

**ALL – AMÉRICA LATINA  
LOGÍSTICA S.A.**  
Corporate Taxpayers' ID (CNPJ/MF)  
02.387.241/0001-60  
Companies Registry (NIRE) 41 30001988 6  
Publicly-held Company

**FERRONORTE S.A – FERROVIAS  
NORTE BRASIL**  
Corporate Taxpayers' ID (CNPJ/MF)  
24.962.466/0001-36  
Companies Registry (NIRE) 51 30000445 3  
Publicly-held Company

## **MATERIAL FACT**

ALL - América Latina Logística S.A., a publicly held company with headquarters at Rua Emílio Bertolini, 100, Bairro Cajuru, in the city of Curitiba, state of Paraná, inscribed in the roll of corporate taxpayers (CNPJ-MF) under no. 02.387.241/0001-60 (“ALL”), and Ferronorte S.A. - Ferrovias Norte do Brasil, a publicly held company with headquarters at Avenida Historiador Rubens de Mendonça, 2000, sala 308, Bosque da Saúde, in the city of Cuiabá, state of Mato Grosso, inscribed in the roll of corporate taxpayers (CNPJ-MF) under no. 24.962.466/0001-36 (“Ferronorte” or “Concessionaire”), in compliance with CVM Instruction 358 of January 3, 2002, hereby informs its shareholders and the general market that Constran S/A – Construções e Comércio, the Investment Fund of the Government Severance Indemnity Fund for Employees - FI-FGTS (“FI-FGTS Fund”), InfraBrasil Fundo de Investimento em Participações (“InfraBrasil”) (jointly “Investors”), ALL and Ferronorte, jointly with Investors (“Parties”), have entered into an agreement (“Agreement”).

The Agreement establishes certain premises and minimum conditions necessary for the construction, operation, exploration and maintenance of a railway stretch from the city of Alto Araguaia to the city of Rondonópolis, both in the state of Mato Grosso, pertaining to the concession of Ferronorte (“Project”). The Project will be executed by a special purpose entity to be created by the Investors (“SPE”) and the necessary investment will be defined after the preparation of an engineering project plan.

The implementation of the Project is subject to the full compliance with the suspensive conditions provided in the Agreement, including (i) approvals by the executive committees of FI-FGTS Fund and InfraBrasil; (ii) the obtainment of prior license to begin the Project-related works and (iii) approval from the Brazilian Development Bank (BNDES) for financing the SPE. In addition to said conditions, the Project shall be approved by Brazil’s National Land Transport Agency (ANTT). ALL and Ferronorte shall keep their shareholders and the market updated about the matter.

Curitiba and Cuiabá, July 8, 2008.

**ALL - AMÉRICA LATINA LOGÍSTICA S.A.**  
Sergio Messias Pedreiro – Chief Financial and Investor Relations Officer

**FERRONORTE S. A. – FERROVIAS NORTE BRASIL**  
Sergio Messias Pedreiro – Chief Financial and Investor Relations Officer