

ALL – AMÉRICA LATINA LOGÍSTICA S.A.
Corporate Taxpayers' ID (CNPJ/MF) 02.387.241/0001-60
Companies Registry (NIRE) 41300019886
Publicly-held Company

**PROPOSAL TO BE SUBMITTED TO THE COMPANY'S ANNUAL
SHAREHOLDERS MEETING TO BE HELD ON APRIL 2, 2007**

The Board of Directors proposes the analyzes and resolution, by the Shareholders, gathered at the Company's Annual Shareholders Meeting, of the following matters:

- i) Approval of the Management Report, Financial Statements, Explanatory Notes and Opinion of Independent Auditors referring to the fiscal year ended on December 31, 2006, which were published in compliance with article 133, paragraph 5, of Law 6,404/76, in the newspapers Gazeta Mercantil (São Paulo regional edition), Indústria & Comércio de Curitiba on 02/28/07, and in the Official Gazette of the State of Paraná on 03/01/07, having been waived the notice referred to in article 133 of Law 6,404/76;
- ii) Allocation of the net income referring to the fiscal year ended on December 31, 2006, as follows: i) R\$ 3,733,829.54 to the constitution of legal reserve (article 193 of Law 6,404/76); and after the constitution of the legal reserve, the (ii) payment of dividends corresponding to 25% of adjusted net income, in the amount of R\$ 17,735,690.32, paid as follows: a) the amount of R\$ 15,000,000.00 as interest on own capital, in the amount of R\$ 0.005225397 per share, net of 15%-withholding tax, paid on January 31, 2007, according to resolution taken in the Board of Directors Meeting held on December 29, 2006, by referendum of this Annual Shareholders Meeting, now ratified; and b) the amount of R\$ 2,735,690.32 as dividends, in the amount of R\$ 0.0009500392 per share or R\$ 0.0047501958 per each share deposit certificate ("Unit"), free of withholding tax and with no monetary restatement or interests, which will be paid by Banco Itaú S.A., in compliance with article 205, paragraph 2 of the Law, as of May 2, 2007;
- iii) Election of the Company's Board of Directors members, with term of office valid to expire on the date the next Annual Shareholders Meeting is held;
- iv) Election of the Company's Fiscal Council members, with term of office valid to expire on the date the next Annual Shareholders Meeting is held;
- v) Establishment of the annual global compensation of the Company's management in the amount not exceeding R\$ 20,000,000.00 (twenty million reais) and R\$ 360,000.00 (three hundred sixty thousand reais) for Fiscal Council members.

These are the items proposed.

Curitiba, March 15, 2007.

Wilson Ferro de Lara
Chairman of the Board of Directors