

**ALL – AMÉRICA LATINA
LOGÍSTICA MALHA SUL S.A.**

Corporate Taxpayer ID (CNPJ/MF)

01.258.944/0001-26

Company Registry (NIRE)

41 3 0001995 9

Publicly Held Company

**FERROBAN – FERROVIAS
BANDEIRANTES S.A.**

Corporate Taxpayer ID (CNPJ/MF)

02.502.844/0001-66

Company Registry (NIRE)

3 53 00155181

Publicly Held Company

**FERRONORTE S.A. – FERROVIAS
NORTE BRASIL**

Corporate Taxpayer ID (CNPJ/MF)

24.962.466/0001-36

Company Registry (NIRE)

51300004453

Publicly Held Company

**ALL - AMÉRICA LATINA
LOGÍSTICA S.A.**

Corporate Taxpayer ID (CNPJ/MF)

02.387.241/0001-60

Company Registry (NIRE)

41.300.019.886

Publicly Held Company

MATERIAL FACT

ALL – AMÉRICA LATINA LOGÍSTICA MALHA SUL S.A. (“ALLMS”), **FERROBAN – FERROVIAS BANDEIRANTES S.A.** (“Ferroban”), **FERRONORTE S.A. FERROVIAS NORTE BRASIL** (“Ferronorte”, and jointly with ALLMS and Ferroban, the “Issuers”) and **ALL – AMÉRICA LATINA LOGÍSTICA S/A** (“ALL”), pursuant to CVM Instruction 358/02, hereby inform its shareholders and the market the following:

1. At Meetings of the Board of Directors of the Issuers and ALL, which were held on the present date, the issue of debentures in the amount of R\$500,000,000.00 was approved by the Issuers, composed as follows:
 - (i) 3rd Issue of Unsecured Nonconvertible Debentures in a Single Series by ALLMS in the amount of R\$166,666,668.00;
 - (ii) 1st Issue of Unsecured Nonconvertible Debentures in a Single Series by Ferroban in the amount of R\$166,666,666.00; and
 - (iii) 6th Issue of Unsecured Nonconvertible Debentures in a Single Series by Ferronorte in the amount of R\$166,666,666.00;

2. The issue of debentures described above will be secured by a fiduciary guarantee provided by the parent company ALL.
3. The issue date of each debenture will be the date of the effective subscription and payment of the respective debenture.
4. Each of the issues described above will be composed of 1 registered debenture in the nominal unit value of R\$166,666,668.00 in the case of ALLMS and of R\$166,666,666.00 each in the case of Ferrobán and Ferronorte. The debentures of said issues will not be convertible into shares issued by the respective Issuers.
5. The debenture issues will have a maturity of 10 years as of the date of their issue, with the principal amortized in three equal installments due on August 1, 2016, July 31, 2017 and July 31, 2018. The debentures will pay semiannual interest corresponding to 108% (one hundred and eight percent) of the average rate of the “extra group” overnight interbank deposit rate (*taxa DI de um dia, extra grupo*).
6. The issue of debentures described herein will not be registered at the Securities and Exchange Commission of Brazil (CVM), in accordance with the automatic registration exemption provided for by Article 5, II of CVM Instruction 400 of December 29, 2003.
7. The issue of debentures described in this material fact notice will be registered for placement in the primary market on the Securities Distribution System (SDT) operated by CETIP S.A. – Organized Over-the-Counter Market for Assets and Derivatives.
8. The Issuers and ALL will maintain its shareholders and the market informed of any developments regarding this matter.

Curitiba, Cuiabá and São Paulo, August 14, 2008

Sérgio Messias Pedreiro
Chief Financial and Investor Relations Officer