

Curitiba, June 8, 2006.

**BOLSA DE VALORES DE SÃO PAULO – BOVESPA  
(SÃO PAULO STOCK EXCHANGE)**  
Supervisão de Relações com Empresas

Attn: **Mr. Jorge Antonio Tambucci**

Re: **Merger of Brasil Ferrovias and Novoeste Brasil's shares by ALL  
GAE/SRE 1361/06**

Dear Sir,

Where hereby provide the following clarifications requested:

- (i) *“detail the swap ratio of shares issued by Brasil Ferrovias S.A. and Novoeste Brasil S.A. with shares issued by the Company, specifying the quantity of common and preferred shares to be issued by the Company for each thousand shares issued by each of the companies to be merged;”*

The swap ratios adopted for the merger by ALL - América Latina Logística S.A. (“**ALL**” or “**Company**”), of shares issued by Brasil Ferrovias S.A (“**Brasil Ferrovias**”) and Novoeste Brasil S.A. (“**Novoeste Brasil**”) are: (a) eight wholes, twenty-four million, four hundred, fifty-four thousand, seven hundred and fifty-seven hundredths of millionth (8.24454757) shares issued by ALL per thousand shares of Brasil Ferrovias— regardless of class or type—; and (b) sixty-eight wholes, twenty million, nine hundred, seventy-two thousand, seven hundred, fifty-eight hundredths of millionth (68.20972758) per thousand shares issued by Novoeste Brasil— regardless of class or type.

PREVI, FUNCEF and BNDESPAR shall receive (a) common shares to be bound by the Shareholders' Agreement and (b) common and preferred shares at the ratio of one (1) common share to four (4) preferred shares, so that to allow the generation of Units, as announced in the Material Fact dated May 31, 2006.

All other shareholders shall receive in replacement of shares issued by merged companies held thereby (regardless of their type or class), shares issued by ALL at the swap ratio mentioned above, also at the ratio of one (1) common share to four (4) preferred shares, so that to allow the generation of Units. Should when applying the aforementioned swap ratio, these shareholders be entitled to shares or portions of shares in number lower than the necessary to fully generate the Units, their equity interest shall

be rounded to the whole number multiple of five (5) immediately higher, so that to allow the generation of one (1) additional unit.

- (ii) *“shall the 1,000 shares issued by the merged companies be composed regardless of share type?”*

For the effects of determining the swap ratio of shares of each one of the merged companies, it is irrelevant the type of share held by shareholders. Thus, the thousand shares issued by Brasil Ferrovias and Novoeste Brasil may be composed of common and/or preferred shares, at any proportion.

- (iii) *“exemplify the status of a shareholder holding 250 common shares and 500 preferred shares issued by Brasil Ferrovias S.A., after the merger of its shares by the Company;”*

By using the criteria outlined in no item (i) above, the shareholder of 750 shares issued by Brasil Ferrovias would be entitled to receive 6.183410678 shares issued by ALL. Taking into account that each Unit is composed of five (5) shares— one (1) common share and four (4) preferred shares—, such shareholder would be entitled to one (1) Unit, remaining 1.183410678 share. Such remainder shall be rounded to one (1) common share and four (4) preferred shares so that to allow the generation of an additional Unit, and at the end of the swap, this shareholder shall own ten (10) shares issued by ALL, sufficient to compose two (2) Units.

- (iv) *“shall the shares issued by the Company in view of the merger participate under equal conditions in all benefits, including dividends and eventual capital payments to be distributed by this company? If they participate on “pro rata tempore” basis, inform as from which moment they will fully participate in all the benefits.”*

All the shares issued by ALL in view of the merger of Brasil Ferrovias and Novoeste Brasil’s shares shall enjoy, as from the issuance date, all rights, advantages and privileges inherent to their respective types. Said shares shall be entitled to dividends and capital payments to be distributed as from their issuance date, estimated for June 16, 2006, when an extraordinary general meeting called to resolve on the share merger shall be held.

- (v) *“referring to the right to withdraw we request you to inform: the term for dissenting shareholders to give their opinion; the procedures that such dissenting shareholders shall adopt to give their opinion with the Company.”*

Pursuant to the Article 137, IV of Law 6,404, as of December 15, 1976, as amended, the dissenting shareholders may express their intention to exercise the right to withdraw within 30 days as from the publication of minutes of the general meeting approving the merger of Brasil Ferrovias and Novoeste Brasil’s shares, by sending to ALL, Brasil Ferrovias and/or Novoeste, a notice including (a) full name and qualification of the shareholder under consideration; (b) the number of shares held by such shareholder on May 10, 2006, date on which the operation was disclosed to the market, by means of

publication of material fact; and (c) the bank account in which the respective company shall deposit the funds related to the payment of amount reimbursed.

We remain at your disposal, should you need any further clarification on this matter.

Sincerely yours,

**ALL - América Latina Logística S.A.**

Sérgio Messias Pedreiro  
Investor Relations Officer