

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

**MINUTES OF THE BOARD OF DIRECTORS' MEETING  
HELD ON OCTOBER 4, 2007**

On October 4, 2007, at 9:00 a.m., the members of the Board of Directors had a meeting and unanimously decided the following:

- (I) Based on article 6 of the Company's Bylaws, to approve the capital stock increases described below, in the scope of the Company's Stock Option Plan, approved by the Extraordinary General Meeting held on April 1, 1999. All related shares are non-par registered book-entry shares, being the respective subscription lists filed at the Company's headquarters. Said subscription lists describe the payment term and form, the index and periodicity of monetary restatement, as well as the lock-up period for the sale, assignment, transfer or pledge of shares.

| <u>Stock Option Plan</u> | <u>Subscription List</u> | <u>Common Shares</u> | <u>Preferred Shares</u> | <u>Total Shares</u> | <u>Issuing Price per Share (R\$)</u> | <u>Capital Increase (R\$)</u> |
|--------------------------|--------------------------|----------------------|-------------------------|---------------------|--------------------------------------|-------------------------------|
| 2001                     | 1                        | 5,000                | 20,000                  | 25,000              | 0.8620                               | 21,550.00                     |
| 2001                     | 2                        | 7,500                | 30,000                  | 37,500              | 0.6186                               | 23,197.50                     |
| 2003                     | 3                        | 9,000                | 36,000                  | 45,000              | 0.6187                               | 27,841.50                     |
| 2006                     | 4                        | 817                  | 3,268                   | 4,085               | 2.3940                               | 9,779.49                      |
| <b>Total</b>             |                          | <b>22,317</b>        | <b>89,268</b>           | <b>111,585</b>      |                                      | <b>82,368.49</b>              |

- (II) The shares issued shall fully take part in interest on equity and/or dividends that are to be paid by the Company.
- (III) In view of the approvals mentioned above, the capital stock increase is ratified, by private subscription, at the total amount of **R\$ 82,368.49**, by means of the issuance of **111,585** non-par registered book-entry shares, of which **22,317** are common shares and **89,268** are preferred shares, according to the resolution referred to in item (I) above.
- (IV) It is exempted herein the corresponding amendment to the Article 5 of the Company's Bylaws, according to provision outlined in paragraph 1 of same article, and the Company's capital stock shall increase from **R\$ 2,152,511,340.31** to **R\$ 2,152,593,708.80** divided into **2,883,331,110** shares, of which **988,667,962** are common shares and **1,894,663,148** are preferred shares, all non-par registered book-entry shares.

- (V) to approve the organization of a limited-liability company headquartered in the Bahamas, a wholly-owned subsidiary of the Company;
- (VI) to authorize (i) the Company to give personal guarantee, in the capacity of guarantor and main payer, in the amount of up to US\$3,000,000.00 (three million US Dollars), for the acquisition of an aircraft for the wholly-owned subsidiary Boswells S.A.; and (ii) the Company's management to sign all the documents necessary for the constitution and formalization of this guarantee.

**Closure:** Having no further business to be discussed, these minutes were drawn up, read, found in compliance and signed by all of the Board of Directors members. *(Signatures.) Wilson Ferro de Lara, President; Alexandre Behring Costa, Vice-President; Antonio Carlos Augusto Ribeiro Bonchristiano; Bernardo Vieira Hees; Bruce Mansfield Flohr; Márcio Tabatchnik Trigueiro; Pedro Pullen Parente; Riccardo Arduini, Guilherme Narciso de Lacerda, Caio Marcelo de Medeiros Melo, Ricardo Carvalho Giamboni and Sérgio Messias Pedreiro, Board Members.*

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

Curitiba, October 4, 2007.

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