

**ALL – AMÉRICA LATINA LOGÍSTICA S.A.**  
Corporate Taxpayers' ID (CNPJ/MF) 02.387.241/0001-60  
Companies Registry (NIRE) 41.3.00019886  
Publicly-held Company

**MINUTES OF THE EXTRAORDINARY SHAREHOLDERS MEETING  
HELD ON SEPTEMBER 29, 2006**

1. Date, time and venue: On September 29, 2006, at 10:00 a.m., at the Company's headquarters, located at Rua Emílio Bertolini, 100, Sala 01, Bairro Cajuru, in the city of Curitiba, state of Paraná.
2. Attendance: Shareholders representing 54.15% of the Company's voting capital, as the signatures included in the Shareholders' Attendance Book. Additionally, the following people also attended the meeting (i) Mr. Ricardo Scalzo, Fiscal Council member, in compliance with the provisions of article 164 of Law 6,404/76; (ii) Mr. Luiz Paulo Cesar Silveira, representing Apsis Consultoria Empresarial Ltda., headquartered in the city of Rio de Janeiro, State of Rio de Janeiro, at Rua São José, 90, grupo 1.802, Corporate Taxpayers' ID (CNPJ/MF) 27.281.922/0001-70 ("Apsis"); and (iii) Messrs. Eduardo Machado de Carvalho Pelleissone and Alexandre de Jesus Santoro, representing Logispar, qualified in item 5.2 below.
3. Presiding: Mr. Wilson Ferro de Lara, Chairman; Anderson Henrique Prehs, Secretary.
4. Call Notice: Call notice published in the Official Gazette of the State of Paraná and in the newspapers Gazeta Mercantil in the city of São Paulo and Indústria & Comércio in the city of Curitiba, on September 14, 15 and 18, 2006. In compliance with CVM Instructions 319/99 and 358/02, a Material Fact was published in the newspapers Gazeta Mercantil in the city of São Paulo and Indústria & Comércio, on September 12, 2006 and in the Official Gazette of the state of Paraná on September 14, 2006.
5. Resolutions: The following resolutions were unanimously taken by voting shareholders attending the meeting, in accordance with their votes which are filed at the Company's headquarters:
  - 5.1 To approve the drawing up of these minutes in summary format, as well as its publication omitting the signatures of attending shareholders, in compliance with the provisions of article 130 and paragraphs of Law 6,404/76;
  - 5.2 To ratify the nomination and hiring, previously made by the Company's management, of Apsis, a specialized company responsible for the valuation, at book value, of the Shareholder's Equity of the Company's wholly-owned subsidiary, **Logispar Logística e Participações S.A.**, a closely-held Company headquartered in the city of Curitiba, state of Paraná, at Avenida Getúlio Vargas, 3470, Sala 04, Água Verde, CEP 80.240-041, Corporate Taxpayers' ID (CNPJ/MF) 03.469.006/0001-09, Companies' Registry (NIRE) 41 3 0002033 7, ("Logispar"), for the purpose of its merger by the Company.

- 5.3** To approve, with no exclusions, the shareholders' equity valuation report of Logispar to be transferred to the Company, prepared by the above mentioned specialized company, which states that the total shareholders' equity of Logispar to be transferred to the Company, at book value, is R\$ 74,390,329.41 (seventy four million, three hundred ninety thousand, three hundred twenty-nine reais and forty-one cents), based on the information included in Logispar's balance sheet on August 31, 2006, as detailed in the valuation report just approved (Exhibit I).
- 5.4** To fully approve, with no exclusions, the Protocol and Justification of Merger, by the Company, of its wholly-owned subsidiary Logispar, entered into on September 11, 2006 ("Protocol and Justification") (Exhibit II).
- 5.5** To approve the merger, by the Company, of its wholly-owned Logispar, under the terms and conditions established in the Protocol and Justification, and the Company will succeed Logispar in all its assets, rights and obligations.
- 5.6** To consign that, whereas Logispar is a wholly-owned subsidiary of the Company, its merger will not involve any capital increase by the Company, but a simple substitution of the asset represented by an investment of the Company in Logispar by the assets and liabilities included in Logispar's balance sheet.
- 5.7** To authorize the Company's management to perform all actions necessary to complete the merger, by the Company, of its wholly-owned subsidiary Logispar, including the execution of instruments to amend bylaws of companies in which Logispar is a shareholder or quota holder, as successor of Logispar.
- 5.8** The Company's Fiscal Council, as registered in the minutes of the meeting held on September 11, 2006, issued a favorable opinion (i) on the execution of Protocols; (ii) on the approval of the Valuation Report prepared by Apsis; and (iii) on the approval of terms and conditions of the Protocol and Justification.
- 6.** Closure: Having no further business to be discussed, the meeting was suspended in order to permit the drawing up of these minutes, which were read, agreed and signed by all attendees. (Signature) *Wilson Ferro de Lara, Chairman; Anderson Henrique Prehs, Secretary. Shareholders: 01. JUDORI ADM. EMP. E PART S.A.; 02. EMERGING MARK CAPITAL INVESTMENTS, LLC; 03. GRUCAI PARTICIPACOES S.A.; 04. LATIN AMERICAN GROWTH CAPITAL; 05. RALPH PARTNERS I, LLC; 06. DELARA BRASIL LTDA; all of the represented by its attorney-in-law Mr. Anderson Henrique Prehs; 07. FUNDAÇÃO DOS ECONOMIÁRIOS FEDERAIS – FUNCEF, represented by its attorney-in-law Mr. Marcos Rocha de Araújo; 08. CAIXA DE PREVIDÊNCIA DOS FUNCIONÁRIOS DO BANCO DO BRASIL – PREVI, represented by its attorney-in-law Mr. Deivis Marcon Antunes; 09. AMERICAN FUNDS INSURANCE SERIES - GLOBAL SMALL CAPITALIZATION FUND; 10. AMERICAN FUNDS INSURANCE SERIES - NEW WORLD FUND; 11. BELL ATLANTIC MASTER TRUST; 12. BRAZIL VALUE AND GROWTH FUND; 13. BRITISH COAL STAFF SUPERANNUATION SCHEME; 14. BT PENSION SCHEME; 15. COLLEGE RETIREMENT EQUITIES FUND; 16. COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES' RETIREMENT SYSTEM; 17. COMMONWEALTH OF PENNSYLVANIA STATE EMPLOYEES' RETIREMENT SYSTEM; 18. DAILY ACTIVE EMERGING*

