would lead us to believe that the consolidated interim information do not present fairly, in all material aspects, the consolidated financial position of Banco do Brasil S.A., as of September 30, 2013, the consolidated performance of their operations and their consolidated cash flows for the three-month-period then ended, in accordance with accounting practices adopted in Brazil applicable to financial institutions authorized to operate by the Brazilian Central Bank.

Other matters

Statement of change added value
We have also reviewed the consolidated interim statement of change added value (DVA) for the quarter and nine months ended September 30, 2013, prepared under the responsibility of the Bank's management, presented as supplemental information. This statement was subjected to the same review procedures described above and based on our review, we are not aware of any facts that would lead us to believe that they are not presented fairly, in all material respects, in relation to other interim individual and consolidated information consolidated taken as a whole.

Emphasis

Restatement of corresponding balances
As mentioned on note 3 of the consolidated interim financial statements, due to the change in the accounting policy in accordance with item 173 of Deliberação CVM n.º 695/2012, the actuarial gains/losses not recognized according to the previously adopted accounting policy in place until December 31, 2012, were retrospectively registered, in accordance with Deliberação CVM n.º 592/2009. The corresponding balances related to the balance sheet as of December 31, 2012 and September 30, 2012 and the corresponding interim accounting information related to the statements of income, of changes in shareholders' equity, of cash flows and of the change added value (supplemental information), for the nine months ended September 30, 2012, presented for comparison purposes, were adjusted, with the effects and in the accounts presented on notes 3 (Information for comparability purposes), 4.l and 27.d, and are being restated as determined by CPC 23 - *Políticas Contábeis, Mudança de Estimativa e Retificação de Erro* e CPC 26(R1) - *Apresentação das Demonstrações financeiras*. Our conclusion does not have any modification related to this matter.

Brasília, November 11th, 2013

KPMG Auditores Independentes
CRC 2SP014428/O-6F-DF

Original report in Portuguese signed by
Giuseppe Masi
Accountant CRC 1SP176273/O-7

MEMBERS OF THE MANAGEMENT BODIES

PRESIDENT
Aldemir Bendine

VICE-PRESIDENTS
Alexandre Corrêa Abreu
Benito da Gama Santos
Geraldo Afonso Dezena da Silva
Ivan de Souza Monteiro
Osmar Fernandes Dias
Paulo Roberto Lopes Ricci
Paulo Rogério Caffarelli
Robson Rocha
Walter Malieni Junior

DIRECTORS
Adilson do Nascimento Anisio
Admilson Monteiro Garcia
Adriano Meira Ricci
Antonio Mauricio Maurano
Antonio Pedro da Silva Machado
Carlos Alberto Araujo Netto
Carlos Eduardo Leal Neri
Clenio Severio Teribele
Edmar José Casalatina
Gueitiro Matsuo Genso
Gustavo Henrique Santos de Sousa
Hayton Jurema da Rocha
Ives Cézar Fülber
Janio Carlos Endo Macedo
José Carlos Reis da Silva
José Mauricio Pereira Coelho
Luís Aniceto Silva Cavicchioli
Luiz Henrique Guimarães de Freitas
Marcelo Augusto Dutra Labuto
Márcio Hamilton Ferreira
Marco Antonio Ascoli Mastroeni
Marcos Ricardo Lot
Nilson Martiniano Moreira
Raul Francisco Moreira
Sandro José Franco
Sandro Kohler Marcondes
Sergio Peres

ACCOUNTING DEPT.
Eduardo Cesar Pasa
General Accountant
Accountant CRC-DF 017601/O-5
CPF 541.035.920-87

Daniel André Stieler
Accountant CRC-DF 013931/O-2
CPF 391.145.110-53

BOARD OF DIRECTORS
Adriana Queiroz de Carvalho
Aldemir Bendine
Bernardo Gouthier Macedo
Elvio Lima Gaspar
Henrique Jäger
Sérgio Eduardo Arbulu Mendonça

FISCAL COUNCIL
Paulo José dos Reis Souza (President)
Aldo César Martins Braido
Augusto Carneiro de Oliveira Filho
Marcos de Andrade Reis Villela
Marcos Machado Guimarães

AUDIT COMMITTEE
Egidio Otmar Ames
Antonio Carlos Correia
Elvio Lima Gaspar
Henrique Jäger

Banco do Brasil S.A.
Setor Bancário Sul
Brasília - DF
CNPJ - 00.000.000/0001-91