MARKETS SECURITIES LENDING COMMON TRUST FUND; 19. ESSEX COUNTY COUNCIL; 20. FIDELITY ADVISOR SERIES VIII: FIDELITY ADVISOR EMERGING MARKETS FUND; 21. FIRST STATE GLOBAL EMERGING MARKETS LEADERS FUND; 22. GE INVESTMENTS FUNDS, INC.; 23. GLOBAL INVESTMENT FUND; 24. HOUSTON FIREFIGHTERS RELIEF AND RETIREMENT FUND; 25. IBM SAVINGS PLAN; 26. JANUS ADVISER INTERNATIONAL GROWTH FUND; 27. JANUS ADVISER SERIES CONTRARIAN FUND; 28. JANUS ADVISER SERIES ORION FUND; 29. JANUS ASPEN SERIES - INTERNATIONAL GROWTH PORTFOLIO; 30. JANUS INSTITUTIONAL INTERNATIONAL GROWTH PORTFOLIO; 31. JANUS ORION FUND; 32. JANUS OVERSEAS FUND; 33. JANUS VENTURE FUND; 34. JANUS WORLD FUNDS PLC - US VENTURE FUND; 35. MARVIN & PALMER EMERGING MARKETS EQUITY LIMITED PARTNERSHIP; 36. MORGAN STANLEY OFFSHORE EMERGING MARKETS FUND; 37. RAYTHEON COMPANY MASTER TRUST; 38. ROYAL MAIL PENSION PLAN - 208713-0; 39. ROYAL MAIL PENSION PLAN - 208983-4; 40. SEI INVESTMENTS CANADA COMPANY/SOCIETE DE PLACEMENTS SEI CANADA; 41. SMALLCAP WORLD FUND, INC; 42. SSGA EMERGING MARKETS FUND; 43. TEACHER RETIREMENT SYSTEM OF TEXAS; 44. THE ROYAL BANK OF SCOTLAND PLC AS DEPOSITARY OF FIRST STATE GLOBAL EMERGING MARKETS; 45. THE ROYAL BANK OF SCOTLAND PLC AS DEPOSITARY OF FIRST STATE GLOBAL EMERGING MARKETS LEADERS FUND A SUB FUND OF FIRST STATE INVESTMENTS ICVC; 46. VAN KAMPEN SERIES FUND, INC., VAN KAMPEN EMERGING MARKETS FUND; 47. VANGUARD EMERG.MKTS STOCK INDEX FD; and 48. VANGUARD INVESTMENT SERIES, PLC. Other attendees: Mr. Ricardo Scalzo, Fiscal Council Member; Mr. Luiz Paulo Cesar Silveira, representing the company Apsis Consultoria Empresarial Ltda.; Eduardo Machado de Carvalho Pelleissone and Alexandre de Jesus Santoro, Executive Officers of Logispar Logística e Participações S.A.

This is a free English translation of the original instrument drawn up in the Company's records.

Curitiba, September 29, 2006.

Anderson Henrique Prehs  
OAB (Brazilian Bar Association)/PR 34.608  
Secretary/Acknowledged and Accepted by Attorney